

A MEETING OF THE BOARD OF DIRECTORS
OF THE LIVING WELL FOUNDATION
ON THURSDAY, OCTOBER 6, 2022, AT 7:30 A.M.
AT THE WMWO CHAMBER OF COMMERCE
112 PROFESSIONAL DRIVE,
WEST MONROE, LOUISIANA 71291

MINUTES

Members Present:

Jim Allbritton
P. Michelle Getret-Ford
Alberta Green
Melanie Massey Groves
Dr. Bob Huffstutter
Rick McMillon
Ken Phillips
Chris Pittard
Brandon Welch

Staff Present:

Alice M. Proffit, President/CEO

Staff Absent:

Monica Turner, Executive Assistant,
Secretary/Treasurer

Others Present:

Doug Caldwell, Attorney

Members Absent:

Lori Allen
Christine Rambo

Selection of Chair Pro Tempore for conduct of the meeting was first considered. Upon motion by Mr. Pittard, seconded by Mrs. Green, election of Mr. Allbritton was unanimous by all members then present (8-0).

Minutes – The minutes from the August 4, 2022, meeting were reviewed. There being no changes, upon motion by Mrs. Green, seconded by Mrs. Getret-Ford, the minutes were unanimously approved by all members then present (8-0).

Mrs. Massey-Groves then entered the meeting.

August 2022 Financial Statements – The August 2022 financial statements, together with the cash flow and bond worksheets, and the Argent monthly statement, were presented. A deficit was noted in the change of assets for the month and year-to-date due to the increased unrealized losses on holdings. It was noted that income exceeded expenses on the cash flow worksheet year-to-date. Detailed reviews of the balance sheet and profit and loss (P&L) statement were also held, noting that the grants from the Special Grant Cycle 2022 were now booked. After discussion, upon motion by Mr. Phillips, seconded by Mr. Pittard, the August financial statements were unanimously approved (9-0).

Certain Grant Approvals – Three grants with determined conflicts of interest were then considered from the previous meeting, specifically Children’s Coalition of Northeast Louisiana, the Town of Farmerville, and the ULM Dental Hygiene Initiative regarding the on-campus clinic. It was reported that the HSD #1 Board of Commissioners had approved the grants contingent upon the Foundation Board of Directors approval at this October meeting.

As it had previously been considered that Alberta Green DOES have a conflict of interest regarding the grant applicant, Children's Coalition of Northeast Louisiana, and that conflict was still relevant for this consideration, Mrs. Green exited the meeting for that discussion and vote.

Children's Coalition of NELA - "Healthy Family Gardening & Signs of Suicide" – requested \$15,000, of \$94,750 total project, for consultants for their programs, Signs of Suicide and Healthy Gardening. It was noted that the Foundation has previously funded the Signs of Suicide program. Partial funding of \$5,000 was recommended, specifically for the Signs of Suicide program only at this time. Upon motion by Mr. Pittard, seconded by Dr. Huffstutter, the following was unanimously approved by all members then present (8-0), to wit:

WHEREAS, it has previously been determined that a conflict DOES exist for Alberta Green regarding this grant applicant or application;

RESOLVED, the Board of Directors hereby determines that as Alberta Green did have a potential conflict of interest with respect to the grant application or the grant applicant, she has refrained from participation in the discussion and the vote relating to those matters, and it is not appropriate under the circumstances to appoint a disinterested person or committee to investigate alternatives;

RESOLVED, the Board of Directors hereby determines that (a) the Foundation cannot obtain a more advantageous arrangement with reasonable efforts from another person or entity that would not give rise to a conflict of interest, (b) the proposed grant application is in the Foundation's best interest and for its own benefit, and (c) the proposed grant application is fair and reasonable to the Foundation,

RESOLVED, the Board of Directors, having evaluated the proposed grant application in light of the Foundation's grant selection factors, any staff reports, and the Committee's considerations, hereby approves the application for a partial grant award of \$5,000 specifically for the Signs of Suicide program, subject to the negotiation and execution of a formal written grant agreement and as previously approved by the Board of Commissioners of the Hospital Service District No. 1 of the Parish of Ouachita.

Mrs. Green returned to the meeting, and Dr. Huffstutter exited the meeting for the next 2 grant applications approvals.

