Trustees of the University of Pennsylvania

Minutes of the Stated Meeting

19 June 1987

A Stated Meeting of the Trustees was held on Friday, 19 June 1987, in the Arthur Ross Gallery of the Furness Building. Trustees attending included: Arlin M. Adams; Walter G. Arader; Marlene S. Arnold; David C. Auten; Samuel H. Ballas, Jr.; Gordon S. Bodek; Richard P. Brown, Jr.; Howard Butcher, III; Susan W. Catherwood; Henry M. Chance, II; Gloria Twine Chisum; Constance Clayton; D. Michael Crow; Charles F. Dickey, Jr.; John W. Eckman; C. F. Fretz; James S. Gavin, Jr.; Bruce J. Graham; Sheldon Hackney; John B. Harkins; Stephen J. Heymann; A. Leon Higginbotham, Jr.; Reginald H. Jones; Leonard A. Lauder; Robert P. Levy; Martin Lipton; Margaret R. Maiman; Paul F. Miller, Jr.; John P. Mulroy; John B. Bernard G. Segal; Neff; James A. Pappas; Ralph S. Saul; Alvin V. Shoemaker; Wesley A. Stanger, Jr.; Saul P. Steinberg; Robert L. Trescher; Frederick J. Warren; Jacqueline S. Weikler; and Charles B. Wolf. Others present included: Ann Bailey; Jay Begun; James Bishop; Valerie Brown; Valerie Cade; Stuart Carroll; Sanjay Chheda; Richard Cleland; Robert E. Davies; Ann Duffield; Doris Cochran-Fikes; Thomas Ehrlich; William Epstein; Susan Banzi; Michael Gold; Janet Boram; Shelley Z. Brown; Michel Huber; Pamela Inglesby; George Koval; Phoebe Leboy; Noah Lior; Robert G. Lorndale; Mary Ann Meyers; Margaret Miller; Kja Harrisson; Rick Nahal; Helen O'Bannon; Patricia Pancost; Brodie Rukovsky; Virgil Remuelli; John Scott; Jeffrey Sehgal; John Shea; Lee Stetson; Glen R. Stone; Francine F. Walker; Joseph P. Watkins; Karen Wilkinson; and David Wimmer.

I. Call to Order

Chairman Shoemaker called the meeting to order and an invocation was offered by the Rev. Dr. Scott. The minutes of the 16 January 1987 meeting were approved as written by the secretary.

II. Report of the Chairman

A. Action. A Resolution of Appreciation to Samuel H. Ballas, Jr. was approved as follows:...
At its meeting on 8 June 1987, the Trustee Board of the University of Pennsylvania Medical Center adopted the following resolution, to which the Trustees of the University of Pennsylvania add their heartfelt endorsement.

WHEREAS, Samuel H. Ballam, Jr. has provided outstanding leadership for a 15-year period, first as chairman of the University of Pennsylvania Health Affairs Committee, and its successor governing bodies, the Trustee Board of the Hospital of the University of Pennsylvania and the Trustee Board of the University Medical Center;

WHEREAS, Mr. Ballam has given generously of his time toward the uncompromising goal of maintaining the University of Pennsylvania Medical Center as one of the leading medical institutions of the United States;

WHEREAS, Mr. Ballam has distinguished himself in several ways: as a spokesperson on health issues, bringing major Hospital issues to the attention of state and federal officials and legislators; as an enthusiastic supporter of the Hospital’s modernization program, especially the major construction programs for the Silverstein Building and the Founders Pavilion; and as an alumnus and Life Trustee of the University of Pennsylvania.

BE IT RESOLVED, that the members of the Trustee Board of the University of Pennsylvania Medical Center, on behalf of themselves and the entire Medical Center, express to Samuel H. Ballam, Jr. their appreciation for a job well done and their admiration for his talent, graciousness, and humor.

B. Action. A Resolution of Appreciation to Thomas Ehrlich was approved as follows:

A graduate of Harvard College and Harvard Law School, Thomas Ehrlich is a scholar of international law and legal education, with strong interests in the liberal arts. He was Dean of the Stanford Law School and served under President Ford as first President of the Legal Services Corporation and under President Carter as first Director of the International Development Corporation Agency. Called by the Trustees to come to Penn as Provost and Professor of Law in 1981, not long after Sheldon Hackney took office as President, he quickly proved his unusual skills as a manager and planner.

The series of planning documents on which he and President Hackney collaborated established undergraduate education, student financial aid, and research as major, enduring emphases for the University. As chief academic officer under the President, he has devised or has nurtured such now familiar features on the campus scene as the Penn Plan for financial aid, the five-year academic plans for the schools, the Academic Planning and Budget Committee, the Faculty Council on Undergraduate Education, and greatly strengthened fellowships for graduate students. He goes, with our best wishes and heartiest congratulations, to become President of Indiana University.

RESOLVED, that the Trustees of the University of Pennsylvania, on behalf of themselves and the administration, faculty, students, and alumni of the University, extend to Thomas Ehrlich their appreciation for his service to the University.

C. Action. A Resolution of Appreciation to James J. Bishop was approved as follows:

Earning the Doctor of Philosophy degree at MIT to further his academic career in chemistry, James J. Bishop instead joined the Student Affairs Office at MIT, was appointed Dean of Students at Amherst, and came to Penn in 1983 as Vice Provost for University Life. The "chemistry" here was evidently right because as Vice Provost he has overseen smoothly and humbly the broad array of services and facilitators that make up the non-academic side of student life and has carefully related these aspects to the academic experience. He has made existing services work better for students and has provided new services or programs where he has seen the
need. He is going to Ohio State University as Special Assistant to the
Provost with an initial assignment to design a state-wide program to
interest black and other minority students in college enrollment.

RESOLVED, that the Trustees of the University of Pennsylvania, on
behalf of themselves and the administration, faculty, students, and alumni
of the University, express to James J. Bishop their appreciation for his
service.

D. Action. A Resolution of Appreciation to Dell H. Hymes was
approved as follows:

A graduate of Reed College and holder of a Doctor of Philosophy degree
from Indiana University, Dell H. Hymes came to Penn in 1965 as a professor
of anthropology. A wide-ranging scholar, he has held additional
appointments in education, sociology, folklore and folk life, linguistics,
and the history and sociology of science. Becoming Dean of the Graduate
School of Education in 1975 at a critical period of assessment and
consolidation, he established linkages between the school and his own
disciplines and redirected the school's resources into innovative programs
in educational administration, educational psychology, and language
education and literacy. Stepping down as dean after 12 years in office,
he is taking leave from the University to continue his scholarly work at
the University of Virginia Center for Advanced Studies.

RESOLVED, that the Trustees of the University of Pennsylvania, on
behalf of themselves and the administration, faculty, students, and alumni
of the University, express to Dell H. Hymes their thanks for his service.

E. Action. A Resolution of Appreciation to Robert R. Marshak was
approved as follows:

An alumnus of Cornell's College of Veterinary Medicine, Robert R.
Marshak joined the faculty of veterinary medicine at Penn in 1956 as
professor and chairman of medicine, later becoming chairman of clinical
studies. His work in bovine leukemia led to the establishment in 1965 of
the National Cancer Institute-sponsored Bovine Leukemia Research Center at
New Bolton Center. As Dean of the School of Veterinary Medicine since
1973, his energy and vision have been the catalysts for the building of
the new small animal hospital in Philadelphia, expansion of the large
animal hospital at New Bolton Center, the introduction of aquatic
veterinary medicine, and the development of veterinary specialties
parallel to and in cooperation with those in human medicine. He leaves
the deanship to return to teaching and research.

RESOLVED, that the Trustees of the University of Pennsylvania, on
behalf of themselves and the administration, faculty, students, and alumni
of the University, express to Robert R. Marshak their appreciation for his
service.

F. In the absence of G. Morris Dorrance, Jr., Mr. Wolf offered seven
resolutions for the Nominating Committee. He noted that the Executive
Committee endorsed the Nominating Committee's recommendations and, at the
request of Mr. Shoemaker, he took the chair and called for a vote.

1. Action. A Resolution on the Election of Leonore Annenberg as a Life
Trustee was approved as follows:

RESOLVED, that Leonore Annenberg be elected a life trustee, effective

2. Action. A Resolution on the Reelection of Susan W. Catherwood as a
Term Trustee was approved as follows:

RESOLVED, that Susan W. Catherwood be reelected a term trustee,

3. Action. A Resolution on the Election of Michael S. Brown as a Term
Trustee was approved as follows:
RESOLVED, that Michael S. Brown be elected a term trustee, effective 19 June 1987.

4. Action. A Resolution on the Election of Jon M. Huntsman as a Term Trustee was approved as follows:

RESOLVED, that Jon M. Huntsman be elected a term trustee, effective 19 June 1987.

5. Action. A Resolution on the Election of Martin Lipton as a Term Trustee was approved as follows:

RESOLVED, that Martin Lipton be elected a term trustee, effective 19 June 1987.

6. Action. A Resolution on the Reelection of Alvin V. Shoemaker as Chairman of the Trustees was approved as follows:

RESOLVED, that Alvin V. Shoemaker be reelected chairman of the Trustees of the University of Pennsylvania for a one-year term, effective 1 July 1987.

