

A G E N D A

Meetings of the board of directors of Saginaw Valley College and the board of control of Saginaw Bay State College, November 13, 1965, University Center, Michigan

A. Saginaw Valley College Board Meeting

1. Call to order by Chairman
2. Establishment of a quorum and execution of waiver of notice by members present
3. Approval of minutes of previous meeting of board
- 4. Resolutions A through D
5. Other business
6. Adjournment

B. Execution of agreement and delivery of deed, assignments, etc.

C. Saginaw Bay State College Board Meeting

1. Call to order by Chairman
2. Establishment of a quorum and execution of waiver of notice by members present
3. Resolution A
4. Approval of minutes
5. Resolution B
6. Resolution C
7. Resolution D
8. Other business
9. Adjournment

D. Execution of agreement re "name-change."

A G E N D A

SAGINAW VALLEY COLLEGE

BOARD OF DIRECTORS REGULAR MEETING

Saturday - November 13, 1965 - 10 a.m.

S.V.C. CONFERENCE ROOM

- 1.) Call to Order by Chairman
- 2.) Approval of Minutes of September 13 & October 4, 1965 Meetings
and Special Meeting of October 30, 1965
- 3.) Treasurer's Report
 - a.) Approval of Accounts Payable
 - b.) Annual Audit
- 4.) Administrative Report
- 5.) Committee Appointments
- 6.) Committee Reports
- 7.) Communications
- 8.) Other Business
- 9.) Adjournment

1965 - 78

SAGINAW VALLEY COLLEGE
University Center, Michigan

FORMAL MEETING OF THE BOARD OF DIRECTORS HELD SATURDAY, NOVEMBER 13, 1965
S.V.C. Conference Room - 10 a.m.

Present: Arbury, Brown, Chapin, Curtiss, Fox, Groening, Treadway,
Vaupre, Zahnow - 9 a quorum

Others

Present: Drinan, Kearns, Kendall, Marble, press (4)

Absent: Blackhurst, McCree, Price

Chairman Groening called the meeting to order at 10:07 a.m.

BM-158 Chapin moved that the minutes for meetings held September 13, October 4,
and October 30, 1965 be approved as mailed.

Motion supported and carried.

The Chairman read the following letter of resignation received from

Dr. Durman:

"October 18, 1965

Mr. William Groening, President
Saginaw Valley College
University Center, Michigan

Dear Bill:

Please let me congratulate you upon your appointment to the Board of the new college by the Governor. I think that in every instance the proper selection was made. I want to also congratulate you upon your selection as President of the new Board. I am sure that all of those people who have been interested in the development of the college, as I have, can now relax with the assurance that under your direction the college will develop as has been hoped, in spite of the many past frustrations and delays.

It has been a great pleasure and an honor to have served on the Board of Delta College as long as I did and to have been appointed by that Board to the Board of Saginaw Valley College. I am sure

that I have learned much more than I have been able to contribute.

Now that the new four year college seems to be a reality, I want to be relieved of my obligations as a member of the Board of the Saginaw Valley College and therefore ask that my resignation be accepted effective immediately.

Sincerely yours,

(Signed) Donald C. Durman, M.D."

Chairman Groening said that he has discussed the matter with Dr. Durman asking him to re-consider, but Dr. Durman has asked to be relieved of his obligation. Groening felt that it would be appropriate to accept the resignation, instructing the Chairman to write to Dr. Durman thanking him for his long and excellent service to Saginaw Valley College.

BM-159 Brown moved that the resignation of Dr. Durman be accepted, and that a letter of thanks from the Chairman be forwarded to him.

Motion supported by Zahnow and carried.

Vaupre joined meeting at 10:20 a.m.

TREASURER'S REPORT:

BM-160 Zahnow presented Accounts Payable due November 1, 1965 totalling \$1,696.17, and moved payment of same.

Motion supported by Curtiss and carried.

At the request of Zahnow, James Drinan of Yeo & Yeo presented copies of the Annual Audit for fiscal year ending August 31, 1965, and reviewed it briefly.

Treadway joined meeting at 10:25 a.m.

BM-161 Zahnow moved that the audit be accepted and filed.

Motion supported and carried.

The Chairman called upon James Kendall, College Counsel, to read the resolutions upon which the Board should adopt in order to effectuate the assignment of assets from Saginaw Valley College to Saginaw Bay State College, as required in Public Act 278.

The Chairman commented for the benefit of the press that the DeShone property was purchased as it was available only on a thirty-day basis and the option could not be extended at that time. The location seemed highly desirable if the school would have been located on the Tittabawassee Road; if not, it was the intention of the Board that the property could be sold. Also, Groening indicated that when he contacted the Legislators regarding the use of the word "State" in the name of the school, it was their feeling that this should be a Board decision. Krasicky remarked, "I think it is a local problem."

