Minutes of the Stated Meeting
of the
Executive Committee of the Trustees
of the
University of Pennsylvania

May 21, 1993

A meeting of the Executive Committee was convened at 2:15 p.m. on Friday, May 21, 1993, in the Club Room of the Faculty Club. Trustees attending were Susan W. Catherwood, Gloria T. Chisum, D. Michael Crow, Robert A. Fox, Sheldon Hackney (ex officio), Stephen J. Heyman, Natalie I. Koether, James Riepe, Sara S. Senior, Alvin V. Shoemaker (chairman) and Myles H. Tanenbaum. Others attending included Michael Aiken, Brian Bora, Therese Conn, Claire M. Fagin, Carol Farnsworth, Karen C. Gaines, Stephen Golding, Constance C. Goodman, John W. Gould, Shelley Z. Green, Janet Hale, Samuel M. Hughes, William N. Kelley, Trudy J. Kuehner, Barbara Lowery, Wilbur Pittinger, Gerald Porter, Lawrence Singer, Stephen P. Steinberg, Barbara R. Stevens and Duncan W. Van Dusen.

I. Call to Order

Chairman Shoemaker called the meeting to order. The minutes of the April 23, 1993, meeting were approved as written by the secretary.

II. Chairman's Report

Mr. Shoemaker introduced two resolutions on the Medical Center's proposed Health System that had been discussed at the morning's meeting of the Budget and Finance Committee. Ms. Hale added that the Budget and Finance Committee had received from Dr. Kelley a summary of the proposed by-laws for the Health System and their implications for the Medical Center and the University. Discussions are being held on an expeditious schedule among University administration, the Trustees and Medical Center management on the new system, and it is hoped that final by-laws will be ready for presentation to the Trustees at their June meeting.

1. Action. A Resolution on the Governance Structure of the University of Pennsylvania Health System was approved as follows:
Intention:

The Board of Trustees of the University recognizes the need to revise the Medical Center bylaws and governance structure in order to implement the University of Pennsylvania Health System (UPHS).

RESOLVED, that the Executive Committee of the University of Pennsylvania Board of Trustees endorses the University of Pennsylvania Health System governance structure as described on the attached organization chart and concurs with the Medical Center Trustee Executive Committee by directing Medical Center management to prepare revised bylaws to implement the governance structure for review and approval by the Medical Center Trustee Executive Committee and recommendation for approval to Executive Committee of the University's Board of Trustees.

2. Action. A Resolution on the Corporate Structure of the University of Pennsylvania Health System was approved as follows:

Intention:

The University Trustee Board recognizes the need to respond to the changing environment for health care delivery by developing a health system.

RESOLVED, that the Executive Committee of the University of Pennsylvania Board of Trustees concurs with the Medical Center Trustee Executive Committee by authorizing Medical Center management to proceed with implementation of the proposed corporate organization structure subject to approval of the bylaws for the University of Pennsylvania Health System, and provided that all new entities within the Health System will be brought forward with a complete business plan for Trustee approval, and that authorization for any new entities will be approved in accordance with all applicable University policies and bylaws; and further concurs with the Medical Center Trustee Executive Committee by resolving that the name of the health system will be the "University of Pennsylvania Health System."

III. President's Report

A. Comments

President Hackney reported that the past few weeks had been a busy and exhilarating but also painful time in the life of the
University and summarized the status of the various matters receiving extensive coverage in the press:

Pending Racial Harassment Case. Adjudication of the Eden Jacobowitz matter has not been concluded, and the student judicial procedure requires members of the University community to maintain the confidentiality of ongoing proceedings. President Hackney did note that it is now up to a faculty/student judicial panel to determine whether racial harassment has occurred according to the University's very narrowly drawn policy, and he expressed the hope that the panel would resolve the matter at the earliest possible date.

President Hackney emphasized that the University's Student Judicial Charter, the Guidelines on Open Expression and the harassment policies are all the product of long and useful debate on the campus over many years. Student/faculty task forces have recently reviewed and revised several of the policies, which were then published and considered at length prior to adoption. Therefore, despite the national publicity being given to this case, the University's course has been, and continues to be, to make the judicial process work and hope it yields a resolution all parties will find fair and just.

