

FOUNDATION

For A Healthier West Orange

BOARD MEETING MINUTES

Wednesday, May 15, 2024, at 8:30 a.m.

1200 E Plant St, Suite 200, Winter Garden, FL 34787

The HWO, Inc., DBA Foundation for a Healthier West Orange (the "Foundation") Board of Directors met on Wednesday, May 15, 2024, in person at the Healthy West Orange Building. Chair J. Whiddon called the meeting to order at 8:35 a.m. A quorum was established, with the following **Directors Present:** J. Whiddon, C. Evans, B. Spong, K. Vargas and T. Keating. **Directors Absent:** N. Sutton. **Staff Present:** T. Swanson, L. Boettcher, P. Brown, and D. Essig. **Guest Present:** J. Jonasen of Gunster.

PUBLIC COMMENT

No members of the public were in attendance; therefore, no public comment period was necessary.

APPROVAL OF BOARD MINUTES – APRIL 2, 2024

Board Action: Upon a motion duly made and seconded, the Board unanimously approved the minutes of the HWO Inc., DBA Foundation for a Healthier West Orange Board Meeting held on April 2, 2024.

FINANCE COMMITTEE REPORT

Chair J. Whiddon called upon P. Brown to provide a summary of the April 29, 2024, Finance Committee Meeting. P. Brown called attention to the March 2024 combined balance sheet that includes HWO, Inc. and its three affiliates, HWO Investments, LLC, HWO Holdings, LLC, and Healthy West Orange, LLC. On a combined basis, total assets were \$100.7 million at end of March 2024 with the primary assets being HWO Investments, LLC portfolio at \$75.5 million. The Foundation's money market account and ICS accounts were \$17.5 million at end of March 2024. These funds are at Seacoast Bank primarily in Money Market and ICS accounts earning 525 basis points. Liabilities are \$2.6 million at end of March 2024 with the majority being the \$2.54 million Grant payables for WOHD grants.

Moving to the HWO Inc. Combined Statement of Revenues and Expenses for the 6 months ended March 31, 2024, net Investment Income was a gain of \$8.3 million with \$1.6 million in the month of March. The year-to-date total expenses were \$1.1 million compared to the annual budget of \$2.35 million which is 48% of the annual budget.

P. Brown concluded the HWO Inc. Finance Report by asking for questions, comments, or a motion.

Board Action: Upon a motion duly made and seconded, the Board unanimously approved the HWO Inc. April 29, 2024, Draft Finance Committee Report.

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HWO 2022 Form 990

P. Brown presented the Draft Form 990 for 2022 (tax year beginning Oct. 1, 2022, and ending Sept. 30, 2023). HWO Inc. Form 990, including Board Finance Committee recommended additions, was reviewed. B. Spong requested further clarification on notes describing officer pay. P. Brown asked for further comments, questions, or a motion from Board members.

Board Action: Upon a motion duly made and seconded, the Board unanimously approved with clarifications as discussed that the HWO Inc. Draft Form 990 Tax Return for 2022 be submitted to the IRS.

Insurance

Chair J. Whiddon called upon P. Brown to present the HWO Inc. insurance detail that was presented to the Finance Committee. Staff is exploring the pricing of raising HWO Inc.'s Commercial General Liability aggregate from \$3 million to \$5 million as well as the cost and necessity of an overall HWO Inc. and/or a Healthy West Orange, LLC umbrella policy like the HWO Holdings, LLC umbrella policy. Staff was asked to look at Healthy West Orange programming on Municipal properties and further insurance coverage.

Creative Aging

T. Swanson gave an update on the Creative Aging project. The transportation RFI has been completed and the financial model expanded. She shared high-level learnings from research conducted on names for the village. She recommended that a dedicated Creative Aging meeting be held in late June or July. It was agreed July 8, 2024, in the afternoon worked best. T. Swanson informed the Board of a likely delay in the timeline for the Village Go-Live by several months.

POLICY MANUAL REVIEW

T. Swanson presented proposed changes to the Policy Manual. The current Property & Equipment policy, which capitalizes individual fixed asset purchases with a cost of \$1,000 or more, was reviewed given the total Balance Sheet Assets exceed \$100 million. The Board agreed that the policy would be \$1,000 for technology purchases and increased to \$5,000 for non-technology purchases. A \$5,000 capital policy is the IRS upper limit that was recommended by the Foundation's CPA firm.

Board Action: Upon a motion duly made and seconded, the Board unanimously approved the policy manual revisions as presented.

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COMPENSATION (EXECUTIVE SESSION)

T. Swanson was requested to remain while all other staff were dismissed. The Board entered executive session and then returned to full Board meeting upon completion.

CEO REPORT

Grant Updates: Grant status was provided for OH/Cornerstone Hospice, The Nurture Place, Nehrling Gardens, and the Boys and Girls Club.

HWOTC Implementation Fund: After much discussion on the Implementation Fund and the HWOTC Executive Committee request to move funds for implementation planning, it was decided that the Foundation attorney would prepare a letter of agreement to the current grant, stipulating that the total amount available to the HWOTC for use would be a set \$5 million, which simplifies the accounting and takes market instability out of the grant process.

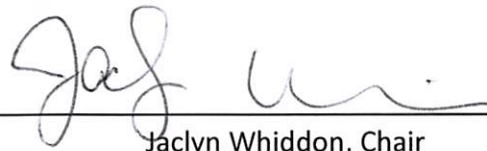
Goals and Objective: Strategic Plan Status: Board members were asked to review the goals and objectives outlined in the presentation and provide any feedback in preparation for Budgets for FYE 2025.

Budget Timeline: The FYE 2024-25 budget timeline was reviewed. The final approval of the budget is targeted for the August 15, 2024, Board meeting.

OPEN FORUM

The next Board meeting is scheduled for July 8, 12:00 p.m.

The meeting was adjourned at 12:00 p.m.



Jaclyn Whiddon, Chair