

would be reviewed also by the Ford Motor Land Company to determine whether they wish to exercise the first right of refusal.

Regent Nielsen moved authorization of the sale of the 8.2 acre parcel at the highest price, but at a minimum of the appraised value. An advertisement would be placed in the appropriate newspapers. The highest bid over the appraised value would be accepted, subject to review of any offer by the Regents. Regent Smith seconded the motion and it was adopted.

UM Hospitals Renovations

Following review of the request for kitchen renovations in Mott Children's Hospital, Kellogg Eye Center and Children's Psychiatric Hospital, by Vice President Brinkerhoff, Regent Roach asked if it would be worthwhile to remodel the kitchen of the Children's Psychiatric Hospital when that function would be housed in another facility in four years? Is there an alternative management solution?

Vice President Brinkerhoff responded that he had been assured that a cost benefit analysis had been made in terms of a four-year life to the Children's Psychiatric Hospital. The conclusion was that it would be economically desirable to do so. He indicated that he would review the analysis.

Regent Baker then moved to approve the award of a contract to the low bidder, Canton China & Equipment Co., Detroit, Michigan, for the food service equipment component and a construction contract to Heaney Construction, Ypsilanti, Michigan for the construction component of the Kellogg Eye Center and Children's Psychiatric Hospital kitchen renovations, subject to a review of the four-year cost. Regent Power seconded the motion and it was adopted.

Replacement Hospital Project Budget Reallocation

Regent Smith moved to approve the reallocation of \$3.6 million from the outpatient building renovation project of the replacement hospital project, to the contingency of the Adult General Hospital project. Regent Varner seconded the motion and it was adopted.

There followed a brief recess.

Closed Session Motion

Upon reconvening, Regent Roach moved to meet in closed session at 11:45 a.m. pursuant to section 8(e) of the Open Meeting Act to consult further with the Board's attorney in connection with specific pending litigation. Regent Power seconded the motion and it was adopted with Regents Baker, Brown, Nielsen, Power, Roach, and Smith voting affirmatively.

South Africa Divestment

Reconvening after the executive session, Regent Nielsen spoke about the Regents' appeal of Judge Stell's decision that was made in Ingham County's Circuit Court concerning the University's autonomy with respect to PA 512 of 1982. This public act ordered the colleges and universities in the state to divest its stock holdings in companies doing business in South Africa. He said he perceived the sole issue as one of autonomy. The governing bodies of all the educational institutions zealously protect the autonomy that our

forefathers perceived and experienced as essential to prevent political polarization. The University cannot afford the luxury of allowing the governor, legislature or the circuit court to usurp the University's autonomy. Intertwined in this particular issue has been the issue of apartheid. This Board made a decision to not condone apartheid and divested 90% of its interests in South Africa. By retaining a small portion of its holdings, the University could legally pursue the autonomy issue.

Regent Neilsen then moved and read the following resolution; Regent Brown seconded the motion.

**RESOLUTION REGARDING UNIVERSITY INVESTMENTS IN ORGANIZATIONS
OPERATING IN THE REPUBLIC OF SOUTH AFRICA**

WHEREAS, the Board of Regents had noted recent events in the Republic of South Africa which confirm their belief, as stated in resolutions adopted in March of 1978 and again in April of 1983, that the system of apartheid and the oppressive practices of the government of that Republic are immoral and unconscionable; and

WHEREAS, the Regents wish to continue their assertion that Michigan Public Act 512 of 1982 represents an unconstitutional intrusion upon the authority of the Regents to direct expenditures of the University's funds;

IT IS THEREFORE RESOLVED, that the Regents direct the Vice President and Chief Financial Officer to take prudent action to sell all but approximately \$500,000 of the University's remaining equity investments in any organization operating in the Republic of South Africa with alternative investments selected to provide as nearly as possible, a substantially equivalent level of portfolio diversification; and

IT IS FURTHER RESOLVED, that Vice President and Chief Financial Officer shall be guided by the provisions of the Regents' resolution of April 1983 in determining which investments are to be exempt from this resolution; and

IT IS FURTHER RESOLVED, that General Counsel of the University is hereby authorized and directed to take appropriate action to obtain a court determination on appeal to the Michigan Court of Appeals that Public Act 512 of 1982 is unconstitutional.

