



Rockefeller University records, Corporation, Board of Trustees, Minutes

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Rockefeller Archive Center

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Summary Information

Repository:	Rockefeller Archive Center
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Creator:	Rockefeller University
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Biographical/Historical note

CORPORATION

In May 1908 the Charter of The Rockefeller Institute for Medical Research was amended to permit the creation of a not more than nine member Board of Trustees to have exclusive control of the real property and the principal of all permanent funds of the Corporation. By-Laws for the Corporation were established October 1910. The members of the first Board of Trustees were: William H. Welch, Frederick T. Gates, Simon Flexner, Starr J. Murphy and John D. Rockefeller, Jr. The first meeting of the Board of Trustees was held October 17, 1910.

Elected officers were President, Vice-President, Secretary and Treasurer of the Corporation. The first three names were required to be members of the Board of Trustees. The Trustees were empowered to appoint, on the nomination of the Board of Scientific Directors, a General Manager to represent the Board of Trustees in the care and maintenance of the real property of the Corporation. Functioning of the

Board of Trustees was through an Executive Committee (of not more than six, including the President) and a Finance Committee (composed of three members elected from the Board by the Board) which was deemed to be in continuous session. Two members were elected for the Budget Committee, a joint committee with the Board of Scientific Directors to approve the annual budget for the scientific work of the Institute, within the limits of the yearly balance of available income. The Board was empowered to appoint such assistants to the Treasurer or other agents and employees as were necessary.

The original By-Laws of the Corporation provided a relatively complicated formula for determining the composition of the members elected to the Board of Trustees, but amendment to the By-Laws in 1928 simplified the Rules to provide for two Trustees appointed by the Scientific Directors, one Trustee named by John D. Rockefeller or John D. Rockefeller, Jr., and the remaining members on a majority vote of the members of the Corporation at an annual meeting or special meeting called for that purpose. May 28, 1914 additional clarifications were made in the Trustees' Rules to further define the authority and powers of the Finance Committee.

Resolutions were taken from time to time, governing the use of income. In 1915 it was resolved that any surplus income accumulated in any one year be added to permanent endowment to be used for non-recurring expenses. However, by 1939, in an effort to secure a downward trend in the size of the budget and to adjust to changes in the economy the 1915 resolution was rescinded.

The first addition to the Board of Trustees was in 1913 when Jerome D. Greene was elected, to the Board. He served until 1932. Starr J. Murphy died in 1921 and was replaced by Raymond B. Fosdick (1921-1936). The next added was Trevor Arnett (1926-1937). Further additions to the Board of Trustees were: Charles W. Appleton (1928-1940), George Murnane (1928-), Henry James (1929-1947), John D. Rockefeller, 3rd (1932-1950), David Rockefeller (1940-), who was on leave with the Armed Forces 1942-45, John C. Traphagen (1936-1959), Frederick Osborn, (1938-1946), Barklie Henry (1947-1966), Lindsley F. Kimball (1947-1971), Donald K. David (1950-1971). From the Board of Scientific Directors, Herbert S. Gasser succeeded Simon Flexner in 1935; Charles R. Stockard succeeded William H. Welch in 1936, and George H. Whipple succeeded Charles Stockard in 1939.

The first officers of the Board of Trustees were: Frederick T. Gates, President; William H. Welch, Vice-President; and Starr J. Murphy, Secretary. Upon the death of F.T. Gates in 1929, John D. Rockefeller, Jr. was elected President of the Board of Trustees and was reelected until he requested that his name not be placed in nomination at the expiration of his term October 1950. (He resigned as a Trustee in 1954). John D. Rockefeller, Jr. was succeeded as President in 1950 by David Rockefeller. William H. Welch was succeeded as Vice-President in 1933 by Simon Flexner who retired in 1935. No action was taken on the vice-presidency until 1937 when Henry James was elected and served until 1947. George Hoyt Whipple was elected Vice-President in 1947. Starr J. Murphy resigned as secretary in 1921 and was succeeded by Raymond Blaine Fosdick who resigned in 1936. Trevor Arnett was elected Secretary in 1936 and resigned within a year. In 1937 Edric B. Smith (who was also Business Manager of the Institute) became Secretary and served until 1954.

