



State of Louisiana

Department of Health and Hospitals
Health Education Authority of Louisiana

**Health Education Authority of Louisiana
Board of Trustees
November 13, 2013 Regular Meeting
Minutes**

A meeting of the Health Education Authority of Louisiana (HEAL) Board of Trustees was held on Wednesday, November, 13, 2013 at 2:00 p.m. at the HEAL Offices, 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
Juan Gershanik, M.D.
Eileen Mederos, R.N.
Cleland Powell, III
Jay Shames, M.D.
Ms. Carroll Suggs
Kurt Weigle

Members Absent

Ronald J. French, M.D.
Dolleen Licciardi, M.D.
Richard Mahoney
Vacancy

Guests

Tarak Anada, Attorney at Law, Jones Walker
Richard Cortizas, Attorney at Law, Jones Walker
Chris Mann, Attorney at Law, Jones Walker
Henry W. Kinney, Attorney at Law, Kinney, Ellinghausen, Richard & DeShazo
Tom Fischmann, Better + Boulder
Ryan Donegan, Better + Boulder
Howard Rodgers, N.O. Council on Aging
Joe Sollitto, 1st NBC Bank

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

All guests were introduced and welcomed by the members of the Board.

Review and Approval of Agenda

The Agenda of the Meeting of November 13, 2013 was approved by the members of the HEAL Board of Trustees. The agenda reflected a date of December 5, 2013 regarding the minutes of December 5, 2012 (correction was made to agenda) after hearing no objection.

Review and Approval of December 5, 2012 Meeting Minutes

The Minutes of December 5, 2012 were presented to the Board. Dr. Shames moved that the Minutes of December 5, 2012 be reviewed and approved, which was seconded by Mr. Powell. The motion passed unanimously.

HEAL By-Laws – Establishment of By-Laws Committee

Chairperson Deland informed the Board that HEAL currently has no By-Laws and is governed by its enabling legislation. It was agreed upon by the Board that a Committee be established. Chairperson DeLand asked for volunteers to establish the committee. Dr. Shames and Chairperson Deland offered their services as members of the By-Laws Committee. It was also recommended that HEAL's Legal Counsel work with the By-Laws Committee. Mr. Henry Kinney, HEAL's Legal Counsel, will also work with and assist the committee.

The Committee will meet at a date to be determined to establish and recommend to the Board, for their approval, By-Laws of the HEAL Board of Trustees.

HEAL Board of Trustees Authorization of Legal Counsel/Representation

Chairperson Deland informed the Board that in past years, HEAL was represented by the Attorney General's office. During the December 5, 2012 meeting the Board adopted a resolution authorizing an agreement between the Attorney General's office and HEAL. Since that time, the Attorney General's office has authorized the firm of Kinney, Ellinghausen, Richard & DeShazo, P.L.C. to perform services on behalf of the Attorney General's office to HEAL.

It was noted that it is in the best interest of HEAL that the Board be represented by Legal Counsel to provide legal services and legal representation to HEAL.

Mr. Kinney addressed the Board regarding the services that will be provided to HEAL by the Kinney, Ellinghausen, Richard & DeShazo

The following Resolution was presented to the Board:

A Resolution authorizing the Health Education Authority of Louisiana (HEAL) hereinafter sometimes referred to as (State) to enter into a contract/agreement with the Department of Justice, Office of the Attorney General of the State of Louisiana whereby the Law Firm of Kinney, Ellinghausen, Richard & DeShazo, P.L.C. hereinafter sometimes referred to as (Counsel) is authorized to provide Legal Services and Legal Representation to (HEAL).

WHEREAS, the HEAL Board of Trustees do hereby approve a contract/agreement with the Department of Justice, Office of the Attorney General of the State of Louisiana whereby the Law Firm of Kinney, Ellinghausen, Richard & DeShazo, P.L.C. is authorized to provide the following as authorized by the HEAL Board of Trustees:

Provide Legal Representation to the Health Education Authority of Louisiana (HEAL) and to act as Hearing Officer on referrals from the State. The scope of this contract does not include litigation or proceedings arising out of or involving tort or worker's compensation.

The Law Firm of Kinney, Ellinghausen, Richard & DeShazo, P.L.C. shall abide by the established State fee structure for any and all legal representation and counsel to HEAL.