Regent Baker said this is an issue that has been with the University for many years and it makes little sense to go over the pros and cons at this time. He commented that he would like to concentrate his remarks on what he perceives to be the intent of the resolution.

The resolution is one which addresses the most serious issue the University faces in all of its corporate life and has throughout the years which is its independence; its right to make its own judgments. The circuit court in Ingham County has made a decision with which he disagrees, and he hopes that all of the Regents disagree. The issue is important and the Regents wish to proceed to another level of appeal. You will note that in addition to the appeal process, the motion contains action to sell all but a certain amount of \$5 million which the University presently holds in companies that do business in South Africa. In his view, it is particularly important that the business community, the people of this state, and those people who are employed by the companies whose stock the University holds, clearly understand the issue.

The resolution that was adopted by the Regents in April 1983 excepted certain Michigan stocks from their order to divest. The intent of that provision was to assure the business community that the University was supportive of the business community that works so hard in South Africa to improve the situation for the Black people of South Africa. He said that he wanted the business community to understand and be sympathetic to what

the University is doing now. In his view, the University continues to be supportive of their efforts to improve the lot of the Blacks in South Africa, and this resolution should be understood in that sense.

Regent Varner indicated that she had some reservations about the resolution. Her position has always been for total divestment. It is not a matter of whether the University supports the business community in Michigan. She said that she supports the business community in the state of Michigan; she is in business in this state. But she does not support their South African activities. Any business activities that inflict pain and injury on masses of people are not business activities she likes to support.

Regent Varner said, in her view, the emphasis in this resolution is on the appeal. She realizes that autonomy and the authority of the Board are both a very critical and important factor. Originally, she did support the divestiture issues in which the University should test that authority. Even though her inclination is for complete divestiture, she would support this resolution because the retention of stock indicated in the resolution represents about 1% of the original amount. She said that she no longer supports the business activities that become an integral part of the apartheid system.

Regent Baker remarked that the public should understand that the Board is not supportive in any way of the system of apartheid. On the other hand, there is no one in this Board who does not think that the University was severely injured by the opinion in the circuit court of Ingham County. It is the intention of the University to appeal that ruling. When the various views are blended together a strong message comes forth on the matter of autonomy and opposition to apartheid.

President Shapiro called for the vote, and it was adopted unanimously:

President's Salary

Regent Brown then stated: "It is incumbent on the Board of Regents annually to set the salary of the chief executive officer of the University. Those of us on the Board and the executive officers all know the many, many hours you take out of your life above and beyond the call of duty to devote to this University. In partial recognition at least, of the fine job that we believe our chief executive officer has been doing for this University, I recommend and move that your salary for the current year, retroactive to September 1 of this year, be set at \$117,000." Regent Power seconded the motion and it was adopted unanimously.

Academic Freedom Resolution

Regent Baker said that, at this time, he would enter his resolution of the previous day concerning academic freedom at this University as a motion. Regent Roach seconded the motion and it was adopted.

Huron Parkway/Glacier Way Easement

The item concerning the City of Ann Arbor Water Main easement at Huron Parkway/Glacier Way was withdrawn.

South Africa Divestment

The students who were in attendance objected to the passage of Regent Baker's motion without discussion. They had put a good deal of time

preparing for discussion on the subject and they wanted to be heard. The resolution had not been read and they wanted to know what exactly had just been passed. The students proceeded to make it difficult to continue the meeting.

Regent Nielsen indicated that all Regents' meetings follow a set procedure and it was inappropriate for a group of people to vociferously attempt to disrupt the business of the meeting. The amount of time in which to do a large volume of business is very limited. He asked the President to take some positive action toward instituting a student code at the University.

The Regents unanimously moved to recess the meeting.