Starr J. Murphy served also as Counsel to the Board of Trustees until his death in 1921; Aubin L. Boulware was Counsel 1921-June 1923. A more formal arrangement started September 1924 with Thomas McElrath Debevoise who served until 1958; Associate Counsel 1934-1947 was Chauncey Belknap and from 1947 John Edwards Lockwood. Mr. Lockwood became Counsel in 1959 and served until 1968/69. Donald Clare O'Brien, Associate Counsel from 1955/56 became Counsel in 1969/70.

In 1953 an extensive reorganization began. New By-Laws adopted June 23, 1953 provided that "The members of the Corporation shall consist of the members of the Board of Trustees and the members of the Board of Scientific Directors as those Boards are constituted on the 23rd day of June 1953 and hereafter the said Boards shall be merged into one Board known as the Board of Trustees".

The new By-Laws for the Corporation were adopted to implement the recommendations made in the Report of the Committee on Nomination and Review which had been appointed October 26, 1951 to "review the fundamental policies of the Institute." The Chairman of the Board was designated the chief policy officer of the Corporation to interpret the policies determined by the Board of Trustees, and the President the chief executive officer of the Corporation to have general supervision over the business of the Corporation and over the several staff officers subject to the control of the Board of Trustees and responsible for the work of the Institute.

The business of the Board of Trustees was implemented by three elected committees: and Executive Committee of between 5 and 7 members including the Chairman; a Finance Committee of between 3 and 5 members (as amended January 1957) to handle investments and advise on financial policy and a policy; and a Budget Committee of between 3 and 5 members to review the budget proposed by the President each year and recommend on its adoption by the Board of Trustees. At the moment of reorganization much of the administrative procedure was determined by Resolution to continue in previous patterns while business and financial studies were in progress.

The first officers elected were: David Rockefeller, Chairman of the Board; George Hoyt Whipple, Vice-Chairman; Detlev Bronk, President; Thomas M. Rivers, Vice-President. Executive officers were Edward Robinson as Treasurer and Edric Brooks Smith who continued as Business Manager and Secretary until his retirement October 1955. Other members of the new Board of Trustees were: Lindsley Fiske Kimball, Donald Kirk David, Ross Granville Harrison, John C. Traphagen, Alphonse Raymond Dochez, Vincent du Vigneaud, Barklie Henry, George Murnane and John Davison Rockefeller, Jr.

As the changing character of the Institute evolved, By-Laws were amended, Resolutions were rescinded and changes were instituted to provide for the development of the Institute along the lines suggested by the Report of the Committee on Nomination and Review. To the three committees originally provided in the By-Laws was added an elected Committee on Audit. Added also were appointive committees: Committee on Educational Policies, Committee on Research, Committee on Business Operations, Committee on Buildings and Grounds and a Committee on Nominations. January 30, 1957 a Committee on Hospital Affairs was appointed to review present and future hospital policies.

In 1955, Thomas M. Rivers, Vice-President and Director of the Institute retired and at that time resolutions were taken to discontinue the division of the Institute into Departments, to eliminate the position of Director of the Institute and to provide for several Vice-Presidents, Frank L. Horsfall served as Vice-President for Clinical Studies 1955-1957 and Douglas Whitaker was Vice-President for Administration 1955-1964. When Edric Smith retired in 1955, John E. Lockwood then Assistant Counsel became, in addition, Secretary of the Board and after the death in 1958 of Thomas Debevoise he became in 1959 both Secretary and Counsel.

New members of the Board of Trustees were: in 1954, Robert Loeb, Eli Whitney Debevoise, Kenneth C. Brownell (1954-1958); in 1956, William J. Robbins; in 1957, Philip Bard; in 1958, Albert L. Nickerson; in 1960, J. Richardson Dilworth and William O. Baker; in 1961 Baron Edgar Douglas Adrian; in 1966

George F. Bennett and Frederick Seitz; in 1968, Philip Handler and John W. Gardner; in 1969, Thomas Grady Cousins, Walter N. Rothschild, Jr., Robert Gregg Stone and Chauncey William Wallace Cook; in 1970, Christian Archibald Herter, Jr. Resignations from the Board of Trustees were: in 1954, John D. Rockefeller, Jr.; 1955, Thomas M. Rivers; 1957 Ross Granville Harrison; 1959 John C. Traphagen and Alphonse Raymond Dochez; 1964 George Murnane; 1965 Baron Edgar Douglas Adrian; 1966 William J. Robbins and Barklie McKee Henry died in 1966.

