



**Executive Committee Meeting
June 19, 2009
Via Conference Call**

Minutes

Members in Attendance: Mr. Anthony Welters, Dr. William H. Cleveland, Mrs. Sally Hambrecht, Mr. W. Thomas Lomax, Dr. Ruth B. Love, Dr. Thomas N. Malone, Mr. Felker W. Ward, Jr.

Members Absent: Mrs. Joy Fitzgerald

Staff: Mr. Harold W. Jordan, II (Secretary)

Introduction

The meeting commenced at approximately 3:05 p.m. Chairman Welters thanked the Executive Committee for convening to provide feedback regarding President John Maupin's evaluation for FY 2008 as well as to consider Dr. Maupin's compensation package as required by Section 5 of Dr. Maupin's Executive Employment Agreement, dated April 20, 2006.

Comments from the Committee

Mr. Ward stated that given that he lives in Atlanta, he is in frequent contact with Dr. Maupin and thinks that Dr. Maupin is doing an excellent job at MSM. Mr. Ward is particularly impressed with the level of collaboration that Dr. Maupin has been able to encourage between MSM, Emory and Grady. Mr. Ward appreciated Dr. Maupin's inclusion of Morehouse Medical Associates in his FY 2009 goals, and finally commended Dr. Maupin's selection of Mrs. Donnetta Butler as MSM's new Chief Financial Officer and Senior Vice President of Administration.

Dr. Cleveland stated that Dr. Maupin has done a remarkable job with the very delicate negotiations with Emory and Grady regarding the new affiliation agreement.

Mr. Lomax concurred with the assessment of Dr. Maupin's stellar performance in FY 2008 and also concurred in the hire of Mrs. Butler.

[PARAGRAPH REDACTED]

Recommendations

Chairman Welters stated that Section 5 of Dr. Maupin's Employment Agreement allow for CPI increases in salary and the housing allowance on an annual basis. However, given that the most recent figures from the Bureau of Labor Statistics reflected an overall CPI for 2008 of -2.9% and an increase of only 0.6% in housing, Chairman Welters recommended that Dr. Maupin's salary and housing allowance remain flat for FY 2010. The Executive Committee unanimously adopted the Chairman's recommendation.

As it relates to the President's incentive compensation, Chairman Welters recommended that Dr. Maupin be awarded a _____% bonus. Chairman Welters stated that under normal circumstances, he might have recommended a _____% bonus (the maximum annual bonus allowed by the Employment Agreement) given his opinion that Dr. Maupin has done an outstanding job at MSM in FY 2008. However, given the nation's challenging economic times, Chairman Welters suggested that a _____% bonus was more appropriate. The Executive Committee unanimously adopted the Chairman's recommendation.

The conference call ended at 3:20 p.m.

Respectfully submitted,

Harold W. Jordan, II
Secretary