

MINUTES OF THE SPECIAL MEETING OF THE UNIVERSITY OF LOUISVILLE
BOARD OF TRUSTEES
July 13, 2011
In open Session

The University of Louisville Board of Trustees met on July 13, 2011, Room 139 of the John W. Shumaker Building, Belknap Campus, with members present and absent as follows:

Present: Mr. Owsley B. Frazier, Chair
Ms. Marie Abrams
Mr. Jonathan Blue
Mr. Ron Butt
Mr. Kurtis Frizzell
Mrs. Augusta Brown Holland
Dr. Robert Curtis Hughes
Mr. David James
Judge Rebecca Jackson
Mr. Frank Minnifield
Mr. J. Chester Porter
Mr. Robert Rounsavall, III
Ms. Debbie Scoppechio
Dr. William Selvidge
Dr. Robert Staat

Absent: Dr. Kevin Cosby
Dr. Salem George
Ms. Brucie Moore
Ms. Phoebe Wood

From the University: Dr. James R. Ramsey, President
Dr. Shirley Willihnganz, Executive Vice President and Provost
Dr. David Dunn, Executive Vice President for Health Affairs
Dr. William Pierce, Interim Executive Vice President for Research & Innovation
Ms. Angela D. Koshewa, University Counsel
Mr. Mike Curtin, Vice President for Finance
Mr. Keith Inman, Vice President for University Advancement
Ms. Rebecca Simpson, Sr. Assoc. VP, University Advancement
Mr. Mark Hebert, Director, Media Relations
Ms. Cindy Hess, Director of Communications & Marketing
Mrs. Kathleen M. Smith, Assistant Secretary
Mrs. Debbie Dougherty, Board Liaison

I. Call to Order

Having determined a quorum present, Chair Frazier called the meeting to order at 2:30 p.m. Chair Frazier welcomed new board members Kurtis Frizzell and David James.

II. Evaluation of the President

Review of Goals

President Ramsey introduced Dr. David Dunn, Executive Vice President for Health Affairs, who joined the University on July 1st. The President reviewed the status of the 2010-11 shared goals set by the Board. He noted the 2011-12 goals will be presented at the September board meeting. This will allow Dr. Dunn an opportunity to propose his unit goals. The President and senior leaders reviewed the proposed 2011-12 goals. In response to Dr. Staat's inquiry regarding Ph.D. programs, Dr. Pierce explained the University planned to accelerate creating new interdisciplinary programs to address disciplines that didn't exist a long time ago and at the same time, keep the current classes. Provost Willihnganz addressed the production of doctoral students, noting the goal was aggressive.

President Ramsey reported the capital campaign has raised \$518 Million; he encouraged the board to consider raising the goal to \$1 Billion.

Provost Willihnganz discussed the categories of items involved in the sustainability goal.

The President noted at the Compensation Committee meeting research data was not finalized. All will be audited by Audit Services before final for 2010-2011. Provost Willihnganz noted the number of students completing doctorate degrees is unofficial.

The President presented the Individual goals. Dr. Hughes recognized the remarkable accomplishment of the President concerning the hospital merger. President Ramsey recognized the leadership of Ms. Lou Ann Atlas as well. He also noted issues remained which needed to be addressed in the coming months.

In response to Dr. Selvidge's inquiry about the TIFs, President Ramsey gave an update on the expenditures to date.

Chair Frazier thanked the President for an excellent report. The President, Provost, EVP for Health Affairs and Interim EVP for Research and Innovation departed at 3:21 p.m.

Report of the Compensation Committee

Chair Frazier called upon Mr. Minnifield for a report from the Compensation Committee. Mr. Minnifield reported the Compensation Committee met on June 27 and heard President Ramsey's presentation on the completion of the 2010-11 goals. The President gave a progress update on the 2002 strategic goals set by the Board. These long-term strategic goals and corresponding incentives have been identified for the President since his appointment and are included in the 2020 Plan. The Committee recognized the preliminary completion of 25 of the 27 goals at the better or best levels, which all members considered remarkable. Mr. Minnifield noted the President reported final data and all 27 goals are achieved. The University's salary policy this year requires faculty and administrators to receive merit increases only, ranging from 0 to 5%, with an overall 3% salary pool. Staff salary policy allows for a combination of merit and across-the-board increases within an overall 3% salary pool. The Compensation Committee

judged the President's accomplishment as extraordinary in these fiscal times, and recommended a 5% merit increase for the President. Given the President has declined his bonus for the past three years because of the University's inability to award merit increases, the Committee suggested recommending to the UofL Foundation board of directors that the President receive 25% of his total 2010-11 compensation as this year's bonus. Achieving all assigned goals during this very difficult economic time has been remarkable performance by the President and his leadership team. Chair Frazier thanked the Compensation Committee for its work.

Review of the President

Chair Frazier opened the discussion to board members. Dr. Staat concurred with Chair George's comments during the Compensation Committee meeting on June 27 whereby Chair George regarded President Ramsey as the best president of any university in this state. Other board members agreed. Dr. Hughes echoed the sentiment of President Ramsey performing extraordinarily well during a tough economic time and especially for his dedicated work on the hospital merger and many other activities. Mr. Rounsavall recognized President Ramsey's leadership as superior throughout his tenure as president. Many successes were not possible without his leadership. Ms. Abrams concurred, noting the President, because of his experience in economics, has expanded and moved the University forward, but more importantly helped the community and the state to understand the critical role this institution plays in economic development. Although the University has experienced repeated budget cuts, UofL has moved forward with the skillful guidance of Dr. Ramsey.

Mr. Butt stated he supported the President receiving a raise in large part because the staff and faculty received a pay raise this year. He asked that the record note in prior years when staff and faculty did not receive a raise, the President also declined a raise. Dr. Staat and Mr. James appreciated Mr. Butt's sentiment and supported the raise.

In his pursuits across the state, Mr. Porter said many people, outside of university life, recognize what a great leader the President is.

Mr. Blue recognized the President's ability to bring together various self-interested groups on the merger to find common ground. His work on the merger has been in addition to his already demanding full-time job.

Chair Frazier thanked everyone for their comments and noted it was clear Dr. Ramsey and his leadership team had an extraordinary year. The economic challenges have not daunted the University's determination to become a premier metropolitan research institution. Chair Frazier praised Dr. Ramsey as the right leader to achieve this mandate. The assistant secretary will craft a public statement summarizing the position of the Board of Trustees, which the Chair will also share with the UL Foundation board and the community.

III. Adjournment

Ms. Abrams made a motion, which Dr. Staat seconded, to adjourn the meeting at 3:34 p.m. The motion passed.

Approved by:

Katalin M. Smith

Asst. Secretary