

ASCL Board of Directors

Minutes -- 2012

Annual Meeting of the Society on October 6, 2012

MINUTES

**of the Annual Meeting of the Board of Directors
of the American Society of Comparative Law, Inc.**

**Held on Saturday, October 6, 2012 at 8:45 a.m. in Room 235, Boyd Law Building
at the University of Iowa College of Law, Iowa City, IA 52246-1113**

The annual meeting of the Board of Directors of the American Society of Comparative Law, Inc. was called to order at 8:45 a.m. by President John Reitz immediately following the adjournment of the meeting of the Society's Sponsor Members.

1. Secretary's Roll Call

A sheet for silent roll call was distributed. The following 31 Directors were present at the meeting, who are listed following the name of their institution:

1. University of Alabama School of Law: Kenneth M. Rosen
2. American University, Washington College of Law: Fernanda Nicola
3. University of Arkansas at Little Rock, Bowen School of Law: Kenneth S. Gallant
4. University of Baltimore School of Law: James Maxeiner
5. University of California at Los Angeles School of Law: Stephen A. Gardbaum
6. Chicago-Kent College of Law, IIT: David J. Gerber
7. Cleveland-Marshall College of Law: Brian Ray
8. Columbia University School of Law: George A. Bermann
9. University of Connecticut School of Law: Richard S. Kay
10. University of Denver College of Law: Ved P. Nanda
11. University of Detroit-Mercy School of Law: Bret Boyer
12. Drake University Law School: Mark S. Kende
13. University of Florida College of Law: Pedro Malavet
14. George Washington University, National Law Center: Francesca Bignami
15. University of Hawai'i, Richardson School of Law: Alison W. Conner
16. University of Iowa College of Law: John C. Reitz
17. Loyola University New Orleans School of Law: Bernard Keith Vetter
18. McGill University, Institute of Comparative Law: H. Patrick Glenn
19. University of Minnesota Law School: Fred L. Morrison
20. Mississippi College of Law: Christoph Henkel
21. University of Missouri-Columbia School of Law: William B. Fisch
22. New York University School of Law: Frank K. Upham
23. University of Pittsburgh School of Law: Vivian Grosswald Curran
24. Princeton University Program on Law & Public Affairs: Kim Lane Scheppele
25. University of Puerto Rico School of Law: Luis Muniz-Arguelles
26. University of St. Thomas School of Law: Wulf Kaal

27. Seton Hall University School of Law: Elizabeth F. Defeis
28. Valparaiso University School of Law: Zachary R. Calo
29. Western New England College School of Law: Sudha Setty
30. Willamette University College of Law: James A.R. Nafziger
31. University of Wisconsin Law School East Asian Legal Studies Center: Alexandra Huneus

In addition, the following 14 individuals were present and represented the Director from their institution:

1. Boston College Law School: Richard Albert
2. Duke University School of Law: Ralf Michaels
3. Emory University School of Law: Robert B. Ahdieh
4. University of Houston Law Center: Antonio Gidi
5. Indiana University at Indianapolis School of Law: Shawn Boyne
6. University of Michigan Law School: Mathias Reimann
7. University of Oklahoma Law Center: Peter B. Kutner
8. University of the Pacific, McGeorge School of Law: Franklin Gevurtz
9. Roger Williams University School of Law: Edward J. Eberle
10. National University of Singapore Faculty of Law: Gary F. Bell
11. Southwestern University School of Law: Jonathan M. Miller
12. Università di Trento Facoltà di Giurisprudenza: Luisa Antonioli
13. Tulane University School of Law: Ronald J. Scalise
14. Washington & Lee University School of Law: Christopher Bruner

2. Approval of Minutes of the 2011 Meeting of the Board of Directors

The Minutes of the 2011 Meeting of the Board of Directors of the Society were approved with no corrections.

3. Report of the Nominating Committee and the Election of Officers and Executive Committee Members (David Clark)

David Clark, Chair of the Nominating Committee, reported on nominations for the Society's officers and Executive Committee members; no nominations were made from the floor. As the President-elect stepped down as Vice-President before the end of his term, a second ballot was held to elect a Vice-President to complete his term. It was also proposed that John Reitz be named honorary president and he was so elected. The final results of the elections were therefore as follows:

Honorary President: John R. Reitz (2012-2014)

President: H. Patrick Glenn (2012-2014)

Vice-President: David Gerber (2012-13)

Secretary: Franklin Gevurtz (2012-2014)

Information Officer: Wulf Kaal (2012-2014)

Executive Committee: Vivian Grosswald Curran, Kim Lane Scheppele (2012-2014).

