

**A MEETING OF THE BOARD OF DIRECTORS
OF THE LIVING WELL FOUNDATION
ON THURSDAY, MAY 9, 2024, AT 7:30 A.M.
AT THE WMWO CHAMBER OF COMMERCE,
112 PROFESSIONAL DRIVE, WEST MONROE, LOUISIANA 71291**

MINUTES

Members Present:

Jim Allbritton, Chair
Todd Burgess
P. Michelle Getret-Ford
Melanie Massey Groves
Dr. Bob Huffstutter
Chris Pittard
Christine Wong Rambo

Members Absent:

Shelby Sanchez Corral
Alberta Green
Ken Phillips
Brandon Welch

Staff Present:

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

Others Present:

Doug Caldwell, Foundation Attorney
Wade Bishop, HSD Representative

Mr. Allbritton called the meeting to order, with presence of a quorum verified, and guests acknowledged.

Minutes – The minutes from the February 8, 2024, meeting were reviewed. There being no changes, upon motion by Mr. Seegers, seconded by Dr. Huffstutter, the minutes were unanimously approved by all members then present (7-0).

Mrs. Rambo entered the meeting at this time.

March 2024 Financial Statements – The March 2024 financial statements, with the Argent statement and the bond and cash flow worksheets, were then presented. Total net assets were noted and continue to increase above the restricted principal. All expense areas were reported in line and within budget. There were no deficits noted for the month or year to date. After further review, recommendation was made to accept the March 2024 financial statements, and upon motion by Mr. Pittard, seconded by Mrs. Massey Groves, the recommendation was unanimously approved (8-0). This item will be presented to the HSD #1 Board of Commissioners for their quarterly review.

Update on 2023 Audit – An update was given on the audit process, with the report to be presented and further discussed in the upcoming Audit Committee meeting this month. No action was necessary on this item at this time.

Amend the Agenda for Item – At this time, in order to discuss the Resolution for Continued Waiver of the Planning/Operations Committee, a recommendation was made to amend the agenda. Upon motion by Mr. Seegers, seconded by Mr. Burgess, the recommendation to amend the agenda was unanimously approved (8-0).

Item Regarding the Continuation of the Waiver for the Planning/Operations Committee – A resolution was then presented for the continuation of the waiver for the Planning/Operations Committee for another two years. Upon motion by Dr. Huffstutter, seconded by Mrs. Getret-Ford, the resolution was unanimously approved (8-0), to wit:

WHEREAS, Article III.3.1 of the Foundation By-Laws provides for a Planning/Operations Committee as a standing committee, and Article III.3.8 of the By-Laws defines the duties and responsibilities of the Planning/Operations Committee;

AND WHEREAS, since 2015 both the Foundation and District have agreed and approved by resolution that duties of the Planning/Operations Committee shall temporarily be managed by the Executive Committee, and have confirmed the waiver since that time;

THEREFORE, BE IT RESOLVED, until May 31, 2026, that the Living Well Foundation shall continue to vary from the terms of its By-Laws, its Articles of Incorporation, and the Cooperative Endeavor Agreement between the Living Well Foundation and the Hospital Service District #1 and only in the following ways:

- a. The duties assigned to the Planning/Operations Committee in Section 3.8 of the By-Laws shall continue to be re-assigned to the Executive Committee or to the Board of Directors.
- b. Except as the Board of Directors may determine appropriate, the Planning/Operations Committee shall continue to be inactive, and shall have no assigned duties.
- c. The position of Vice-Chair of the Planning/Operations Committee will be duly appointed, and that person shall remain as an Officer of the Board of Directors and shall continue to serve on the Executive Committee, but shall have no default duties or obligations by virtue of that position except as may be assigned by the Board of Directors.
- d. The reallocation of duties to the Executive Committee or Board of Directors shall continue to be in the determination of the Board of Directors and may be modified from time-to-time as it determines appropriate.
- e. The actions of the Living Well Foundation for this purpose pursuant to this resolution shall not be construed to be a violation of its duties and obligations to the Hospital Service District #1 under the Cooperative Endeavor Agreement, or its By-Laws or Articles of Incorporation, or otherwise.

AND BE IT FURTHER RESOLVED, that the Living Well Foundation continues to acknowledge that it does not intend to implement an amendment to the By-Laws of the Living Well Foundation at this time or in the near future after evaluating the long-term application of the committee restructure and the possibility of re-instatement based on Board needs or staff structure.

This item will be presented to the HSD #1 Board of Commissioners.

Timeline for Future School Based Health Centers – A discussion was held on projects for school-based health centers that will be upcoming for funding considerations over the next two years. Some projects that are reasonable for the current year’s budget are being submitted during the Grant Cycle 2024 process and can be reviewed either as part of that process and timeline, or in separate considerations based on need and expected project goals. All agreed that discussions on possible projects should continue, and that these funding opportunities represent important, large impact, sustainable projects. No action was necessary on this item at this time.

Space Relocation Timeline – An update was given on the office relocation timeline and plans once the renovations for Suite 1 are complete. It is predicted that the move will occur in late May or early June 2024. No further action was necessary on this item at this time.

OPPJ Appointed Director Vacancy – Information was presented on the recent resignation of director Alberta B. Green, the OPPJ At-Large Board Appointee, due to personal obligations and time constraints. The Ouachita Parish Police Jury has been notified, and the Foundation will await that appointment to be determined. As this was an update only, no action was necessary on this item.

Update on Grant Cycle 2024 – An update was provided on activities related to the new grant cycle, including two recent grant-writing seminars presented by the Foundation and the discussions held with potential applicants. It was noted that there were 31 attending, with 19 first-time attendees. Information was reviewed on the status of the grant cycle, noting that all applications must be complete by May 31, 2024, with evaluation to be conducted during June – July, and decisions for awards to be made at the August 2024 Board meeting. No action was necessary on this item at this time.

President/CEO Report – A recent chance encounter with part of the Medical Staff at Glenwood Regional Medical Center was relayed, with emphasis on how positive and committed they are as a team for patient care in the unfortunate negative situation at this time. It was noted how impressive and especially focused they are as the clinical specialists onsite, and that they represent local-based families. It was agreed that this positive perspective and their decisions for remaining as the care team were noteworthy for the public.

Board Chair Report – No further report at this time.

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

Chair

Secretary