



State of Louisiana

Department of Health and Hospitals
Health Education Authority of Louisiana

Health Education Authority of Louisiana Board of Trustees
August 1, 2014
Regular Meeting Minutes

A meeting of the Health Education Authority of Louisiana (HEAL) Board of Trustees was held on Friday, August 1, 2014 at 10:00 a.m. at the HEAL Office, 300 LaSalle St., Suite B, New Orleans, LA. M. Maitland Deland, M.D., Chairperson presided.

Members Present

Claudia Cavallino, D.D.S.
M. Maitland Deland, M.D.
Walter C. Flower, III
Ronald J. French, M.D.
Juan Gershanik, M.D.
Dolleen Licciardi, M.D.
Eileen Mederos, R.N.
M. Cleland Powell, III
Jay Shames, M.D.
Carroll Suggs
Kurt Weigle

Members Absent

Vacancy
Vacancy

Guests

Mr. Dan Miranda, Attorney at Law, Kinney, Ellinghausen, Richard & DeShazo, HEAL Board Counsel

Staff

Jacob Johnson, Executive Director
Deborah Vandrell, Administrative Assistant

Call to Order

The meeting of the Health Education Authority of Louisiana (HEAL) Board of Trustees was called to order by Chairperson Deland.

Roll Call

Roll call was taken by Board members and a Quorum was declared. Mr. Johnson announced to Chairperson Deland that a quorum was present and that official business can be conducted.

Introduction of Guests

The guest was introduced and welcomed by the members of the Board.

Quorum Declared

Chairperson Deland informed the members of the HEAL Board that a quorum is present.

Review and Approval of Agenda

Mr. Weigle moved that the Agenda be approved and All Action Items be moved to the front, which was seconded by Dr. Deland. The motion passed unanimously.

Review and Approval of March 11, 2014 Meeting Minutes

The minutes of March 11, 2014 were presented to the Board. Dr. Cavallino moved that the Minutes of March 11, 2014 be reviewed and approved, which was seconded by Dr. Deland. The motion passed unanimously.

Review and Approval of HEAL Financial Statements - July 1, 2013 – June 30, 2014 - State Fiscal Year (SFY 2014)

Mr. Johnson presented and reviewed the HEAL Financial Statements for SFY 2014 to the Members of the Board of Trustees for approval.

Mr. Weigle moved that the Financial Statements of State Fiscal Year 2014 (July 1, 2013 – June 30, 2014) be approved, seconded by Ms. Suggs. The motion passed unanimously.

Annual Fiscal Report SFY 2014

Mr. Johnson informed the Board that The Annual Fiscal Report (AFR) was submitted to the Department of Health and Hospitals on July 9, 2014. The AFR is submitted yearly as requested and is audited by the embedded Legislative Auditor at DHH and no findings have ever been found.

HEAL Annual Budget SFY 2014 – 2015

Mr. Johnson presented to the Board the HEAL Annual Budget for SFY 2015, for approval.

After discussion and a review of the Budget with the members of the Board and Mr. Johnson, it was noted that SSA Consultants of Baton Rouge had not been added to the Budget.

Dr. Deland moved that \$86,000.00 be added to the HEAL Annual Budget for SFY 2015 to cover cost for services for SSA Consultants upon approval of the Contract which has been submitted to DHH, seconded by Ms. Mederos. The motion passed unanimously.

Dr. Deland moved that Accounting Services for SFY 2014-2015 to be performed by Luther Speight & Co., LLC – Certified Public Accountants and Consultants be approved as a line item within the HEAL Annual Budget SFY 2014-2015, seconded by Mr. Powell. The motion passed unanimously.

Mr. Powell moved that the HEAL Annual Budget for SFY 2015 be approved, seconded by Ms. Mederos. The motion passed unanimously.

Formation of Bond Issuance Committee

Mr. Johnson presented to the Board the need to form a Bond Issuance Committee to review potential projects brought to HEAL prior to presentation to the Board.

Mr. Johnson asked for the Board's consideration to adopt a Resolution authorizing the formation of a Bond Issuance Committee.

Mr. Fred Chevalier, HEAL Bond Counsel, Jones Walker - will review and oversee all proposed projects.

No committee members have been selected, Dr. Deland will name members of the committee at a later date as recommended by Dr. French.

It was duly moved by Dr. French and seconded by Dr. Cavallino that the resolution be adopted. The motion passed unanimously. The aforementioned resolution will become a part of these minutes.

Formation of Finance Committee

Mr. Johnson presented to the Board the need to establish a Finance Committee to review HEAL's Financial information.

Mr. Johnson asked for the Board's consideration to adopt a Resolution authorizing the formation of a Finance Committee.

No committee members have been selected, Dr. Deland will name members of the committee at a later date as recommended by Dr. French.

It was duly moved by Dr. French and seconded by Dr. Cavallino that the resolution be adopted. The motion passed unanimously. The aforementioned resolution will become a part of these minutes.

Executive Committee Report

Dr. Deland informed the Members of the Board that a meeting of the HEAL Board Executive Committee was held on June 6, 2014.