7. Action. A Resolution on the Reelection of Margaret R. Mainwaring as Vice Chairman of the Trustees was approved as follows:

RESOLVED, that Margaret R. Mainwaring be reelected vice chairman of the Trustees of the University of Pennsylvania for a one-year term, effective 1 July 1987.

8. Resuming the chair, Mr. Shoemaker asked the Trustees to endorse his nominations for membership on the Executive Committee.

Action. The Resolution on the Election of the Executive Committee was approved as follows:

RESOLVED, that the following Trustees be elected members of the Executive Committee for one-year terms, effective 1 July 1987: Walter B. Arader, Richard P. Brown, Jr., Susan W. Catherwood, Gloria T. Chisum, F. Eugene Dixon, Jr., G. Morris Dorrance, Jr., Robert A. Fox, C.F. Fretz, Carl Kaysen, Margaret R. Mainwaring, Paul F. Miller, Jr., John B. Neff, Saul P. Steinberg, and D. Robert Yarnall, Jr.

III. Report of the President

A. Dr. Hackney drew the Trustees' attention to the art exhibit in the Arthur Ross Gallery, which he described as part of the "We The People 200" celebration and the celebration of the 35th anniversary of the Puerto Rican Constitution. He noted that the work by artists of Hispanic descent also was being held in conjunction with the National Conference of Puerto Rican Women, which is taking place in Philadelphia.

Turning to University matters, he observed that 1986-87 had been very successful and rewarding as measured by admissions, development efforts, student performance, faculty recruitment and performance, and community activities. He pointed out that yield for the Class of 1991 had leaped up unexpectedly, so that Penn may have more freshmen than it had planned on at the same time that it achieves its goals in terms of attracting top scholars, minority students, and alumni children and of maintaining geographic balance.
The president went on to note that the Trustees could take special pleasure in the appointment of two new deans, Dr. Marvin Lazerson in the Graduate School of Education and Dr. Edwin Andrews in the School of Veterinary Medicine. "We have an extraordinarily strong core of deans in this University," he said, "and these two additions will strengthen it even more." Dr. Hackney also called attention to the recent appointment of Dr. Mary Berry as Geraldine R. Segal Professor of American Social Thought. He said Penn's continuing record of achievement in winning Guggenheim Fellowships was noteworthy, and he reported that three more faculty members had been elected to the National Academy of Sciences and one more had won a MacArthur Fellowship.

The president further noted that the University is engaged in a "careful, wide-ranging search" to find a new provost as well as a new director of the library, a new director of the Lauder Institute, and a new dean of the Annenberg School. He said that the search for Dr. Bishop's replacement as vice provost for University life would begin in September.

The president then spoke about Penn's relationship to Philadelphia. He observed that the Faculty Seminar on the University and the City, which he had appointed, submitted its report in April, and he called the document "a very thoughtful evaluation of the research, teaching, and outreach links between Penn and the Delaware Valley. Its premise," he told the board, "is that the future vitality of the University and Philadelphia are inextricably woven together with the greatness of Penn being dependent, to a substantial degree, upon its urban location and the range of the resources and opportunities that flow from that location." Dr. Hackney said that during the past year there had been continued growth in the work of the West Philadelphia partnership involving major innovative programs in the areas of job development, public education, and the "greening" of the neighborhood. "One of the most exciting and satisfying aspects of these programs and other Penn efforts in the community is that they spring from and draw upon the talent and involvement of our students and faculty on a cross-disciplinary basis," he said. "Furthermore," he pointed out, "they serve as a model for other institutions, and we have begun to get some national notice in relation to them." The president then reported that earlier in the day an "exciting
announcement" had been made at the Belmont School a few blocks from campus. He asked Dr. Clayton to describe it to the Trustees.

Dr. Clayton said that "an auditorium of absolutely thrilled boys and girls" had learned that morning that Penn alumnus George Weiss and his family would provide an opportunity for a college education to the 115 sixth-graders in the Belmont School contingent upon their completing high school with a valid diploma. "It was outstanding," she said as the Trustees applauded her announcement. "I assure you that it took a long period of time for us to bring order to the auditorium and to dry the eyes of many grateful parents. There was," she added, "very visible joy on the faces of young boys and girls who fully comprehended the generosity of a family who cares about kids." She explained that the sixth graders had been attending "closing exercises but it turned out to be the opening of a new chapter in their lives." The announcement, Dr. Clayton observed, was a message to their families that the youngsters were "important and someone respected them. The school system of Philadelphia," she said, "believes in their abilities to succeed and to become productive young men and women, and I want to take this opportunity to commend President Hackney for his leadership in the West Philadelphia collaborative."

Dr. Hackney continued his report by calling attention to a number of athletic triumphs. He noted that the University had completed work on policies on sexual and racial harassment. He said the administration was continuing to work on the development of a campus master plan. "There will be more conversations about it early next fall," he observed, "and the Trustees as a whole will be briefed fully at the October meetings."

The president went on to point out that Penn's African education initiative would commence in the fall with the goal of "bringing to the campus and supporting elsewhere black African students under various auspices. It has been a very satisfying year," he concluded.

B. Academic Report

1. Provost Ehrlich observed that he was proud of many things at Penn in the academic arena. "Our admissions picture is an extraordinary one," he said. "The campus environment is exciting and ebullient. Jim Bishop and his colleagues have taken a number of steps to make this a place that is stimulating and caring, highly charged with intellectual energy, and also fun. But the area of which I'm most proud," Mr. Ehrlich
noted, "is the faculty." He said the 20 tenure actions before the Trustees were "clear evidence of the strength of the institution," and he called their special attention to the appointment of Michael Kline as a professor of chemistry, Gary Hatfield, as an associate professor of philosophy, and Jane Menken, as a professor of sociology and demography.

a. Action. A Resolution on Appointments, Leaves, and Promotions was approved as found on pages 1 through 20 of the meetingbook.

b. Action. A Resolution on the Creation of a New Department of Oral Surgery and Pharmacology and a New Department of Physiology and Termination of the Old Departments of Oral and Maxillofacial Surgery and Physiology-Pharmacology in the School of Dental Medicine was approved as follows:

Intention:

As the School of Dental Medicine has reduced by design the size of its student body and faculty, the need to address fundamental issues related to faculty size within departments has become important. The Standing Faculty in the School of Dental Medicine now total 60 in comparison to 103 in 1981.

The existing Department of Oral and Maxillofacial Surgery has a complementary teaching and research program with the Division of Pharmacology in the Department of Physiology-Pharmacology. Faculty in both departments collaborate on clinical research studies. The research areas of the Department of Physiology-Pharmacology are now following two tracks, with the physiology division involved in basic research studies and the pharmacology division focused primarily on clinical studies. Furthermore, both oral surgery and pharmacology, acting as discrete entities, are limited in their ability to initiate new programs. The School of Dental Medicine therefore proposes bringing Oral Surgery and Pharmacology together into a single unit that will focus its efforts on common areas of research and training. The Department of Physiology will become a discrete entity.

RESOLVED, that the Trustees authorize the creation of a new Department of Oral Surgery and Pharmacology and a new Department of Physiology on 1 July 1987, and the termination of the present Departments of Oral and Maxillofacial Surgery and Physiology-Pharmacology, as of 30 June 1987.

c. Action. A Resolution on the Creation of a New Department of Dental Care Systems and Pediatric Dentistry and Termination of the Existing Departments of Dental Care Systems and Pedodontics in the School of Dental Medicine was approved as follows:

Intention:

As the School of Dental Medicine has reduced by design the size of its student body and faculty, the need to address fundamental issues related to faculty size within departments has become important. The Standing Faculty in the School of Dental Medicine now total 60 in comparison to 103 in 1981.

A Department of Dental Care Systems was established at the University in 1974 with a teaching and research mission aimed primarily at defining the requirements of future dental care delivery systems. The department’s mission has evolved over the past 13 years, and many of its clinical-education and patient-care programs are now focused on the pediatric population. Meanwhile, the Department of Pedodontics has been affected by rapidly changing dental-care needs of children stemming from the introduction of fluoride and other preventive measures. The School of Dental Medicine therefore proposes bringing Dental Care Systems and Pedodontics together into a single unit that will pool resources to address common areas of research and training.
RESOLVED, that the Trustees authorize the creation of a new Department of Dental Care Systems and Pediatric Dentistry on 1 July 1987 and the termination of the Departments of Dental Care Systems and Pedodontics, as of 30 June 1987.

d. Action. A Resolution on the Creation of a Clinician-Educator Track in the School of Social Work was approved as follows:

Intention:

The School of Social Work proposes to establish a clinician-educator faculty track in order to facilitate its research and educational activities in health care settings. The attached proposal, dated April 1987, has been approved by the provost on the recommendation of the Senate Executive Committee.

