A meeting of the Executive Board of the Trustees of the University of Pennsylvania was held on Friday, June 12, 1970, at 3:00 p.m. in the Board Room of The First Pennsylvania Banking and Trust Company.

Present were: Mr. William L. Day (Chairman), Mr. Henry B. Bryans, Mr. Howard Butcher, III, Robert Dechert, Esq., Mr. Robert G. Dunlop, Mr. John W. Eckman, Ernest Scott, Esq., Mr. James M. Skinner, Jr., Robert Trescher, Esq., John Ames Ballard, Esq. (representing Counsel), Mr. Donald K. Angell, Dr. David R. Goddard, Mr. Wm. Richard Gordon, Dr. Gaylord P. Harnwell, Mr. John C. Hetherston, Mr. Donald T. Sheehan, Mr. E. Craig Sweeten, Mr. John A. Russell, Jr., and Mr. William G. Owen (Secretary).

The minutes of the meeting held on April 10, 1970, were approved.

The Chairman reported that Messrs. Ernest Scott and John Ballard had prepared a recommendation on possible conflict of interest problems among the Trustees, wherein the Secretary would solicit from each Trustee information relating to transactions and relationships between the University and Trustees or their affiliates. This information would be reviewed by University Counsel, who would bring situations requiring action to the attention of a special committee comprised of prominent persons who have no continuing relationships with the University. The special committee would direct the attention of the Chairman of the Trustees to the situation in such manner and with such guidance as the committee might think appropriate in the circumstances. Mr. Ballard made the point that the key to such a review procedure is mere disclosure in itself, and that the Trustees should have available on a continuing basis a depository of related information about the transactions and relationships of Trustees. Mr. Scott further emphasized that before a contract is awarded by the University to a Trustee or his affiliate those persons in a position to make the award should know of any possible conflict of interest. Mr. Day expressed appreciation to Messrs. Ballard and Scott for evolving this procedure and indicated that the

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Secretary would proceed with its implementation.

It was indicated by the Chairman that he had written to each Trustee inquiring about any personal contacts with elected officials in the Commonwealth and that to date he had received only some six replies. A luncheon will be held on June 23 with representatives of the State-aided institutions for the purpose of considering common action.

Under date of May 22, 1970, Richard C. Bond has indicated by letter to the Chairman that because of the extent of his personal commitments, he finds it necessary to resign at this time as a Trustee. The following resolution was adopted:

**RESOLVED,** That the resignation of Richard C. Bond as a Trustee be accepted with sincere regret and that the Secretary be requested to convey to Mr. Bond an expression of appreciation for his services as a Trustee since 1967.

Upon presentation by the Secretary, the following resolutions were adopted:

**RESOLVED,** That J. Maxwell Moran be elected to the Advisory Board of the School of Veterinary Medicine and as Associate Trustee.

**RESOLVED,** That Charles D. Dickey, Jr. be elected a Trustee representative on the Joint Committee of the Annenberg School of Communications and the Trustees of the University of Pennsylvania to replace Ernest Scott, resigned.

Mr. Hetherston presented a brief status report on new University housing, indicating that if the construction workers return to work within the next few weeks space will have to be found in September for approximately 600 students beyond interim housing which will be available. Various short-term housing possibilities are now receiving consideration. (Later in the meeting information was received that the construction workers' strike had been settled and that work would likely resume on Monday.)

Upon presentation by Mr. Hetherston, in the absence of Mr. Henry Chance, Chairman of the Trustees' Committee on Medical Center Development, the following resolutions were adopted:
WHEREAS representatives of the Medical Center and the Administration of the University of Pennsylvania and the Children's Hospital of Philadelphia have met on several occasions and have arrived at a mutually satisfactory Agreement regarding the construction of facilities to jointly serve the Hospital of the University of Pennsylvania and Children's Hospital; and

WHEREAS such Agreement has been recommended to the Trustees' Committee on Medical Center Development: Therefore be it

RESOLVED, That subject to approval by the Chairman of the Finance Committee and the Chairman of the Trustees the appropriate officers of the University be authorized to execute in substantially the form submitted to this meeting the "Agreement between Children's Hospital of Philadelphia and the University of Pennsylvania," dated May 28, 1970; and be it further

RESOLVED, That an analysis of costs and funding be prepared and submitted to the Finance Committee with request for action.