President Reitz thanked the members of the Nominating Committee and expressed his appreciation to all those willing to serve as officers of the Society and as members of the Executive Committee.

4. Report of the Treasurer (Richard Kay)

Richard Kay, the Treasurer, presented his annual report on the finances of the Society, including the final financial report and reconciliation for the period January 1 to December 31, 2011 and the interim report for January 1 to September 30, 2012. The Treasurer noted that the non-cash reserves were up by 10-12%, for a total of about \$320,000 after this year's expenditures. In his view, this is a large amount of money for the Society to hold, and he has brought this to the attention of the Finance Committee and the Executive Committee; both are considering how to reduce this amount in ways appropriate to the Society's goals. Income has been very steady, with 100% of dues paid, including dues for this year.

The Treasurer then presented thirteen recommendations to the directors, noting that there were two differences from the earlier list of recommendations distributed to the directors, based on suggestions by the Executive Committee: (i) the amount of funding for the Younger Comparatists' Committee is increased by \$1000 and (ii) up to \$3000 may now be used for speakers' expenses for the annual meeting program. The Treasurer therefore recommended that:

1. Dues for Sponsor Members for 2013 remain at \$700;
2. Up to \$1000 be paid to Paypal for fees associated with electronic payment of dues;
3. \$10,000 be paid to a Sponsor Member as reimbursement for the services of the Executive Assistant and for other costs;
4. Up to \$3000 be paid to University of Iowa Law School for expenses of the 2012 annual dinner;
5. Up to \$1000 be paid for the expenses of travel to the 2012 annual meeting by the recipient of the Lifetime Achievement award.
6. Dues be paid to the American Council of Learned Societies in the amount of \$990;
7. Dues be paid annually to the International Association of Legal Science in the amount of \$1000;
8. The maximum reimbursement for each Sponsor member represented at the 2013 Annual Meeting be set at \$600;
9. \$3000 be paid to recipients of prizes for scholarship authorized by the Society;

10. Up to \$3000 be paid for reimbursement of expenses for participation in the 2013 Comparative Law Works-in-Progress;
11. Up to \$2600 be paid for reimbursement of expenses for participation in conferences to be sponsored by the Younger Comparatists' Committee .
12. Up to \$1000 be paid for website maintenance.
13. Up to \$3000 be paid for expenses of speakers at the annual meeting.

The Treasurer then moved that the report and his recommendations be adopted by the Society. There were no further questions and the Treasurer's report was adopted unanimously. Richard Kay expressed his thanks to the Finance Committee for their help and support, and the President also thanked the Treasurer for his efforts on behalf of the Society.

Fred Morrison, the chairman of the Finance Committee, suggested that directors interested in financial issues might wish to serve on the committee. President John Reitz said that he would recommend a committee to consider how to spend some of the Society's accumulated funds or to fund an endowment.

5. Board of Directors Meeting Suspended – Meeting of the Board of Editors of the *American Journal of Comparative Law* convened – Report of the Editor-in-Chief (Mathias Reimann)

The Directors meeting was suspended at 9:55 a.m. and the meeting of the Board of Editors of the *American Journal of Comparative Law* was convened, with Editor-in-Chief Mathias Reimann conducting this portion of the meeting. He distributed the annual report including its financial reports for January 1 to December 31, 2011, and he informed the Editors that the *Journal* continues to be published on time. He also expressed his thanks to all members of the *Journal's* executive editorial board, an excellent team who read some 200 manuscripts per year. This past year there were 260 submissions, with a 6% acceptance rate, and the *Journal* published fifteen of them.

The Editor-in-Chief also reported that the *Journal's* income has been sufficient to cover its expenses. One-third of its current income comes from royalties; although in future this will be diminished as online journals become free, for now the *Journal* is doing well financially.

According to the Editor, the main item for the Society's consideration is that the *Journal* will need a new editor and a new institutional base in fifteen months' time. The *Journal* receives a subsidy from its host institution of about \$50,000 per year, for an assistant and some overhead expenses, including a small office; the current Editor also receives a two-hour teaching reduction for his editorial work. So a five-year commitment would mean a total cost of about \$250,000 for the host school. President John Reitz noted that the *Journal* is a premium intellectual journal, which some schools would value highly, but he

acknowledged the cost of hosting it. He suggested that the new president call for proposals from possible host schools and appoint a committee to evaluate them. As a result of discussion among the editors, it was suggested that the Society would have to select a new publisher next year, so the committee would have to make its recommendation by early next year. Editor-in-chief Matthias Reimann noted that the *Journal* could be published by a commercial venture such as the Cambridge or Oxford presses, but this would change the structure of the *Journal* and such a decision would be difficult to undo.

