A meeting of the Executive Board of the Trustees of the University of Pennsylvania was held on Friday, September 11, 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, Mr. Henry M. Chance, II, Mr. Paul J. Cupp, Mr. John W. Eckman, Dr. Carl Kaysen, Ernest Scott, Esq., Mr. James M. Skinner, Jr., President Martin Meyerson, Provost David R. Goddard, Vice Presidents John C. Hetherston, Harold E. Manley, and E. Craig Sweeten, Vice-Provosts John N. Hobstetter and John A. Russell, Jr., and Mr. William G. Owen (Secretary). Dr. Harry M. Woske and David W. Maxey, Esq. attended as guests and John Ames Ballard, Esq. represented Counsel.

The minutes of the meeting held on June 12, 1970 were approved.

The Chairman reported that there are three Term vacancies among the Trustees one of which, by action of the Nominating Committee, has been held for the return of Dr. Althea K. Hottel. Following some discussion about the need to fill at least one of the vacancies at the October meeting, there was agreement that the Chairman should feel free to call a meeting of the Nominating Committee in the absence of Mr. Segal for the purpose of formulating a recommendation for a mail vote of the Executive Board in time for the October meeting. The following action was affirmed:

RESOLVED, That Dr. Althea K. Hottel be nominated for election by the Trustees as a Term Trustee.

Mr. Day commended President Meyerson for his fine address at Opening Exercises and noted that the Trustees would hold a reception in honor of President and Mrs. Meyerson on October 8.

He announced that Mr. John W. Eckman had agreed to assume the Chairmanship of the Trustees' Committee on Development, and he expressed appreciation to Mr. James M. Skinner, Jr. for the outstanding role he has played as Chairman of this Committee during recent years.
The Secretary read communications from Mrs. Elvera Joseph, Class of 1970, expressing appreciation for her scholarship, and from Dr. Harry Fields, former Assistant to the President for Athletic Affairs.

The following actions presented by the Secretary were affirmed:

RESOLVED, That the following persons be elected to the Board of Managers of the Graduate Hospital and as Associate Trustees of the University:

Frank L. Rinswanger
Howard Butcher, IV

The Vice-President for Medical Affairs and the Chairman of the Board of Managers of Graduate Hospital were authorized to contact four other individuals and discuss their interest in serving and availability to serve as members of the Board of Managers of Graduate Hospital.

RESOLVED, That Miss Ellen Stewart be elected to the Advisory Council for the Performing Arts and as Associate Trustee of the University.

RESOLVED, That Mr. Francis Lewis be elected to the Board of Managers of the Hospital of the University of Pennsylvania and as Associate Trustee of the University.

THE ROBERT LINCOLN McNEIL BUILDING

WHEREAS Robert Lincoln McNeil of the Class of 1904, Wharton School, brought great honor to Pennsylvania during his lifetime—through his inspirational career, in which he developed a local family business into an international pharmaceutical house; through his uncommon loyalty to his alma mater and his many benefactions, so often made in honor of others; through his continual membership in the Benjamin Franklin Associates from the time of their founding; and through his spirited leadership of his own Class; and

WHEREAS, Mr. McNeil died September 20, 1967, and it is the wish of the Trustees that his name, his accomplishments and his exemplary personal qualities be lastingly remembered at the University where he prepared for his own career; therefore be it

RESOLVED, that in testimony of Pennsylvania’s affection and respect for Robert Lincoln McNeil, the newly completed building for the social science departments of the Wharton School be named the Robert Lincoln McNeil Building.
THE CLASS OF 1923 ICE SKATING RINK

WHEREAS the Class of 1923 has distinguished itself as one of Pennsylvania's great classes, leading all others of its era in its contributions to the University's alumni leadership and its financial support; and

WHEREAS the alumni of 1923 observed their 45th Anniversary in 1968 by making the largest Class Gift in Pennsylvania's history, covering most of the cost in erecting an ice rink building for the use of the University community and the varsity hockey team; therefore be it

RESOLVED, that the Trustees gratefully recognize the achievements of the Class of 1923 in the service of Pennsylvania by naming the new ice rink building "The Class of 1923 Skating Rink."