WHEREAS the Officers of the University have executed an Agreement between the Children's Hospital and the University of Pennsylvania dated May 28, 1970, which calls among other things for the University to:

1. Construct that portion of and thereby complete the tunnel to the Ravdin Building which is north of the portion being constructed by the Children's Hospital; and

2. Extend to the south the basement of the Ravdin Building;

and

WHEREAS funds previously appropriated in connection with JIM planning and the Centennial Plan are available for the purpose: Therefore be it

RESOLVED, That the appropriate officers of the University be authorized to enter into contracts calling for the preparation of preliminary architectural drawings as required for 1 and 2 above, it being understood that the funds required in the amount of approximately $70,000 will be obtained from sums previously appropriated and certified as available for Medical Center planning.

WHEREAS the need for parking and other supportive facilities in the area of the Hospital has been long established, and the Board of Managers of the Hospital, as well as planning committees of the Hospital, have requested action be taken to provide such facilities; and

(Resolution continued on next page)
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(Resolution continued from preceding page)

WHEREAS the Trustees in the Resolution of April 30, 1970, did direct the Administration "to consider the possibilities and potentialities of Parking Lot #8 for University parking and other facilities;" and

WHEREAS the University Administration has prepared a preliminary program and solicited proposals from qualified developers; and

WHEREAS evaluation of these proposals has been completed by representatives of the Administration, Board of Managers, the Medical Center, and the University Council; and

WHEREAS such development will be on a basis of zero capital costs to the University; and

WHEREAS the facilities will accrue to the University after a period of time: Therefore be it

RESOLVED, That appropriate officers of the University, with the advice of Counsel, enter into negotiations with the selected developer and prepare an Agreement and ground lease subject to the development of an acceptable financial plan and definitive program by the developer, such Agreement and the Lease to be submitted to the Finance Committee and the Executive Board for appropriate action.

WHEREAS The General State Authority has taken bids on the new building for the Chemistry Department; and

WHEREAS the bids exceed the budget by approximately $1,000,000; and

WHEREAS The General State Authority has expressed a willingness to provide an additional $600,000 toward the cost of the project; and

WHEREAS within the project budget there is a University funded contingency item in the amount of $375,000 which could be made available for construction purposes with the understanding that no change orders will be permitted during the course of construction; and

WHEREAS the Chairman of the Chemistry Department has indicated his willingness to forego change orders during the course of construction; and

WHEREAS The General State Authority has expressed a willingness to proceed with the project if the University will provide $400,000 toward the increased cost: Therefore be it

RESOLVED: That the appropriate officers of the University be authorized to inform The General State Authority of the University's willingness to make up to $400,000 available toward the increased cost of the project; and be it further

(Resolution continued on next page)
RESOLVED: That the appropriate officers be authorized to execute the necessary documents in order to effect the intent of the foregoing resolution and to cause the building to be constructed; all of this with the understanding that the detailed financial arrangements proposed for fulfilling the University's commitment to the project will be subject to approval by the Chairman of the Finance Committee prior to the execution of the necessary documents with The General State Authority.

WHEREAS a gift in the amount of $500,000 has been received toward the costs of erecting and equipping the C. Mahlon Kline Orthopedic and Rehabilitation Center; and

WHEREAS the cost of the total project program including the expenses of bringing utilities to the site is somewhat in excess of the amount of funds presently in hand; and

WHEREAS the Dean of the School of Veterinary Medicine has agreed to phasing the project to the end that the initial project costs for Phase I not exceed the amount of resources presently available; Therefore be it

RESOLVED: That the appropriate officers be authorized to appoint an architectural-engineering firm to provide design services through preliminary working drawings, with the understanding that the budget and resources for the project will be reviewed by the Finance Committee at the completion of the preliminary drawing stage.

During discussion of the preceding resolutions, Mr. Dunlop expressed concern about the authority given to the Chairman of the Finance Committee for approving detailed financial arrangements for fulfilling the University's commitment to certain projects prior to the execution of necessary documents. He raised the question about the propriety of putting such responsibilities upon a non-salaried University officer in terms of personal liability and possible public criticism. It was suggested that Counsel should take cognizance of any legal implications in such provisions and prepare a set of guidelines for the Chairman of the Finance Committee.

Provost Goddard reported upon the following matters with action being taken as indicated:

C. Mahlon Kline Orthopedic and Rehabilitation Center (Veterinary)
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Benjamin Franklin
Professor of Molecular Biology

University Professor of Engineering

Fred Carr Chair in Financial Institutions

J. William White
Professor of Surgical Research

Director of Libraries

Recommendations for academic appointments and promotions

Students' strike and examinations

Resolution regarding maintenance of peace on University campus

Modification of calendar regarding participation in election

1. RESOLVED, That in recognition of his distinguished contributions to the fields of physiology and biochemistry, Dr. Robert E. Davies be named Benjamin Franklin Professor of Molecular Biology effective July 1, 1970.

