

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

July 14, 2005

The Compensation Committee of the Board of Trustees of the University of Louisville came together on July 14, 2005, at 12:15 p.m., in the Jefferson Room of Grawemeyer Hall, with the members present and absent as follows:

Present: Mr. J. Chester Porter, Chair, Presiding
Mr. Frank Hower, ex officio
Prof. William Pierce
Ms. Margaret Handmaker

Absent: Judge Angela McCormick Bisig
Mr. Nathaniel E. Green
Mr. Tommie Burns

Other Trustees

Present: Ms. Marie Abrams
Mr. William Brammell, Jr.
Mr. Ulysses L. Bridgeman, Jr.
Mr. Kevin Cogan
Mr. Bill Forman
Mr. Owsley B. Frazier
Ms. Donna Tinsley Denny
Mr. Grant Helman
Ms. Jessica Loving
Mr. Steve Poe
Ms. Sandra Metts Snowden
Mr. William A. Stone
Ms. Elizabeth Worland

From the
University: Dr. James R. Ramsey, President
Ms. Angela D. Koshewa, University Counsel
Ms. Kathleen M. Smith, Assistant Secretary
Ms. Debbie Dougherty, Board Liaison

I. CALL TO ORDER

Having determined no quorum of the Compensation Committee, Chairman Bridgeman called to order the Board of Trustees meeting at 12:05 p.m. and asked Mr. Porter to chair. At the request of Mr. Porter, all trustees in attendance consented to act as the Compensation Committee.

II. APPROVAL OF MINUTES

Mr. Helman made a motion, which Ms. Handmaker seconded, to approve the minutes of September 15, 2004. The motion passed unanimously.

III. PRESENTATION OF GOALS

President Ramsey discussed the status of the Office of the President's Goals for 2004-05 and presented the 2005-06 goals. Dr. Ramsey, Ms. Smith and Ms. Dougherty retired from the meeting.

IV. RECESS OF OPEN MEETING

Pursuant to KRS 61.810(1)(f), Prof. Pierce made a motion, which Ms. Handmaker seconded, to recess the open meeting at 12:20 p.m., and go into executive session to discuss personnel matters. The motion passed unanimously.

V. OPEN MEETING RECONVENES

Chair Porter reconvened the open session of the Compensation Committee at 1:50 p.m. He reported the Committee discussed personnel matters during executive session.

VI. BONUSES AND COMPENSATION

Mr. Bridgeman made a motion, which Mr. Stone seconded, to approve the following recommendation:

That the President receive a merit increase for 2005-06 of five (5) percent of his 2004-05 base university salary in recognition of his exceptional performance during the past year; and

That the Board of Trustees hereby requests the University of Louisville Foundation, Inc. to make supplemental payments to the President for achievement of annual goals set by the Board of Trustees in an amount equal to twenty-five percent (25%) of the President's total salary for 2004-05.

The motion passed unanimously.

VII. GOALS FOR THE OFFICE OF THE PRESIDENT

Chairman Porter reported the Committee discussed the President's 2004-05 Annual Goals and One-Time Strategic Goals and the proposed 2005-06 Annual Goals. Mr. Bridgeman made a motion, which Ms. Snowden seconded, to approve the

Annual performance goals for the 2005-06 as described in the attached document, "Office of the President: The Challenge for Excellence: A Plan for Team-Based Accountability 2005-06 Mission Statement: The University of Louisville shall be a premier, nationally recognized metropolitan research university with a commitment to advance the intellectual, social, and economic development of our diverse communities and citizens."

The motion passed unanimously.

VIII. DISCRETIONARY BONUSES

Mr. Porter noted the Committee discussed authorizing the President to use his discretion in awarding Foundation resources to appropriate one-time bonuses for those members of the Office of the President Leadership Team. Mr. Bridgeman made a motion, which Prof. Pierce seconded, to approve the

The Compensation Committee's recommendation that the Board of Trustees authorizes the President to use his discretion in awarding from Foundation resources appropriate one-time bonuses for those members of the Office of President Leadership Team should the UofL Foundation concur with the President's discretionary proposal.

The motion passed unanimously.

IX. ADJOURNMENT

Mr. Helman made a motion, seconded by Mr. Poe, to adjourn the meeting at 1:55 p.m. The motion passed unanimously.

**MINUTES OF THE MEETING OF THE
AD HOC COMMITTEE ON COMPENSATION
BOARD OF TRUSTEES
UNIVERSITY OF LOUISVILLE**

July 14, 2005

In Executive Session

Present: Mr. J. Chester Porter, Chair, Presiding
Mr. Frank Hower, ex officio
Prof. William Pierce
Ms. Margaret Handmaker

Absent: Judge Angela McCormick Bisig
Mr. Nathaniel E. Green
Mr. Tommie Burns

Other Trustees

Present: Ms. Marie Abrams
Mr. William Brammell, Jr.
Mr. Ulysses L. Bridgeman, Jr.
Mr. Kevin Cogan
Mr. Bill Forman
Mr. Owsley B. Frazier
Ms. Donna Tinsley Denny
Mr. Grant Helman
Ms. Jessica Loving
Mr. Steve Poe
Ms. Sandra Metts Snowden
Mr. William A. Stone
Ms. Elizabeth Worland

From the
University: Ms. Angela D. Koshewa, University Counsel

I. CALL TO ORDER

Chair Porter called the executive session of the meeting to order at 12:25 p.m.

II. PERSONNEL MATTERS

The following personnel matters were discussed in executive session:

- 2004-05 Annual Goals and One-time Strategic Goals
- Proposal for 2005-06 Annual Goals
- Authorization to the Executive Committee to Act on Behalf of the Board on approving changes to the President's Contract in the area of deferred compensation
- Proposal for the President's Merit Increase and Authorization for Supplemental Payments to the President for achievement of annual goals set by the Board of Trustees in an amount equal to twenty-five percent (25%) of the President's total salary for 2004-05.

III. ADJOURNMENT

A motion was made, seconded and unanimously passed, to adjourn the executive session and reconvene the open meeting at 1:45 p.m.