WHEREAS, the University has been asked to assume responsibility with International House for the payment of all sums due under the trust indenture dated May 1, 1969 securing a bond issue in the amount of $2,500,000 ("International House Center, Inc. Bonds of 1969") to finance the construction of a new multi-purpose housing facility by International House at 37th and Chestnut Street; and

WHEREAS, the University's obligation under said indenture is contingent upon International House's failure to make payment as required thereunder; and

WHEREAS, in the event of such failure by International House, the University shall be entitled to enforce its second mortgage lien with respect to the new facility and the land on which it is erected, all in accordance with a certain agreement with International House Center, Inc. ("International House") to furnish housing, dining and necessary appurtenant facilities ("the Project") for students and faculty of educational institutions, including the University, and the site of the project, which second mortgage is junior in lien to the trust indenture hereinafter referred to and to a first mortgage granted to the Department of Housing and Urban Development, the purchaser of the Bonds; and

RESOLVED, That the University agrees to co-sign the bonds in the principal amount of $2,500,000 to be designated "International House Center, Inc. Bonds of 1969" (the "Bonds"), to be secured by the aforesaid second mortgage on the new multi-purpose building now being built by International House Center, Inc. ("International House") to furnish housing, dining and necessary appurtenant facilities ("the Project") for students and faculty of educational institutions, including the University, and the site of the project, which second mortgage is junior in lien to the trust indenture hereinafter referred to and to a first mortgage granted to the Department of Housing and Urban Development, the purchaser of the Bonds: and
FURTHER RESOLVED, That the University enter into a trust indenture to be dated as of May 1, 1969 (the "Indenture") with International House and the Philadelphia National Bank, Philadelphia, Pennsylvania, as bond trustee (the "Trustee") which shall provide for the issuance of the Bonds and the co-signing of the Bonds by the University; that the form of indenture for such purpose which was distributed for review, be and hereby is approved; that John Hetherston, Vice President for Coordinated Planning, be and hereby is authorized and empowered to execute, acknowledge and deliver the Indenture, in the name and on behalf of the University, to any Trustee in such form, with such changes therein, if any, as John Hetherston may approve, such approval to be conclusively evidenced by such execution; and that William G. Owen, Secretary of the University be and hereby is authorized and empowered to affix to the indenture and attest the corporate seal of the University; and

FURTHER RESOLVED, that the form of coupon Bond, the form of coupon to be attached thereto and the form of fully registered Bond without coupons set forth in the proposed indenture be and the same hereby are adopted and approved in all respects; and that Bonds and Coupons in such forms, printed or lithographed within steel engraved borders, with such changes therein as may be approved by John Hetherston, as evidenced by his execution thereof, be and hereby are authorized for use by the University; and

FURTHER RESOLVED, that John Hetherston be and hereby is authorized and empowered to execute and deliver to the Trustee for authentication a fully registered bond in the principal amount of $2,500,000; and that William G. Owen is authorized and directed to affix to the Bond and Attest the corporate seal of the University; and

FURTHER RESOLVED, that William G. Owen be and hereby is authorized and empowered to execute the coupons attached to the coupons bonds by his facsimile signature if any of the Bonds are issued in the form of coupon bonds in the future;

FURTHER RESOLVED, that upon execution of the Bonds in the manner aforesaid and delivery of the same to the Trustee, and upon compliance by the University with the provisions of the indenture with respect to the issuance of the Bonds, the Trustee be and hereby is authorized and requested (1) to authenticate the Bond in the principal amount of $2,500,000 and to deliver the same, when so authenticated, in compliance with the written order of International House and the University delivered to the Trustee pursuant to Section 3 of Article II of Part I of the Indenture, and (ii) from time to time thereafter to authenticate such additional Bonds as may be necessary to provide for transfers, substitutions or exchanges of Bonds; and