DP Confiscations and Related Police Issues. Regarding the confiscations of copies of the Daily Pennsylvanian on April 14th, President Hackney reaffirmed, as he has at every opportunity over the past month, his own and the University's commitment to protecting freedom of expression on campus as a paramount University value. In the wake of the April 14th incident, two panels were formed to address the issues arising from that incident. An Incident Review Panel was established to investigate the events of those days, including the actions of the students, the University policy and administrators. The panel's findings will be the basis for action by the Commissioner of Public Safety and the Director of the University Museum in whatever ways are appropriate. With regard to the student behavior, the Judicial Inquiry Officer will proceed with investigating the cases of the individual students involved.

The second panel, which will present its final report next fall after making periodic reports to the campus community along the way, is addressing the larger issue of the standard operating procedures under which the University policy perform. This panel's report will be useful in the future operations of the police as they relate to students and others on campus.

Cost Containment Oversight Committee. President Hackney reported that earlier in the year, on the recommendation of a joint faculty-administration task force, he had appointed a
special Cost Containment Oversight Committee to advise the administration and the deans on the University's evolving efforts to reduce administrative costs so that these savings could be put to work in support of the University's academic mission. Because of several impending departures and promotions, there is a need to replace several members of that Committee, which will now be chaired by Interim Provost Marvin Lazerson and Executive Vice President Janet Hale. In addition, Prof. Sherman Frankel has agreed to replace Interim President Claire Fagin as a faculty member of the Committee; Dean Norma Lang will replace Dean Lazerson as one of four serving deans on the panel; and John Wells Gould will replace the departing Rick Nahm in the administrative ranks. Next week's Almanac will provide further detail on this process.

Alumni Weekend and Commencement. President Hackney reported that the prior weekend's Alumni Day had gone exceedingly week, with the mood upbeat among all the classes. Penn's 257th Commencement was held on Monday, May 17th, with First Lady Hillary Rodham Clinton as the Commencement Speaker. President Hackney estimated that some 30,000-35,000 people were present for the event, which was a truly glorious day for Penn. Mrs. Clinton's speech was wonderful and received a marvelous response, and the University heard from her even by radio on her way to the airport after the ceremony how exhilarated she had been by the experience: the ability to mix and mingle with students on Locust Walk and as she proceeded down the aisle at Franklin Field were especially memorable for her.

Finally, President Hackney thanked the Trustees for the wonderful gesture of honorary degrees for him and Lucy at the Commencement, which he said were a total surprise and "a peak experience" for him.

B. Academic Report – Provost Aiken

1. Comments

a. Deanship of the Graduate School of Education. Provost Aiken announced with pleasure that Nancy Hornberger, Associate Professor of Education, has agreed to serve as Acting Dean of the School of Education during Marvin Lazerson's tenure as Interim Provost. He endorsed her as a superb choice: from his work with her on the Provost's Council on International Programs, he knows her to be an outstanding scholar and very able administrator.

b. Faculty Honors. The Provost noted that this is the time of year when the very high quality of the
University's faculty becomes all the more evident, with many honors being bestowed on them:

Robert Ricklefs, Professor of Biology, has been elected a member of the American Academy of Arts and Sciences.

William Labov, Professor of Linguistics, has been elected a member of the National Academy of Sciences.

Steven C. Batterman, Professor of Bioengineering, has been chosen President-Elect of the American Academy of Forensic Sciences, the first engineer ever elected to head that organization.

Dr. Edward S. Cooper, Professor of Medicine, is the newly-elected President of the American Heart Association. He is the first African-American to head the Association in its 69-year history.

Phyllis Rackin, Professor of English in General Honors, took office last month as President of the American Shakespeare Society, which includes Shakespearean scholars in both Canada and the United States.

The Barristers' Association of Philadelphia has created an award in honor of Trustee and Adjunct Law Professor A. Leon Higginbotham, Jr. and made him its first recipient. The Higginbotham Award is to be given to African-Americans of national stature who embody his "professional excellence, scholarship and commitment to social justice" and will be given only when the organization identifies a person of his stature.