RESOLVED, that a clinician-educator faculty track be established in the School of Social Work as of 1 July, 1987. The roles governing clinician-educator activities in the School are given in the document entitled, "School of Social Work, Clinician-Educator Proposal" and dated April 1987. (See Appendix I)

2. Dean Stetson reported that the Class of 1991 had been drawn from a pool of some 12,800 applicants, which is about 200 less than last year's all-time high. He described the freshmen as a "very competitive group in all ways and all measures," and noted that the yield had turned out to be more than 5 percent over his office's projections. "It's too early to judge what this really means in the longer run," the dean said, "but it does indicate something we've been sensing for a number of years now, which is that Penn is clearly becoming a school of choice."

Mr. Stetson went on to observe that 41 percent of the freshmen, as opposed to 37 percent last year, would come from outside of the Northeast, including 6 percent from abroad. He said that just under 17 percent would be from New York, the largest percentage from any state except Pennsylvania. He pointed that minority students would comprise nearly 23 percent of the entering class, and that of these students, 7 percent were black. The number of Asian students has climbed from 10 percent in the Class of 1990 to 13 percent in the Class of 1991, according to the dean. He further pointed out that Penn's yield from among those applicants rated as the best and brightest had increased from 25 to 30 percent in the past year, and he noted that 190 of this fall's freshmen have been designated as Benjamin Franklin Scholars as compared with 126 last year.

Mr. Stetson reported that 45 percent of the entering class is female, an increase over last year of 2 percent. Children of alumni comprise 14 percent of the class, and the yield among applicants from alumni families, he noted, is at an all time high of 70 percent. "We're very pleased with
the alumni video tape, which was sent to all of the applicants," he said. "It helped a great deal in telling the Penn story." Dean Stetson then thanked the provost and the Trustees for their help.


Mrs. O'Bannon observed that the summer program to clean classroom buildings is well under way. She also noted that the facilities staff was taking advantage of what it hoped would be good weather to complete a number of construction projects, including renovation and remodeling of building interiors. Turning to the capital budget for FY'88, she pointed out that the University contemplates spending $73 million, which would include renovation, restoration, new construction, equipment, and deferred maintenance projects. "I am particularly pleased," she continued, "that once again $6.6 million of unrestricted resources is being committed to our deferred maintenance," and she noted that important projects in the Veterinary School, Furness Building, College Hall, Logan Hall, and some of the other key areas would receive attention.

The senior vice president went on to say that the administration is anticipating a surplus at the end of FY'87 of $1,118,000 of which $1,015,000 was planned. "In our restricted performance," she observed, "we have seen expenditures from endowment grow by 22 percent this year, from gifts by 4.7 percent, and from grants and contracts by 6.5 percent. We have approximately the same amount available at the end of May of this year in grants and contracts as we had at the same time last year."

Mrs. O'Bannon further noted that the Hospital of the University of Pennsylvania is contemplating a surplus at year's end of $3.2 million, and she pointed out that at the end of April, HUP reported an excess of revenues over expenses of just over $3 million. Noting that the next report of the Clinical Practices would be made at the end of June, she said that, at the end of March, they reported an excess of revenues over expenses of $10.2 million. "We completed the year in a strong financial position," she concluded, "as a result of careful attention to expenditures by all parts of the campus community."

D. Presentation of the Operating Budget for FY'88

Dr. Stine reported that the operating budget for FY'88 totals nearly $960 million. He pointed out that the Hospital will have a budget
of approximately $258 million, the Clinical Practices, $108 million and the rest of the University, $593 million. "This is the thirteenth straight year in which the University will have a balanced budget," Dr. Stine observed. "Furthermore, for the seventh straight year, we have provided real salary growth, both to our faculty and to our staff, and have lowered the rate of increase in costs to students for the fifth straight year." The executive director of the budget said that as in past budgets, the administration had focused special attention on a number of matters, including undergraduate education, research, finding competitive funding for graduate students, and developing a competitive strategy for increasing faculty salaries. "We are continuing a need blind admissions policy," he said, "and our financial aid budgets are up about 6 percent next year, matching the rate of increase in costs to students."

Dr. Stine emphasized that Penn was continuing to focus on protecting its physical assets. He noted that FY'88 budget reflected efforts to update technology on campus with the purchase, for example, of another large-scale computer for the School of Arts and Sciences. Citing a number of positive influences on the budget, he pointed to Penn's refinancing of portions of its debt and continued improvements in the management of the costs of employee benefits. "The budget we have is not only a fiscally balanced budget," he said, "but one that is programmatically balanced. It will move the University forward toward meeting many of its most critical academic priorities, while recognizing that there is a need to hold down cost increases to students and to become more efficient. It places emphasis on greater use of technology in a planned manner," he said. "It allows both for stability and funded improvements. Finally, it tempers fiscal optimism with the reality that requires us to identify and deal with problems that have occurred in the past and can be expected to continue."

IV. Report of Trustee Committees

A. University Responsibility

Mr. Brown reported that the University Responsibility Committee had met the previous day to consider its position regarding South Africa. He noted that in January and, again, in June of 1986, the Trustees approved a three-step procedure concerning the University's investments in companies doing business there. "The first," he said, "was
to urge the companies, whose stock we hold, to put pressure on the South African government to dismantle the apartheid system. Step number two required that if, by June 1987, the apartheid system has not been substantially dismantled, the University of Pennsylvania would call upon its portfolio companies to withdraw from South Africa, and step number three promised that, if a company refused to withdraw or failed to withdraw from South Africa within a reasonable period of time, Penn would then divest the company's stock. During the past year, Mr. Brown continued, "the situation in South Africa has grown worse." He then directed the Trustees' attention to the last page of the attached report (see Appendix II).

The chairman of the University Responsibility Committee added that within the last week or two, several of the companies that are in Penn's portfolio, including Ford and Citicorp, have announced that they are withdrawing from South Africa.

He went on to stress that the committee is not going to wait until June of 1988 to decide whether to divest the stock of three companies remaining in its portfolio that do business in South Africa. "We will write to these companies now," he said, "and if anyone writes back and says it plans to stay in South Africa, we will immediately recommend divestment of its stock. If a company says it is studying whether to withdraw, we'll keep in touch with the company, and if it does not soon make a decision to withdraw, we will recommend the divestment of its stock. If a company says it has decided to withdraw but will take two years to do so, we will ask the company why it needs two years and if the company's answer does not satisfy the committee, the committee will recommend divestment."

Mr. Brown added that the University Responsibility Committee was submitting its report as information. "We do not believe it requires actions by the Trustees," he said, "because we are simply carrying out the mandate the Trustees gave us a year ago."

B. Medical Center Board

Mr. Ballam thanked the Trustees for having given him the opportunity to serve as chairman of the Medical Center Board for the past 15 years and for the resolution of appreciation they had passed earlier in the meeting. He praised his colleagues on the Medical Center Board and
called upon the Trustees to recognize the service rendered to the University by Dr. Robert Goodman when he served as acting chairman of HUP. Mr. Ballam went to report that the new Founders Pavillion would be opened to patients later in the summer. He called the board's attention to the June issue of Philadelphia Magazine, which reported a survey of 700 physicians that rated HUP as the number one adult hospital in the Delaware Valley, and he read the following excerpt: "HUP received the highest rating of all general acute care hospitals in the Delaware Valley. HUP has a number of worldclass specialists and departments. Radiation therapy, oncology, neurology, general internal medicine, general ob/gyn, infertility, hematology, oncology, orthopedics, dermatology, pathology, plastic surgery, kidney transplantation and anestheisa were all highly praised. The house staff was said to be broad and of excellent quality, the best in the area and among the top five or ten in the country. HUP's medical research and its teaching program for medical students and residents were both rated superb."

Mr. Ballam went on to note that HUP's first heart transplant had gone very well. He then introduced two resolutions.

1. Action. A Resolution to Approve the Bylaws of the Trustee Board of the University of Pennsylvania Medical Center and to Ratify Certain Actions with Respect to the Medical Center was approved as follows:

Intention:

At the October 27, 1978 meeting, the Trustees established the Trustee Board of the Hospital of the University of Pennsylvania ("HUP") and at the June 8, 1979 meeting, the Trustees approved the Bylaws of the Trustee Board of HUP. At the September 12, 1986 meeting, the Trustees amended the Resolution of October 27, 1978 by creating the Medical Center of the University of Pennsylvania, bringing the Clinical Practices of the University of Pennsylvania, HUP and the School of Medicine under a new administrative structure.

At the April 10, 1987 meeting, the Trustees approved the Bylaws of the Trustee Board of the University of Pennsylvania Medical Center ("Bylaws") dated April 7, 1987, setting forth the composition, organization and authority of the Trustee Board of the Medical Center, and filed in the Office of the Secretary of the University.

The Trustee Board of the Medical Center has recommended several technical amendments to the Bylaws. In connection with this amendment to the Bylaws, it is desirable as a matter of corporate governance to ratify past actions taken with respect to the Medical Center and to recite together in a single Resolution the present operative governing structure of the Medical Center.

