



**Central La Human Services District – Board Meeting Minutes**  
**Office of Public Health Conference Room, Alexandria, La**  
**Thursday, October 8, 2015**

**Members Present:** Roseada Mayeux (Avoyelles Parish); Sondra Redmon (Catahoula Parish); Clarence Hymon (Concordia Parish); Edwina Ricks (Grant Parish); Ron Carr (LaSalle Parish); Lavasso Monk (Rapides Parish); Bob Westmoreland (Vernon Parish); James Sprinkle (At-Large/Avoyelles Parish); Charles Ugokwe (At-Large/Rapides Parish)

**Members Absent:** Harry Foster (Winn Parish); VACANT (At-Large)

**Employees:** Egan Jones, Executive Director; Lizz White, HR Director; Ingrid Cannella, Corporate Compliance Officer; Becky Craig, Behavioral Health Deputy Direct; Karin Shrader, CFO; Kitty Wynn, Prevention Specialist; Crystal Hurt, HR Analyst/Board Liaison

**Others:** Vic Dennis

AGENDA ITEM	DISCUSSION	ACTION
Call to Order		Call to order by Jim Sprinkle, Chair at 6:00 pm
Quorum	9 board members personally present	
Read and Approve October 2015 Meeting agenda Solicit Public Comment Requests	Clarence Hymon/Roseada Mayeux moved/seconded to accept October, 2015 agenda.	Motion passed unanimously.
Consent Agenda	Roseada Mayeux/Ron Carr moved/seconded approval of September, 2015 minutes.	Motion passed unanimously.
District Reports: 1. Ex. Director Report  2. Financial Report – August	Egan read his monthly report. <ul style="list-style-type: none"> <li>• 4% performance adjustment given to District staff that qualified.</li> <li>• Retirement/resignation letter submitted to board.</li> <li>• Legislative Auditor report received.</li> </ul> Karin Shrader reviewed the August 30, 2015 report with the board.  Clarence Hymon/Roseada Mayeux moved/seconded to accept financial report.	Motion passed unanimously.

AGENDA ITEM	DISCUSSION	ACTION
<p><b>POLICY REVIEWS</b> Executive Limitations:</p> <p>1. II. C. Treatment of Staff</p> <p>Board-ED Linkage Review:</p> <p>1. Accountability of the Exec. Director</p> <p>2. Delegation of the Exec. Director</p>	<p>Egan presented two documents as evidence of the Exec. Director being in compliance with Treatment of Staff. The first document is the Grievance Policy and the second document is the Equal Employment Opportunity and Complaints Policy.</p> <p>Clarence Hymon/Roseada Mayeux moved/seconded that the Exec. Director is in compliance with this policy.</p> <p>Clarence Hymon presented his report and found the Board in compliance with this policy, with no changes.</p> <p>Clarence Hymon/Lavasso Monk moved/seconded that the Board is in compliance.</p> <p>Roseada Mayeux presented her report and found the Board in compliance with this policy, with no changes.</p> <p>Clarence Hymon/Ron Carr moved/seconded that the Board is in compliance.</p>	<p>Motion passed unanimously.</p> <p>Motion passed unanimously.</p> <p>Motion passed unanimously.</p>
<p><b>BOARD BUSINESS</b></p> <p>1. Board Development / Training Topic</p> <p>2. Resignation of Tommy Davis</p>	<p><i>Where Services are provided in the District:</i> A PowerPoint printout was provided to Board members as a reminder of where all the locations are located.</p> <p>Tommy Davis submitted his resignation in writing to the Board effective 10/5/15.</p> <p>Clarence Hymon/Sondra Redmon moved/seconded the acceptance his resignation.</p> <p>A motion was made by Clarence Hymon to make a resolution to present Tommy with recognition of his time and service to this board since its inception.</p> <p>Clarence Hymon/Bob Westmoreland moved/second to present Tommy with a certificate.</p>	<p>Motion passed unanimously.</p> <p>Motion passed unanimously.</p>
<p><b>UNFINISHED BUSINESS</b></p> <p>1. Financial Condition and Activities – Legislative Audit</p> <p>2. Governance Manual Confirmation and Agreement</p>	<p>This item was tabled from September due to not receiving audit report by board meeting date. A copy of the Legislative Audit to all board members present and reviewed.</p> <p>Tommy Davis and Sondra Redmon still needed to sign the Governance Manual Confirmation and Agreement signature page.</p>	<p>Questions were fielded by Egan Jones and Karin Shrader.</p> <p>Since Tommy resigned, this is no longer needed.</p>