It was duly moved by Dr. Shames and seconded by Dr. Cavallino that the resolution be adopted. The motion passed unanimously.

The aforementioned resolution will become a part of these minutes.

HEAL Investments

Mr. Joseph Solitto, 1st NBC Bank addressed the Board and provided background information on 1st NBC Bank.

Mr. Solitto assured the Board that all investments are in compliance with State Law and that all Public Funds are collateralized. It was explained that the Federal Home Loan Bank collateralizes funds through 1st NBC Bank.

**Review and Approval of HEAL Financial Statements – State Fiscal Year (SFY 2013)
July 1, 2012 – June 30, 2013**

Mr. Johnson presented HEAL Financial Statements for SFY 2013, to the Members of the Board of Trustees for approval and also informed the Members of the Board of Trustees of the comparison from the previous year, June 30, 2012.

Mr. Johnson explained that HEAL is billed quarterly by the Department of Health and Hospitals for expenditures and that HEAL in turn reimburses DHH from the HEAL Reserve Fund.

Mr. Weigle moved that the Financial Statements of SFY 2013 (July 1, 2012 – June 30, 2013) be approved, seconded by Dr. Shames. The motion passed unanimously.

Executive Director's Report

Mr. Johnson referred to Exhibit 5 and presented an overview of the Executive Director's report to the members of the HEAL Board.

Mr. Johnson welcomed the new members of the HEAL Board and offered thanks to the reappointed members for their dedication to HEAL.

Mr. Johnson informed the Board Members that HEAL and the Louisiana Public Facilities Authority (LPFA) will be hosting the National Association of Health Education Finance Facilities Authorities (NAHEFFA) 2014 Spring Conference in New Orleans, LA, March 24 -26, 2014 to be held at the New Orleans Hilton Riverside Hotel.

Resolution Authorizing New Orleans Council on Aging as Participating Institution and Proposed Projects in the New Orleans Area

Mr. Howard Rodgers, Executive Director of the New Orleans Council on Aging (Council), addressed the Board regarding a Proposed Project of the Council.

Mr. Johnson asked for the Board's consideration to adopt a Resolution authorizing the New Orleans Council on Aging as a Participating Institution of HEAL.

Members of the Board determined that there is a need for the services that the New Orleans Council on Aging performs but that it is too premature to name this group as a participating institution and when the Council has their financing and location in place then the Council should return to the Board for their consideration of the request. Matter of the Resolution was deferred to a later date.

The Board asked that Mr. Rodgers return when the Council is ready to move forward with their Proposed Project. Mr. Rodgers assured the Board that the New Orleans Council on Aging would like to return to the Board in the future regarding possible financing of their Proposed Project.

Resolution Authorizing Better + Boulder as Participating Institution and Proposed Projects in the New Orleans Area

Mr. Tom Fischmann, Co-Founder, Better + Boulder, addressed the Board regarding a Proposed Project in the Mid-City area of New Orleans.

Mr. Fischmann and Mr. Ryan Donegan, Co-Founders of Better + Boulder, are in the process of acquiring investors for their proposed project and would like to return to the Board regarding financing of their proposed project.

Mr. Johnson asked for the Board's consideration to adopt a Resolution authorizing Better + Boulder as a Participating Institution of HEAL.

Members of the Board determined that it is premature to name this group as a participating institution, but that when their financing and investors are in place, then Better + Boulder should return to the Board. Matter of the Resolution was deferred to a later date.

Resolution Authorizing Orleans Parish Hospital Service District A as Participating Institution

Mr. Richard Cortizas addressed the Board on behalf of Orleans Parish Hospital Service District A (Hospital Service District). He stated that an eighty (80) bed, full service hospital is currently under construction at the site of the former Pendleton Memorial Methodist Hospital, which has been closed since Hurricane Katrina. With no plans for redevelopment for nearly five years, the site remained vacant until the Landrieu Administration and the Hospital Service District began negotiations to develop the site. The new hospital will provide health services to an area that has been serviced by an Urgent Care Center which opened approximately two years ago. At this time, the City of New Orleans is in negotiations with potential operators, the Franciscan Missionaries of Our Lady Health System (FMOLHS). The current operator will remain with the project until it is completed.