RESOLVED, that the Bylaws of the Trustee Board of the University of Pennsylvania Medical Center dated June 15, 1987, which have been approved by the Trustee Board of the Medical Center, a copy of which is filed in the Office of the Secretary, be and hereby are approved and adopted, thereby superseding and replacing the Bylaws of the Medical Center dated April 7, 1987, which were approved by Resolution dated April 10, 1987, and the HUP Bylaws, which were approved by Resolution dated June 8, 1979.
FURTHER RESOLVED, that the September 12, 1986 Resolution on the Amendment of the October 27, 1978 Resolution on the Establishment of the Trustee Board of HUP is hereby ratified.

FURTHER RESOLVED, that the October 27, 1978 Resolution establishing the Trustee Board of HUP is superseded by this Resolution, except for the following specific, retained provisions stated below as these provisions were amended by the September 12, 1986 Resolution:

"AND BE IT FURTHER RESOLVED that the Trustee Board of the Medical Center have the authority to:

(1) approve the appointment and terms of employment of the Executive Director of the Medical Center on the nomination and recommendation of the Executive Vice President for the Medical Center and to remove the Executive Director with the concurrence of the Executive Vice President for the Medical Center;

(2) approve commitments for operating and capital expenditures within the annual operating and capital budgets of the Medical Center approved by the Trustees;

(3) approve the by-laws of the medical staff, appointments to the medical staff and, upon nomination of the Dean of the School of Medicine, appointment of Hospital Chiefs of Service, except the Chief of the Department of Dental Medicine who shall be nominated by the Dean of the School of Dental Medicine; and

(4) approve contractual relationships for the Medical Center except to the extent that they affect parts of the University other than the Medical Center, in which case the approval of the Trustees shall also be required."

2. Action. A Resolution on Appointments to the Board of Trustees of the Medical Center was approved as follows:

RESOLVED, that the following individuals be and hereby are appointed as trustee members of the Health Services Committee of the Board of Trustees of the Medical Center for terms beginning on 19 June 1987 and ending on the date stipulated below:

Richard P. Brown, Jr. (Chairman), until June 1988; Samuel H. Ballam, Jr., until June 1988; Charles D. Dickey, Jr., until January 1988; F. Eugene Dixon, Jr., until June 1988; B. Morris Dorrance, Jr., until June 1988; Margaret R. Mainwaring, until June 1988; and Anthony S. Minisal, until June 1988; and

FURTHER RESOLVED, that the following individuals be and hereby are appointed as associate trustee members of the Health Services Committee of the Board of Trustees of the Medical Center for terms beginning on 19 June 1987 and ending on the date stipulated below:

Madlyn K. Abramson, until June 1988; F. Stanton Moyer, until October 1988; John H. Porter, until June 1990; Jane Roberts (ex-officio), until the completion of her term as chair of the Board of Women Visitors of the Hospital of the University of Pennsylvania; William J. Shaw, until December 1988; and Richard B. Worley, until June 1990; and

FURTHER RESOLVED, that the following individuals be appointed as emeritus members: Julian S. Bers, W.W. Keen Butcher, and Sylvan M. Cohen; and

FURTHER RESOLVED, that Daniel Callahan, John W. Colloton, and Arnold Reiman be and hereby are appointed as members of the Program Committee of the Board of Trustees of the Medical Center for three-year terms, effective 19 June 1987.

C. Academic Policy

In the absence of Carl Kayser, Judge Adams reported for the
Academic Policy Committee. He said the provost had reviewed academic appointments with members at their meeting the previous day. Mr. Ehrlich then went over the draft statement on Investing in Academic Excellence with the committee, according to the Judge; and, after discussion, he said, "members enthusiastically endorsed the thrust of that statement."

D. Audit

Mr. Dickey observed that the most important objective of the Audit Committee was to provide assurance of the quality of the internal and external auditing functions. "If progress has been made," he said, "and in my opinion, it has, that progress is attributable to the work of Mrs. O'Bannon and Dr. Whittington. They've done an outstanding job."

E. Budget and Finance

In the absence of Robert A. Fox, Mr. Steinberg introduced nine resolutions which, he reported, had the support of the Budget and Finance Committee.

1. Action. A Resolution on the Operating Budget for Fiscal Year 1988 was approved as follows:

Intention:

The Budget and Finance Committee has reviewed the operating budget proposed for the University Fiscal Year 1988 and, based on the presumption that this budget is in balance, recommends its approval by the Trustees.

RESOLVED, that the operating budget recommended by the Budget and Finance Committee for Fiscal Year 1988 is approved.

2. Action. A Resolution on the Capital Budget for Fiscal Year 1988 was approved as follows:

Intention:

The Budget and Finance Committee has reviewed the capital budget proposed by the University for Fiscal Year 1988 and, based on the understanding that individual projects costing $250,000 or more will be brought to the Trustees for separate action, recommends its approval by the Trustees.

RESOLVED, that the capital budget recommended by the Budget and Finance Committee for Fiscal Year 1988 is approved.

3. Action. A Resolution on Alterations to the Caster Building was approved as follows:

Intention:

The School of Social Work will renovate and convert approximately 3,840 square feet of space formerly occupied by its Smalley Library into research space and a small seminar room. When completed, this enhanced space on the second floor of the Caster Building will help the School's ongoing recruitment of research-oriented faculty, the promotion of joint appointments for research, and the expansion of graduate student involvement in applied research.

The project is estimated to cost $363,000, of which the University Research Development Fund will fund $250,000. The remaining $113,000 will be funded by the School of Social Work. This project is included in the Secretary
The administration requests approval to proceed with alteration.

Resolved, that the alterations of the Caster Building, estimated to cost $363,000, be and the same hereby is approved and that the Vice President for Finance or other appropriate officers of the University be and they hereby are authorized to proceed with such alteration and execute such contracts and incur such expenses and obligations - not, however, substantially in excess of the estimated cost of such alteration presented to the Budget and Finance Committee - as may in their judgment be necessary or desirable to accomplish such alteration.

4. Action. A Resolution on the Renovation of Laboratory Space for the Department of Radiology in the School of Medicine was approved as follows:

Intention:

The administration proposes to renovate approximately 2500 square feet of space to provide a full wet bench laboratory facility for a newly recruited radiopharmacologist. The School of Medicine, Department of Radiology, has stated that there is space at the University City Science Center that could be adapted to the need in a timely manner. The University administration is seeking acceptable University-owned alternative facilities to accommodate this program. The administration requests approval to spend up to $300,000 to accomplish this renovation. Funds will come from the Department of Radiology and this project was part of the School of Medicine's Capital Budget request for Fiscal Year 1987.

Resolved, that the renovation of laboratory space for the Department of Radiology, estimated to cost $300,000, be and the same hereby is approved and that the Vice President for Finance or other appropriate officers of the University be and they hereby are authorized to proceed with such renovation and execute such contracts and incur such expenses and obligations - not, however, substantially in excess of the estimated cost of such renovation presented to the Budget and Finance Committee - as may in their judgment be necessary or desirable to accomplish such renovation.

5. Action. A Resolution to Purchase 30 West 44th Street, New York, New York was approved as follows:

Intention:

The administration proposes to establish a social club, to be known as the Penn Club, in New York City, which would offer accommodations and meeting facilities to alumni and visiting University personnel, as well as office space for the University's New York City Development Office. A property located at 30 West 44th Street, which is being offered for sale by Touro College, presents an excellent opportunity for Penn to establish its own identity in a primary location at the heart of New York's university club network, near the Harvard Club, the New York Yacht Club, the New York City Bar Association Building, the Cornell Club, the Yale Club and the Princeton Club.

The administration and certain alumni have been involved in discussions with Touro College for several months regarding the purchase of the property. A tentative agreement has been negotiated and a letter of intent drafted for a purchase price of $12,000,000 payable as follows: 1) $500,000 upon the execution by the University and Seller of a mutually agreeable contract of sale, which amount shall be held in escrow at interest by a mutually acceptable party; and 2) the balance of $11,500,000, upon closing of title pursuant to the contract of sale. Financial arrangements for funding the purchase will be made as the project moves forward.

Resolved, that the Trustees of the University of Pennsylvania hereby authorize the University administration to proceed with negotiations for the acquisition of 30 West 44th Street, New York City, in accordance with the proposal presented to the meeting; that the general terms and conditions discussed in the letter of intent be and the same hereby are approved; and that the Vice President for Finance or other appropriate officers of the
FURTHER RESOLVED, the Treasurer or any other statutory officer of the University is hereby authorized to execute any indemnifications, affidavits, certificates, deeds or other agreements or documents deemed necessary or appropriate by such officer, to consummate the transaction authorized by this Resolution, including, without limitation, any such documents necessary or desirable to insure the transfer of the title to the premises.

6. Action. A Resolution Authorizing Participation in the Development of the Philadelphia General Hospital Site as a Member of the PGH Development Corporation and Children's Health Corporation was approved as follows:

Intention:

In March 1985, the Trustees of the University of Pennsylvania approved membership and participation in a development corporation to be formed for the purpose of acquiring land, currently owned by the City of Philadelphia, constituting a portion of the former Philadelphia General Hospital ("PGH") site ("Site 1"). The Trustees also approved the University's applying for an Urban Development Action Grant ("UDAG") in connection with the redevelopment of Site 1. "PGH Development Corporation" ("PGHDC") was subsequently formed. All of the members of PGHDC are required to contribute equity funds (based on a formula agreed upon by the members) to help finance PGHDC's redevelopment program. As additional members join PGHDC, the share of equity funds contributed by prior members will be reduced in accordance with such formula; and prior members will receive refunds for excess equity contributions or appropriate credits. At present, PGHDC has 3 voting members, who collectively will contribute $199,300 in equity.