George H. Whipple who had served on the Board of Scientific Directors and been their elected representative on the Board of Trustees and its Vice-President became a member of the newly constituted Board of Trustees in 1953. He was elected Vice-Chairman and held that office until his resignation in October 1960. Robert F. Loeb was then elected Vice-Chairman of the Board where he served until he resigned May 1970 and was succeeded by William O. Baker.

Changes in Charter and By-Laws were made as the changes in Institute organization developed. In May 1965 the Corporate name was changed to The Rockefeller University and the new Charter and amended By-Laws were published in 1966. They provided that the number of Trustees be between five and twenty-five; that elected officers be a Chairman, Vice-Chairman, and a President all of whom shall be or become Trustees. Other elected officers were to be Secretary and Treasurer, one or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers and other officers as considered necessary by the Board. One person may be elected to more than one office except that President and Secretary may not be the same person. Officers are elected for one year or until respective successors are elected.

On the retirement of Detlev Bronk (who became a Trustee Emeritus) in October 1968, Frederick Seitz was elected President; C. Eugene Sunderlin was elected to succeed John E. Lockwood as Secretary at the time of Mr. Lockwood's retirement and Donal C. O'Brien, Jr. became Counsel at that time.

Board changes:

Additions: Bearn, Alexander G. 1970; Hildebrand, John G. 1970; Kac, Mark 1970; Yang, Chen Ning 1970; Bassine, Charles C. 1971; Casimir, Hendrik E.G. 1971; Haggerty, Patrick E. 1971; Heiskell, Marion S. 1971; Rockefeller, David, Jr. 1971; Whitehead, Edwin C. 1971; Linen, James A. III 1972; Astor, Brooke (Mrs. Vincent Astor) 1972

Retirements or Resignations: David, Donald K. 1971; Gardner, John W. 1971; Kimball, Lindsley 1971; Cook, Chauncey William W. 1972

Resignation: Kac, Mark 1973; Hildebrand, John G. 1973

Additions: Griffin, Donald R. 1973; Williams, Robley C. Jr. 1973

Additions: Ralph E. Ablon 1974; Nicholas F. Brady 1974

In October of 1975 David Rockefeller resigned as Chairman of the Board of Trustees and became Chairman of the Trustees' Executive Committee in order to concentrate his attention on the University's program to broaden its base of private support. He was succeeded as Chairman of the Board by Patrick E. Haggerty.

New Board appointments: Dr. Lewis Thomas 1975; Dr. Seymour S. Kety 1976; Mrs. Anne E. Reed 1976; Dr. P. Roy Vagelos 1976; Richard M. Furlaud 1976; John R. Stevenson 1976; Neva Rockefeller

Kaiser 1977; Norman F. Ramsey 1977; Alexander D. Forger 1978; J. Paul Sticht 1978; Frank T. Cary 1978; Pamela Harriman 1979; David A. Hamburg 1979; Curtis L. Blake 1980

Retirements: resignations: Philip Bard 1974-1975; David Rockefeller, Jr. 1977; Patrick E Haggerty died suddenly October 1, 1980; William O. Baker elected Chairman of Bd. of Trustees October 21, 1980

Governing Boards of The Rockefeller Institute for Medical Research, 1901-1911, from information in the Minutes of the Board of Scientific Directors, May 1901-June 1911 (The first minutes of the Board of Trustees are dated 17 October 1910)

24 June 1901	Board of Directors; William H. Welch, President; T. Mitchell Prudden, Vice President; Christian A. Herter, Treasurer; L. Emmett Holt, Secretary; Hermann M. Biggs; Simon Flexner; Theobald Smith
12 April 1902	Directors Flexner and Holt, elected for three years to succeed themselves. Officers of previous year re-elected.
11 April 1903	Directors Herter and Smith, elected for three years to succeed themselves. Officers of previous year re-elected.
13 June 1904	Directors Biggs, Prudden, and Welch, elected for three years to succeed themselves. Officers of previous year re-elected.
15 April 1905	Directors Holt and Flexner, elected for three years to succeed themselves. Officers of previous year re-elected. New officer: "Directors of Laboratories - Dr. Simon Flexner."
21 April 1906	Directors Smith and Herter, elected for three years to succeed themselves. Officers of previous year re-elected.
13 April 1907	Directors Welch, Biggs, and Prudden, elected for three years to succeed themselves. Officers of previous year re-elected
11 April 1908	Directors Flexner and Holt, elected for three years to succeed themselves. Officers of previous year re-elected.

