

**A MEETING OF THE BOARD OF DIRECTORS OF THE LIVING WELL FOUNDATION
ON WEDNESDAY, OCTOBER 1, 2025, 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
Brad Cammack
P. Michelle Getret-Ford
Melanie Massey Groves
Dr. Robert Huffstutter
Ken Phillips
Jason Pleasant
Doug Seegers
Brandon Welch

Members Absent:

Leah Martin
Chris Pittard

Staff Present:

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

Others Present:

Doug Caldwell, Attorney
Julian Johnston, Board Advisor

Mr. Burgess called the meeting to order on behalf of the Board Chair, and the presence of a quorum was verified. The invocation was given by Dr. Huffstutter. Mr. Johnston was welcomed to the meeting.

Minutes – The minutes from the August 6, 2025, meeting were reviewed. There being no changes, upon motion by Dr. Huffstutter, seconded by Mr. Seegers, the minutes were unanimously approved by all members then present (9-0).

August 2025 Financial Statements – The monthly financial statements, along with the Regions statement and the bond worksheet, were presented. A detailed review of the balance sheet and profit and loss statement noted that valuations continue to improve, and expenses are well within or under budget. After discussion, upon motion by Mr. Phillips, seconded by Mr. Welch, the August 2025 financial statements were unanimously approved by all members then present (9-0).

Items to be Considered from the Executive Committee:

Updates on Various Topics – Information was presented on the following topics as recently approved by the Executive Committee. No further action was necessary on these items.

Money Market Account – It was reported that the average cash balance in the Federated money market account was approved at \$1 million, instead of \$2 million, so that more cash could be invested.

Insurance Renewals – The insurance rate sheet was presented, with all insurances renewed and paid for 2025-2026 terms. It was noted that there were no noticeable increases to any rates.

Copier Lease – It was reported that the copier lease contract expires in March 2026 and since non-renewal required a 6-month advance notice, RFPs were issued. After thorough review and discussion with the submitters, the RJ Young proposal was accepted due to the

more attractive rate per month, with no additional charges for service, supplies, or copies. It was also noted that this rate was lower than first presented to the Executive Committee.

2025 Annual Event – A reminder was provided for the 2025 Community Update Luncheon scheduled for October 23, 2025.

Dementia Initiative – Discussion was held on the dementia/Alzheimer's initiative and the opportunities for the Foundation to have a larger impact within the community between grant cycles. Local hospitals have requested to have the dementia simulation experience as a learning tool for their residency and medical education programs. It was also noted that VCOM has a desire to implement the simulation experience for their students. Due to need and impact within the area, it was recommended that the current 2025 sponsorship budget be increased from \$5,000 to \$20,000 to assist in these opportunities – in particular, to schedule another presentation by Dr. Amanda Stead from Pacific University Oregon. It was noted that sponsorships are part of the grant budget line item and that no amendment was necessary at this time. It was also noted that both the President/CEO and the Executive Assistant had attended and experienced the presentation, and both were extremely impressed. Upon motion by Mrs. Massey Groves, seconded by Mrs. Getret-Ford, the recommendation for the sponsorship budget increase was unanimously approved (10-0).

VCOM Request – Information was presented on a request from VCOM for funding up to \$375,000 to provide storage buildings and mobile unit operations. VCOM has recently invested over \$1 million for purchase and renovation of buildings and land clearing at their new community clinic site in Monroe. It was noted that the Ouachita Parish Police Jury has provided \$1 million in funding for 2 mobile medical units for VCOM, and that police juror, Mr. Larry Bratton, had initiated the meeting with the Foundation regarding this request. Recommendation was made to fund up to \$187,500 in this year for this one-time funding outside of the grant cycle. After a thorough review and discussion of the impact to the current budget, and with note that no amendment would be necessary at this time, and upon motion by Mrs. Massey Groves, seconded by Mr. Cammack, the recommendation for funding was unanimously approved (10-0). This item will be presented to the HSD #1 Board of Commissioners.