A separate development corporation, named Children's Health Development Corporation ("CHDC"), has been formed for the purpose of acquiring another parcel of land constituting a portion of the former PGH site ("Site 2") and applying for a UDAG in connection with the redevelopment of Site 2. The University proposes to join CHDC and along with other members of CHDC be required to contribute equity funds to help finance CHDC's redevelopment program. As with PGHDC, as additional members are added, prior members will receive refunds for excess equity contributions. The members of CHDC will collectively contribute $1,560,000 in equity.

PGHDC and CHDC intend to obtain third party loans for construction and permanent financing for the redevelopment of Sites 1 and 2. As a condition of such financing, the University, as a member of PGHDC and CHDC, will be required to guarantee a share of the debt service payments on such loans.

Because of Federal requirements, two separate corporations had to be established. However, to simplify the development and management process, PGHDC and CHDC also intend to enter into an agreement whereby PGHDC will act as CHDC's agent in the redevelopment of Site 2.

The University and PGHDC intend to enter into an agreement whereby the University will provide certain financial management, design and construction management, and other related services to PGHDC in connection with PGHDC's and CHDC's redevelopment of Site 1. As part of that agreement, the University will lend PGHDC such funds as PGHDC reasonably requires to pay its design phase fees (including payments to the architect/engineer, the construction manager and other consultants) at interest rates reflective of the University's cost of funds. It is intended that PGHDC will repay these loans to the University out of the proceeds of its third party construction loan. PGHDC and CHDC are involved in the negotiation of architectural and construction management agreements and required third party construction and permanent funding. Because of potential pricing advantages, the administration requests
authority to offer the University’s credit to guarantee the full third party debt obligations of PGHDC and CHDC as an alternative to limiting its contingent liability to an appropriate share.

The administration is requesting authority to (1) join and participate in CHDC; (2) contribute equity funds to PGHDC in the amount of $94,070; (3) contribute equity funds to CHDC according to a formula to be negotiated among the participants, but not to exceed $250,000; (4) guarantee Penn’s proportionate share of PGHDC’s and CHDC’s net operating deficiencies, if any, and debt service payments on its respective third party construction and permanent financing for the redevelopment of Sites 1 and 2; (5) negotiate and come to agreement with other participants of PGHDC and CHDC regarding Penn’s becoming the surviving guarantor of debt service payments; (6) lend PGHDC and CHDC such funds as it reasonably requires to pay its design phase fees, up to $1,000,000.

RESOLVED, that the Vice President for Finance or other appropriate officers of the University are authorized to execute whatever documents are required to effect participation by the University in CHDC.

FURTHER RESOLVED, that the contribution by the University of its proportionate share of the equity funds required by PGHDC and CHDC to finance their development of Sites 1 and 2 be and hereby is approved, provided, however, that (1) the total funds to be so contributed by the University shall not exceed the sum of $400,000 and (2) all of the members of PGHDC, CHDC and the City of Philadelphia shall enter into written agreements specifying that, as additional members join each such corporation, the share of total equity funds demanded from prior members of such corporation will be reduced in accordance with the formula in effect for such corporation.

FURTHER RESOLVED, that the University’s guarantee or other manner of ensuring any operating deficits and debt service payments on PGHDC’s and CHDC’s third party loans for construction and permanent financing for the redevelopment of Sites 1 and 2 be and hereby is approved, provided, however, that the total of all third party construction and permanent financing obtained by PGHDC and CHDC for the redevelopment of Sites 1 and 2 must not at any time exceed the sum of $23,000,000, and that the University shall first enter into written agreements with all members of PGHDC and CHDC in form and substance satisfactory to the University, providing that all of the other members of these development corporations will reimburse the University for their proportionate shares of these corporations’ debt service payments which are made by the University.

FURTHER RESOLVED, that the loan by the University to PGHDC and CHDC of such funds as they reasonably require to pay their design phase fees for the redevelopment of Sites 1 and 2, at the then-current cost of such funds to the University be and hereby is approved provided, however, that the total amount to be lent shall not exceed the sum of $1,000,000.

FURTHER RESOLVED, that the Vice President for Finance or any other appropriate officer of the University, acting either alone or with the joinder of any other officer, is hereby authorized to execute on behalf of the University any documents or modifications thereto, whether or not specifically mentioned in this resolution, and to perform any other actions appropriate or necessary to effectuate the purposes of this resolution.

7. Action. A Resolution on the Purchase of Property at 4200 Pine Street, Philadelphia, Pennsylvania and Adjacent Properties at 4216, 4218, and 4220 Pine Street, Philadelphia, Pennsylvania and at 4215 and 4219 Osage Avenue, Philadelphia, Pennsylvania was approved as follows:

Intention:

The administration proposes to purchase the American College of Physicians headquarters property, located at 4200 Pine Street, Philadelphia, Pennsylvania. This 42,000-net-square-foot site consists of a one-acre plot with three interconnected buildings, a garden and parking area. It includes a three-story French Renaissance style mansion, built in 1904 for the Eisenlohr family; three-story and five-story office buildings; and five single family dwellings. The purchase price is not to
exceed $1,600,000. Funding is from general University funds. This offer is expressly contingent upon the approval of the governing boards of both the American College of Physicians and the University of Pennsylvania and upon the authorized execution of an Agreement of Sale satisfactory to the College of Physicians, the University, and their respective counsel.

In the event that the College of Physicians and the University are unable to agree upon a satisfactory Agreement of Sale or the boards of either or both entities do not approve the sale, neither the University nor the College of Physicians shall have any further obligations to each other with respect to the property or this offer.

RESOLVED, that the purchase of the property at 4200 Pine Street, Philadelphia, Pennsylvania and adjacent properties at 4216, 4218 and 4220 Pine Street, Philadelphia, Pennsylvania and at 4215 and 4219 Osage Avenue, Philadelphia, Pennsylvania, estimated to cost no more than $1,600,000, be and the same hereby is approved and that the Vice President for Finance or other appropriate officers of the University be and they hereby are authorized to proceed with such contracts and incur such expenses and obligations - not however, substantially in excess of the estimated cost presented to the Budget and Finance Committee - as may in their judgment be necessary or desirable to complete such purchase.

FURTHER RESOLVED, the Treasurer or any other statutory officer of the University is hereby authorized to execute any indemnifications, affidavits, certificates, deeds or other agreements or documents deemed necessary or appropriate by such officer, to consummate the transaction authorized by this Resolution, including, without limitation, any such documents necessary or desirable to insure the transfer of the title to the premises.

8. Action. A Resolution on the Allocation of a Projected Fiscal Year 1987 Surplus was approved as follows:

The administration estimates that, for the fiscal year ending June 30, 1987, there will be an unrestricted surplus of $1,118,000. The administration proposes to allocate a substantial portion of that unrestricted surplus, $615,000 to the Undergraduate Development Fund, and $400,000 to the Research Fund. This leaves a $103,000 surplus for the fiscal year ending June 30, 1987.

RESOLVED, that the administration be and is hereby authorized to transfer up to $615,000 to the Undergraduate Development Fund and $400,000 to the Research Fund.

9. Action. An Amendment to the Resolution of 11 April 1986 on the Construction of the Lauder Institute and Fischer Real Estate Center was approved as follows:

Intention:

On 11 April 1986, the Trustees approved the administration's request to construct a facility to house the Lauder Institute and Fischer Real Estate Center. The resolution was based on gifts and pledges from two donors. Subsequently, a program of requirements was developed by the directors and staff of the Lauder Institute and Fischer Real Estate Center. The program of requirements was given to the architect, and the final bid documents have been circulated to contractors. The cost of constructing a building is now estimated to be $4.6 million. The administration recommends approval of this amendment to the resolution and proposes to fund the additional cost from supplemental gifts and pledges already agreed to by the donors and University general funds.

RESOLVED, that the construction of a new facility to house the Lauder Institute and Fischer Real Estate Center, estimated to cost no more than $4.6 million, be and the same hereby is approved and that the Vice President for Finance or other appropriate officers of the University be and they hereby
are authorized to proceed with such construction and execute such contracts and incur such expenses and obligations - not, however, substantially in excess of the estimated cost of construction as presented to the Budget and Finance Committee - as may in their judgment be necessary or desirable to accomplish such construction.

F. Development

Mr. Miller reported that the University had raised $86.7 million in FY'86 and estimates that it will raise $93 million in FY'87. Through 11 June he pointed out, the total was $91 million in subscriptions. Receipts, too, he indicated, are running ahead of last year. "We seem to see no impact at all from tax reform," Mr. Miller continued. "There was no slow down in contributions when the tax rates dropped at the end of calendar year 1986. But of course another test will come when they drop at the end of 1987." Mr. Miller observed that he was encouraged by the number of participants and the total dollars being raised in Annual Giving. He pointed out that as of 11 June, subscriptions amounted to $11.4 million versus $9.3 million in FY'86, which was a 22 percent increase in receipts. "We're running at the level now of about 55,000 donors," he continued, "and we anticipate that it might be closer to 60,000 donors by the time the fiscal year is over." In the course of the spring Trustees meeting, the Development Committee chairman went on to report, committee members and other trustees had had their first formal look at the possibility of entering a campaign phase within two to three years. "I think we feel enthusiastic about the necessity for such a campaign," he said, "and we are confident that if we now enter into a feasibility study, the money will be well spent."

