

Dear Tom, Jim, and John,

As you know, I found no mention of reversion in Henry Wells' gift of Wells College, then known as Wells Seminary (alluded to briefly in my report at the Feb. VB meeting). Trustee Miller followed up with a related but different question, whether the Wells lawyer, Frank Patyi, is reading the Wells Board's fiduciary responsibility too narrowly (that is, just financially) and not with consideration of the college's mission, which is the actual obligation of a nonprofit Board. I went back to the July 1868 deed, presented to the Trustees of the Seminary, at the official opening ceremonies, and prepared this transcription from the handwritten original:

"This Indenture made this twenty second day of July in the year of our Lord one thousand eight hundred and sixty-eight between Henry Wells of Aurora in the Town of Ledyard, County of Cayuga and State of New York and Mary P. Wells his wife of the same place party of the first part, and "Wells Seminary" an institution chartered by Special Act of the Legislature of the State of New York passed the Twenty eighth day of March, one thousand eight hundred and sixty eight, and located at Aurora aforesaid party of the second part, moved by the considerations set forth in the act of the Legislature aforesaid, and desiring to provide for the permanent establishment of the of the said Institution with a view to secure the greatest measure of its usefulness in future years, relying upon the kind and considerate observance by the Trustees of the said Seminary of the suggestions and wishes contained in a certain paper styled "Declaration of Founders Wishes" bearing even date herewith, executed under our hands, and a copy of which bearing our signature and acknowledgment is found at page nine of Book A of Records of the said seminary, and in further consideration of One Dollar lawful money of the United States to them in hand paid by the said party of the of the second part, the receipt whereof is hereby confessed and acknowledged, granted bargained, sold, aliened, released and conveyed and by these presented do grant, bargain, sell, alien, release and convey to the said party of the second part, that is to say to the said "Wells Seminary" forever All that certain tract or parcel of land situate, lying, and being in the Village of Aurora, Town of Ledyard County of Cayuga aforesaid, whereon the buildings and appurtenances appropriated to the said Seminary do now stand, more particularly described as follows: [property survey description] with all the hereditaments and appurtenances to the same relating or in any way appertaining. To have and to hold to the said "Wells Seminary" the said party of the second part for the uses and purposes of its institution and incorporation aforesaid, as signified by its said Charter, henceforward to the end of time, forever. In Witness whereof the said party of the first part have hereunto set their hands and seals, [etc.]"

I am advised that several points are noteworthy in answering John's question:

This is not just any college anywhere but one in the Village of Aurora, as is reiterated several times;

The deed is directed to "permanent establishment" of the institution (renamed Wells College in 1870, to conform to developing practice);

The Trustees are relied upon to observe the "the suggestions and wishes contained in a certain paper styled 'Declaration of Founders Wishes'...a copy of which bearing our signature and acknowledgment is found at page nine of Book A of Records of the said seminary"; and

This to include "all the hereditaments and appurtenances to the same relating or in any way appertaining."

Therefore, *the Founder's Wishes are to guide Trustee actions*. I had assumed that the "Declaration of Founder's Wishes" is the same as "The Founder's Vision" or "The Founder's Address," excerpts of which were reprinted in College catalogs for many years. Their overall theme is creation of "the College Home," a college that is small by design, characterized by academic opportunity, academic excellence, and cultivation of the moral sense. I think the annual reprints are probably similar to "Founder's Wishes," but it is desirable to read the original. Because Wells College holds the original in "Book A of Records," this might be difficult, but I will check whether this text accompanied the deed (this would be modern practice).

It would also be helpful to read the original Charter - also held at Wells College. I think I recall it in the anteroom to the President's Office at some point; again, inaccessible.

I would also draw attention to the word "hereditaments." These may be intangible as well as tangible, and therefore include all the long history of how the Village and the College worked together, and how the Village, in the person of E. B. Morgan, "the Benefactor," saved the College after Henry Wells lost his money in the Panic of 1873. For many years, Morgan's birthday, May 2, was celebrated by the College just as was Henry Wells', Dec. 12.

All this makes a clear case that the Village was integral to Henry Wells' vision and wishes, as was his refusal of Ezra Cornell's offer to found his women's college alongside Cornell's for men, in Ithaca. Furthermore, the College ought to give preference to offers from either existing or new educational institutions over commercial enterprises.

Sincerely,

Linda

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