Town of Farmerville – "Boys and Girls Clubs of North Louisiana Farmerville Expansion" – requested \$82,652, of \$259,073 total project, for a computer lab and multipurpose art room within a newly designated space in Farmerville to bring Boys and Girls Clubs programming through Club Blue to the town. Partial funding of \$20,000 was recommended. Upon motion by Mr. Phillips, seconded by Mrs. Green, the following was unanimously approved by all members then present (8-0), to wit:

WHEREAS, it has previously been determined that a conflict DOES exist for Dr. Bob Huffstutter regarding this grant applicant or application;

RESOLVED, the Board of Directors hereby determines that as Dr. Huffstutter did have a potential conflict of interest with respect to the grant application or the grant applicant, he

has refrained from participation in the discussion and the vote relating to those matters, and it is not appropriate under the circumstances to appoint a disinterested person or committee to investigate alternatives;

RESOLVED, the Board of Directors hereby determines that (a) the Foundation cannot obtain a more advantageous arrangement with reasonable efforts from another person or entity that would not give rise to a conflict of interest, (b) the proposed grant application is in the Foundation's best interest and for its own benefit, and (c) the proposed grant application is fair and reasonable to the Foundation;

RESOLVED, the Board of Directors, having evaluated the proposed grant application in light of the Foundation's grant selection factors, any staff reports, and the Committee's considerations, hereby approves the application for a partial grant award of \$20,000, subject to the negotiation and execution of a formal written grant agreement and as previously approved by the Board of Commissioners of the Hospital Service District No. 1 of the Parish of Ouachita.

With Dr. Huffstutter still remaining out of the meeting, the request from the ULM Dental Hygiene program for funding for equipment and supplies at \$2,000 for the ULM on-campus dental hygiene clinic for July – December 2022 and within the current budget for the Dental Hygiene Initiative, was considered. After discussion, upon motion by Mrs. Green, seconded by Mrs. Getret-Ford, recommendation to amend the MOU and the Funding Agreement for the Initiative to include the ULM on-campus clinic and to fund the request at \$2,000 for the fall semester 2022, and to fund future semesters upon the submission of an approved budget, was unanimously approved by all members then present (8-0), to wit:

WHEREAS, it has previously been determined that a conflict DOES exist for Dr. Bob Huffstutter regarding this grantee;

RESOLVED, the Board of Directors hereby determines that as Dr. Bob Huffstutter did have a potential conflict of interest with respect to the grantee, he has refrained from participation in the discussion and the vote relating to those matters, and it is not appropriate under the circumstances to appoint a disinterested person or committee to investigate alternatives;

RESOLVED, the Board of Directors hereby determines that (a) the Foundation cannot obtain a more advantageous arrangement with reasonable efforts from another person or entity that would not give rise to a conflict of interest, (b) the proposed request is in the Foundation's best interest and for its own benefit, and (c) the proposed request is fair and reasonable to the Foundation;

RESOLVED, the Board of Directors, having evaluated the proposed request in light of the Foundation's grant selection factors, any staff reports, and the Committee's considerations, hereby approves the request of \$2,000 subject to the negotiation and execution of a formal written funding agreement and as previously approved by the Board of Commissioners of the Hospital Service District No. 1 of the Parish of Ouachita.

Dr. Huffstutter then rejoined the meeting.

Items to be Considered from the Nominee Recommendation Committee:

Board Director Terms and Appointments – Information was then presented on certain directors' terms of service on the Board. Chris Pittard, a District director, will complete a partial term on December 31, 2022, due to the resignation of A. Whitfield Hood, Jr., in 2021. Upon motion by Mr. Phillips, seconded by Mrs. Green, the recommendation for reappointment of Chris Pittard as a District director for a first countable term effective January 1, 2023, and ending December 31, 2025, was unanimously approved (9-0).

Dr. G. Robert Huffstutter, a District director, will complete a first countable term on December 31, 2022. Upon motion by Mrs. Massey-Groves, seconded by Mr. Pittard, the recommendation for reappointment of Dr. Huffstutter as a District director for a second countable term effective January 1, 2023, and ending December 31, 2025, was unanimously approved (9-0).

Both of these approvals for reappointment as District directors will be presented to the HSD #1 Board of Commissioners.

As update only, it was reported that Ouachita Parish Police Jury District B appointee, Kenchen Phillips, will complete his second countable term on December 31, 2022. The OPPJ has been notified of Mr. Phillip's desire to continue in a third countable term effective January 1, 2023, and ending December 31, 2025, if so appointed. No action was necessary on this item.

New Board Directors – Candidates for Board director were then discussed, due to the notice of resignation of certain Board directors. Doug Seegers was presented as a candidate to fill the remaining term of District appointee, Dr. Dave N. Norris, Jr., who gave notice of his resignation from the Board effective June 1, 2022 due to his relocation out of the district to Ruston, Louisiana, but whose second countable term ends December 31, 2022. After discussion, upon motion by Mrs. Massey-Groves, seconded by Mrs. Getret-Ford, the recommendation for Doug Seegers to serve a partial term effective October 20, 2022, through December 31, 2022, and thereafter beginning a first countable term beginning January 1, 2023, and ending December 31, 2025, was unanimously approved (9-0).

