

**A MEETING OF THE BOARD OF DIRECTORS OF THE LIVING WELL FOUNDATION
ON THURSDAY, OCTOBER 3, 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
Shelby Sanchez Corral
P. Michelle Getret-Ford
Melanie Massey Groves
Dr. Robert Huffstutter
Ken Phillips
Chris Pittard
Doug Seegers
Brandon Welch

Members Absent:

None, after previous resignations

Staff Present:

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

Others Present:

Doug Caldwell, Attorney
Wade Bishop, HSD #1 Commissioner

Mr. Allbritton called the meeting to order, and the presence of a quorum was verified. Mr. Bishop was welcomed to the meeting.

Minutes – The minutes from the August 8, 2024, meeting were reviewed. There being no changes, upon motion by Dr. Huffstutter, seconded by Mr. Welch, the minutes were unanimously approved by all members then present (9-0).

August 2024 Financial Statements – The August 2024 financial statements, together with the cash flow and bond worksheets and the Argent monthly statement, were presented. A detailed review of the balance sheet and profit and loss statement noted that expenses are well within or under budget with the only deficit noted for month but not year to date. The investment income remains higher based upon reinvestments indicating positive trends for the Foundation’s future. It was noted that the 1st amended 2024 budget, previously approved at the August 2024 Board meeting, should be included on the budget comparison page. After discussion, upon motion by Mr. Welch, seconded by Mr. Seegers, the August 2024 financial statements, contingent upon the revision with the 1st amended 2024 budget, were unanimously approved by all members then present (9-0).

Item to be Considered from the Finance/Investment Committee:

Introduction of 2025 Operating Budget – The 2025 Budget Package was then introduced and reviewed, with a review of line items, and 2024 financials. It was noted that at this time no proposed capital budget for 2025 was presented. After a thorough review, recommendation was made to publish the Notice of Availability of the Proposed 2025 Budget for Public Inspection prior to the final approval to be considered at the November 7, 2024, Board meeting. It was also noted that the Ouachita Citizen, as official record for the Foundation, had been reserved for 2 weeks of notice in the legal ads. Upon motion by Mr. Seegers, seconded by Mrs. Sanchez Corral, the recommendation was unanimously approved by all members now present (10-0).

Items to be Considered from the Executive Committee:

RFP process for investment management – A discussion was held on the proposed RFP Process for investment portfolio management through an invitation and package, including the Living Well Foundation Investment policy and the state investment statute LA R.S. 33:2955, to be sent out on November 15, 2024. The proposals will be reviewed by LWF representatives and interviews will be scheduled for final consideration. The proposed manager will then be presented to the Board and the HSD #1 Commissioners for final approval. Upon motion by Mr. Burgess, seconded by Mr. Phillips, the recommendation for this process was unanimously approved (10-0).

Employees' Annual Reviews and Compensation – Mrs. Prophit presented information for Mrs. Turner's annual review, including market data and historical compensation. After discussion, recommendation was made for an increased hourly rate adjustment, participation in the SIMPLE IRA plan, and partial reimbursement of cell phone expense. Upon motion by Mrs. Massey Groves, seconded by Mrs. Getret-Ford, the 2025 employment terms for Mrs. Turner as presented were unanimously approved (10-0).

Mrs. Prophit and Mrs. Turner then voluntarily exited the meeting. After a very positive review of Mrs. Prophit and her work for the Foundation, the compensation package proposed by the Committee was presented, including a salary increase, SIMPLE IRA plan participation, partial cellphone reimbursement, and health benefits payments. After discussion, and recommendation for Mrs. Prophit's compensation package as presented, upon motion by Mr. Seegers, seconded by Dr. Huffstutter, the 2025 employment terms for Mrs. Prophit as presented were unanimously approved (10-0).

Both items related to employee compensation will be presented to the HSD #1 Board of Commissioners.

Items to consider from the Nominee Recommendation Committee: At this time, Director appointments and terms were reviewed with presentation by the Committee for reappointments and new Directors.

Melanie Massey Groves, a District appointee, is currently serving her first COUNTABLE term ending December 31, 2024. Recommendation was made for Mrs. Massey Groves to serve a second COUNTABLE term beginning January 1, 2025, and ending December 31, 2027. Upon motion by Mr. Burgess, seconded by Mr. Pittard, the recommendation was unanimously approved (10-0).

Brandon Welch, a District appointee, is currently serving a first COUNTABLE term ending December 31, 2024. Recommendation was made for Mr. Welch to serve a second COUNTABLE term beginning January 1, 2025, and ending December 31, 2027. Upon motion by Mrs. Massey Groves, seconded by Mr. Pittard, the recommendation was unanimously approved (10-0).

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

A review was then held regarding recent Board resignations, with presentation of candidates to fill the open positions. Christine Wong Rambo, a District appointee, resigned effective August 31, 2024, due to schedule conflicts and availability. Mrs. Rambo was serving a first COUNTABLE term ending December 31, 2024. Information was then presented on Leah Martin as a District appointee. Mrs.