The Hospital Service District has recently been in discussions with Mr. Johnson regarding possibly using HEAL Bonds as a funding source to complete other buildings that are needed within the site currently under development. The Hospital Service District is currently looking for a revenue source to move forward. The District would like to return to HEAL in the future after their revenue source is in place.

Mr. Johnson asked for the Board's consideration to adopt a Resolution authorizing Orleans Parish Hospital Service District A as a Participating Institution of HEAL. Some Members of the Board stated that it would be appropriate to name this group as a participating institution of HEAL. It was duly moved by Mr. Kurt Weigle and seconded by Chairperson Deland that the following Resolution be adopted. The motion passed unanimously.

A Resolution determining the Orleans Parish Hospital Service District A as a Participating Institution of the Health Education Authority of Louisiana and Providing for other matters in connection with the foregoing.

The aforementioned resolution will become a part of these minutes.

Resolution Authorizing a Cooperative Endeavor Agreement Between HEAL and City of New Orleans

A motion was made by Mr. Flower and seconded by Chairperson Deland that the Board enter into Executive Session. The motion passed unanimously, the Board entered into Executive Session at 4:05 p.m. and concluded the Executive Session at 4:34 p.m., after which the matter of the Resolution was deferred to a later date.

Resolution Reestablishing Performance Evaluation Committee

Mr. Johnson presented to the Board a Resolution adopted by the Full Board at a meeting on December 5, 2012 regarding the Establishment of a Performance Evaluation Committee. Due to the resignation from the Board of a member of the Committee, the Committee was never convened. It was recommended that a Performance Evaluation Committee be re-established. It was duly moved by Mr. Weigle and seconded by Chairperson Deland that the following resolution be adopted. The motion passed unanimously.

Resolution Authorizing Compensation and Merit Increase for HEAL Staff Pending Evaluation by Performance Committee

A resolution authorizing the full Board of Trustees of the Health Education Authority of Louisiana (HEAL) to re-establish the Performance Evaluation Committee to develop an annual performance evaluation and determine an increase in compensation for the Executive Director and HEAL Staff to present to the members of the Board, for approval, at the next Regular Meeting of the full Board of Trustees.

Members of the Performance Evaluation Committee are as follows:

M. Maitland Deland, M.D.
M. Cleland Powell, III
Kurt M. Weigle

A date will be determined for the members of the Committee to meet.

The aforementioned resolution will become a part of these minutes.

A Motion was made by Mr. Weigle and seconded by Ms. Mederos that the Board enters into Executive Session. The motion passed unanimously, the Board entered into Executive Session at 4:44 p.m. and concluded the Executive Session at 5:00 p.m., after which the matter of the Resolution was deferred to a later date.

Board Resolutions

L. Resolution Authorizing Election of Executive Committee Members

Chairperson Deland presented to the Board a Resolution authorizing the Board to elect from the membership an Executive Committee, as per La. Rev. Stat. Ann. §17:3054. During a discussion of the matter, it was recommended that the current members of the Executive Committee remain the same.

A resolution authorizing the full Board of Trustees of the Health Education Authority of Louisiana (HEAL) to elect the vice-chairman, secretary and treasurer of the HEAL Board of Trustees Executive Committee.

The Health Education Authority of Louisiana (HEAL) Board
Executive Committee

M. Maitland Deland, M.D., Chairman
Kurt M. Weigle, Vice-Chairman
Ronald J. French, M.D., Secretary
M. Cleland Powell, III, Treasurer

It was duly moved by Ms. Mederos and seconded by Mr. Powell that the resolution be adopted. The motion passed unanimously.

The aforementioned resolution will become a part of these minutes.

M. Resolution Authorizing New Signers for Documents and Banking Accounts

Chairperson Deland presented to the Board a Resolution authorizing the following:

A resolution authorizing the full Board of Trustees of the Health Education Authority of Louisiana (HEAL) to name and authorize the following with signature privileges to all banking accounts and to act on behalf of the Health Education Authority of Louisiana.

M. Maitland Deland, M.D., Chairman
Kurt M. Weigle, Vice-Chairman
Ronald J. French, M.D., Secretary
M. Cleland Powell, III, Treasurer
Jacob C. Johnson, HEAL Program Executive Director

It was duly moved by Mr. Weigle and seconded by Mr. Powell that the resolution be adopted. The motion passed unanimously.

