

**A MEETING OF THE BOARD OF DIRECTORS  
OF THE LIVING WELL FOUNDATION  
ON THURSDAY, NOVEMBER 9, 2023  
AT THE WMWO CHAMBER OF COMMERCE  
112 PROFESSIONAL DRIVE,  
WEST MONROE, LOUISIANA 71291**

**MINUTES**

***Members Present:***

Jim Allbritton, Chair  
Todd Burgess  
Shelby Sanchez Corral  
P. Michelle Getret-Ford  
Melanie Massey Groves  
Dr. Bob Huffstutter  
Ken Phillips  
Chris Pittard  
Christine Rambo  
Doug Seegers  
Brandon Welch

***Members Absent:***

Alberta Green

***Staff Present:***

Alice M. Proffit, President/CEO  
Monica Turner, Executive Assistant,  
Secretary/Treasurer

***Others Present:***

Doug Caldwell, Attorney  
Wade Bishop, HSD Commissioner

The meeting was called to order, and the presence of a quorum was verified. Mr. Bishop was welcomed to the meeting. It was noted that some items may be taken out of order due to schedule conflicts and higher quorum requirements.

**Minutes** – The minutes from the October 5, 2023, meeting were reviewed. There being no changes, upon motion by Mr. Seegers, seconded by Mr. Phillips, the minutes were unanimously approved by all members then present (9-0).

Mrs. Getret-Ford joined the meeting at this time.

**Items to Consider from Finance/Investment Committee:**

**September 2023 Financial Statements** – The September 2023 financial statements, with the Argent statement, were then presented. It was noted that there was considerable increase in income based upon the reinvestment of maturities into higher yielding investments. The financials continue to be positively impacted by the unrealized gains as well as accretion on holdings bought at discount. All awarded grants have been booked for the year, with noted increased return of unused funds, based upon a few grantees' inability at times to accomplish planned projects with continuing post-COVID workforce or supply chain issues. All expense areas were reported in line with budget expectations, with no deficits for the month or year to date. Total net asset valuation was noted as continuing to increase above the restricted principal. After further discussion, recommendation was made to accept the September 2023 financial statements as presented, and upon motion by Mr. Welch, seconded by Mrs. Sanchez Corral, the recommendation was unanimously approved by all members then present (10-0). This item will be presented to the HSD #1 Board of Commissioners for their quarterly review.

**Second Amendment to 2023 Budget** – A second and final amendment to the 2023 budget was presented. It was noted that all variances are positive, but an amendment would better meet auditing requirements and the state budget act. After review, upon motion by Mr. Burgess, seconded by Mr. Seegers, the second amendment to the 2023 budget was unanimously approved by all members then present (10-0). This item will be presented to the HSD #1 Board of Commissioners.

At this time, and as agreed by all Directors present, the agenda item “Update on Investment Portfolio” was withheld for later discussion as there was no vote required.

**2024 Budget Package** – The 2024 Budget Package, previously introduced at the October 5, 2023, Board meeting and published with notice of availability for public inspection, and in compliance with the 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. It was reported that only those areas with updated or known revisions from further actions or approvals were now included. No capital expenses were proposed at this time. After review, upon motion by Mr. Phillips, seconded by Mr. Burgess, the 2024 budget package was unanimously approved by all members then present (10-0). This item will be presented to the HSD #1 Board of Commissioners.

**2024 Meeting Schedule** – The 2024 meeting schedule was presented. It was noted that the Annual Update to the Community Luncheon is scheduled for April 23, 2024. Upon motion by Dr. Huffstutter, seconded by Mrs. Getret-Ford, the meeting schedule was unanimously approved by all members then present (10-0). This item will be provided to the HSD #1 Board of Commissioners for their information and posted to the website by the end of 2023.

Mrs. Massey Groves now entered the meeting.

At this time, the previously withheld agenda item, “Update on Investment Portfolio” was discussed.

**Portfolio Updates** – An update was given on the information recently presented and discussed at the Finance/Investment Committee with Argent Advisors. The maturity worksheet dated October 23, 2023, was reviewed, noting that there were ongoing maturities occurring in the portfolio with opportunities to re-invest at much higher rates now. Discussion of investments and maturities was held, with agreement that longer maturities now are reasonable in order to lock in higher rates. It was noted that depending on market moves, there could be increased unrealized losses which affect valuations, and it was agreed that prudent longer term positioning of portions of the portfolio is still warranted for the future. It was reported that Argent will investigate whether any swaps are attractive due to higher rates, with consideration of the impact to the portfolio on valuations. It was also agreed that proactive discussions would be desirable between now and the next Finance/Investment Committee meeting in January 2024, and that Argent Advisors should be reminded that longer term investments as previously approved within discussed rate parameters are still the Board’s goals at this time.

**Items to consider from Nominee Recommendation Committee:**

**Reappointments and Terms of Board Directors** – A review of the provisions for service and terms was held, and the reappointment of two District directors was then considered.

Jim Allbritton, an HSD appointee, is currently serving a second COUNTABLE term ending December 31, 2023. Recommendation was made for Jim Allbritton to serve a **third and final COUNTABLE term** beginning January 1, 2024, and ending December 31, 2026. Upon motion by Mr. Phillips, seconded by Mrs. Rambo, the recommendation was unanimously approved (11-0).

Shelby Sanchez-Corral, an HSD appointee, is currently serving a PARTIAL term ending December 31, 2023. Recommendation was made for Shelby Sanchez-Corral to serve a first COUNTABLE term beginning January 1, 2024, and ending December 31, 2026. Upon motion by Mrs. Rambo, seconded by Mr. Seegers, the recommendation was unanimously approved (11-0).