FURTHER RESOLVED, that each of the officers of the University be and hereby is authorized and empowered to take all such steps and to do all such acts and things, including without limitation the making of all payments and the execution and delivery of all applications, certificates and other documents, as he may deem necessary and desirable, to provide for the lawful issuance and sale of the Bonds, the execution, acknowledgment, delivery, filing and recording of the Indenture and the Second Mortgage, the due performance and observance by the University at all times while any of the Bonds shall be outstanding of the covenants and conditions contained in the Indenture and the Bonds, and the carrying out of the intent and purposes of all of the foregoing resolutions.
RESOLVED, That the Trustees hereby confirm grateful acceptance of a grant in the amount of $117,087 from the John A. Hartford Foundation, Inc., dated January 16, 1970, amended April 16, 1970, for studies of the therapeutic effects of altering the oxygen-hemoglobin equilibrium curve to be used in accordance with the conditions of the grant as stated in letter of June 3, 1970 from the President of the Foundation to the Vice President for Medical Affairs of the University of Pennsylvania (Appendix A) and be it further RESOLVED, That the University accepts and agrees to abide by and carry into effect all of the terms and provisions set forth therein.

Provost Goddard suggested that, in the future, it would be helpful to have a brief biographical statement for persons nominated for membership on constituent boards.

President Meyerson reported upon the following matters:

1. The Consultative Committee to Advise on the Selection of a Provost has been working through two subcommittees during the summer, gathering information on a number of prospects. Next week, the full committee will meet four nights and all-day Friday and hopefully arrive at a slate of nominees for the President. It is his hope that a relatively long list will be presented, from which several names can be discussed in detail with the Chairman and other Trustees.

2. The University Budget Committee has been constituted with Dr. John N. Hohstetter as Chairman and Mr. John C. Hetherton as Vice-Chairman and it includes also the Provost and Financial Vice President. Four members of the faculty and two student observers have been appointed by the Steering Committee; the Chairman of the Academic Planning Committee and Vice Provost for Academic Planning will serve in non-voting capacities.

3. The Commonwealth has requested the University to present its askings for fiscal 1971-72 by approximately October 21. Askings of Commonwealth are a small group of officers and faculty members will consider documents relating to formula and criteria at an initial meeting in about ten days.

4. The City of Philadelphia has asked the University whether it is interested and is able to continue providing professional staff for Philadelphia General Hospital without the assistance of the other two hospitals presently also providing such services. In the absence of Dr. Terry and Dr. Gelhorn, Associate Dean Harry M. Woske was present to comment more specifically on this request. He indicated that the Chairmen of the Departments concerned are inclined to favor undertaking this responsibility because to do otherwise would compromise the house staff, possibly affect morale at P.G.H., and have some influence on other interfaces with the City.

The Provost expressed the view that careful attention must be given to receiving payment in full for all costs associated with such services and to assuring the University that no faculty tenure problems will ensue. The point was made that the association with P.G.H. is a logical part of the University Medical Center and that a plan must be
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(resolution continued from previous page)

worked out which will assure the University that such a continuing relationship will not incur undue expense. Mr. Maxey was authorized to prepare an appropriate letter of response to the City reflecting the University's interest in examining carefully all of the possibilities implied in such a relationship. The point was made by Mr. Ballard that it should be recognized that an acceptable document can be created to cover foreseeable problems in such an association, but that nevertheless there would likely always be continuing areas of concern and dissatisfaction resulting therefrom.

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

1. RESOLVED, That the following proposed agreement between the Wistar Institute and the University, which has been reviewed by Council be approved:

Agreement with Wistar Institute

AGREEMENT BETWEEN THE WISTAR INSTITUTE OF ANATOMY AND BIOLOGY

AND

THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA

THIS AGREEMENT made this day of , 1970, between THE WISTAR INSTITUTE OF ANATOMY AND BIOLOGY, a corporation duly organized under the laws of the Commonwealth of Pennsylvania, hereinafter called the "INSTITUTE", and THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, a corporation duly organized under the laws of the Commonwealth of Pennsylvania, hereinafter called the "UNIVERSITY."

