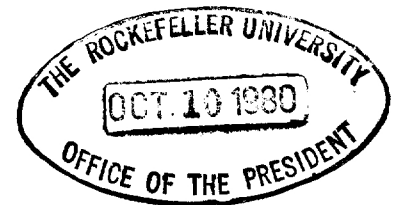


STANFORD UNIVERSITY
STANFORD, CALIFORNIA 94305



OFFICE OF THE PRESIDENT

cc David Pathmore
Luis Thomas
Josh Lederberg
Quinn Troschel

Mr. Edwin C. Whitehead
Chairman
Technicon Corporation
Tarrytown, New York 10591

H. S.
P. W.
S. W.
J. W.
J. W.
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J. W.
M. Segal

October 2, 1980

Dear Jack:

Here, at long last, are some preliminary views on the conditions that Stanford would want to attach in the event that the Whitehead Institute were to be established here in close proximity to the Stanford Medical Center. I do apologize that we weren't able to get these to you earlier; but, as I remarked in my previous letter, it was difficult to get all the right people together during the last month of the summer.

In what follows, I shall make several assumptions about the Institute and its proposed relationship to Stanford. These are all quite basic, and probably can be taken for granted, but I thought it wise to list them anyhow. First, we assume that the Whitehead Institute will be a non-profit education and research organization, created and endowed as a separate entity, with its own governing board. We further assume that the main reason for your wish to locate it close to the Medical Center is the expectation that there will be close intellectual interactions between the Institute and the various departments of basic medical science here. Finally, we assume that specific decisions about space, and negotiations about the status of Institute personnel, should be taken up with the Director whenever he or she is appointed. For that reason, the specifications I'll set out here ought to be considered general, for the purpose of testing your further interest.

In view of the expected close relationship between the Whitehead Institute and the Stanford University Medical Center, we would be prepared to commit prime academic reserve space for location of the Institute building. This space would be in the Governor's Lane area you were shown on your visit; it is adjacent to the Medical Center buildings, and already houses the Cancer Biology Institute. We also hope to construct a radiobiology building in that same vicinity, with about 40,000 square feet of space devoted to basic research in radiation biology, cancer biology, and physiology.

How about other site?

The Institute building would be constructed to your specifications, but the University would retain the usual rights of approval of the design. The building project budget would have to conform to some Stanford specifications, and would include a general plant improvement pro-rata charge that we make on every building constructed on the main campus. This charge amounts to 7% of the project cost, and essentially pays for the 'externalities' associated with new construction -- utilities, roads, and the like. The land would be leased to the Institute for 51 years, at the end of which term the land and buildings would revert to Stanford.

Stanford University would not charge the Institute for the lease. In consideration, the Institute would construct, as a part of the building or perhaps as a connecting wing to an existing structure, space for Stanford's use, in an amount of a little more than one-quarter of the total space in the project (or approximately \$10 million dollars of the projected project cost of \$35 million). That space could, to a limited degree, include facilities to be shared by the Institute and the Stanford Medical Center, such as seminar and conference rooms; it could also include needed animal room space for the Medical Center and for the Institute. But in total, this space provided to Stanford for its use should amount to approximately the proportion stated.

Now let me turn to some matters that relate to the governance of the Institute. It is our intention that the Institute be a free-standing, independently-governed entity that relates to Stanford through its location and through a set of policies that link membership on the senior staff of the Institute to membership in Stanford academic departments, but leave the Institute free to set its own policies in the main. Here are the arrangements we believe essential to the establishment of that relationship. First, in order to guarantee that there is a general congruence of aims between the Institute and the University, we would like adequate representation on the governing board. I do not, at this point, know what plans you have for the size or composition of that board. It is our feeling, however, that something like 25% of the board's membership should represent the University; we would probably want to specify at least one faculty member in the basic biomedical sciences and one administrator.

In order to guarantee the necessary interactions at the scholarly level, Stanford would want to have the right of joint approval of the Director of the Institute who would also be appointed to membership on the Stanford faculty. It is highly desirable, of course, that

as many members of the Institute's professional staff as possible have formal relationships with Stanford departments. Stanford's rules provide an opportunity for that; by vote of the appropriate department, a member of the staff could be named Professor (or Associate Professor or Assistant Professor as appropriate) by courtesy. This title confers, among other things, the right to supervise the work of graduate students. That would be advantageous for the Institute because Stanford graduate students supported on national fellowships or by other means (some, we would hope, on Institute funds) would come to constitute a major source of research talent for the Institute. And, of course, Stanford is advantaged as well, by the presence of an additional pool of outstanding professorial talent. Such courtesy appointments would require a certain minimum of effort on behalf of Stanford's purposes -- perhaps the direction of a graduate seminar, or -- as I indicated above -- the supervision of graduate students. But there would be no formal teaching requirements as such. Nor would we insist that every member of the Institute's staff, or even the majority, hold such appointments; you would be free to appoint some persons who, for one reason or another, would not qualify for faculty appointments. But we do think it essential that a special, limited category of senior staff be required to qualify for academic appointment.

Finally, let me turn to some more general problems; these relate to University resources and policies, and the extent to which the Institute is required to use or to follow them. Stanford has a set of research policies that govern, for example, the use of human subjects and research, the control of biological hazards, and the openness of the research environment. I have attached a set of statements that apply to these policies. It would be quite important, I think, to agree that the Institute would abide by them even though it is not a part of the University. We can save for later discussions whether the same committee or institutional review board structure used by the University would also be used by the Institute. At this point a general agreement about the appropriateness of the rules should suffice. Stanford University also maintains a variety of services that would be relevant to the work of the Institute. These include Lane Medical Library, a personnel department, procurement services, and so on. We would expect that with regard to an academic resource -- like the Lane Medical Library -- sharing would be the most sensible approach, and we would hope to develop jointly with you proposals about how the Institute could contribute to the services as it uses them.

Mr. Edwin C. Whitehead
October 1, 1980

page 4

Whether or not you want to consider the use of administrative services is something you may wish to think about.

I hope very much these rather general and tentative conditions leave you still interested in pursuing matters further with Stanford. There are obvious advantages to both of us in doing so. This is an extraordinarily pleasant place in which to locate; the available land affords the opportunity to design a pleasing structure in a good location, with a close physical connection to the Medical Center; and the quality of interactions the Institute would enjoy is, I think, as high as could be found anywhere. We've tried to limit the conditions to those we think essential to the protection of Stanford's interest, and we would of course be interested in hearing alternatives you might propose.

I'm looking forward very much to our next round of discussions.

With best regards.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "Dan", written in dark ink.

Donald Kennedy

Enclosure