

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF TRUSTEES OF THE
UNIVERSITY OF LOUISVILLE

February 7, 2024

In Open Session

Members of the University of Louisville Board of Trustees met in the President's Conference Room, 106 Grawemeyer Hall, on February 7, 2024, at 2:30 p.m., with members present and absent as follows:

Present: Ms. Mary Nixon, Chair
Mr. Jerry Abramson
Dr. Larry Benz
Dr. Raymond Burse
Mr. Al Cornish
Ms. Katie Hayden
Mr. Brian Lavin
Mr. Kevin Ledford
Ms. Diane Medley
Dr. Eugene Mueller
Mr. James Rogers
Ms. Sherrill Zimmerman

Absent: Ms. Diane Porter

From the
University: Dr. Kim Schatzel, President
Ms. Angela Curry, General Counsel and Vice President for Legal Affairs
Mr. John Karman, Executive Director of Communications
Lt. Col. Jessie Murnock, Senior Director of Presidential Operations
Ms. Kaelah McMonigle, Executive Assistant to the VP for Legal Affairs

I. Call to Order

The Chair read the roll and having determined a quorum present, called the meeting to order at 2:30 p.m.

Conflict of Interest Affirmation

The Chair reminded all members of the board of their responsibility to avoid conflicts of interest and appearances of conflicts of interest. She stated each member has received the agenda and related information for this Board of Trustees' meeting.

Chair Nixon requested if any board member knows of any conflict of interest or appearance of conflict of interest with respect to any matter coming before the Board of Trustees at this meeting, to please identify the conflict or appearance of conflict at this time.

No conflicts were identified.

Approval of Minutes 1-25-2024

Mr. Abramson made a motion, which Dr. Benz seconded, to approve the minutes of the January 25, 2024 meeting.

The motion passed.

II. Executive Session

Mr. Ledford made a motion, which Mr. Cornish seconded, to recess to executive session to discuss personnel matters pursuant to KRS 61.810(1)(f).

The motion passed and the open meeting recessed at 2:32 p.m.

III. Open Meeting Reconvenes

The open meeting reconvened at 2:41 p.m. The chair reported that the board discussed personnel matters. The board then took the following action:

Personnel Matter

Ms. Zimmerman made a motion, which Ms. Medley seconded, to approve the

President's recommendation that the Board of Trustees appoint Thomas Gerard (Gerry) Bradley, DDM, as Executive Vice President and University Provost, effective February 7, 2024.

The motion passed.

IV. Adjournment

Having no other business to come before the board, Ms. Zimmerman made a motion, which Mr. Lavin seconded, to adjourn. The motion passed and the meeting adjourned at 2:42 p.m.

Approved by:

 Signature on file _____
Assistant Secretary

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Ms. Kaelah McMonigle, Executive Assistant to the VP for Legal Affairs

I. Call to Order

Chair Nixon called the executive session to order at 2:32 p.m.

II. Personnel Matters

The president discussed with the board a personnel matter.

III. Adjournment

Dr. Mueller made a motion, which Dr. Burse seconded, to adjourn the executive session.
The motion passed, and the session adjourned at 2:41 p.m.

Approved by:

Signature on file
Assistant Secretary

RECOMMENDATION TO BOARD OF TRUSTEES
CONCERNING PERSONNEL MATTERS

Board of Trustees – February 7, 2024

The President recommends that the following personnel matter be approved by the Board of Trustees.

Administration:

Thomas Gerard (“Gerry”) Bradley, DDM, appointment as Executive Vice President and University Provost, effective February 7, 2024.

Education: Doctorate in Dental Medicine
 University of Bern
 Bern, Switzerland

Notable Accomplishments:

Dr. Bradley holds the Master of Science from The Ohio State University and a Doctorate in Dental Medicine from the University of Bern (Bern, Switzerland). Prior to his appointment as Interim University Provost in January of 2022, Dr. Bradley served as the Dean of the University of Louisville School of Dentistry (2016-2022) and Associate Dean of Research & Graduate Studies at the Marquette University School of Dentistry (2013-2016) at the University of Tennessee Health Science Center. He has also served as Chair of the Department of Developmental Sciences at Marquette University School of Dentistry (2001-2016) and Director of the Advanced Education Program in Orthodontics at the Marquette University School of Dentistry (2007-2015).

Salary Data:

Incumbent academic base salary:	\$505,286
Incumbent supplement:	\$153,000
Incumbent total:	\$658,286

Proposed academic base salary:	\$234,113
Proposed supplement:	\$425,887
Proposed total:	\$660,000

Budgetary Impact:	\$1,714
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Median benchmark comparison:	\$521,375
Benchmark position title:	Executive Vice President/ Vice Chancellor
Benchmark source:	CUPA Executive Compensation Annual Report
Year of benchmark data:	2022-23
Benchmark data number of incumbents:	8
Benchmark data number of institutions:	6

BACKGROUND:

From the BOT Personnel Policy approved April 18, 2019:

Personnel Items Requiring Board Action and Formally Reported to the Board: shall include initial faculty appointments with tenure or faculty appointments to Endowed Chairs, promotions of faculty above the rank of Assistant Professor or award of tenure, early termination of faculty, and the President and Executive Vice Presidents.