Shelby Sanchez-Corral was then presented as a candidate to fill the remaining term of District appointee Lori Allen, who has given notice of her resignation from the Board effective December 31, 2022, but whose first countable term ends December 31, 2023. After discussion, upon motion by Mr. Welch, seconded by Mr. Pittard, the recommendation for Shelby Sanchez-Corral to serve a partial term effective January 1, 2023, through December 31, 2023, was unanimously approved (9-0).

Both of these candidates will be presented to the HSD #1 Board of Commissioners.

As update only, it was presented that Board director Rick McMillon, Ouachita Parish Police Jury District C appointee, whose first countable term ends December 31, 2023, has given notice of his resignation from the Board effective December 31, 2022. Notification has been provided to Ouachita Parish Police Jury regarding that upcoming vacancy for the District C appointee. No action was necessary on this item.

2023 Board Officers and Committees – Recommendation for officers of the Foundation was then presented.

Board Chair	– Jim Allbritton	(1 st year)
Vice Chair, Finance/Investment Committee	– Ken Phillips	(1 st year)
Vice Chair, Programs/Grant Review Committee	– Dr. Bob Huffstutter	(1 st year)
Vice Chair, Planning/Operations Committee	– Alberta Green	(2 nd year)

Upon motion by Mr. Pittard, seconded by Mrs. Getret-Ford, the recommendation as presented was unanimously approved (9-0).

Recommendation was then made for the following standing committees for 2023.

Executive Committee

Jim Allbritton – Chair
Ken Phillips – Vice Chair, Finance/Investment Committee
Dr. Bob Huffstutter – Vice Chair, Programs/Grant Review Committee
Alberta Green – Vice Chair, Planning/Operations Committee
OPPJ appointee – Board Appointee

Finance/Investment Committee

Ken Phillips – Vice Chair
Jim Allbritton
Alberta Green
Brandon Welch
OPPJ appointee

Programs/Grant Review Committee

Dr. Bob Huffstutter – Vice Chair
Shelby Sanchez-Corral
Melanie Massey Groves
Christine Wong Rambo
Doug Seegers

Audit Committee*

Jim Allbritton
P. Michelle Getret-Ford
Chris Pittard

Planning/Operations Committee

(To be convened upon Board need)
Alberta Green – Vice Chair

** denotes that chair will be elected at the first meeting*

In addition, as designated by the Board Chair Pro Tempore, recommendation was made for an additional committee for 2023.

Nominee Recommendation Committee*

Shelby Sanchez Corral
P. Michelle Getret-Ford
Dr. Bob Huffstutter
Ken Phillips
Chris Pittard

** denotes that chair will be elected at the first meeting*

In consideration of the recommendations for the standing committees and the designated committee, upon motion by Dr. Huffstutter, seconded by Mr. Pittard, these recommendations as presented were unanimously approved (9-0).

Board Advisory Roles for 2023 – Recommendation was then presented that Julian Johnston and Dr. Florencetta Gibson continue as Board advisors, and as designated by the Board Chair Pro Tempore.

Upon motion by Mr. Allbritton, seconded by Mr. Phillips, the recommendation was unanimously approved (9-0).

The items for Board Officers, Committees, and Advisors will be presented to the HSD #1 Board of Commissioners as an update only.

2023 Employees and Corporate Officers – Recommendations regarding the 2023 employees and Corporate officers were then presented. Upon motion by Mrs. Massey-Groves, seconded by Mr. Pittard, recommendation that Monica Turner continue as Executive Assistant, Secretary/Treasurer and Corporate Officer, was unanimously approved (9-0).

It was then recommended that Alice Proffit continue as President/CEO and a Corporate Officer. Upon motion by Mr. Phillips, seconded by Mrs. Green, the recommendation was unanimously approved (9-0).

Recommendation was made to continue to include a part-time position for Financial Assistant for the time at which the role might be fulfilled and as financial performance allows. Upon motion by Mrs. Massey-Groves, seconded by Mr. Pittard, the recommendation was unanimously approved (9-0).

This item for employees and Corporate officers will be presented to the HSD #1 Board of Commissioners.

2021-2022 State Dental Sealant Grant Payments – Information was then presented on the distribution of funds from the state dental sealant grant for 2021-2022. It was reported that there were remaining funds due to challenges for some providers to get their mobile units in the schools because of continuing COVID health practices in those areas. The program was reported as successful since the goals were exceeded as to total number of students seen and sealants applied, and the state had praised the Foundation and the providers for their work. Recommendation was made to distribute the remaining funds to the providers who incurred additional expenses and applied more sealants as reported and reconciled. Upon motion by Mr. Pittard, seconded by Mr. Phillips, the recommendation as presented was unanimously approved (9-0).