Employees' Annual Reviews and Compensation –

Executive Assistant, Secretary/Treasurer – Mrs. Turner then voluntarily exited the meeting. At the request of the presiding chair, the President/CEO then presented information related to the staff position, including performance, market comparison, historical compensation, and salary trends, as well as the recommended compensation package, including hourly rate increase, retirement plan match, telephone reimbursement, and certain other allowable reimbursements. After discussion, upon motion by Mrs. Massey Groves, seconded by Mr. Pleasant, the compensation package as presented, previously reviewed and recommended by the Executive Committee, was unanimously approved (10-0).

President/CEO – After presenting some updates and additional information, Mrs. Proffit then voluntarily exited the meeting. Information was presented on the actual cost of 2025 health benefits for the President/CEO. As that benefit is always set at the then-estimated actual cost, Executive Committee recommended that the 2025 compensation now be increased to include the increased cost. Upon motion by Mr. Seegers, seconded by Mrs. Massey Groves, the recommendation was unanimously approved as presented (10-0).

Discussion was then held on performance, historical compensation, market comparison, and salary trends for nonprofit executives. The compensation package recommended by the Executive Committee for 2026 was presented, including salary increase, health benefits, telephone reimbursement, retirement plan match, and certain other allowable reimbursements. After discussion, recommendation was made for approval of the compensation package as presented, and upon motion by Dr. Huffstutter, seconded by Mr. Seegers, the recommendation was unanimously approved as presented (10-0).

In addition, Executive Committee recommended that, based on cybersecurity risk concerns and the capacity needed for the upcoming implementation of social media platforms, as concerns expressed by the Foundation's website and IT consultants, both the President/CEO and the Executive Assistant be required to now replace their existing personal phones with a current recommended model, but that upon doing so they each be reimbursed \$500 for those cellphone upgrades. Upon motion by Mr. Pleasant, seconded by Mr. Welch, the recommendation as presented was unanimously approved (10-0).

These employee items will be presented to the HSD #1 Board of Commissioners. The staff then returned to the meeting.

2024 Annual Report – The 2024 annual report was then presented. Mrs. Getret-Ford volunteered to assist the Foundation staff in a final review of the document, with other review by the Foundation attorney as needed. Recommendation was made to approve the 2024 annual report upon completion of all reviews. Upon motion by Dr. Huffstutter, seconded by Mr. Phillips, the 2024 Annual Report was unanimously approved (10-0). This item will be presented to the HSD #1 Board of Commissioners for their review.

Item to be Considered from the Finance/Investment Committee:

Introduction of 2026 Operating Budget – The 2026 Budget Package was then introduced and reviewed. Discussion was held on projected revenues based on current interest rate trends, and upcoming expenses related to 2026 activities. Recommendation was made to publish the "Notice of Availability of the Proposed 2026 Budget for Public Inspection" prior to the final approval to be considered at the November 5, 2025, Board meeting. It was also noted that the Ouachita Citizen, as official record for the Foundation, had been reserved for 2 weeks publication in the legal news. Upon motion by Mr. Phillips, seconded by Mrs. Getret-Ford, the recommendation was unanimously approved by all members then present (9-0).

Items to be Considered from the Nominee Recommendation Committee:

Director Terms – At this time, Director appointments and terms were discussed.

Dr. Bob Huffstutter, an HSD appointee, is currently serving his second COUNTABLE term ending December 31, 2025. Recommendation was made for Dr. Bob Huffstutter to serve a third and FINAL COUNTABLE term beginning January 1, 2026, and ending December 31, 2028. Upon motion by Mrs. Massey Groves, seconded by Mr. Phillips, the recommendation was unanimously approved by all members then present (9-0).

Chris Pittard, an HSD appointee, is currently serving his first COUNTABLE term ending December 31, 2025. Recommendation was made for Mr. Pittard to serve a second COUNTABLE term beginning January 1, 2026, and ending December 31, 2028. Upon motion

by Mrs. Massey Groves, seconded by Mr. Phillips, the recommendation was unanimously approved by all members then present (9-0).