Kendall read the Agreement to be entered into between the two institutions and their boards. Zahnow asked if the wording was the same as that used in the statute. Kendall said it was.

RES-12 Curtiss moved the adoption of RESOLUTION A, (Agreement - Authorization of Board of Directors) which reads as follows:

RESOLVED, That a majority of the members of the board of directors of this corporation are hereby authorized and empowered on behalf of this corporation to enter into an agreement with Saginaw Bay State College and its board of control, whereby certain assets of this corporation having a present value of at least \$4,000,000, as described in Schedule "A" attached hereto and made a part hereof, shall be assigned, conveyed and set-over to said Saginaw Bay State

College and its board of control;

FURTHER RESOLVED, That the President and the Secretary of this corporation be and they are hereby authorized and empowered to execute such instruments of assignment and conveyance as are necessary or desirable to fully effectuate the purposes of this resolution and said agreement.

FURTHER RESOLVED, That the Board of directors of this corporation recommend the ratification and confirmation of the action herein taken by this board at a special meeting of said voting members, to be held not later than November 19, 1965.

Resolution supported by Vaupre and adopted.

RES-13 Curtiss moved the adoption of RESOLUTION B, (Assignment of Assets) which reads as follows:

WHEREAS, a majority of the board of directors of this corporation on behalf of this corporation have hereinbefore been authorized and empowered to enter into an agreement with Saginaw Bay State College and its board of control, whereby certain assets of this corporation having a present value of at least \$4,000,000 shall be assigned, conveyed and set-over to said Saginaw Bay State College and its board of control; and

WHEREAS, said assets to be assigned, conveyed and set-over are more particularly described in "Schedule A" of said proposed agreement; and

WHEREAS, there are certain assets of this corporation which are not included in said "Schedule A" and which are not subject to said

agreement; and

WHEREAS, this corporation by its board of directors believes it to be in the best interest of this corporation and of Saginaw Bay State College to retain these assets for the purposes hereinafter recited, but for no other purposes;

NOW, THEREFORE, BE IT RESOLVED, That it is the intent of this corporation and its board of directors that those assets of this corporation which are not subject to this agreement shall be retained by this corporation for the following purposes and for no other purpose, and that at such time as there is no further need for such, same shall be assigned and conveyed to said Saginaw Bay State College, its successors and assigns:

1. \$60,000 in funds necessary for the operation of this corporation through calendar year 1965;

2. \$40,460 for payment of land purchase obligation to Emman DeShone pursuant to agreement dated April 7, 1965, by and between this corporation and said Emma DeShone;

3. \$25,000 in cash for necessary expenses of this corporation during a period of time January 1, 1966 through December 31, 1970, it being the intent of this corporation that during said term this corporation will function in such manner as to serve the best interests of Saginaw Bay State College, its successors and assigns, by receiving and transmitting amounts paid to this corporation in discharge of assigned pledges and such other activities consistent with this intent as may be necessary or

required;

FURTHER RESOLVED, That a copy of this resolution be forwarded to the board of control of Saginaw Bay State College.

Resolution supported by Treadway and adopted.

RES-14 Curtiss moved the adoption of RESOLUTION C, (Special Meeting) which reads as follows:

RESOLVED, That pursuant to Paragraph 1.5 of the by-laws of this corporation, a special meeting of the members of this corporation will be held at the office of William A. Groening, Jr., 47 Building, The Dow Chemical Company, Midland, Michigan, on 18th, November, 1965, at 8:30 a.m. o'clock, E.S.T., for the purpose of ratifying and confirming a certain agreement dated November 13, 1965, by and between a majority of the directors of this corporation and a majority of the board of control of Saginaw Bay State College.

Resolution supported by Arbury and adopted.

RES-15 Brown moved the adoption of RESOLUTION D, (Change of Name) which reads as follows:

WHEREAS, this corporation has heretofore authorized and empowered its board of directors to enter into an agreement with Saginaw Bay State College and its board of control, whereby certain assets of this corporation having a present value of at least \$4,000,000 shall be assigned, conveyed and set-over to said Saginaw Bay State College and its board of control; and

WHEREAS, it is intended that the entire assets of this corpora-

tion shall ultimately be transferred and assigned to said Saginaw Bay State College; and

WHEREAS, this corporation shall no longer function as an institution of higher education after December 31, 1965; and

WHEREAS, it is necessary and desirable for this corporation to alter its articles of incorporation and change its name to properly reflect its purposes and undertakings subsequent to December 31, 1965;

NOW, THEREFORE, BE IT RESOLVED, That the board of directors of this corporation are hereby authorized and empowered on behalf of this corporation, subject to appropriate ratification of voting members of this corporation, to change the name of this corporation to Saginaw Valley College Development Fund and to make such further changes in existing Articles and By-Laws of this corporation as may be necessary or desirable to reflect the changed purposes and activities of this corporation.