Dr. Britton Chance, Emeritus Professor of Biochemistry and Biophysics, received the Board of City Trusts' John Scott Award, endowed in the early 1800s, for his work in magnetic resonance spectroscopy.

Dr. Alan MacDiarmid, Professor of Chemistry, received the Franklin Institute's Francis J. Clamer Medal this year for his pioneering work in conductive polymers.

2. Action. A Resolution Amending March 13, 1987, Resolution on the Authority to Execute and Perform Research Contracts and Grants was approved as follows:

Intention:
On March 13, 1987, the Trustees approved a resolution on the authority to execute and perform research contracts and grants.

Corporate and governmental sponsors of University research often request a certified Board resolution explicitly delegating to the University signatory the authority to execute research agreements or grants. In addition, certain foreign patent applications require a copy of the corporate resolution authorizing the signatory for the University to sign on its behalf.

In view of the creation of the Center for Technology Transfer since 1987 and title changes for some of the individuals previously authorized to execute research contracts and grants, the administration proposes that the March 13, 1987, resolution be amended as follows.

RESOLVED, that the Vice Provost for Research, the Executive Director for Sponsored Programs, and the Associate and Assistant Director(s) of Research Administration be and hereby are authorized to sign, perform and execute for the University all research and training contracts, grants or other agreements which have been reviewed and approved pursuant to University policy. This authority shall include the signing of any and all documents required in connection with the initiation, operation and termination of such contracts, grants or agreements.

FURTHER RESOLVED, that these same officers and the Managing Director and Directors of the Center for Technology Transfer be and hereby are authorized to sign any and all documents in connection with the application for, or prosecution of, patents on inventions and discoveries, the issuance of licenses to use such inventions and discoveries and to sign documents required for the application for or transfer of copyrights, provided that all such applications, licenses or other documents have been reviewed and approved pursuant to University policies and procedures.

3. Action. The Resolution on Appointments, Leaves, and Promotions printed at pp. 6-27 of the meeting book was approved.

C. Financial Report - Ms. Hale

Ms. Hale presented a report on the finances of the University, the Hospital and the Clinical Practices as of April 30, 1993. She noted that the fiscal year 1993 operating budget reflected a planned, trustee-approved deficit of $19.55 million
as a result of the elimination of the Commonwealth appropriation. The University's performance projection assumes that the appropriation will not be reinstated but nevertheless shows the University to be on budget after the approved, budgeted discretionary allocations to the Research Fund of $1,300,000 and to the Capital Campaign of $600,000, and after the budgeted, mandated Graduate Hospital deficit amortization of $97,000. Ms. Hale added that the appropriation process will begin next week, and so by the June meeting there should be greater certainty about the resolution of the University's appropriation.

On the unrestricted side, positive factors are graduate tuition, summer and special tuition, special program and fee revenues, indirect cost recovery and savings in salary and utility expense. Negative factors are other income (primarily sales revenue), non-guaranteed student aid, General University Tuition, and several other expense categories.

As to unrestricted performance at the schools and centers, the Wharton School is projected with a deficit of $500,000 because it appears that previously anticipated transfers from restricted funds will not materialize. The School of Veterinary Medicine is projected with a deficit of $750,000, the Graduate School of Fine Arts with a deficit of $425,000; the School of Dental Medicine with a net deficit of $450,000, and the School of Nursing with a net deficit of $250,000. The Graduate School of Education and the School of Social Work are projected with net surpluses of $850,000 and $275,000, respectively. All other schools and centers are projected at breakeven performance.

On the restricted side, endowment and grant and contract fund expenditures increased by 4.4% and 4.8%, respectively. Gift fund expenditures decreased by 0.7%. The amount available at April 30, 1993, for grant and contract expenditures is 6.7% more than at April 30, 1992.

Statements for the Hospital of the University and the Clinical Practices of the University are for the nine months ended March 31, 1993. HUP's excess of revenue over expenses was $79.63 million, or $42.5 million better than budget. CPUP's excess of revenue over expenses was $7.07 million, or $2.8 million better than budget.