Martin, Vice President of Marion State Bank, has over 20 years in the banking industry and is actively involved in the community. After discussion, recommendation was made for Mrs. Martin to serve a PARTIAL term beginning November 1, 2024, ending December 31, 2024, and thereafter a first COUNTABLE term beginning January 1, 2025, and ending December 31, 2027. Upon motion by Dr. Huffstutter, seconded by Mr. Phillips, the recommendation was unanimously approved (10-0).

Shelby Sanchez Corral, a District appointee whose first COUNTABLE term ends December 31, 2024, has given notice of resignation effective November 1, 2024. In consideration of a candidate for this open District appointment, the Committee presented information on Jason Pleasant, Chief of the West Monroe Police Department. Mr. Pleasant has an extensive background with over 27 years in law enforcement, including working for the Ouachita Parish Sheriff's office, and as former director of Green Oaks Juvenile Detention Center. It was noted that Mr. Pleasant previously served as a Board Director in 2021 but had to resign due to a conflict upon employment by the Ouachita Parish Police Jury. After discussion, recommendation was made for Mr. Pleasant to serve a PARTIAL term beginning November 1, 2024, and ending December 31, 2026. Upon motion by Mrs. Massey Groves, seconded by Mr. Pittard, the recommendation was unanimously approved (10-0).

These two new Director candidates will be presented to the HSD #1 Board of Commissioners.

2025 Board Officers and Committees – A review was then held on the service provisions regarding officers for the Foundation, with recommendation for the 2025 Board Officers.

- Board Chair – Jim Allbritton (3rd year)
- Vice Chair, Finance/Investment Committee – Todd Burgess (2nd year)
- Vice Chair, Programs/Grant Review Committee – Dr. Bob Huffstutter (3rd year)
- Vice Chair, Planning/Operations Committee – P. Michelle Getret-Ford (1st year)

With no further discussion or noted revisions, upon motion by Mr. Seegers, seconded by Mr. Pittard, the recommendation for the 2025 Board Officers as presented was unanimously approved (10-0). This item will be presented to the HSD #1 Board of Commissioners.

Proposed standing committees and members of each were then discussed. It was noted that all Board Directors had the opportunity to indicate their interests and were considered with respect for equitable representation. Recommendation was then made for the 2025 standing committees and members.

Executive Committee

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| Jim Allbritton | <u>Chair</u> |
| Todd Burgess | Vice Chair, Finance/Investment Committee |
| Dr. Bob Huffstutter | Vice Chair, Programs/Grant Review Committee |
| P. Michelle Getret-Ford | Vice Chair, Planning/Operations Committee |
| Chris Pittard | Board Appointee |

Finance/Investment Committee

- Todd Burgess – Vice Chair
- Jim Allbritton
- Leah Martin
- Chris Pittard
- Brandon Welch

Programs/Grant Review Committee

- Dr. Bob Huffstutter – Vice Chair
- Melanie Massey Groves
- Ken Phillips
- Jason Pleasant
- Doug Seegers

Audit Committee*

Jim Allbritton
Todd Burgess
Leah Martin

Planning/Operations Committee

(to be convened upon Board need)
P. Michelle Getret-Ford – Vice Chair

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

With no other discussion or revisions noted to the slate of committees, upon motion by Mr. Burgess, seconded by Mr. Phillips, the recommendation for the 2025 standing committees and members as presented was unanimously approved (10-0).

Recommendation was then made for an additional committee for 2025, as so designated by the Board Chair.

Nominee Recommendation Committee*

Melanie Massey Groves
Dr. Bob Huffstutter
Jason Pleasant
Doug Seegers
Brandon Welch

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

With no other discussion or revisions noted, upon motion by Mr. Welch, seconded by Mr. Burgess, the recommendation for the Nominee Recommendation Committee and members as presented was unanimously approved (10-0).

2025 Employees and Corporate Officers – The presentation of employees and corporate officers was then made by the Committee.

Recommendation was made for Monica Turner to continue as Executive Assistant for the Foundation and as the Secretary/Treasurer, a Corporate officer.

Recommendation was made for Alice M. Prophit to continue as the President/CEO for the Foundation and as a Corporate Officer.

Upon motion by Mr. Phillips, seconded by Mr. Welch, both recommendations were unanimously approved (10-0). These two employee items will be presented to the HSD #1 Board of Commissioners.

2025 Board Alternates – As approved in past actions, and to ensure quorums for committee meetings due to vacancies or absences, the designation of at least 3 Board directors to serve as Alternates was reviewed. Recommendation was made to continue with the previous alternates, including the Board Chair, Jim Allbritton, as the 1st priority alternate, and Ken Phillips and Chris Pittard, and with Melanie Massey Groves as a newly added alternate also for 2025. Upon motion by Dr. Huffstutter, seconded by Mr. Seegers, the recommendation was unanimously approved (10-0). This item will be presented to the HSD #1 Board of Commissioners.

2025 Board Advisory Roles – Discussion was held on past advisors for the Board including Julian Johnston and Dr. Florencetta Gibson. Recommendation was made that Julian Johnston and Dr. Florencetta Gibson, both past Board directors, continue as Board Advisors. Upon motion by Mr. Phillips, seconded by Dr. Huffstutter, the recommendation was unanimously approved (10-0). 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 scheduled for October 22, 2024.

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