Doug Seegers, an HSD appointee, is currently serving his first COUNTABLE term ending December 31, 2025. Recommendation was made for Mr. Seegers to serve a second COUNTABLE term beginning January 1, 2026, and ending December 31, 2028. Upon motion by Mr. Phillips, seconded by Mr. Cammack, the recommendation was unanimously approved by all members then present (9-0).

These three District Directors will be presented to the HSD #1 Board of Commissioners for reappointment determinations.

As an update only, information was presented that Ken Phillips, the District B OPPJ appointee, is currently serving his third and FINAL COUNTABLE term ending December 31, 2025. It was reported that the OPPJ has recently appointed Mr. Julian Johnston to serve as the District B appointee, beginning January 1, 2026, and ending December 31, 2028, as a first COUNTABLE term. No action was necessary as this was an update only.

2026 Board Officers and Committees – A review was then held on the By-Laws service provisions regarding Foundation officers. Recommendation for the 2026 Board officers was made as follows:

Board Chair	– Todd Burgess (1st year)
Vice Chair, Finance/Investment Committee	– Jim Allbritton (1st year)
Vice Chair, Programs/Grant Review Committee	– Melanie Massey Groves (1 st year)
Vice Chair, Planning/Operations Committee	– Dr. Bob Huffstutter (1 st year)

Upon motion by Mr. Seegers, seconded by Mr. Phillips, the recommendation for Board Officers was unanimously approved by all members then present (9-0). This item will be presented to the HSD #1 Board of Commissioners.

Committees and members of each were then discussed. It was noted that all Board Directors were given the opportunity to indicate their interests for 2026 committees. Recommendation was then made for the 2026 standing committees as follows:

<u>Executive Committee</u>	
Todd Burgess	<u>Board Chair</u>
Jim Allbritton	Vice Chair, Finance/Investment Committee
Melanie Massey Groves	Vice Chair, Programs/Grant Review Committee
Dr. Bob Huffstutter	Vice Chair, Planning/Operations Committee
P. Michelle Getret-Ford	Board Appointee
<u>Finance/Investment Committee</u>	<u>Programs/Grant Review Committee</u>
Jim Allbritton – <u>Vice Chair</u>	Melanie Massey Groves – <u>Vice Chair</u>
Todd Burgess	Dr. Bob Huffstutter
Brad Cammack	Leah Martin
Julian Johnston	Jason Pleasant
Chris Pittard	Doug Seegers
<u>Audit Committee*</u>	<u>Planning/Operations Committee</u>
Brad Cammack	(to be convened upon Board need)
Leah Martin	Dr. Bob Huffstutter – <u>Vice Chair</u>
Brandon Welch	

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

Upon motion by Mr. Cammack, seconded by Mr. Welch, the recommendation for 2026 standing committees and members was unanimously approved by all members then present (9-0).

Discussion was then held for a nominations committee, per the terms of the By-Laws, Article III.3.3. After discussion, a resolution was then presented for the provision of a Nominee Recommendation Committee for 2026. Upon motion by Dr. Huffstutter, seconded by Mr. Phillips, the resolution was unanimously approved by all members then present (9-0), to wit:

Whereas, the Foundation By-Laws, Article III, provides for several committees with defined functions, powers, and duties; and,

Whereas, the By-Laws, Article III.3.1, defines standing committees, and Article III.3.3 defines additional committees, including a nominations committee, that may be designated and adopted by resolution by the Board of Directors in an Absolute Majority Vote each year; and,

Whereas, the By-Laws, Article II.2.3.(a), defines the duties of the designated nominations committee within the method of electing directors; and,

Whereas, the Board of Directors of the Living Well Foundation desires to designate a "Nominee Recommendation Committee" for the year 2026 to perform its tasks in that calendar year as defined and specified in the By-Laws;

Therefore, Be It Resolved, that the Board of Directors of the Living Well Foundation hereby designates the Nominee Recommendation Committee for 2026, with membership consisting of the following directors and the Chair of that Committee to be elected at its first meeting;

Nominee Recommendation Committee

P. Michelle Getret-Ford
Chris Pittard
Jason Pleasant
Doug Seegers
Brandon Welch

These committees and members will be presented to the HSD #1 Board of Commissioners for their information.