Action. A Resolution Authorizing a Campaign Feasibility Study Based on University Needs was approved as follows:

Intention:

During the 1986-87 academic year, the administration undertook a comprehensive review of the long-range plans of all University schools and resource centers within the framework of previously issued planning statements, "Choosing Penn's Future," "Investing in Penn's Future," and "Investing in Academic Excellence," and in anticipation of a fund-raising campaign. The needs assessment process led to the identification of funding objectives which, if met, would enhance Penn's position as a first-choice institution. As further preparation for an anticipated campaign, the University must canvass its constituencies to assess their responsiveness to identified needs and their capacity and inclination to provide gift support. The fund-raising consultants Marts & Lundy have demonstrated competence in conducting such surveys, and the administration believes the firm can provide essential assistance. During the course of the feasibility study, progress reports would be shared with the Trustee Committee on Development and at its conclusion, which is expected in June 1988, findings will be presented to the full board.
RESOLVED, that the Department of Development and University Relations be
and hereby is authorized to proceed with a Campaign Feasibility Study, in
consultation with the Trustees Committee on Development and with the
assistance of the firm of Marts & Lundy, and that it be and hereby is
instructed to present its findings to the Trustees at the conclusion of
the study.

G. External Affairs

Mr. Lauder reported that the External Affairs Committee had
received a report on University publications from Howard Rubenstein, an
alumnus and public relations consultant. "An attempt is being made to
continue to enhance Penn's public profile in the national media," the
External Affairs chairman said. He then mentioned the president's
appearance on "Good Morning America." Mr. Lauder went on to note that the
committee had heard a report from Lee Statson on the entering class and
had engaged in a "very lively discussion" of The Pennsylvania Gazette. He
said the Trustees would be asked to approve a mission statement for the
alumni magazine at a later meeting.

H. Facilities and Campus Planning

Mr. Arader reported that the Facilities and Campus Planning
Committee had heard a presentation on the structure of the division of
facilities management and had discussed whether construction managers
should be hired on an ad hoc basis or whether project managers employed by
the University should be given "construction manager" responsibility.
"The question will continue to be debated at the next meeting," he said.
The FCPC chairman then noted that architect Robert Ventura had reviewed
the planned Clinical Research building with the committee. "Members
expressed strong approval of the design," he declared. He also noted that
they had expressed satisfaction that the University was making progress in
addressing its deferred maintenance problems. He said the committee
meeting had concluded with a presentation by Professor Al Levy of the
campus master plan, which he described as a "very important project." Mr.
Arader encouraged all trustees to take advantage of opportunities to
discuss the master plan in the months ahead.

I. Legal Affairs

In the absence of F. Eugene Dixon, Jr., Mr. Dickey recommended
four resolutions to the Trustees, which he said had the support of the
Legal Affairs Committee and the University's general counsel.

1. Action. A Resolution on Amending Article 2 of the Statutes was
approved as follows:
Intention

In November 1986, Pennsylvania enacted legislation dealing extensively with the subject of the duties and liabilities of trustees and officers of Pennsylvania corporations. Under the new law, if the Trustees in their capacity as members of the University corporation approve, a bylaw may be adopted eliminating the liability of trustees for out-of-pocket damage awards except in cases involving self-dealing, willful misconduct or recklessness. The law also does not permit elimination of tax and criminal liabilities. The General Counsel has recommended that the University take advantage of this aspect of the new law by adopting a simple bylaw tracking the statute. The Legal Affairs Committee supports passage of the bylaw fully implementing this aspect of the new law.

RESOLVED, that Article 2 of the Statutes of the University is amended by adding a section to read:

2.12 A trustee shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the trustee has breached or failed to perform the duties of his or her office under 42 Pa. C.S. Section 8363 and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall constitute a bylaw adopted by the members for the purposes of 42 Pa. C.S. Section 8364 and shall not apply to the responsibility or liability of a trustee pursuant to any criminal statute or the liability of a trustee for the payment of taxes pursuant to local, state or federal law.

and further

RESOLVED, that the foregoing resolution shall be retroactive to January 27, 1987 to the fullest extent permitted by law.

2. Action. A Resolution on Amending Articles 2 and 3 of the Statutes was approved as follows:

Intention:

In November 1986, Pennsylvania enacted legislation dealing extensively with the subject of the duties and liabilities of trustees and officers of Pennsylvania corporations. The new law repealed the provision of the Pennsylvania Nonprofit Corporation Law which set forth a statutory standard of conduct for officers and trustees of a nonprofit corporation such as the University, and enacted a replacement statutory standard of conduct applicable to trustees (directors) only. However, even prior to the new law there was authority for the proposition that the trustees could fix a standard of conduct applicable to officers. Accordingly, the General Counsel has suggested that if the trustees are dissatisfied with the uncertainty resulting from the repeal of the statutory standard of conduct for officers, they may adopt a replacement standard applicable specifically to the University. A common practice of corporations under the new law has been to adopt an appropriate provision extending the new standard of conduct for corporate trustees (directors) to corporate officers. This proposal would implement that approach at the University through an amendment to the University Statutes (bylaws). The Legal Affairs Committee supports passage of the new bylaw fully implementing this aspect of the new law.

RESOLVED, that Article 2 of the Statutes of the University is amended by adding a section to read as follows:

2.13 A trustee of the University shall stand in a fiduciary relation to the University and shall perform his or her duties as a trustee, including his or her duties as a member of any committee upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the University, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a trustee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared
or presented by one or more officers or employees of the University whom the trustee reasonably believes to be reliable and competent with respect to the matters presented, counsel, public accountants or other persons as to matters that the trustee reasonably believes to be within the professional or expert competence of such person, or a committee of the Trustees upon which the trustee does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the trustee reasonably believes to merit confidence. A trustee shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. A trustee may, in considering the best interests of the University, consider the effects of any action upon employees, upon suppliers and students and other constituents of the University and upon the community in which the University is located, and all other pertinent factors. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a trustee of the University or any failure to take any action shall be presumed to be in the best interests of the University.

and further

RESOLVED, that Article 3 of the Statutes of the University is amended by adding a section to read as follows:

3.9 An officer of the University (including their associates and assistants) shall stand in a fiduciary relation to the University and shall perform his or her duties as an officer, including his or her duties as a member of any committee upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the University, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, an officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by one or more officers or employees of the University whom the officer reasonably believes to be reliable and competent with respect to the matters presented, counsel, public accountants or other persons as to matters that the officer reasonably believes to be within the professional or expert competence of such person, or a committee upon which the officer does not serve, duly designated in accordance with these Statutes, as to matters within its designated authority, which committee the officer reasonably believes to merit confidence. An officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. An officer may, in considering the best interests of the University, consider the effects of any action upon employees, upon suppliers and students and other constituents of the University and upon the community in which the University is located, and all other pertinent factors. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as an officer of the University or any failure to take any action shall be presumed to be in the best interests of the University.

and further

RESOLVED, that the foregoing resolution shall be retroactive to January 27, 1987 to the fullest extent permitted by law.

3. Action. A Resolution on Amending Article 12 of the Statutes was approved as follows:

Intention:

In November 1986, Pennsylvania enacted legislation dealing extensively with the subject of the duties and liabilities of trustees and officers of Pennsylvania corporations. The new law permits the University to undertake to indemnify trustees, officers, employees and agents to a somewhat greater extent than heretofore, i.e. as long as University personnel have not been found by a court to have been guilty of willful
misconduct or recklessness. The General Counsel has recommended implementation of this aspect of the new law. The Legal Affairs Committee supports this recommendation.

RESOLVED, that Article 12 of the Statutes of the University is amended to read in full as follows:

ARTICLE 12
INDEMNIFICATION

12.1 The Corporation, in the manner and to the extent specified in a Standing Resolution of the Trustees, may indemnify (including advancement of expenses) any person against liabilities arising from status relating to the University as may be specified in the Standing Resolution, whether or not such indemnification would be authorized by 15 Pa.C.S. Ch.77C.

12.2 The Corporation shall indemnify trustees and officers of the Corporation and members of the Investment Board to the full extent permitted by law. For the purposes of this Article, the term "officer" means those individuals specified in the first sentence of section 3.1.

12.3 The indemnification provided by or pursuant to these Statutes shall continue as to a person who has ceased to be a trustee, officer or member of the Investment Board or other indemified person and shall inure to the benefit of the heirs, executors or administrators of such a person.