IV. Trustee Committee Reports

A. Budget and Finance – Mr. Fox

1. Action. A Resolution on Architectural, Engineering and Related Fees for the Revlon Campus Center was approved as follows:
Intention:

In June 1990, the Trustees approved the expenditure of $2,000,000 for the development of the master plan for the area bounded by 34th, Walnut, 38th and Chestnut Streets, and, subsequently in September 1992 approved an additional $500,000 for commencement of design of the Revlon Campus Center project on the 3600 block of Walnut Street. At this time the administration proposes to spend an additional $4.2 million for architectural and engineering fees for bidding documents, fees and related costs for the revisions to the master plan for the Revlon Campus Center. This project was included in the Capital Budget for Fiscal Year 1993. Costs will be paid from project funding sources.

RESOLVED, that the fees and related expenses for the Revlon Campus Center, estimated to cost $4.2 million, be and the same hereby are approved and that the Executive Vice President or other appropriate officers of the University be and they hereby are authorized to take such actions, proceed with such work, execute such contracts, and incur such expenses and obligations -- not, however, substantially in excess of the estimated cost of such fees and related expenses as presented to the Budget and Finance Committee -- as may in their judgment be necessary or desirable to accomplish the purposes of this resolution.

2. Action. A Resolution on the Classroom Improvement Program, Phase II, was approved as follows:

Intention:

The University has established a program to repair and rehabilitate some of the heavily used classrooms on campus. Phase I of this program, completed last year, improved the quality of lighting and room finishes in selected classrooms in Bennett Hall, David Rittenhouse Laboratories and Stiteler Hall. Phase II will continue the program in other classrooms in Bennett Hall and David Rittenhouse Laboratories and begin the upgrade of classroom facilities in Williams Hall. The estimated cost of this phase of the classroom repair and rehabilitation program is $1,000,000, which will be paid for from the Provost's instruction improvement program.

RESOLVED, that the repair and rehabilitation of classrooms in Bennett Hall, David Rittenhouse Laboratories and Williams Hall, Phase II of the Classroom Improvement Program, estimated to cost $1,000,000, be and the same hereby is
approved in accordance with the proposals presented, and that the Executive Vice President or other appropriate officers of the University be and they hereby are authorized to take such actions, and obligations -- not, however, substantially in excess execute such contracts and incur such expenses as of the estimated cost of the repair and rehabilitation program presented to the Budget and Finance Committee -- as may in their judgment be necessary or desirable to accomplish the purposes of this resolution.

3. Action. A Resolution on Renovations to the First Floor of the Johnson Pavilion for the Departments of Neuroscience and Pharmacology, School of Medicine, was approved as follows:

Intention:

The School of Medicine proposes to renovate 15,210 net square feet on the Johnson Pavilion first floor to provide the Departments of Neuroscience and Pharmacology with the laboratories necessary for biomedical research. This project was included in the Capital Budget for Fiscal Year 1993. The estimated project cost is $4,911,009 and will be funded by the School of Medicine.

RESOLVED, that renovations to the Johnson Pavilion first floor for the Departments of Neuroscience and Pharmacology, estimated to cost $4,911,009, be and the same hereby are approved and that the Executive Vice President or other appropriate officers of the University be and they hereby are authorized to take such actions, proceed with such renovations, execute such contracts, and incur such expenses and obligations -- not, however, substantially in excess of the estimated cost of such renovations as presented to the Budget and Finance Committee -- as may in their judgment be necessary or desirable to accomplish the purposes of this resolution.

4. Action. A Resolution on Residential Communication Wiring Program, Phase I, was approved as follows:

Intention:

The University has established ResNet, a program providing students in its campus residences access to PennNet, cable television and telecommunications systems. Phase I of this program proceeds with work in five buildings -- Modern Language House, Kings Court, English House, Quad Ware House and High Rise North. The scope of work includes the design and construction of pathways and closets for the
communication wiring and installation of the wiring. This project is included in the Capital Budget for Fiscal Year 1994. The estimated cost of Phase I of the project is $2,182,635, which will be paid from University Life funds plus internal advances to be paid back over time from student charges.