An update was then provided on the 2022-2023 State Dental Sealant Grant, including that the contract was now completed, and funds were being forwarded by the State. The third-party provider agreements were also being completed, with inclusion of the same partners as the previous grant. No action was necessary on this item.

Update on Insurance Renewals – It was then reported that the Travelers Insurance for business liability and Directors and Officers coverage was renewed, with additional coverage for cyber-crime because of increased risk regarding computer, email, or other technology crime. A review with the risk management specialist, Mr. Sivils, had been part of the renewal process with the President/CEO and the Vice Chair of Finance/Investment Committee. It was reported that the worker's compensation insurance policy has also been renewed, and the Foundation is awaiting the renewal date later in October 2022 for the office policy. No action was necessary on this item.

Telephone Equipment – Information regarding upgrades by AT&T and including the telephone equipment in the office was presented. It was noted that this item would not be a capital expense as the equipment cost did not meet the threshold, and that the auditor had also provided input as to the classification. Upon

motion by Mr. Phillips, seconded by Mr. Pittard, the upgrade of the telephone equipment as an expense was unanimously approved (9-0).

2023 Operations and Capital Budgets – The 2023 Budget Package, previously introduced at the August 4, 2022, Board meeting and published with notice of availability for public inspection in compliance to Louisiana R.S. 39:1305 (Budget Preparation Act), was then presented for adoption. It was reported that no questions or comments from the public were received. After further review, upon motion by Mr. Pittard, seconded by Mr. Welch, the 2023 operations budget was unanimously approved (9-0). Upon motion by Dr. Huffstutter, seconded by Mr. Phillips, the 2023 capital budget was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

Items to be Considered from the Executive Committee:

Observed Holidays – Information was then presented on the observed holidays typical for municipalities, state, and federal agencies, and including university and local businesses. As Juneteenth, specifically June 19th, is now an observed holiday by governmental agencies, and many businesses are also observing the holiday, it was recommended that the Foundation also observe the holiday, especially with respect to the relationships within the service area, those who serve, and those who are served. This action would then also require a revision to the Employee Manual. Upon motion by Mr. Pittard, seconded by Mrs. Getret-Ford, the recommendation was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

2023-2027 Strategic Plan – The new strategic plan for 2023-2027, with the action plan, was then presented. It was noted that there were now items included for focus on the local trauma centers relationships, the Edward Via College of Osteopathic Medicine, and more work for securing other grant funds for distribution in the service area, in addition to further collaboration, networking, and leveraging of resources. There was also a new initiative included to address suicide prevention and intervention, especially for youth. After discussion, upon motion by Mr. Phillips, seconded by Mrs. Green, the 2023-2027 Strategic Plan, with Action Plan, was unanimously approved (9-0). This item will be presented to the HSD #1 Board of Commissioners.

Employees' Annual Reviews – Information was then presented on compensation surveys and other supportive information regarding workforce trends. Mrs. Proffit discussed Mrs. Turner's performance, and it was agreed that she is an asset for the Foundation and is professional and helpful. After review of the materials and further discussion, the 2023 compensation package for Mrs. Turner, as a part time employee, was recommended to include a market adjustment, inclusion to the SIMPLE IRA plan, increase of average weekly hours, and mileage reimbursement. Upon motion by Mrs. Green, seconded by Mr. Pittard, the 2023 compensation package for Mrs. Turner as presented was unanimously approved (9-0).

Mrs. Proffit then voluntarily exited the meeting.

There was discussion of the performance of Mrs. Proffit regarding the operations of the Foundation. All members of the Board agreed that she did an excellent job in all areas of the Foundation operations, was extremely knowledgeable and efficient, and noted that her written review reflected those opinions, with mention only of the need for continued efforts to obtain additional funds, directly and indirectly, from other sources. Following thorough discussion, on motion by Mr. Phillips, seconded by Mrs. Green, there was a recommendation for the 2023

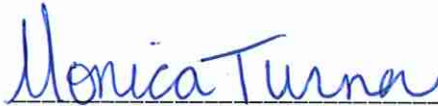
compensation package for Mrs. Proffit to include a merit increase, continued match to the SIMPLE IRA plan, increased health benefits payments, continued cellphone and mileage reimbursement, all effective January 1, 2023, with increased vacation days due to 10 years of service, as provided in the personnel policy. The vote to approve the 2023 compensation package as presented was unanimous. This item will be presented to the HSD #1 Board of Commissioners.

President/CEO Report – There was reminder to attend the Annual Update to the Community Luncheon on October 25, 2022, as the event was now sold out, and the community had responded with more sponsorships and reservations.

Board Chair Report – No further report at this time.

There being no other activities, and no Committee members or members of the public wished to make any further comments, upon motion duly made and seconded, the meeting was adjourned.


Chair


Secretary