WITNESSETH:

WHEREAS an Indenture of Agreement was made on the eighth day of March, 1892, by and between ISAAC J. WISTAR and the UNIVERSITY for certain purposes: one of which was to form a corporation to be called THE WISTAR INSTITUTE OF ANATOMY AND BIOLOGY and another to create a TRUST.

AND WHEREAS an instrument called a SETTLEMENT OF THE TRUST was mutually agreed upon and executed by and between the Donor, ISAAC J. WISTAR, the TRUST COMPANY OF NORTH AMERICA, the UNIVERSITY, and the INSTITUTE on the first of September, 1893.

AND WHEREAS historically the relationship of the INSTITUTE to the UNIVERSITY has been a close one, as stated by William Pepper, M.D., Provost of the University, at the formal opening of the INSTITUTE on May 21, 1894:

"Taking a portion of the University, which needed strengthening and developing, General Wistar has made it serve as the basis of an institute destined to be the center of the highest work in the sciences represented. While he insisted that the financial integrity of this Institute should be scrupulously preserved, by intrusting the endowment to a separate and distinct corporate trustee, he recognized the enormous strength that comes from concentration and cooperation; and for the government of the Institute, and for the promotion of its scientific work, he arranged for a Board of Directors, to be elected annually by the Board of Trustees of the University of Pennsylvania."

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FURTHER continuing this close relationship, the 1941-1942 University Catalogue has the following comment concerning the INSTITUTE: "The University and General Wistar agreed that close cooperation and cordial relations should exist between the mother institution and its offspring, as an auxiliary department."

AND WHEREAS because of this close relationship certain benefits have been extended to the INSTITUTE by the UNIVERSITY, to wit: Faculty and Staff Scholarships and the issuance of University I.D. cards, and also the privilege of retaining such university services as steam and electricity, trash removal, Radiation Safety control, and the processes of accounts payable and payroll.

NOW, THEREFORE, in consideration of the premises contained herein, it is AGREED between the INSTITUTE and the UNIVERSITY, hereinafter sometimes called the "PARTIES", as follows:

1. The PARTIES agree that as a basic principle of their relationship, they shall continue to exist and function as independent institutions. The INSTITUTE shall remain autonomous, and its affairs shall be managed by its own Director under the overall direction of its Board of Managers.

2. That the INSTITUTE shall retain a separate budget and independent control of its revenues and expenditures. Neither party shall have any financial obligation to the other, except for reimbursement for services rendered to the opposite party.

3. The INSTITUTE will continue to maintain a suitable graduate program within the framework of the UNIVERSITY.

4. Appropriate Members of the Scientific Staff of the INSTITUTE will have the privilege of teaching at the UNIVERSITY.

5. The benefits and privileges extended to the INSTITUTE by the UNIVERSITY at this date will be maintained.

6. The President of the UNIVERSITY and the President of the Board of Managers of the INSTITUTE shall confer as necessary to review operations under this AGREEMENT.

7. Nothing in this AGREEMENT is intended to modify or affect any rights or obligations of the parties arising under the original basic AGREEMENT between General ISAAC J. WISTAR and THE UNIVERSITY OF PENNSYLVANIA dated March 8, 1892, the first trust agreement with the TRUST COMPANY OF NORTH AMERICA dated September 1, 1893, or the second deed of trust with the GIRARD TRUST COMPANY, now GIRARD TRUST BANK dated October 1, 1898.

IN WITNESS WHEREOF, the PARTIES hereto have duly executed this AGREEMENT, and caused their seals to be affixed hereto, the day and year above written.

FOR THE UNIVERSITY OF PENNSYLVANIA

President

Secretary

FOR THE WISTAR INSTITUTE OF ANATOMY AND BIOLOGY

President

Secretary

SECRETARY
2. RESOLVED, That the Irene Heinz Given and John La Porte Given Research Professorship of Ophthalmology be established.