RESOLVED, that the Residential Communication Wiring Program - Phase I, estimated to cost $2,182,635, be and the same hereby is approved in accordance with the proposals presented, and that the Executive Vice President or other appropriate officers of the University be and they hereby are authorized to take such actions, proceed with such work, execute such contracts and incur such expenses and obligations - not, however, substantially in excess of the estimated cost of Phase I of the project as presented to the Budget and Finance Committee -- as may in their judgment be necessary or desirable to accomplish the purposes of this resolution.

5. Action. A Resolution on Architectural and Engineering Fees for the Rehabilitation of Franklin Field was approved as follows:

Intention:

The University is preparing to rehabilitate Franklin Field Stadium. The current phase includes evaluation of all the brick arches and rebuilding them as required; and renovating the South Upper and Lower Grandstand, including the removal of all wood seating, repairing stands, waterproofing the top side of the stands and installing new aluminum benches. Also included is cathodic protection of the steel reinforcing bars in the concrete. This project was included in the Capital Budget for Fiscal Year 1993. The architectural/engineering fees associated with this rehabilitation are estimated to be $459,000 and will be paid from project funding sources.

RESOLVED, that the architectural and engineering fees related to the rehabilitation of Franklin Field, estimated to cost $459,000, be and the same hereby are approved and that the Executive Vice President or other appropriate officers of the University be and they hereby are authorized to take such actions, proceed with the design, execute such contracts, and incur such expenses and obligations -- not, however, substantially in excess of the estimated cost of such architectural/engineering fees as presented to the Budget and Finance Committee -- as may in their judgment be
necessary or desirable to accomplish the purposes of this resolution.

6. **Action.** A Resolution on the Renovation of the Greek Gallery on the Third Floor, Sharpe Wing, University Museum was approved as follows:

**Intention:**

The University Museum proposes to renovate the Sharpe Wing Greek Gallery for improved and more secure display of artifacts. The space will also be air conditioned and made handicapped accessible. The Gallery is approximately 3,700 net square feet on the third floor of the Sharpe Wing. This project was included in the Capital Budget for Fiscal Year 1993. The renovation is estimated to cost $464,100 and will be funded by the University Museum.

RESOLVED, that the renovation of the Sharpe Wing Greek Gallery of the University Museum, estimated to cost $464,100, be and the same hereby are approved and that the Executive Vice President or other appropriate officers of the University be and they hereby are authorized to take such actions, proceed with such construction, execute such contracts, and incur such expenses and obligations -- not, however, substantially in excess of the estimated cost of such renovation as presented to the Budget and Finance Committee -- as may in their judgment be necessary or desirable to accomplish the purposes of this resolution.

7. **Action.** A Resolution on Renovation to the Necroscopy Area of the Pathology Building, New Bolton Center, School of Veterinary Medicine, was approved as follows:

**Intention:**

The School of Veterinary Medicine proposes renovations to the Necroscopy Area which occupies approximately 1,875 net square feet of the Pathology Building at New Bolton Center. These renovations are intended to correct deficiencies in the existing facility and to upgrade its capacity to serve the animal agricultural community of Pennsylvania. The construction costs and engineering fees associated with these renovations are estimated to be $668,000 and will be funded by a $618,000 grant from the Commonwealth of Pennsylvania Animal Health Commission and by the School of Veterinary Medicine.

RESOLVED, that the construction costs, fees and related expenses for the School of Veterinary Medicine New Bolton
Center Pathology Building Necroscopy Area Renovations, estimated to cost $668,000, be and the same hereby are approved and that the Executive Vice President or other appropriate officers of the University be and they hereby are authorized to take such actions, proceed with such work, execute such contracts, and incur such expenses and obligations -- not, however, substantially in excess of the estimated cost of such renovation as presented to the Budget and Finance Committee -- as may in their judgment be necessary or desirable to accomplish the purposes of this resolution.