4. Action. The Standing Resolution on Scope and Procedures for Indemnification of University Personnel was approved as follows:

(Please see the next page.)
STANDING RESOLUTION ON SCOPE AND PROCEDURES
FOR INDEMNIFICATION OF UNIVERSITY PERSONNEL

Intention:

On June 19, 1987 the Trustees amended Article 12 of the Statutes of the University to permit the establishment by Standing Resolution of the Trustees of the scope of and procedures for indemnification of University personnel. This Standing Resolution implements that amendment to the Statutes.

RESOLVED, that the scope of and procedures for indemnification of University personnel shall be as follows:

Section 1.01. General Policy.

(a) Except where indemnification is required by Article 12 of the Statutes of the University, it is the policy of the University to consider indemnification requests on a case-by-case basis. Such requests should be addressed in writing to the General Counsel, who in acting upon such requests will be guided by policies established from time to time by the President and Provost.

(b) In general, the University will consider providing indemnification (including legal defense or advancement of legal expenses, as appropriate) only to individuals employed by or otherwise directly related to the University who have acted in good faith and within the scope of their employment or University duties and responsibilities and only with respect to proceedings or liabilities arising from such relationship.

(c) This Standing Resolution is not intended to create any contract or employment right to indemnification by the University, and unless an activity has been preapproved in writing as to indemnification, as provided in paragraph (d), or indemnification is required under the Statutes or by law, the availability of indemnification in a specific instance is exclusively within the discretion of the President or Provost or General Counsel.

(d) Requests for preapproval of the availability of indemnification (e.g., with respect to a particular program, project or publication) should be addressed in writing to the General Counsel, who will act in writing upon such requests and in acting upon such requests will be guided by policies established from time to time by the President and Provost.
(e) Any indemnification granted by the University (whether by law, under the Statutes, or on a case-by-case basis under this section) shall be subject to the limitations and procedures of the balance of this Standing Resolution.

Section 1.02. Scope of Indemnification.

(a) The University may indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an indemnified capacity, including without limitation any liability resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

(1) where such indemnification is expressly prohibited by applicable law;

(2) where the conduct of the indemnified representative has been finally determined pursuant to Section 1.05(d) or otherwise:

   (i) to constitute willful misconduct or recklessness within the meaning of 42 Pa.C.S. § 8365(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

   (ii) to be based upon or attributable to the receipt by the indemnified representative from the University of a personal benefit to which the indemnified representative is not legally entitled; or

(3) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 1.05(d) to be otherwise unlawful.

(b) If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the University may indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(c) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the indemnified representative is not entitled to indemnification.
(d) For purposes of this resolution:

(1) "indemnified capacity" means any and all past, present and future service by an indemnified representative in one or more capacities as a trustee, officer, employee or agent of the University, or, at the request of the University, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(2) "indemnified representative" means any and all trustees and principal officers of the University, members of the Investment Board, or of any other board, committee or other body of the Trustees and any other person designated as an indemnified representative under Section 1.01 (which may, but need not, include any person serving, at the request of the University, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

(3) "liability" means (unless otherwise specified under Section 1.01) any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including, without limitation, attorneys' fees and disbursements); and

(4) "proceeding" means (unless otherwise specified under Section 1.01) any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigatory, whether formal or informal, and whether brought by or in the right of the University, a class of its security holders, if any, or otherwise.

Section 1.03. Proceedings Initiated by Indemnified Representatives. Notwithstanding any other provision of this Resolution, the University shall not indemnify under this Resolution an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter-claims or affirmative defenses) or participated in as an intervener or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, under Section 1.01. This section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 1.05(d) or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Resolution.
Section 1.04. Advancing Expenses. The University shall, as to any individual specified in section 12.2 of the Statutes of the University, and, by action under Section 1.01 (including action by interested persons), may as to any other individual, pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding upon receipt of an undertaking by or on behalf of the indemnified representative to repay such amount if it shall ultimately be determined pursuant to Section 1.05(d) or otherwise that such person is not entitled to be indemnified by the University pursuant to this Resolution or otherwise. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 1.05. Indemnification Procedure.

(a) An indemnified representative shall notify promptly the General Counsel of the University of the commencement of any proceeding or the occurrence of any event which might give rise to a liability under this Resolution or otherwise. The failure so to notify the University may, at the election of the General Counsel acting pursuant to policies established from time to time by the President and Provost, relieve the University of any liability which it may otherwise have to the indemnified representative under this Resolution or otherwise.

(b) The University shall be entitled, upon notice to any such indemnified representative, to assume the defense of any proceeding with counsel reasonably satisfactory to the indemnified representative, or a majority of the indemnified representatives involved in such proceeding if there be more than one. If the General Counsel of the University notifies the indemnified representative of the election of the University to defend the proceeding, the University shall have no liability for the expenses (including attorneys' fees and disbursements) of the indemnified representative incurred in connection with the defense of such proceeding subsequent to such notice, unless (1) such expenses (including attorneys' fees and disbursements) have been authorized by the General Counsel of the University, (2) the indemnified representative or indemnified representatives have satisfied the University that counsel employed by the University to assume the defense of such proceeding would not in fact provide a competent defense, or (3) it shall have been determined pursuant to Section 1.05(d) that the indemnified representative was entitled to indemnification for such expenses under this Resolution or otherwise. Notwithstanding the foregoing, the indemnified representative may elect to retain counsel at the indemnified representative's own cost and expense to participate in the defense of such proceeding.
(c) The University shall not be required to obtain the consent of the indemnified representative to the settlement of any proceeding which the University has undertaken to defend if the University assumes full and sole responsibility for such settlement and the settlement grants the indemnified representative an unqualified release or one which contains qualifications approved by the University which are reasonable in the circumstances in respect of all liabilities at issue in the proceeding. Whether or not the University has elected to assume the defense of any proceeding, no indemnified representative shall have any right to enter into any full or partial settlement of the proceeding without the prior written consent of the General Counsel of the University, nor shall the University be liable for any amount paid by an indemnified representative pursuant to any settlement to which the General Counsel has not so consented.

(d) Any dispute related to indemnification or advancement of expenses as provided under this Resolution shall be decided only by arbitration in the City of Philadelphia, Pennsylvania, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three arbitrators, one of whom shall be selected by the General Counsel of the University, the second of whom shall be selected by the indemnified representative and the third of whom shall be selected by the other two arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, and one of the parties fails or refuses to select an arbitrator, or the arbitrators selected by the General Counsel and the indemnified representative cannot agree on the selection of the third arbitrator within 30 days after such time as the University and the indemnified representative have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the chief judge of the United States District Court for the Eastern District of Pennsylvania. Each arbitrator selected as provided herein is required to be or have been a trustee of an accredited private college or university located in the United States and having during at least one year of such service an undergraduate enrollment of at least 5,000 students. If the award of the arbitrators so provides, the University shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration. Any award entered by the arbitrators shall be final, binding and nonappealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the University shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 1.02(a) (2) in a proceeding not directly involving indemnification under this
Resolution. This arbitration provision shall be specifically enforceable.

(e) Upon a payment to any indemnified representative under this Resolution, the University shall be subrogated to the extent of such payment to all of the rights of the indemnified representative to recover against any person for such liability, and the indemnified representative shall execute all documents and instruments required and shall take such other action as may be necessary to secure such rights, including the execution of such documents as may be necessary for the University to bring suit to enforce such rights.

Section 1.06. Discharge of Duty. An indemnified representative shall be deemed to have discharged such person's duty to the University if he or she has relied in good faith on information, advice or an opinion, report or statement prepared by:

(1) one or more officers or employees of the University whom such indemnified representative reasonably believes to be reliable and competent with respect to the matter presented;

(2) legal counsel, public accountants or other persons as to matters that the indemnified representative reasonably believes are within the persons' professional or expert competence; or

(3) a committee of the board of trustees on which he or she does not serve as to matters within its area of designated authority, which committee he or she reasonably believes to merit confidence.

Section 1.07. Contract Rights; Amendment or Repeal. Any rights to indemnification under this Resolution shall be deemed a contract between the University and the indemnified representatives pursuant to which the University and each indemnified representative intend to be legally bound only if (1) such rights are specified in the Statutes of the University, or (2) preapproval of the right of indemnification has been given in writing under Section 1.01. As to such contract rights, any repeal, amendment or modification hereof shall be prospective only and shall not affect any such written contract rights or obligations then existing.

Section 1.08. Scope of Resolution. The indemnification of indemnified representatives, as authorized by this Resolution, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of disinterested
trustees or otherwise, both as to action in an official capacity and as to action in any other capacity.

Section 1.09. Interpretation. The provisions of this Resolution have been approved by the members of the corporation and are intended to constitute Bylaws authorized by 15 Pa.C.S. § 7746(a) and 42 Pa.C.S. § 8365.
J. Student Life

Dr. Chisum reported that at a meeting the previous day, the Student Life Committee had reviewed student needs in relation to the draft statement on Investing in Academic Excellence. "Members felt," she said, "that the document generally articulated these needs as the committee had been able to identify them." She went on to note that the committee also had looked at the effect of the new tax law on graduate student finances and was pleased to discover that some progress had been made in dealing with the financial problems the law had created for young people. "We then reviewed the University's new policy on racial and sexual harassment," she continued, "and we propose to follow its implementation over the next few months."