The aforementioned resolution will become a part of these minutes.

N. Resolution Authorizing Kinney, Ellinghausen, Richard & DeShazo, P.L.C. to issue a RFP for the former HEAL Day Care Center

Chairperson Deland presented to the Board a Resolution authorizing the following:

A resolution authorizing the full Board of Trustees of the Health Education Authority of Louisiana (“HEAL”) to engage the Law Firm of Kinney, Ellinghausen, Richard & DeShazo, P.L.C. hereinafter sometimes referred to as (“Counsel”) is authorized to provide Legal Services and Legal Representation to (“HEAL”). On behalf of HEAL, the Law Firm of Kinney, Ellinghausen, Richard & DeShazo, P.L.C. shall execute the following:

Issue a Request for Proposal (“RFP”) to assist in the development, implementation and effective distribution of information of HEAL’s former Child Care Center (currently idle space) located within the HEAL Parking Facility, 300 LaSalle St., Suite C, New Orleans, LA to be placed back into commerce to possibly Lease/Rent to an outside Vendor.

It was duly moved by Mr. Powell and seconded by Chairperson Deland that the resolution be adopted. The motion passed unanimously.

The aforementioned resolution will become a part of these minutes.

O. Resolution Authorizing Contract/Agreement of SSA Consultants for Strategic Assessment and Planning

Chairperson Deland presented to the Board a Resolution authorizing the following:

A resolution authorizing the Health Education Authority of Louisiana (“HEAL”) hereinafter sometimes referred to as (“State”) enter into a contract/agreement with SSA Consultants, 9331 Bluebonnet Boulevard, Baton Rouge, Louisiana for Strategic Assessment and Planning Services.

It was duly moved by Ms. Mederos and seconded by Mr. Powell that the resolution be adopted. The motion passed unanimously.

The aforementioned resolution will become a part of these minutes.

P. Resolution Authorizing CPA-Independent Audit Services for three (3) Requests for Proposals (RFP’s) issued through the Office of the Legislative Auditor for Audit of HEAL Office Financials SFY 2012, 2013, 2014 and 2015

Chairperson Deland presented to the Board a Resolution authorizing the following:

A resolution authorizing the Health Education Authority of Louisiana (“HEAL”) to enter into a contract/agreement with Jonald J. Walker, III, CPA, J Walker & Company, APC, Lake Charles, LA to perform independent audit services for (“HEAL”) for the following:

The Health Education Authority of Louisiana Financials and Compliance Audit shall not exceed \$22,000.00 for the following:

- State Fiscal Year (SFY) – 2011 – 2012 (SFY 2012)
- State Fiscal Year (SFY) – 2012 – 2013 (SFY 2013)
- State Fiscal Year (SFY) – 2013 – 2014 (SFY 2014)
- State Fiscal Year (SFY) – 2014 – 2015 (SFY 2015)

Not to exceed \$22,000.00 for all work performed as outlined in the scope of services and upon completion of work engaged, the agreement shall be terminated upon the acceptance of the audit report.

After discussion by members of the board regarding the proposed resolution the matter was deferred and referred to Kinney, Ellinghausen, Richard & DeShazo, P.L.C., HEAL Legal Counsel.

Q. Resolution Authorizing the Engagement of Jones Walker to perform Legislative Professional Counsel Services to HEAL

Chairperson Deland presented to the Board a Resolution authorizing the following:

A resolution authorizing the full Board of Trustees of the Health Education Authority of Louisiana (“HEAL”) to engage the firm of Jones Walker for Legislative Professional Counsel Services to the Health Education Authority of Louisiana. On behalf of (“HEAL”), Jones Walker shall execute the following:
Assist in the development and implementation of an overall Legislative Professional Counsel Services for the Health Education Authority of Louisiana (“HEAL”).

Monitor and provide regular efforts and updates on the movement of policy changes that affects (“HEAL”).

It was duly moved by Mr. Powell and seconded by Ms. Mederos that the resolution be adopted. The matter passed unanimously.

The aforementioned resolution will become a part of these minutes.

Adjournment

There being no further business, Mr. Powell moved that the meeting be adjourned at 5:13 p.m., seconded by Chairperson Deland. The motion passed unanimously.

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 13th day of November, 2013, 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 6 day of June, 2014.



Ronald J. French, M.D., Secretary