X. OTHER

When the meeting reconvened President Shapiro indicated that the next item on the agenda would be the faculty appointment and tenure proposals and the revision of Bylaw Section 5.23.

Bylaws Revisions re Faculty Appointment and Tenure

Vice President Frye commented that the item pertains to three proposals affecting issues of tenure in the Regents' bylaws. They were presented at the August meeting and distributed in advance. He said that he has not had any adverse commentary from any part of the University community concerning the three proposals in the intervening time. The Senate Advisory Committee of University Affairs (SACUA) has indicated their support for the first of the three proposals. To a considerable extent the remaining two proposals originated with SACUA.

Regent Baker moved to approve the bylaw revision of Section 5.23, Regent Smith seconded the motion and it was adopted. The bylaw, as revised follows:

Sec. 5.23. Clinical Instructional Staff

1. Professional practitioners in the community or within the University may be appointed at appointment fractions below 50 percent as clinical professors, associate professors, assistant professors, instructors or lecturers in order to supplement the instructional program.

Appointment and/or promotion criteria, shall be consistent with those for regular instructional ranks to the extent applicable.

Clinical appointments or reappointments are commended by the appropriate instructional department and school or college and are approved by the President.

Appointments as clinical instructional staff below 50 percent are on an annual or shorter basis and without tenure.

2. Physicians may be appointed to the Medical School at appointment fractions of 50 percent or higher as clinical professors, clinical associate professors, clinical assistant professors, clinical instructors, or clinical lecturers.

Appointment and/or promotion criteria, shall be consistent with those for regular instructional ranks to the extent applicable.

Clinical appointments or reappointments are recommended by the appropriate instructional department and the school, and are approved by the President.

Medical School appointments as clinical instructional staff at appointment fractions of 50 percent or higher may be for periods up to three years. All clinical appointments are without tenure.

Adjunct appointments or reappointments are recommended by the appropriate instructional department and school or college, and at the University of Michigan—Dearborn and the University of Michigan—Flint by the Chancellor, and are approved by the President.

Appointments as adjunct instructional staff are on an annual or shorter basis and without tenure.

Bylaws Revisions

President Shapiro noted the bylaw revisions which were made necessary by changes in responsibilities and titles of the Vice President for Academic Affairs, the Vice President for State Relations, and the Vice President for University Relations and Development. The bylaw revisions that follow were moved by Regent Power, seconded by Regent Varner and adopted. These revisions follow:

Sec. 2.04. The Vice President for Academic Affairs and Provost

The Vice President for Academic Affairs and Provost shall exercise general executive responsibility in connection with the educational programs of the University in Ann Arbor and the administrative subdivisions by which they are conducted.

The Vice President for Academic Affairs shall be a member, without vote, of each of the governing faculties.

Also affected by the title change are sections 2.11, 5.09, 5.16, 5.18, 8.01, 8.02, 9.03, 11.151, 12.011, 12.04, 13.01, 13.02, 13.06, 13.07, 13.13. These sections need only change the title to Vice President for Academic Affairs and Provost.

Sec. 206. The Vice President for Government Relations

The Vice President for Government Relations shall be the senior officer in charge of planning, coordinating, and supervising the University's liaison activities with local, state, and federal governments in all areas other than research.

The Vice President shall be the University's contact with the state board of education.

Also affected by the title change in section 11.151. Change title to Vice President for Government Relations.

Sec. 2.08. The Vice President for Development and Communication

The Vice President for Development and Communication shall perform such duties with respect to matters pertaining to the relations between the University, its alumni, and the people and institutions of the State of Michigan and elsewhere as shall be assigned from time to time by the President.

The Vice President shall act as development and communication counsel to the Board, the President, and the policy-making bodies of the University and shall be responsible for the administration of development and communication programs.

Also affected by the title change are sections 9.03, 11.151, 13.04, 13.05, 13.06. Change the title to Vice President for Development and Communication.