FURTHER RESOLVED, That the President and Secretary of this corporation are authorized and empowered to enter into an appropriate agreement with the board of control of Saginaw Bay State College whereby upon approval by the Michigan Corporation and Securities Commission of such change of name of this corporation, Saginaw Bay State College and its board of control shall use its best efforts to cause the name of Saginaw Bay State College to be changed to Saginaw Valley College.

Resolution supported by Vaupre and adopted.

ADMINISTRATIVE REPORTS:

The President did not have anything to report.

COMMITTEE APPOINTMENTS:

The Chairman appointed the following committees:

ACADEMIC COMMITTEE (App. 11/13/65)

Arbury, Chairman
Curtiss
Treadway
Zahnow

JOINT SVC-DELTA COMMITTEE (App. 11/13/65)

Brown, Chairman
Treadway
Zahnow

NOMINATING COMMITTEE (App. 11/13/65)

Blackhurst, Chairman
Price
Treadway

PROXY COMMITTEE (Reapp. 11/13/65)

Groening, Chairman
Chapin
Curtiss
Brown

COMMITTEE REPORTS:

Academic Committee:

Arbury reported that the Academic Committee has had several meetings.

Building Committee:

Brown reported that the Committee met with the architects regarding the possibility of Section 20, 21, or 22 as a campus site, and asked them to work out utility problems that might be involved. The architects indi-

S.V.C. Board of Directors
Formal Meeting

November 13, 1965

1965 - 86

cated that they would have a definite recommendation soon, so that a decision can be made regarding a location for the institution.

Zahnow indicated that the Board does not know what their financial responsibility is to the architect. It was suggested that the item of "Assignment of architectural contract for S.V.C. and S.B.S.C." be placed on the agenda for the next meeting of the Board.

COMMUNICATIONS:

None.

OTHER BUSINESS:

The President passed out copies of a condensed report of the Blue Ribbon Committee.

BM-162 The Chairman asked that a regular meeting date be established. After some discussion, Curtiss moved that the regular meeting date be set for the second Saturday of each month at 10 o'clock in the morning.

Arbury seconded and the motion was carried.

The Chairman indicated that in the spring the schedule would be looked into, as some members did not care to meet on Saturdays during the summer months.

There being no further business to transact, the meeting adjourned at 11:25 a.m.

Respectfully submitted,

Charles B. Curtiss, Secretary


Gladys A. Kearns, Recording Secretary

SDM
gak sl

1965 - 87

ACCOUNTS PAYABLE - OCTOBER 1965

Addressograph Multigraph Corp.	
(Addressograph Machine)	\$ 433.85
(Cabinet & Drawers)	81.50
(Plates)	16.64
 American Association of University Professors	
(Ad for Professors)	17.00
 The Carman Company	
(President's Utilities)	21.06
 Delta College	
(Telephone)	135.85
 Delta College	
(TV Services)	182.40
 Dwight & M.H. Jackson	
(Pocket Seal)	72.85
 Howard Johnson's Restaurant	
(Board Meeting)	29.77
 Michigan Bell Telephone	
(Telephone)	29.13
 Michigan House	
(Adult Studies Dinner)	24.93
 Modern Learning Aids	
(Films)	84.00
 Motor Leasing Company	
(Rental)	24.96
 Phillips Petroleum Company	
(President's Travel)	3.59
 Pure Oil Company	
(President's Travel)	3.23
 Radim Films, Inc.	
(Film)	11.50
 The Saginaw News	
(Ad for School of Adult Studies)	132.00

	1965 - 88
The Saginaw Valley Arts Council (Dues)	10.00
Schmitt Publishing Company (Newsletter)	72.00
Standard Oil (President's Travel)	54.41
Typewriter Exchange (Supplies)	30.13
The Regents of The University of California (Film)	12.68
Wenonah Hotel (Campaign Meeting)	38.50
Samuel D. Marble (Luncheon Meeting)	3.90
Bert Schafer (Mileage for October)	11.76
The Bay City Times (Notice of Meeting)	2.50
Consumers Power (President's Utilities)	4.41
Samuel D. Marble (Travel)	7.60
Midland Daily News (Notice of Meeting)	5.70
The Saginaw News (Notice of Meeting)	7.04
Stewart C. Sanderson (Land Option)	100.00
University of Michigan (Banquet Reservation)	4.25
Howard Johnson's (Board Meeting)	<u>27.03</u>
TOTAL	\$ 1,696.17