Matthias Reimann also proposed that the *Journal* no longer publish the National Reports in paper form. They would still be published in pdf format for all subscribers, but there is a high production cost for printing, and the *Journal* would save \$20,000 if it did not have to publish the hard copy. The recommendation was made to publish the reports online only, although the authors would still get the pdf version to print out.

During discussion a number of questions were raised about this proposal, including whether the reports would still be indexed as part of the *Journal*. (It was noted that there was already a movement towards publishing thematic volumes if there was a critical mass of reports.) Other questions included the availability of the reports and the possibly short shelf life of the reports if they did not appear in hard copy; it might mean they lost some of their impact and the prestige of actual publication. What would be the citation format? According to the Editor, there would still be a citation to the electronic format; they would appear in Hein Online and could also be posted to the *Journal* website with free access. Given the way people now do research online, they would be easily accessible; the *Journal* now publishes both in print and online, with a slow transition to electronic publication taking place.

It was then proposed that the Society authorize the *Journal* to publish the National Reports in electronic format only. The Editor-in-Chief was encouraged to explore on-demand publication of reprints in addition to providing the authors with pdf formats. The proposal was passed, subject to investigating the possibility of on-demand printing.

6. Meeting of the Board of Editors of the *American Journal of Comparative Law* adjourned--Directors' Meeting Reconvened

7. Report of the Annual Programs Committee, discussion of Program Committee Proposals (Ralf Michaels) and Preview of the 2013 Annual Meeting at Arkansas (Kenneth Gallant)

President Reitz reconvened the Board of Directors meeting at 9:20 a.m. Ralf Michaels, chair of the Annual Meetings Program Committee, discussed the committee's report and thanked the members of the committee for their work on the program.

Ralf Michaels noted that in the past, when the core of the Society's meeting was its annual business meeting, the Program Committee's task with respect to the program was limited. But in recent years the program has become more important and of higher quality, which is an excellent development. So the Program Committee now

recommends that the Society become more directly involved in the actual programming presented at its annual meeting. Programs already include a hot topics panel and the Younger Comparatists Committee also organizes a panel for the meetings. The Program Committee will also prepare a memo to help host schools organize future programs, and with the \$3000 approved to bring in guest speakers, there will be at least a small budget to expand the hot topics panel, beginning with the 2013 annual meeting.

In response to a question, President Reitz informed the Directors that the papers from the 2012 program would be published in Iowa's *Transnational Law & Contemporary Problems*; members would be notified when they appeared, with a notice on the Society website and a link to the journal. He then thanked the members of the Program Committee for their hard work and for their help with the 2012 conference. He suggested that a committee be formed to draft a memo for host institutions of the annual meeting.

The President then asked Kenneth Gallant and Sarah Jenkins-Hobbs to make a presentation on the next Annual Meeting, which will be hosted at the University of Arkansas-Little Rock on October 3-5, 2013. They presented short information clips on the city and the main hotel, which will be in the River Market area. It is hoped that the annual dinner can be held at the Bill Clinton Presidential Library in Little Rock.

8. Report of the Prizes Committee (Vivian Grosswald Curran)

Vivian Curran thanked the members of the Prizes Committee for their work and reported the committee's choice for this year's prizes. The winner of the Hessel Yntema Prize for younger scholars was Andreas Abegg, "The Evolution of the Contracting State and Its Courts," 59 *American Journal of Comparative Law* 611 (2011). The next lifetime achievement award, as previously announced, will go to Mary Ann Glendon and also to Jerome A. Cohen, both awards to be presented next year. The next senior scholar prize award will be named for Court Peterson; the committee will discuss the recipient for this year and announce it to the Society.