There are several Regents' bylaw sections that fail to mention the role of The University of Michigan—Dearborn and The University of Michigan—Flint Chancellors in approving various personnel and other actions. These bylaws, as revised, follow:

Sec. 5.05. Faculty Communications to the Board

Each faculty shall submit its communications to the Board in writing through its dean, and at The University of Michigan—Dearborn and The University of Michigan—Flint through the Chancellor, and through the President of the University. Each dean shall endorse faculty communications, making appropriate explanatory statements as needed.

Sec. 5.14. Leaves of Absence

1. *Sabbatical leaves.* Sabbatical leaves for study and research may be granted by the President on recommendation by the dean to members of the professorial staff who have completed six years of service in professorial ranks at the University. At The University of Michigan—Dearborn and The University of Michigan—Flint sabbatical leaves for study and research may be granted by the President on recommendation by the Chancellor to members of the professorial staff who have completed six years of service in professorial ranks at the University. All sabbatical leaves will be reported monthly to the Board.

A sabbatical leave may be granted for an entire annual contractual period or for two halves of the annual contractual period during which time the professor shall receive one-half of his regular salary; or it may be granted for one-half of the annual contractual period, with full

salary. A member of the faculty on sabbatical leave shall not render service for compensation in another institution or enterprise; provided, however, that this does not preclude the acceptance of a fellowship or other assistance in research but in each such case the source of additional funds and the fact that their use materially aids the planned research program of the recipient shall be fully set forth in the request for sabbatical leave.

Application for sabbatical leave shall be made in writing and addressed to the dean of the unit concerned not later than February 1, preceding the University year within which the leave is desired. The application must be accompanied by a statement of a well-considered plan for spending the leave in a manner calculated to contribute to the professional effectiveness of the applicant and the best interests of the University.

A member of the staff who is granted a sabbatical leave is expected to return to his duties in the University for at least one year.

2. *Other Leaves of Absence.* Leaves of absence other than sabbatical, and not in excess of one year, may be granted by the President on recommendation by the dean or appropriate administrative officer to members of the faculty or to other employees of the University.

Leaves in excess of one year may be granted only by the Board upon appropriate request and recommendation. Leaves for teaching staff will be reported monthly to the Board.

Sec. 5.16. Temporary Absences

All absences of members of the teaching staff or other academic employees shall be reported to the dean or director. All absences extending over more than three weeks at any one time must be reported to the Vice President for Academic Affairs and Provost or, at The University of Michigan—Dearborn and The University of Michigan—Flint, to the Chancellor.

Sec. 5.18. Sick Leave for Other Academic Personnel

Academic appointees not included in the teaching staff or academic research staff shall be entitled to sick leave with pay in accordance with regulations issued by the Vice President for Academic Affairs and Provost, provided that periods of three weeks or longer shall be reported to the Vice President for Academic Affairs and Provost, or, at The University of Michigan—Dearborn and The University of Michigan—Flint, to the Chancellor.

Sec. 5.22. Adjunct Professorships

Persons whose primary responsibilities lie outside the University or in another capacity within the University may be appointed on a part-time basis as adjunct professors, associate professors, assistant professors, instructors or lecturers in order to supplement the instructional program.

Appointment and/or promotion criteria shall be consistent with those for regular instructional ranks to the extent applicable.

At the August meeting the Regents approved two bylaw revisions that, upon further discussion, should not have been changed. Both sections 5.06 and 11.152 specified the role of the Vice Provost for Medical Affairs in the appointment of the medical deans and the appointment of director of the University hospitals, respectively. While the recommendations of the Vice Provost will be important to the President's decision on these appointments, that role need not be specified in the bylaws. The bylaw revisions follow:

Sec. 5.06. The Deans and Executive Committees

The dean or director, or administrative head of a school, college or department of instruction or research shall be appointed by the Board on recommendation by the President to act as executive officer of the school, college or department.

If an executive committee has been created by the Board for the school, college or department, the dean, director, or head shall be assisted by the executive committee of which he or she will be ex officio the chair. The executive committee in addition to assisting with administrative functions shall be charged with the duties of investigating and formulating educational and instructional policies for consideration by the faculty and shall act for the faculty in matters of budgets promotions and appointments.