

MINUTES OF THE COMPENSATION COMMITTEE OF THE
UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES

July 29, 2009

Members of the Compensation Committee of the University of Louisville Board of Trustees met on Wednesday, July 29, 2009, at 11:00 a.m. in the Willow Room of the Galt House Hotel, Louisville, Kentucky, with members present and absent as follows:

Present: Dr. Salem George, Vice Chair Presiding
Mr. Jonathan Blue
Mr. Brent Fyrear
Ms. Margaret Handmaker
Prof. Melissa Laning

Absent: Vacant Chair

Other Trustees

Present. Mr. Ron Butt (arrived at 11:56 a.m.)
Dr. Mark Lynn
Ms. Phoebe Wood
Dr. Kevin Cosby
Prof. Melissa Laning
Ms. Brucie Moore
Dr. William Selvidge
Mr. Frank Minnifield
Mr. Owsley B. Frazier
Mr. OJ Oleka
Mr. Steve Poe
Ms. Rebecca Jackson
Ms. Debbie Scoppechio (arrived at 12:05 p.m.)
Mr. Bill Stone

From the
University: Dr. James R. Ramsey
Dr. Shirley Willihnganz
Dr. Larry Cook
Ms. Angela Koshewa
Mr. Keith Inman
Mr. Mike Curtin
Mr. Mark Hebert
Ms. Kathleen M. Smith
Ms. Debbie Dougherty

I. Call to Order

Having determined a quorum present, Vice Chair Presiding George called the meeting to order at 11:15 a.m.

Approval of Minutes

Mr. Fryrear made a motion, which Prof. Laning seconded, to approve the minutes of July 8, 2008. The motion passed.

II. Report of the President on

Performance of 2008-09 Annual Goals

President Ramsey briefed the committee regarding completion of the 2008-09 annual goals. He discussed the status of the nineteen shared goals. Dr. Cook discussed the progress being made toward achieving NCI designation. Vice Chair Presiding George commended the president for a very impressive report. He recognized the president and his administrative team have had real challenges and done an outstanding job by meeting 30 of the 35 goals.

Discussion of Proposed 2009-10 Annual Goals

President Ramsey reviewed the proposed 2009-10 goals.

III. Review of Compensation Issues Based Upon Completion of

Annual Goals

Although the meeting remained in open session, President Ramsey, Drs. Willihnganz and Cook, Messrs Inman and Curtin departed at 12:30 p.m. Chair Pro Tem George reported that the University’s policy this year was to make the \$700 lump sum payment provided last year into a permanent increase in the president’s base salary. All faculty and staff with satisfactory evaluations will receive this permanent increase in their base. Last year, the Compensation Committee, at the request of the President, did not authorize a bonus for the President or his leadership team because the economy had worsened. The economic environment remains a tremendous challenge for the University and the state. Board members’ support for the President’s performance will be factored into his evaluation immediately following this meeting.

Review of One-Time Strategic Goals

Chair Pro Tem George reviewed the following one-time strategic goals approved by the Board in 2002-03. These goals are strategic, long term in nature and serve as quality benchmarks. The goals are as follows:

\$50,000	Phi Beta Kappa Candidacy	
\$50,000	Phi Beta Kappa Chapter approved	
\$100,000	NCI Cancer Center Designation	
\$25,000	Order of the Coif	

Dr. George noted these long term strategic goals and the corresponding bonuses have been incentives in President Ramsey's contract since he became president. Although not achieved, the strategic goals remain a core component of the 2020 Plan.

Chair Pro Tem George stated that in the past the Compensation Committee reviewed the president's performance and has recommended an appropriate bonus for the president's achievements. He reported the President is foregoing a bonus of approximately \$113,858 this year and did so last year. Dr. George praised the President for his exemplary leadership in declining his bonuses and for his personal dedication to the University. At a very difficult time for Kentucky citizens, the Ramseys have personally contributed more than \$270,000 to special UofL initiatives such as cancer, autism, University chorale, African American Theater, Cardinal Covenant scholarships, and many other programs that enrich the University of Louisville.

Mr. Stone explained his rationale to raise each stage of the bonuses on Phi Beta Kappa to \$75,000. Mr. Fryrear stated staff highly respected the decision to forego the bonus of \$113,858.

In response to Mr. Blue's inquiry whether the President would receive the bonuses connected to the one-time strategic goals if he earned them but were no longer employed with the University, Ms. Koshewa suggested the committee previously appointed by the board chair to effectuate an employment contract extension also review the president's contract relating to bonus earnings.

In agreement with Trustee Stone's suggestion, Mr. Blue made a motion, which Ms. Handmaker seconded, to

Increase the amount for each stage of the one-time strategic goal Phi Beta Kappa to \$75,000 (an increase of \$25,000 for each Phi Beta Kappa goal).

The motion passed.

IV. Adjournment

Ms. Handmaker made a motion, which Mr. Fryrear seconded, to adjourn the meeting at 12:45 p.m. The motion passed.

Approved by:



Asst. Secretary