9. Report of the Younger Comparatists' Committee (Richard Albert) Richard Albert, chairman of the committee, thanked the members of the committee for their work and then reported on the group's plans and activities. They have developed a young comparatist distribution list of about 225 people with ten years or less in the field; so far some 75% are public law comparatists, but the committee is working to redress the imbalance. The committee has successfully held the first annual younger comparatists conference, which was hosted at George Washington University and consisted of a full day of panels arranged by themes. Thirty-five scholars from twelve countries participated, and the chairman expressed his thanks to Claudia Haupt for all her support of the conference. The committee is also producing a new scholarship letter and have tasked their membership with finding more younger comparatists around the world, focusing their efforts on Africa and Eastern Europe. The second Younger Comparatists Conference will be held at the University of Indiana-Indianapolis in April 2013, and the call for papers has already been issued; the meeting will follow the Law & Society format and as many as 100 people can be accepted. For the longer term, the chairman reported that the committee seeks to create a more formal structure for this group in the Society,

and he thanked the Society for its support of the activities of the younger comparatists thus far.

10. Report on Joint Meetings and Conferences

John Reitz reported that the next comparative law Works-in-Progress Workshop for younger scholars will be held on March 1-2, 2013 at the University of Illinois College of Law in Urbana-Champaign. The deadline for submission of papers is January 5, 2013, and they are especially looking for papers from people new to the field. There are usually seven panels, with one and one-half hours given to each of them.

11. Continuing and New Business

John Reitz then opened the floor for discussion of new business and raised three motions to amend the Society's by-laws, the first two of which were endorsed by the Executive Committee. (All proposals had been presented for consideration and were discussed extensively at the last annual meeting in 2011.) The first motion was to create the position of webmaster as an officer of the Society and member of the Executive Committee, and to amend four sections of the by-laws to recognize this position. This would be an elected and renewable position. The motion was passed unanimously.

The President's second motion, also endorsed by the Executive Committee, was to amend section 6.4 of the Society's by-laws to remove the obligation to have a contested election when the Nominating Committee puts forward the incumbent Vice President for the position of President. There has been a longstanding tradition of the Vice President moving on to serve as the President of the Society, and the Executive Committee agreed that an exception to the contested election requirement should be made in this position. Directors also noted that other candidates could still be nominated from the floor and a regular election could therefore still be held. The motion was then passed unanimously. A suggestion that the offices of President and Vice President run on concurrent terms was sent to the Executive Committee for further consideration.

The President's third proposal, which was not endorsed by the Executive Committee, was to limit the offices of President, Vice President and Honorary President to one two-year term each. (Since the concurrent-terms issue had not yet been considered, he suggested that the third proposal be considered in principle only.) During the discussion that followed, Directors raised a number of factors to be considered, including a possible lack of stability and continuity in leadership, which was essential when the Society was working with the international congress. Other Directors noted the ways that service on committees already allowed broad participation in the Society, and noted that term limits could be viewed as anti-democratic. It was moved that the proposal be sent back to the Executive Committee for further consideration, but John Reitz stated that he was inclined to withdraw the motion. He acknowledged that individuals could always withdraw and not run for the same office twice, and that elections could still be contested from the floor. The proposal was therefore withdrawn, and he expressed his appreciation for all the suggestions made during this discussion.

As another item of new business, Jim Nafziger discussed the possibility of archiving the Society's materials. He recently attended a meeting of the ACLS on archives as a representative of the Society and prepared a memo for the Executive Committee on the possible use of archives. The memo made three preliminary recommendations, one of which is to form a small committee to consider the issues and report back to the Society next year. The most difficult question to consider is digital archiving, as even experts disagree on the best approach. John Reitz asked for volunteers for the committee, whether permanent or ad hoc, which can also revisit our past arrangements for archiving.

12. Announcements

John Reitz announced that the topics for the 2014 International Congress of Comparative Law in Vienna conference have been announced and he distributed the list to the Directors for consideration. He will circulate the longer document, together with the call for volunteers to write the national reports; he requested that Directors volunteer for more than one topic. Frank Gevurtz will serve as the contact, and he and John Reitz will work on the list. George Bermann expressed the hope that reporters will attend the Vienna conference and announced that the next intermediate congress will be held in Montevideo in 2016, probably organized on a theme, as in the Taiwan congress.

Kim Lane Scheppele distributed postcards with information on the Law and Public Affairs program at Princeton, which she suggested would be an ideal opportunity for those on sabbatical.

Adrien Wing then suggested that this would be a good time for Directors to express their appreciation for John Reitz's twenty-eight years of service and commitment to the Society, as he closed the annual meeting and stepped down as President, and the Directors warmly thanked him for all his contributions to the Society.

13. Adjournment

There being no further business, the meeting was adjourned at 10:30 a.m.

Respectfully submitted,
Alison W. Conner
Secretary, American Society of Comparative Law, Inc.