10 April 1909	Directors Smith and Herter, elected for three years to succeed themselves. Officers Welch, Prudden, and Flexner re-elected. L. Emmett Holt, Secretary and Treasurer. New Officer: "Director of the Hospital - Dr. Rufus I. Cole."
9 April 1910	Directors Welch, Prudden, and Biggs, elected for three years to succeed themselves. Officers of previous year re-elected.
15 October 1910	Board of Directors adopts new By-laws, establishing Board of Trustees, to consist of not more than 9 members, and Board of Scientific Directors, to consist of not more than 7 members.
	First Board of Trustees: William H. Welch, Frederick T. Gates, Simon Flexner, Starr J. Murphy, John D. Rockefeller, Jr.
	First Board of Scientific Directors: Simon Flexner, L. Emmett Holt, Theobald Smith, Christian A. Herter, William H. Welch, T. Mitchell Prudden, Hermann Biggs.
21 January 1911	Recorded as "Regular Quarterly Meeting of the Board of Directors."
8 April 1911	Recorded as "Regular Quarterly Meeting of the Board of Scientific Directors."

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Scope and Contents

Contains minutes.

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Arrangement

Arranged primarily in chronological order.

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File Plan note

Former Classification: I 130-2

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Administrative Information

Publication Statement

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Revision Description

Conditions Governing Access note

Records more than 25 years old are open for research. Brittle or damaged items are available at the discretion of the RAC.

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Collection Inventory

Title/Description	Instances
Minutes of meetings, 1969-1986, 2001-2004	
<u>Conditions Governing Access:</u> Conditions Governing Access	
Records 25 years old or older are open for scholarly research.	
<u>Processing Information:</u> Processing Information	
Level 1 Minimal Processing has been conducted to establish basic intellectual and physical control of the material and assess immediate preservation and conservation needs. Material remains as received, in original storage containers.	
1969-1970	box 1
1971-1972	box 1
1973	box 1
1974	box 1
1975	box 1
1976	box 1
1977	box 1
1978	box 1
1979	box 2
1980	box 2
1981	box 2
1982	box 2
1983-1984	box 2
1985-1986	box 2
Annual Meeting of the Board of Trustees, 2001 November 19	box 3
<u>Conditions Governing Access:</u> Conditions Governing Access	
Closed to scholarly research. Material is less than 25 years old.	
Board of Trustees Meeting of the Executive Committee, Wednesday, 2002 October 16	box 3

Conditions Governing Access:

Conditions Governing Access

Closed to scholarly research. Material is less than 25 years old.

Board of Trustees Meeting of the Executive Committee, box 3
Wednesday, 2003 February 26

Conditions Governing Access:

Conditions Governing Access

Closed to scholarly research. Material is less than 25 years old.

Board of Trustees Meeting, Wednesday, 2003 June 4 box 3

Conditions Governing Access:

Conditions Governing Access

Closed to scholarly research. Material is less than 25 years old.

Annual Meeting of the Rockefeller University Board of Trustees, box 3
Wednesday, 2003 November 12

Conditions Governing Access:

Conditions Governing Access

Closed to scholarly research. Material is less than 25 years old.

Board of Trustees Meeting, Wednesday, 2004 March 17 box 3

Conditions Governing Access:

Conditions Governing Access

Closed to scholarly research. Material is less than 25 years old.

Board of Trustees Meeting, Wednesday, 2004 June 2 box 3

Conditions Governing Access:

Conditions Governing Access

Closed to scholarly research. Material is less than 25 years old.

Board of Trustees Meeting of the Executive Committee, box 3
Wednesday, 2004 October 20

Conditions Governing Access:

Conditions Governing Access

Closed to scholarly research. Material is less than 25 years old.

Board of Trustees Meeting, Wednesday, 2004 November 17

box 3

Conditions Governing Access:

Conditions Governing Access

Closed to scholarly research. Material is less than 25 years old.

Deed to the Seven Springs Center, 1984., 1975-1984

box A

Processing Information:

Processing Information

Material has received standard processing.