2026 Employees and Corporate Officers – The Corporate Officers and employees list was then presented. Recommendation was made for Monica Turner to continue as Executive Assistant for the Foundation and as the Secretary/Treasurer, a Corporate officer, and for Alice M. Proffit to continue as the President/CEO for the Foundation and as a Corporate Officer. Upon motion by Mr. Welch, seconded by Mr. Cammack, the recommendation was unanimously approved by all members then present (9-0). This information will be presented to the HSD #1 Board of Commissioners.

2026 Committee Alternates – To ensure quorums for committee meetings in the absence of committee members, and per the provisions in the By-Laws, Article III.3.2., the designation of Board directors to serve as alternates was considered. Recommendation was made for the following 2026 committee alternates, including the Board Chair, Todd Burgess, as the 1st priority alternate, and including Melanie Massey Groves, Dr. Bob Huffstutter, Leah Martin, Chris Pittard, and Brandon Welch. Upon motion by Mr. Phillips, seconded by Mrs. Getret-Ford, the recommendation was unanimously approved by all members then present (9-0). This item will be presented to the HSD #1 Board of Commissioners for their information.

2026 Board Advisory Roles – Per the provisions of the By-Laws, Article III.3.11., recommendation was made for Dr. Florencetta Gibson, a past Board director, to continue to serve as a Board Advisor for the Foundation for 2026. Upon motion by Mr. Phillips, seconded by Dr. Bob Huffstutter, the recommendation was unanimously approved by all members then present (9-0). This item will be presented to the HSD #1 Board of Commissioners for their information.

Renewal for MOU – Discussion was held on the current 5-year MOU for the Dental Hygiene Initiative between the Foundation and the University of Louisiana at Monroe ending December 31, 2025, and which requires renewal for January 1, 2026, with a proposed 5-year term, ending December 31, 2030. It was reported that the Foundation attorney, with the President/CEO, have updated the provisions, and that ULM will next review the terms for renewal. Recommendation was made that the MOU be finalized upon all reviews. Upon motion by Mr. Cammack, seconded by Mr. Phillips, the recommendation for renewal of the MOU was unanimously approved by all members then present (7-0). This item will be presented to the HSD #1 Board of Commissioners once all reviews have been completed.

Funding Agreement for Dental Hygiene Initiative – Discussion was then held on the Funding Agreement related to the MOU for the Dental Hygiene Initiative between the Foundation and the University of Louisiana at Monroe, and which is also renewable effective January 1, 2026, for a five-year period ending December 31, 2030. It was noted that budgets for each ULM semester of funding for the dental hygiene clinics are required to be approved by the Foundation per the terms defined in the Funding Agreement, and that all legal language within the Funding Agreement is compliant to the typical Grant Agreement used for all other funding or grant awards by the Foundation. Upon motion by Mr. Phillips, seconded by Mrs. Getret-Ford, the recommendation for the Funding Agreement was unanimously approved by all members then present (7-0). This item will also be presented, with the MOU, to the HSD #1 Board of Commissioners upon all final reviews and input.

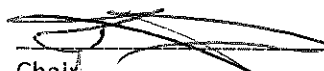

Social Media Setup and Status – Information was then presented on the status of the social media implementation and the requirements by the social media platforms for new corporation and business accounts. After a review of the issues, recommendation was made for the Foundation to provide access by the vendor, Xiacore, and its principal, Ron Harris, as an authorized representative on behalf of the Foundation, and to be so recognized by the social medial platforms through the AI and algorithms for implementation of new business accounts. Upon motion by Mr. Cammack, seconded by Mr. Phillips, the recommendation was unanimously approved by all members then present (7-0).

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

Board Chair Report – No further report at this time.

Opportunity for Public Comment – No further comment 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