During that Meeting Mr. Johnson presented to the Committee a proposal submitted by Ms. Kristin Belli, Little Learners MidCity, LLC to lease from HEAL the space at 300 LaSalle St, Suite C, New Orleans, LA for child care services. It was also noted that the matter will be presented to the full board at the next regular meeting for approval.

Also, during the meeting the Committee was asked by Mr. Johnson to select a HEAL Logo for the new HEAL website currently under construction. A Motion was made by Mr. Powell and seconded by Dr. Deland that the committee select the HEAL Logo (see attached). The motion passed unanimously. It was also noted that the matter will be presented to the full board at the next regular meeting for approval.

Approval – Suite C Lease Agreement

Dr. Deland presented to the Board for approval a proposal submitted by Ms. Kristin Belli, Little Learners MidCity, LLC to lease from HEAL the space (the former HEAL Child Care Center) at 300 LaSalle St, Suite C, New Orleans, LA for child care services.

Mr. Johnson informed the Board that the facility will be leased to the operator for \$4,567.00/Month.

A general discussion was held regarding HEAL's exposure to liability in the Lease Agreement.

Mr. Dan Miranda, HEAL Board Counsel, Kinney, Ellinghausen, Richard & DeShazo assured the Board that insurance coverage in the amount of \$1,000,000 was customary and that HEAL's exposure to liability is minimized through the insurance requirement.

Mr. Weigle moved and seconded by Dr. French that the Lease Agreement be approved by the Board. The motion passed unanimously.

Dr. Gershanik moved and seconded by Ms. Suggs that upon further clarification to the Lease Agreement that the Board has given its approval to the Executive Committee to move forward and make decisions for the approval of the Revised Lease Agreement between HEAL and Ms. Kristin Belli, Little Learners MidCity, LLC. The motion passed unanimously.

Mr. Weigle moved and seconded by Ms. Mederos to withdraw the original motion to approve the Lease Agreement. The motion passed unanimously.

Approval – HEAL Logo

Dr. Deland presented to the Board for approval the HEAL Logo selected by the Executive Committee during the meeting of June 6, 2014.

It was duly moved by Mr. Powell and seconded by Mr. Flower that the HEAL Logo (see attached) be adopted. The motion passed unanimously.

SSA Consultants

Mr. Johnson addressed the Board regarding the services currently being provided to HEAL by SSA Consultants. The Website will go live since the Logo has been approved by the Board.

It was suggested by the members of the Board that Dr. Slaughter of SSA Consultants attend the next meeting of the HEAL Board of Trustees to explain in detail the services which will be provided to HEAL over the next several years.

HEAL Audit Update

Mr. Johnson presented an update regarding the recent HEAL Audits of SFY 2012 and SFY 2013. The audits were conducted by J. Walker & Co. of Lake Charles, LA the auditor was selected through a process conducted by the Louisiana Legislative Auditor.

Mr. Johnson presented to the Board drafts and findings of the recent audits conducted and discussed the drafts presented.

It was noted that all findings of the recent audit were procedural findings which will be addressed in responses to the auditing firm of J. Walker and Co. and additional HEAL Policies and Procedures will be put into place by the Board.


The Health Education Authority of Louisiana will issue a Management Response to the findings as it relates to the HEAL Audits SFY 2012 and SFY 2013. Nevertheless, the Health Education Authority of Louisiana agrees with the findings and will take appropriate action to correct each finding.

Executive Session – Discussion regarding strategy of litigation in that certain lawsuit captioned HEAL vs. APCOA LaSalle Parking Co., LLC, Civil District Court for the Parish of Orleans, State of Louisiana, Docket No. 2013-11626, Section F-7

A Motion was made by Mr. Powell and seconded by Mr. Weigle that the Board enters into Executive Session. The motion passed unanimously, the Board entered into Executive Session at 11:15 a.m. A Motion was made by Mr. Powell and seconded by Mr. Weigle that the Board conclude the Executive Session at 11:49 a.m. The motion passed unanimously. The meeting was thereafter opened to the public.

Adjournment


There being no further business, a Motion was made by Mr. Weigle and seconded by Dr. Deland that the meeting be adjourned at 11:51 a.m. The motion passed unanimously.


Ronald J. French, M.D., Secretary

CERTIFICATION

I, the undersigned secretary of the Health Education Authority of Louisiana hereby certify that the above is a true, full, complete and correct copy of the minutes and resolutions adopted on motion duly made and seconded at a meeting of the members of the Board of Trustees of the Health Education Authority of Louisiana held on the 1st day of August, 2014, at which meeting a quorum of the members were present and acted throughout and that a copy of the foregoing is duly entered upon the minute book of the Health Education Authority of Louisiana, and is now in full force and effect, and has not been amended, changed, modified, rescinded or repealed in any way.

WITNESS MY SIGNATURE, this 11th day of September, 2014.



Ronald J. French, M.D., Secretary

File: HEAL Board Meeting Minutes – August 1, 2014 – FINAL - 10.08.2014