2. RESOLVED, That in recognition of his professional achievements, his contributions to teaching and his effective Directorship of the Moore School of Electrical Engineering, John Grist Brainerd be named University Professor of Engineering effective July 1, 1970.

3. RESOLVED, That Robert H. Mundheim be named to the Fred Carr Chair in Financial Institutions, effective July 1, 1970, under the terms of the Fred Carr Professorship as established.

4. RESOLVED, That Leonard D. Miller be appointed the J. William White Professor of Surgical Research effective July 1, 1970.

5. RESOLVED, That Richard De Gennaro be appointed Director of Libraries effective September 1, 1970.

6. RESOLVED, That the recommendations for academic appointments and promotions for the period from April 29, 1970 through June 10, 1970 be approved, with the understanding that the action relating to Mr. Lawrence A. Goldfarb of the Graduate School of Fine Arts will be considered approved only assuming that the President and Provost are satisfied after an examination of Mr. Goldfarb's salary basis. (Appendix A)

7. During the so-called strike of the University in May relating to the movement of troops into Cambodia, the individual student was permitted to make his own arrangements concerning the taking of final examinations. About 90% of the students took their examinations, the normal average being about 96%. Very few apparently delayed graduation because of the strike, although the number of students taking an incomplete in a course was significantly higher than usual.

RESOLVED, That the Trustees express their sense of appreciation to all those concerned with maintaining peace on the University campus since the end of April in contrast to the regrettable activities which took place on other campuses, and that these persons be commended for their sensible handling of what was a delicate issue.

8. In May the University Council adopted a resolution recommending that the President give consideration to a modification of the University calendar in order to provide for a fall recess during which students and faculty may participate in special projects including our country's electoral process. An ad hoc committee has been examining the various implications of this proposal and an interim report is expected momentarily. One of the questions raised by this issue is the involvement of the University in political campaigns. Recommendations are being solicited from staff and faculty concerning ground

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rules for the use of University services and facilities in support of campaigns. It is recognized that such usage could raise questions about the University's tax exempt status and could have implications in Harrisburg as well.

President Harnwell reported upon the following matters with actions taken as indicated:

1. **RESOLVED**, That the proposed Bylaws of the Council on Recreation and Intercollegiate Athletics, dated April 8, 1970, be approved. (Appendix B)

2. In view of the scheduled retirement on June 30, 1970, of Donald K. Angell as Vice-President-Assistant to the President, and in recognition of his particular assistance in obtaining major benefactions for the University over many years, he has been elected a Director and Senior Vice-President of the University of Pennsylvania Foundation, Inc., in which capacity he will devote several months each year beginning September 1, 1970, to the coordination of similar interests for the University. The Foundation is a non-profit subsidiary created for the purpose of receiving gifts of an unusual nature which ultimately benefit the University but require special attention or management.

Upon presentation by Mr. Angell, the following resolutions were adopted:

WHEREAS the members of the Class of 1925 wish to commemorate the forty-fifth anniversary of their graduation by making a contribution of importance and lasting value to the University, and

WHEREAS the members of the Class of 1925 have raised among themselves a sum which they wish to give to the University in honor of their forty-fifth reunion; now therefore be it

**RESOLVED**, That in recognition of the generous contributions of members of the Class of 1925, the new four-story low-rise residence under construction on the southeast corner of 40th and Locust Streets be named in honor of the loyal sons and daughters of Pennsylvania in the Class of 1925; and be it further

**RESOLVED**, That upon completion of the structure, it be appropriately dedicated and thereafter known as the Class of 1925 House; and be it further

**RESOLVED**, That the Trustees extend to the members of the Class of 1925 their felicitations and the abiding gratitude of the University.
WHEREAS the members of the Class of 1920 wish to commemorate the fiftieth anniversary of their graduation by making a contribution of importance and lasting value to the University; and

WHEREAS the members of the Class of 1920 have raised among themselves a sum which they wish to give to the University in honor of their fiftieth reunion; now therefore be it

RESOLVED, That in recognition of the generous contributions of members of the Class of 1920, a commons within the Dining Center now under construction at 38th Street and Locust Walk be named in honor of the loyal sons and daughters of Pennsylvania in the Class of 1920; and be it further

RESOLVED, That upon completion of the Dining Center, one of the commons therein be appropriately dedicated and thereafter known as the Class of 1920 Dining Commons; and be it further

RESOLVED, That the Trustees extend to the members of the Class of 1920 their felicitations and the abiding gratitude of the University.