4. WHEREAS the University of Pennsylvania receives income from the Herbert C. Rorer fund for a period of 60 years, dating from 1962;
   WHEREAS these funds are currently yielding over $20,000 a year to the University for the general support of medical education; and
   WHEREAS an endowed professorship could be established with the funds from the Rorer Foundation and released money utilized for the general support of medical education; be it therefore
   RESOLVED, That the Herbert C. Rorer Professorship in Medical Science be established.

5. RESOLVED, That John R. Brobeck be named Herbert C. Rorer Professor in Medical Science effective September 11, 1970.

6. WHEREAS the amalgamation of the Departments of Physiology in the School of Medicine and the Graduate Division of Medicine would allow better communication between the two staffs, increase the size of the teaching faculty and effect a financial savings; therefore be it
   RESOLVED, That the two Departments of Physiology merge as one Department which would be centered in the School of Medicine.

7. RESOLVED, That the recommendations for academic appointments and promotions for the period from June 11, 1970 through August 12, 1970; (Appendix B) be approved.

8. A questionnaire is being sent to all Deans, Directors and Department Chairmen asking for a description of their policy on teaching loads, number of courses taught by each faculty member, and number of students in these courses. It is the hope that the administration will not have to establish teaching loads, but that such a move will come from within the departments.

9. As the result of a recommendation made by an ad hoc Committee on the Academic Calendar and the results of a poll taken during the summer of the faculty, students and administration, there will be no fall recess for the purpose of allowing time for political activity; an unstructured period prior to the election will enable each teacher and his class to make an individual decision on the extent of formal class activity during this period.

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Vice-Provost Russell reported upon the move of students into the new residence halls, indicating that all persons involved have cooperated beyond expectations in surmounting conditions caused by delays in completion. Occupancy of the graduate residences is virtually 100% and of the undergraduate residences approximately 85%. Attention was called to a set of guidelines which have been formulated for all those planning political activities on the campus this fall.

COMMITTEE REPORTS (Actions as indicated)

Finance Committee – Mr. Skinner

Attention was directed to the Final Budget Survey and Statement of University Operating Fund 1969-70 and to the Budget Survey and Operating Statement 1970-71.

Resolution Approved By Mail Vote of the Executive Board During the Summer

WHEREAS, pursuant to a resolution of the Executive Board adopted at its meeting of June 19, 1968, The Graduate Hospital, on September 26, 1968, executed and delivered a laundry service agreement with Delaware Valley Hospital Laundry, Inc.; and

WHEREAS, in connection with the permanent financing of the laundry facilities of Delaware Valley Hospital Laundry, Inc., the laundry company has assigned its rights under the laundry service agreement to Girard Trust Bank, trustee of the mortgage indenture under which permanent bonds to finance the laundry facilities are to be issued; and

WHEREAS, the purchase agreement under which several insurance companies are to buy the permanent bonds from the construction lender upon completion of the laundry facilities provides that each of the hospitals which is a party to the laundry service agreement sign a written consent to the assignment of the service agreement, in a form prescribed by the purchase agreement; and

WHEREAS, the purchase agreement also requires that each of the hospitals furnish at the closing certain certificates as to completion of the facilities, the good standing of the hospital and certain other matters: Therefore be it

RESOLVED, That Wm. Richard Gordon and George B. Peters, or either of them, are hereby authorized and directed to execute and deliver, on behalf of The Graduate Hospital, a Consent to Assignment and a Certificate of the Hospital, in substantially the respective forms presented to this meeting, and are further authorized and directed to take such further action and to execute and deliver such other instruments and documents on behalf of The Graduate Hospital as they, or either of them, with the advice of counsel, shall deem to be necessary or advisable in connection with the sale by Delaware Valley Hospital Laundry, Inc., under the Purchase Agreement dated February 3, 1969, as amended, to the several purchasers named therein, of the 7 1/2% First Mortgage Bonds of Delaware Valley Hospital Laundry, Inc.