AGENDA ITEM	DISCUSSION	ACTION
<p>3. Verify Conflict of Interest Disclosure</p> <p>4. By Laws Review in regards to conflict of interest/contract proposals</p>	<p>Tommy still needed to fill out and turn in Conflict of Interest Disclosure form.</p> <p>Board Member Sondra Redmon wanted clearer verbiage for Policy III. G. Board Member's Code of Conduct and Conflict of Interest. She suggested adding the following verbiage – “Any potential or perceived conflicts of interest should be addressed by a committee designated by the Board, and if and when appropriate, brought to the attention of the full Board, with findings and recommendations. Minutes regarding the awarding of funding that may affect any interested person should record the recusal of the person from the discussion of the issue and voting.”</p> <p>Sondra Redmon/Roseada Mayeux moved/seconded the approval of the verbiage being added the policy. <i>*Full revised policy attached with new verbiage in red.</i></p>	<p>Sondra Redmon was given her updated materials for the Orientation Binder and signed the signature page.</p> <p>Tommy does not need to sign any longer due to his resignation.</p> <p>Motion passed unanimously.</p>
<p>NEXT MONTH</p> <p>1. II. A. Global Exec. Constraint</p> <p>2. II. I. Communication with and Support to the Board</p> <p>3. IV. E. Monitoring ED Performance</p>	<p>Exec. Limit Policy to be presented by Egan</p> <p>Exec. Limit Policy to be presented by a board member – Edwina Ricks will review and report.</p> <p>Exec. Limit Policy to be reviewed by a board member – Charles Ugokwe will review and report.</p>	
<p>Questions/Comments as Solicited</p>	<p>None submitted.</p>	
<p>Executive Session</p>	<p>The Board went into Executive Session at 6:30 pm to discuss a personnel action. The Board came out of Executive Session at 7:08 pm.</p>	<p>The Board decided not to take any action at this time regarding the personnel action.</p>
<p>Announcements</p>	<p>Next board meeting</p>	<p>Thursday, November 12, 2015 @ 5:30 pm.</p>
<p>Adjournment</p>	<p>Ron Carr/Clarence Hyman moved/seconded adjournment</p>	<p>Meeting adjourned at 7:10 pm</p>

### **III. G Governance Process: Board Members' Code of Conduct and Conflict of Interest**

***Method: Board Direct Inspection***

***Monitor: Board Compliance Monitoring Tool***

*Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members. Accordingly:*

1. Board members may not attempt to exercise individual authority over the District except as explicitly set forth in board policies
  - a. Members' interactions with the Executive Director or with staff must recognize the lack of authority vested in individuals, except when explicitly board-authorized.
  - b. Members' interactions with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
  - c. Members will give no consequence or voice to individual judgments of ED or staff performance.
2. Members must represent loyalty that is not conflicted to the interests of the community and must avoid conflict of interest for their fiduciary responsibility. This Policy is intended to supplement, but not replace any applicable state laws governing conflicts.

CLHSD respects each individual's right to engage in commercial, social, community, political or religious activities which are private in nature. The performance of these activities may, however, result in an actual or potential conflict, or give the appearance of a conflict of interest situation. A conflict of interest occurs when a Board member uses his or her position with CLHSD for individual personal advantage or advantage of a family member. In all business associations, both inside and outside CLHSD, Board members should not permit themselves to be placed in a conflict of interest situation.

The following discussion is not intended to intrude upon individual privacy, but to help avoid a conflict of interest. If an individual Board member is faced with a personal transaction, decision, or situation that he or she thinks may create a conflict of interest, that individual has an obligation to report it to the Board of Ethics and/or the Governing Board. In some situations, if there are no objectionable, legal or ethical issues involved, CLHSD may consent to the proposed activity even though a conflict of interest exists. Therefore, it is the policy of CLHSD those Board members:

1. Carry out the assignments as Board members of the CLHSD with loyalty and faithfulness to one's obligations and duties to the organization and to bring credit to themselves and to the CLHSD exercising their best care, skill, and judgment for the benefit of the institution.
2. Refrain from activities which do or could or appear to create a conflict of interest.

Possible, actual or the appearance of a conflict of interest situation must be reported to the Board of Ethics and/or the Governing Board. The Board member will make a full disclosure of all facts and circumstances surrounding the actual or potential conflict of interest.

All Board members are expected to maintain an awareness of potential conflicts of interest and ensure compliance with procedure.

Any potential or perceived conflicts of interest should be addressed by a committee designated by the Board, and if and when appropriate, brought to the attention of the full Board, with findings and recommendations.

Minutes regarding the awarding of funding that may affect any interested person should record the recusal of the person from the discussion of the issue and voting.

Board members in violation of this policy may be subject to removal.

#### A. Definitions:

##### 1. Interested Person

Any Director, Officer, or member of a committee with board-delegated powers that have a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity of which CLHSD is a part, he or she is an interested person with respect to all entities of CLHSD.

##### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the CLHSD has a transaction or arrangement, or
- b. A compensation arrangement with the CLHSD or with any entity or individual with which the CLHSD has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the CLHSD is negotiating a transaction or arrangement. (Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. Under Section B. 2.a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Adopted 7/13/11  
Reviewed 8/9/12, 7/11/13, 7/10/14, 7/9/15, 10/8/15  
Revised 8/9/12, 10/8/15

*Reference Board Procedure: Conflict of Interest Procedures*