

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
APPROVING EXECUTIVE COMPENSATION COMMITTEE RECOMMENDATION**

Whereas, the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority (UWHCA), having reviewed and discussed in closed session competitively sensitive market information and a recommendation from the Executive Compensation Committee of the Board of Directors, hereby approves that recommendation as described in closed session.

June 3, 2015