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RESOLVED, That the action of the Chairman of the Trustee's Finance Committee in authorizing the Children's Hospital to participate in the University's Group Life and Accidental Death and Dismemberment Insurance Plan, effective October 1, 1970, be confirmed.

WHEREAS it is the policy of the University to permit affiliated hospitals to participate in the University's employee benefits plans, provided the hospitals pay the full cost; and Whereas the Children's Hospital is an affiliated institution: Therefore be it

RESOLVED, That The Children's Hospital be authorized to participate in the Pennsylvania Annuity Plan, effective October 1, 1970, and the Employees' Retirement Plan, effective January 1, 1971, with the understanding that the costs will be fully and currently funded by Children's Hospital.

WHEREAS the Executive Board on November 8, 1968 authorized the appropriate officers of the University to execute a note or bond and mortgage in the principal amount of $70,000 to be secured upon premises 3906 Spruce Street; and Whereas the actual renovation cost for Tau Delta Phi Fraternity was higher than anticipated: Therefore be it

RESOLVED, That the previous resolution adopted on November 8, 1968 be rescinded and the following resolution be approved.

RESOLVED, That the appropriate officers of the University are hereby authorized to execute a note or bond and mortgage in the principal amount of $77,500 to be secured upon premises 3906 Spruce Street, Philadelphia, Pennsylvania, bearing such rate of interest and upon such terms, conditions and provisions as the officers of the University may consider proper and expedient, subject to the condition that the University's liability under such instruments shall be restricted solely to the mortgaged premises.

RESOLVED, That the sum of $5,000 be appropriated from the New Bolton Center Fund for engineering services and other preliminary costs for the study and design of a utility distribution system for New Bolton Center.

RESOLVED, That the sum of $15,314 be appropriated from the C. Mahlon Kline Orthopedic and Rehabilitation Center Fund for preliminary architect's fees for the C. Mahlon Kline Postoperative Veterinary Facility Project at New Bolton Center.

RESOLVED, That this corporation maintain a bank account with The First Pennsylvania Banking and Trust Company, in the name of this corporation for the deposit of any moneys, checks, drafts, notes and acceptances, or other evidences of indebtedness which may now or hereafter be in possession.

(Resolution continued on following page)
of this corporation; and that until otherwise ordered, said Bank be and hereby is authorized to make payments from said account upon and according to the check, draft, note or order of this corporation when signed by Barbara Granger, Linda Crouthamel, or Berenice Smith

and to receive the same when so signed for the credit of, or in payment from the payee or any other holder without inquiry as to the circumstances of their issue or the disposition of their proceeds, whether drawn to the individual order or tendered in payment of individual obligations of the officers above named or other officers of this corporation or otherwise.

Mr. Manley reported briefly upon bank borrowings, following which President Meyerson gave background information relating to the construction of Vance Hall. He noted that a special meeting had been held yesterday, at Mr. Dunlop's request, to consider steps to be taken in view of the fact that the low bid on Vance Hall leaves a gap of approximately $2 million beyond that which the Development Office believes can readily be raised for the project. The hope was expressed that meeting that upwards of $750,000 can be removed from the project plans, plus possibly other savings realized, to the end that the total cost can be scaled back to approximately $7 million. It is hoped that a realistic proposal can be formulated for presentation to the October meeting of the Trustees. The President further noted that the Vice President for Coordinated Planning has been requested to develop a six-year financial and capital program to assist in the University planning process in the future.

Investment Committee - Mr. Butcher

RESOLVED, That the Investment Transactions for the period May 25, 1970 to June 24, 1970 be approved. (Appendix C)

Development Committee - Mr. Eckman

In 1969-70 the University received more than $20 million for the fifth consecutive year. The total for Annual Giving of nearly $2,633,000 is a new all-time high. The start of fiscal 1970-71 shows a total of $2,811,906 in subscriptions and gifts received. Volunteer leadership for the coming year is being enlisted and the Development Steering Committee will hold its first meeting next week.

Adjourned.

William G. Owen
Secretary