Committee Reports

Finance Committee - Mr. Dunlop

Following a brief review of the Budget Survey for 1969-70, the following resolutions were adopted:

RESOLVED, That the appropriate officers of the University be authorized to purchase the property located at 2014-16 Spruce Street for the sum of $91,000; and be it further

RESOLVED, That the appropriate officers are hereby authorized to sign whatever documents are necessary to consummate the transaction with the advice of Counsel; and be it further

RESOLVED, That the sum of $1,000,000 be appropriated from University General Fund to purchase the above property.

RESOLVED, That a sum not to exceed $50,000 be appropriated from University General Fund for the renovation of 2014-16 Spruce Street; and be it further

RESOLVED, That the appropriate officers be authorized to sell the property at 8212 St. Martins Lane after Mr. Meyerson has occupied the Spruce Street property.

RESOLVED, That the application fees for all schools of the University be increased from $15 to $20, effective July 1, 1970.
WHEREAS Mr. and Mrs. G. Holmes Perkins gave the University the property located at 3420 Sansom Street with the understanding that the value of the property was intended for the benefit of the Graduate School of Fine Arts; and

WHEREAS Dean Perkins has requested that the value of the property be used to cover an overdraft in the Institute of Contemporary Art Fund in the amount of $14,446.17; and

WHEREAS the appraised value of the property is in excess of this amount: Therefore be it

RESOLVED, That the sum of $14,446.17 be transferred from University General Fund to the Institute of Contemporary Art Fund in the amount of $14,446.17 transferred from UGF to Institute of Contemporary Art Fund with the understanding that the interest of the Graduate School of Fine Arts in this property is satisfied.

WHEREAS, John R. H. Thouron and Esther Du Pont Thouron, in consideration of their interest in education, have executed a Declaration of Gift and Deed calling for the gift to The Trustees of the University of Pennsylvania of all of the donors' right, title and fee simple interest in real property situate in the County of Palm Beach and State of Florida as described in the accompanying deed dated May 28, 1970: Therefore be it

RESOLVED, That the Finance Committee of The Trustees of the University of Pennsylvania recommend that the acceptance of the aforementioned gift by Vice-President Angell on behalf of The Trustees of the University of Pennsylvania be confirmed by the Executive Board of the Trustees and that the grateful thanks of the University be expressed to Mr. and Mrs. John R. H. Thouron.

Mr. Dunlop indicated that close attention was being given to the balance in the General Fund and that the Finance Committee would quite likely adopt the position of not giving consideration to additional requests for expenditures until the Fund has been restored to an acceptable balance.

It was reported that Mr. Manley has made an initial survey of student financial aid and that continuing attention will be given to this by the Committee. Complete data, once available, will be examined by a subcommittee and recommendations for the 1971-72 budget will be made to the administration by October 1.

Investment Committee - Mr. Butcher

It was reported that the University's net loss from the sale of Penn Central stock is on the order of $3.0 million. There was agreement that a forthright statement should be prepared for response to inquiries to the effect that the University has sold all of its Penn Central holdings and has incurred a loss of approximately $3.0 million, and that this loss should be placed in the perspective of capital gains. Messrs. Sheehan and Gordon will prepare such a statement for Mr. Butcher's approval.

Secretary
The following resolution was adopted:

**RESOLVED**, That the Investment Transactions for the period March 30, 1970 through April 27, 1970, be approved. (Appendix C)

Alumni Affairs and University Development - Mr. Skinner

Subscriptions and gifts in hand and other anticipated fiscal year end gifts will bring the final total for 1969-70 to well over $20 million for the fifth consecutive year. There are several major gifts which could well form the nucleus for a fine beginning in 1970-71. As of this time, Annual Giving is experiencing its second-best year, and the organization is working hard to assure a satisfactory conclusion.

Upon presentation by Mr. Skinner and seconded by Mr. Scott, the following resolution was adopted:

**RESOLVED**, That the Trustees express their deep appreciation to Dr. Harry Fields, who is retiring as Assistant to the President for Athletic Affairs, for the outstanding manner in which he responded to the call for significant service to the University and for his untiring efforts during these several years in the broad area of University intercollegiate and recreational athletics.

Adjourned.

William G. Owen
Secretary