K. Investment Board

Mr. Neff reported that since the winter meeting of the Trustees, the Associated Investments Fund had "further capitalized upon its successful outsized energy position." He pointed out that "a representative list of domestics, such as Amoco, Atlantic Richfield, Unical, and Standard Oil Company, had doubled from lows of less than a year ago. We had a 25 percent position then," he said, "and we are down to about 9 percent now." He noted that the AIF also had reduced the aluminum stocks in the portfolio from about 5 percent to less than 2 percent, adding that those holdings have done very well recently. "We've built up our insurance position," he continued, "from a little over 3 percent of the portfolio to 13 percent—a position not unlike the one we took on oils a year ago or autos two years ago. The conventional wisdom says its too late in the cycle to own insurance stocks, but we think 1988 earnings will show another good pop, and in the multiline companies, which are the ones we own, there is a chance that '89 and '90 will show moderate earnings increases, up if for no other reason than they have been absorbing pretty good earnings pressure from the accident and health group side not to mention HMOs. Meanwhile, even on '87 earnings, they're selling at about a 55 percent discount to market multiple."

Mr. Neff went on to observe that since 31 December 1986, the liquidity in the equity side of the AIF had been reduced from 15 percent to 8 percent. There's been a sharp reversal," he reported, "in the
long-term treasuries market with a retracement of almost 200 basis points to a little over 9 percent in recent weeks. We are not willing to go out quite that far, but we've put about half of our liquidity in the intermediates with about an 8 1/2 percent yield, which does enhance our overall return on the income side. It is also a waiting station for awaiting continuously better opportunities in the equity marketplace," he added.

Turning to performance since year end 1986, he noted that the value of AIF common stocks has appreciated 31.5 percent (total return) versus 26.6 percent for the Standard and Poor 500 Stock Average. Since mid '86, he went on, the value of the common-stock portion of the Fund increased 33.8 percent (total return) versus the S & P's 24.4-percent rise. "The equity portion of the fund actually had a pretty decent performance," Mr. Neff noted, "but unfortunately, it has been diluted a bit by our having some insurance of our own in terms of the aforementioned liquidity." He pointed out that since the end of last year the AIF had climbed 17.4 percent versus a "17.9-percent increase if you made an aggregate index of both fixed and the equity side. Since 30 June 1986, it is up about 22 percent versus an aggregate index of 18.3 percent," he noted. "We should," he said, "end up with a pretty good NACUBO year after a somewhat indifferent one in 1986." The Investment Board chairman observed that he continued to be wary of the equity marketplace. "The advance since spring of '84," he noted, "is the only major one in the twentieth century when the market has more than doubled without a 10 percent or better correction. I continue to disbelieve the straight line upwards," he said, "but that disbelief hasn't appeared to correlate with good judgment to date." Mr. Neff went on to observe that the bond market "looks okay," and he said he anticipated getting not only liquidity but a portion of the investment that the University recently made in the bond market back into equities. "However," he added, "it's going to take a fair correction for me to do so."

Action. A Resolution on the Membership of the Investment Board was approved as follows:

RESOLVED, that the following persons be elected as members of the Investment Board of the Trustees of the University of Pennsylvania for a term of one year and until their successors are elected or appointed and qualified: Samuel H. Ballam, Jr., Julian S. Bars, Christopher H. Browne, Henry M. Chance, II, Joseph B. Glossberg, H. Samuel Greenawalt, Samuel M.V. Hamilton, Adolph B. Kurz, Robert P. Levy, Paul F. Miller, Jr.
Mr. Shoemaker thanked Mr. Neff for "an outstanding job." Mr. Miller commented that at the end of the fiscal year, the University will be investing $10 million of income back into the endowment, bringing to over $50 million the reinvestment from income since adoption of the Spending Rule. He added that Mr. Neff was too modest to point out that every $100 invested in the common stock portion of the AIF in 1979 is now worth $637 on compound, rate of return basis. "It's an incredible feat," the chairman of the Development Committee concluded.

L. General Alumni Society

Mr. Fretz reported on several staff changes. He noted that "after many years of outstanding service" as executive director of Alumni Relations, Mr. Huber would be assuming another University position. "He has been replaced," the president of the General Alumni Society told the Trustees, "by Ms. Cochran-Fikes, a 1972 Penn graduate who has had substantial experience in alumni relations and development work both here and at Harvard/Radcliffe." Mr. Fretz further observed that Mr. Carroll is retiring after more than 30 years at the University during which he served in many positions, including GAS executive vice president for the past six years. He thanked Messrs. Huber and Carroll for their devotion and welcomed Ms. Cochran-Fikes.

Mr. Fretz then commented upon the activities of the Alumni Council on Admissions and the "really great job" it was doing encouraging the children of alumni to go to Penn. He mentioned that the Alumni Office was involved in about 125 different events in 45 cities that attracted 13,500 alumni. He further noted that alumni clubs had hosted another 100 events, which did not involve University personnel. He said some 1,700 people had attended eight individual receptions for President Hackney in various locations around the country. Mr. Fretz also pointed out the Alumni Office had helped finance seven or eight Mask & Wig performances outside of Philadelphia and had held many different receptions, including a reception at each of the away football games. He described the 1987 Alumni Weekend as "a record breaking weekend," which brought approximately 4,000 back to the campus. He noted that The Pennsylvania Gazette
continues to win awards for its excellence, and that, in addition to its alumni magazine, the GAS publishes other well-received publications.

Finally, the GAS president reminded the Trustees that a GAS committee had been set up to examine all of the major programs and activities of the Society and the Alumni Center and report at a GAS meeting next fall.

"We've already concluded that there are many things that the University should do to more effectively communicate with our alumni, to more effectively utilize their services, and to increase levels of financial support," Mr. Fretz said. "But it will take additional funding."

V. Overseers and Other Boards

A. University Museum

Mrs. Catherwood reported that during its centennial celebration year, the University Museum had held four members' nights, six symposia, six special lectures, and 17 concerts and other performances, which attracted a total of more than 14,500 people. In particular, she mentioned

- a Loren Eiseley Associates' dinner with Dillon Ripley, the secretary emeritus of the Smithsonian, as speaker;
- the preview dinner and opening of the Museum's centennial exhibit, "Raven's Journey";
- the Philadelphia Museum of Art exhibition of the University's Museum's African sculpture;
- the University Museum's reception for the American Anthropological Association, which met in Philadelphia;
- the Arthur Ross Gallery exhibition of "Women in Ancient Egypt," which utilized materials from the Museum;
- a special "sold out" lecture by Richard Leaky;
- the special convocation held in honor of the Museum's 100th anniversary at which the University awarded five honorary degrees, including one to Sir David Mackenzie Wilson, the director of the British Museum, who delivered the convocation address;
- the Museum's two-day public birthday party;
- the "Centennial Nights" gala through which the Women's Committee raised more than $100,000 for the Museum's exhibit program;
- the designation of May as "Archaeology Month" by Philadelphia Mayor Wilson Goode;
- the temporary renaming of one block of Spruce Street as "Archaeology Way" by the Philadelphia City Council;
- Rohm and Haas's contribution of a plexiglass "time capsule" to the centennial celebration in which most of Philadelphia's cultural institutions placed "artifacts" to be exhumed on the occasion of the Museum's 200th birthday.

Mrs. Catherwood expressed the Board of Overseers' strong support for Museum Director, Robert H. Dyson, Jr. She conveyed its thanks to the University administration and the Trustees for their support. The 1986-87 academic year has been a distinguished year for a world-renowned institution," the chairman of the Museum Overseers concluded.

B. Appointments

1. Action. A Resolution on an Appointment to the Board of Overseers of the School of Engineering and Applied Science was approved as follows:

RESOLVED, that Juan J. Amodei, be appointed to the Board of Overseers of the School of Engineering and Applied Science for a three-year term, effective 19 June 1987.

2. Action. A Resolution on Appointments to the Board of Overseers of the School of Nursing was approved as follows:

RESOLVED, that Sheila P. Burke and Jacqueline G. Wexler be appointed to the Board of Overseers of the School of Nursing for three-year terms, effective 19 June 1987.

3. Action. A Resolution on Appointments to the Advisory Board of the Institute of Contemporary Art was approved as follows:

RESOLVED, that Steven P. Berkowitz and Oliver Franklin be appointed to the Advisory Board of the Institute of Contemporary Art for three-year terms, effective 19 June 1987.

4. Action. A Resolution on Appointments to the Advisory Board of the David Mahoney Institute of Neurological Sciences was approved as follows:

RESOLVED, that Raymond H. Welsh be appointed as chairman and Robert Z. Bussin, Martin Meyerson, and William H. Rorer III be appointed as members of the Advisory Board of the David Mahoney Institute of Neurological Sciences, effective 19 June 1987.

5. Action. A Resolution on an Appointment to the Board of Managers of The Wistar Institute was approved as follows:

RESOLVED, that Kathleen Federline be appointed to the Board of Managers of The Wistar Institute for a one-year term, effective 19 June 1987.

Respectfully submitted,

Mary Ann Meyers
Secretary of the University