Both of these recommendations for reappointments will be presented to the HSD #1 Board of Commissioners.

As an update only, it was noted that two OPPJ appointed directors were eligible for reappointment, and have indicated their interest to continue as a Board Director for the Foundation. P. Michelle Getret-Ford, District A appointee, ends a first COUNTABLE term on December 31, 2023, and is eligible for reappointment for a second COUNTABLE term beginning January 1, 2024, and ending December 31, 2026. Todd Burgess, District C appointee but residing in District E, ends a PARTIAL term on December 31, 2023, and is eligible for reappointment for a first COUNTABLE term beginning January 1, 2024, and ending December 31, 2026. Notification of the status of these two directors has been provided to the OPPJ for their consideration at a later date. No action was necessary on these two items at this time.

**2024 Board Officers and Committees** – A review was then held on the service provisions regarding officers for the Foundation. After discussion, recommendation for 2024 Board officers was made as follows:

- Board Chair – Jim Allbritton (2<sup>nd</sup> year)
- Vice Chair, Finance/Investment Committee – Todd Burgess (1<sup>st</sup> year)
- Vice Chair, Programs/Grant Review Committee – Dr. Bob Huffstutter (2<sup>nd</sup> year)
- Vice Chair, Planning/Operations Committee – Ken Phillips (1<sup>st</sup> year)

Upon motion by Mr. Pittard, seconded by Mrs. Rambo, the recommendation for Board Officers was unanimously approved (11-0). This item will be presented to the HSD #1 Board of Commissioners.

Discussion was then held on the Foundation committees and structures, including governance provisions. It was noted that all directors were given opportunity to indicate their interests and have any questions answered. In addition, committee candidates were considered with respect for equitable representation as well as director interests. After discussion, recommendation was made for the 2024 standing committees as follows:

Executive Committee

- Jim Allbritton – Chair
- Todd Burgess – Vice Chair, Finance/Investment Committee
- Dr. Bob Huffstutter – Vice Chair, Programs/Grant Review Committee
- Ken Phillips – Vice Chair, Planning/Operations Committee
- P. Michelle Getret-Ford – Board Appointee

Finance/Investment Committee

- Todd Burgess – Vice Chair
- Jim Allbritton
- Ken Phillips
- Chris Pittard
- Brandon Welch

Programs/Grant Review Committee

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

Audit Committee\*

Jim Allbritton  
Todd Burgess  
Chris Pittard

Planning/Operations Committee

*(to be convened upon Board need)*  
Ken Phillips – Vice Chair

*\* denotes that Chair will be elected at the first meeting*

Recommendation was made for an additional committee for 2024, with agreement and designation by the Board Chair:

Nominee Recommendation Committee\*

Alberta Green  
Melanie Massey Groves  
Dr. Bob Huffstutter  
Doug Seegers  
Brandon Welch

*\* denotes that Chair will be elected at the first meeting*

After review and no further comments and no changes, upon motion by Mr. Seegers, seconded by Mrs. Sanchez Corral, these recommendations for standing committees and designated committee were all unanimously approved (11-0). This item will be presented to the HSD #1 Board of Commissioners for their information.

**2024 Board Advisory Roles** – Recommendation was then made that Julian Johnston, a retired CPA, and Dr. Florencetta Gibson, a nurse professional and current marriage and family therapist professional, and both past Board directors, continue as Board advisors, as so agreed and designated by the Board Chair. Upon motion by Mr. Phillips, seconded by Mr. Burgess, the recommendation was unanimously approved (11-0). This item will be presented to the HSD #1 Board of Commissioners.

**2024 Employees and Corporate Officers** – The consideration of other officers, specifically Corporate officers, was then held. It was noted that the Executive Committee had recently met and reviewed personnel items for the Foundation.

Recommendation was made for Alice M. Proffit to continue as a Corporate Officer as the President/CEO of the Foundation. Upon motion by Mr. Pittard, seconded by Mr. Burgess, the recommendation was unanimously approved (11-0).

Recommendation of Monica Turner, Executive Assistant, to continue as Secretary/Treasurer, a Corporate officer, was then made. Upon motion by Mrs. Rambo, seconded by Dr. Huffstutter, the recommendation was unanimously approved (11-0).

These two Corporate officer items will be presented to the HSD #1 Board of Commissioners.

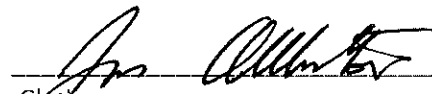
**2024 Board Alternates** – Discussion was held on consideration of having committee alternates per the provisions of the By-Laws Article III Section 3.2 to ensure that committees meet as scheduled. The proposed structure would include the Board Chair as the 1<sup>st</sup> alternate, with other volunteer directors as additional alternates. After discussion, recommendation was made that Jim Allbritton as Board Chair and 1<sup>st</sup> alternate, with Chris Pittard and Ken Phillips, serve as committee alternates. Upon motion by Mr. Burgess, seconded by Dr. Huffstutter, the recommendation was unanimously approved (11-0).


**2024 Related Party Questionnaires** – Related party questionnaires and vendor lists were presented to all Directors to report any potential conflicts of interest known at this time, with reminder that all questionnaires and vendor checklists should be returned by the first of the year. No further action was necessary on this item.

**President/CEO Report** – No further report at this time.

**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