MINUTES
UNIVERSITY OF HOUSTON SYSTEM
BOARD OF REGENTS
SPECIAL CALLED
EXECUTIVE AND COMPENSATION COMMITTEE MEETING

October 29, 2013

Tuesday, October 29, 2013 - The members of the Executive and Compensation Committee of the University of Houston System Board of Regents convened at 10:09 a.m. on Tuesday, October 29, 2013, in Board Room 128, Ezekiel Cullen Building, 4800 Calhoun, Houston, Texas, with the following members participating:

ATTENDANCE –

Present:
Jarvis V. Hollingsworth, Chairman
Nandita V. Berry, Vice Chair
Welcome W. Wilson, Jr., Secretary

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In accordance with a notice being timely posted with the Secretary of State and there being a quorum in attendance, Chairman Jarvis Hollingsworth called the meeting to order and moved to the first item on the agenda, Item B, the Executive Session.

At 10:10 a.m., pursuant to Subchapter D of Chapter 551 of the Texas Government Code, which allows governing boards to meet in closed session, Chairman Hollingsworth stated the Board would convene in Executive Session.

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Executive Session Report

Chairman Hollingsworth reconvened in open session at 11:45 a.m. and the following actions were taken:

1. Annual Retention Bonus:
   In consideration of Dr. Khator's commitment and service described in the agreement, the System agreed to pay Dr. Khator an annual retention bonus in the amount of $100,000.

2. Contingent Performance Review Bonus:
   Subject to Dr. Khator's extraordinary performance review results, and annual achievement efforts, as determined by the Board, the System may pay Dr. Khator, in the Board's sole and absolute discretion, an additional annual performance bonus in the amount of $50,000.

A motion to approve the Annual Retention Bonus and Contingent Performance Bonus actions as addressed in Executive Session was called.

On motion of Regent Berry and seconded by Regent Wilson, Jr., the Annual Retention Bonus and Contingent Performance Bonus payable to Dr. Renu Khator was approved.

The Board also reviewed the performance of the Chief Audit Executive of Internal Audit, Mr. Don Guyton, and was very satisfied with his achievements the past year and accepted his goals going forward.

Additionally, the Board heard a report from the Chancellor regarding the performance reports on the executive officers and accepted her report. No Board action was necessary.

Pursuant to Board Bylaw 5.1(d), the actions approved by the Executive and Compensation Committee will be reported to the full board at the next regular Board meeting currently scheduled for Thursday, October 31, 2013.

There being no further business to come before the Executive and Compensation Committee of the Board, the meeting adjourned at 11:50 a.m.

All documentation submitted to the Board in support of the foregoing action items, including but not limited to "Passed" agenda items and supporting documentation presented to the Board, is incorporated herein and made a part of these minutes for all purposes; however, this does not constitute a waiver of any privileges contained herein.

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Others present:

Renu Khator
Dona Cornell
Don Guyton