From the BOT Financial Transactions (Spending) Policy approved April 18, 2019:

The Board of Trustees must review and approve the award of any compensation, including base salary; bonuses; housing, car, club or similar allowances or stipends; or deferred compensation to the University President and Executive Vice Presidents.

BOARD ACTION:

Passed _____

Did Not Pass _____

Other _____

__ Signature on file _____
Assistant Secretary

February 5, 2024

Thomas (Gerry) Bradley
1700 Oxford Court
Goshen, KY 40026

RE: Appointment –Executive Vice President and University Provost

Dear Gerry:

I am pleased to appoint you to the position of Executive Vice President and University Provost, pending approval by the University of Louisville Board of Trustees (the “BOT”). This appointment, if accepted by you, will become effective on February 7, 2024 upon formal approval by the BOT (“Effective Date”). The University Provost reports directly to the President and serves as a member of the President’s Senior Leadership Team.

Below are the terms of this job offer:

Base Pay: Your starting annual salary will be \$660,000, less applicable taxes and withholdings, paid monthly. Your annual salary is comprised of i) \$234,113 in professor base salary, and ii) an administrative supplement of \$425,887. When awarded, any University-wide annual salary increases will be provided per University policy, proportionally distributed between the professor base salary and the administrative supplement.

Term: The term of your appointment will be for five years (the “Term”) and will begin on the effective date and expire on the fifth annual anniversary thereof.

Your appointment may be renewed subject to approval by the BOT. If the BOT chooses to renew your term, the BOT will notify you no later than June 30 of the year preceding the end of appointment term.

If your administrative employment is involuntarily terminated by the University during the Term without “cause” as “cause,” is described in Section 164.830(1)(b) of the Kentucky Revised Statutes the University will, upon receipt of a written release from you in a form provided by the University and which you do not revoke, pay you a severance benefit equal to six months of your then current administrative supplement, payable in six equal monthly installments over the six months following receipt from you of the executed written release. The severance payments will commence to you on the 80th day following your termination without cause, provided the University has received a properly executed release from you and the revocation period during which you are entitled to revoke such release expired on or prior to the 80th day following your termination without cause.

Classification and Appointment: The Executive Vice President and University Provost role is an administrator position appointed by and serving at the pleasure of the Board of Trustees. This administrative appointment is at-will, which means either you or the University can decide to terminate your appointment as Executive Vice President and University Provost at any time, with or without cause.

Your tenured appointment as Professor of Rehabilitative and Reconstructive Dentistry remains unchanged.

Following your service as Executive Vice President and University Provost, if you continue your service at the University as a faculty member, your entitlement to administrative benefits (e.g., vacation benefits for administrators), if any, will end. Your salary and benefits as a tenured professor will be equal to your then-current professor base salary.

To avoid any ambiguity, this appointment letter shall supersede any previous appointment letter, offer letter, representation, promise, or agreement related to your administrative appointment.

Responsibilities: Your responsibilities as Provost are outlined in Section 2.2.3 of the Redbook, together with such other responsibilities as may be assigned by the President from time to time.

Expenses: Pursuant to the University's customary policies in force at the time of payment, you will be reimbursed for all expenses properly incurred on the University's behalf for the execution and performance of your duties. The University will reimburse you (in accordance with normal policies and procedures) for reasonable travel (at a level commensurate with your position), business and entertainment expenses you incur in connection with your performance of your duties under this Agreement.

Benefits: You will continue to be eligible for all the benefits offered to university employees, including retirement matching for your full annual salary. As an administrator, you will be entitled to 22 days per year of annual leave, with unused days carried over, not to exceed a maximum accrual of 44 days, upon the approval of the President, with whom you will coordinate your absences from campus.

University Policy: Your employment at the University is subject to all University policies and procedures, as they may be amended from time to time, including Board of Trustees Bylaws and policies and the Redbook. Such University policies and procedures are not incorporated into this agreement, rather, it is acknowledged and understood that they separately apply to govern the employment of all University employees. Thus, as Executive Vice President and University Provost, you will comply with all University policies and procedures. This includes ensuring that your Attestation and Disclosure Form on file with the University's Conflict of Interest Program is up to date at all times.

Thank you, Gerry, for agreeing to assist the University during this critical time. Your institutional knowledge and insight will be invaluable as you assist me in moving the university forward. As verification of acceptance of this offer, please return a signed copy of this letter to Jacqueline Stepherson at j0step13@louisville.edu by February 16, 2024 with a copy to Kitty De Voogd at katherine.devoogd@louisville.edu.

If you have any additional questions, please contact Angela Curry at 502-852-5777.

Regards,

Kim Schatzel, Ph.D.
President
University of Louisville

My signature indicates acceptance of this offer as described in this letter, dated, February 5, 2024.

Thomas (Gerry) Bradley

Date