8. Action. A Resolution on Refinancing a Loan Secured by 3401 Walnut Street was approved as follows:

WHEREAS, the University is the owner in fee simple of a certain lot or parcel of ground located on the northwesterly side of 34th Street at its intersection with Walnut Street in Philadelphia, Pennsylvania (the "Premises"); and

WHEREAS, the University, as landlord, entered into a certain Ground Lease dated July 1, 1985 (as heretofore amended, the "Ground Lease"), with WALNUT WEST ASSOCIATES, a Pennsylvania general partnership (the "Partnership"), as tenant, pursuant to which the Premises have been leased to the Partnership; and

WHEREAS, the University is a general partner of the Partnership; and

WHEREAS, on January 20, 1986, the University executed a certain Declaration of Trust of the University of Pennsylvania "Walnut West" Pooled Income Fund (the "Declaration"), pursuant to which the University is the sole trustee of the University of Pennsylvania "Walnut West" Pooled Income Fund; and

WHEREAS, the Fund, acting through the University as its trustee (the University, in such capacity, the "Trustees"), is the holder of a general partnership interest in the Partnership; and

WHEREAS, the Partnership obtained a construction and term mortgage loan in the principal amount of $16,250,000.00 (the "Fidelity Loan") from Industrial Valley Bank and Trust Company, predecessor in interest by merger to FIDELITY BANK, N.A. ("Fidelity"), pursuant to a certain Construction Loan Agreement between the Partnership and Fidelity dated as of May 8, 1986 (as thereafter amended, the "Fidelity Loan Agreement"), which Fidelity Loan is evidence and secured by
the documents more particularly described in the Fidelity Loan Agreement (collectively, with the Fidelity Loan Agreement, all as amended through the date hereof, the "Fidelity Loan Documents"); and

WHEREAS, pursuant to the Fidelity Loan Documents the Fidelity Loan is about to mature, and the University, in its capacity as a general partner of the Partnership and as Trustee of the Fund, has determined that it is in the best interests of the Partnership to extend the maturity date of the Fidelity Loan to July 1, 1993, and to amend the Fidelity Loan Documents to so provide and to make such other amendments to the Fidelity Loan Documents as are necessary and appropriate to obtain such extension of the maturity date; and

WHEREAS, the Partnership has obtained a commitment from Mellon Bank, N.A. to make a loan to the Partnership in the principal amount of $16,875,000.00 (the "Mellon Loan") to be secured by a mortgage encumbering the Partnership's interest in the Premises, and the University, in its capacity as a general partner of the Partnership and as Trustee of the Fund, has determined that it is in the best interests of the Partnership to borrow the Mellon Loan from Mellon and to use the proceeds thereof to repay the Fidelity Loan.

NOW, THEREFORE, BE IT RESOLVED, that the University, in its capacity as a general partner of the Partnership and as Trustee of the Fund, deems it advisable and in the best interests of the Partnership to extend the maturity date of the Fidelity Loan to July 1, 1993, and, in connection therewith, to amend the Fidelity Loan Documents to so provide and to change, effective as of February 1, 1993, the interest rate on the Fidelity Loan to Fidelity's Base Rate of interest, changing on each date on which the Base Rate changes; and

FURTHER RESOLVED, that the President, the Treasurer or any Vice President of the University is hereby authorized to execute and deliver, and the Secretary or any Assistant Secretary is hereby authorized to attest, such documents as are necessary and appropriate to extend the maturity date of the Fidelity Loan and to change the interest rate thereon as herein provided, including, without limitation, such amendments to the Fidelity Loan Documents, affidavits, indemnities, certificates and other documents of the University, the execution of such documents by such officers to be conclusive evidence of the approval thereof and of the terms and conditions contained therein by the University; and
FURTHER RESOLVED, that the University, in its capacity as a general partner of the Partnership and as Trustee of the Fund, deems it advisable and in the best interest of the University to borrow the Mellon Loan from Mellon for a term of seven years and otherwise on terms, including the interest rate, which the authorized officers of the University designated herein determine to be appropriate, to encumber the Partnership's interest in the Premises with a mortgage in favor of Mellon as security for the Mellon Loan and to apply the proceeds of the Mellon Loan to repay the Fidelity Loan; and

FURTHER RESOLVED, that the President, the Treasurer or any Vice President of the University is hereby authorized to execute and deliver, and the Secretary or any Assistant Secretary of the University is hereby authorized to attest, such documents as are necessary and appropriate to effectuate the Mellon Loan, including, without limitation, loan agreements, notes, mortgages, assignments of leases, rents and profits, security agreements, financing statements, indemnity agreements, guaranties, assignments of partnership interests, affidavits and any other documents, agreements or certificates of the University, the execution of such documents by such officers to be conclusive evidence of the approval thereof and of the terms and conditions contained therein by the University; and

FURTHER RESOLVED, that the University, as the owner of the Premises, deems it advisable and in the best interests of the University to encumber the University's fee estate in the Premises with a lien in favor of Mellon as security for the Mellon Loan, and to enter into and deliver such amendments to, estoppels under and non-disturbance agreements with respect to the Ground Lease as Mellon may require in connection with the Mellon Loan; and

FURTHER RESOLVED, that the President, the Treasurer or any Vice President of the University is hereby authorized to execute and deliver, and the Secretary or any Assistant Secretary of the University is hereby authorized to attest, such mortgages and other documents as are necessary to encumber the University's interest in the Premises as security for the Mellon Loan and such documents with respect to the Ground Lease as may be required in connection with the Mellon Loan, the execution of such documents by such officers to be conclusive evidence of the approval thereof and of the terms and conditions contained therein by the University; and
FURTHER RESOLVED, that the University does hereby ratify, confirm and approve any and all actions taken and documents executed and delivered prior to the adoption of these resolutions by the President, the Treasurer and any Vice President of the University in connection with the transactions referred to in these resolutions; and

FURTHER RESOLVED, that the President, the Treasurer or any Vice President of the University is hereby authorized in the name and on behalf of the University to perform any and all acts as may be necessary or desirable to execute, file and deliver all instruments and other documents contemplated by the foregoing resolutions and to take any and all further actions which such officers may deem necessary or desirable to effectuate any action authorized by these resolutions and otherwise to carry out the purposes and intent of the foregoing resolutions, including, without limitation, entering into or amending any leases for the Premises or portions thereof, entering into subordination agreements and similar documents with respect to such leases and executing such affidavits, indemnities and other documents as may be necessary to cause any title insurance company insuring any document authorized hereby to provide such title insurance; and the execution by such officers of any such documents or the performance by such officers of any such act in connection with the foregoing matters shall conclusively establish such officer's authority therefor from the University and the approval and ratification by the University of the documents so executed and the actions so taken.

B. Investment Report - Mr. Shoemaker

Mr. Shoemaker presented the Investment Report for Mr. Neff, who was unable to be in attendance. At the last meeting on April 23rd, the total market value of the University's Associated Investments Fund (AIF) had been over $1 billion ($1,000,700,000). This figure had dropped back to $986.1 million as of May 13th, but with the recent rally in the market, Mr. Shoemaker hoped it would be back to $1 billion by the end of May. There is no major change in the strategy for or structure of the AIF.

C. Medical Center - Mrs. Catherwood

Mrs. Catherwood had no report to make given the discussion of the Medical Center's Health System that had already occurred at the morning's Budget and Finance Committee meeting.

V. Overseer and Other Boards
A. Action. A Resolution on the Appointment of Emmett Carson to the Board of Overseers of the School of Social Work was approved as follows:

RESOLVED, that Emmett D. Carson be appointed to the Board of Overseers of the School of Social Work for a three-year term, effective May 21, 1993.

B. Action. A Resolution on the Appointment of Renny Reynolds to the Board of Overseers of the Graduate School of Fine Arts was approved as follows:

RESOLVED, that Renny Reynolds be appointed to the Board of Overseers of the Graduate School of Fine Arts for a three-year term, effective June 18, 1993.

There being no further business to come before the meeting, it was adjourned.

Respectfully submitted,

Barbara R. Stevens
Vice President and
Secretary of the University