MINUTES of the seventy-fourth meeting of the Directors of the Manufacturing Chemists' Association, Inc., held in the Board Room of the American Iron and Steel Institute, located on the 38th Floor of the Socony Mobil Building, New York City. The meeting was convened at 4:30 p.m. (EST), November 25, 1957.

There were present:

Messrs.

Henry Bower
Peter Colefax
John T. Connor
Lee V. Dauler
David H. Dawson
William P. Drake
C. B. Edwards
Fred J. Emmerich
Raymond F. Evans
D. S. Frederick
Ernest Hart
John A. Hill
John E. Hull
Harry B. McClure
John E. McKeen
R. L. Murray
Thomas S. Nichols
S. B. Penick, Jr.
Robert B. Semple
H. Greville Smith
R. W. Thomas
O. V. Tracy
George R. Vila
Robert I. Wishnick
M. F. Crass, Jr.

Alternates:

Bert Cremers (for Robert B. Semple)
John F. Daley (for David H. Dawson)
Earle S. Ebers (for George R. Vila)
Alan S. Evans, Jr. (for Lee V. Dauler)
Harry S. Ferguson (for Fred J. Emmerich)
John L. Gillis (for Charles Allen Thomas)
Allan J. Greene (for John E. McKeen)
F. O. Haas (for D. S. Frederick)
R. W. Hooker (for R. L. Murray)
William H. McLean (for John T. Connor)
Max A. Minnig (for Robert I. Wishnick)
Charles S. Munson (for John A. Hill)
Carl F. Prutton (for Ernest Hart)
P. C. Reilly (for C. B. Edwards)
W. T. D. Ross (for H. Greville Smith)

Present by Invitation:

William I. Burt - Goodrich-Gulf Chemicals, Inc.
Melvin E. Clark - Frontier Chemical Company, Division of Union Chemical & Materials Corp.
H. H. Fowler - Fowler, Leva, Hawes & Symington
John R. Hoover - B. F. Goodrich Chemical Company
Marx Leva - Fowler, Leva, Hawes & Symington
J. P. Remensnyder - Heyden Newport Chemical Corporation

After he had called the meeting to order, the Chairman welcomed Mr. Raymond F. Evans to membership on the Board. He then welcomed the alternates and guests and urged them to participate actively in the discussions.

I. MINUTES OF OCTOBER 8, 1957, MEETING.

The Secretary reported the inadvertent omission from the Minutes of authorization granted by the Directors for the filing of a statement in support of the Dorn Resolution, H. R. 317, should this legislation become active during the next Session. The Resolution provides for a full investigation of the operation and administration of the Walsh-Healey Public Contracts Act, and authorization for an Association statement was recommended by the Industrial Relations Advisory Committee at a recent meeting.

With this amendment, the Minutes were duly approved as submitted to the members.

II. REPORT OF THE EXECUTIVE COMMITTEE.

Chairman McClure stated that a luncheon meeting of the Executive Committee had taken place at 12:30 p. m. that day and that several items discussed at that meeting would be taken up in their respective places on the Board agenda. Unlisted items discussed at the Executive Committee meeting included the following:

(a) Staff Headquarters Office Space. The special subcommittee has recommended that it be discharged in view of the fact that the Potomic Plaza Cooperative Office Building venture has now been abandoned. The subcommittee's feeling, affirmed by the Executive Committee, is that the staff should make a recommendation for the leasing of future space at the proper time, this to be considered and affirmed in due course by the Directors.

(b) Salary Adjustments and Future Policy. A general discussion was held on this subject, with decision deferred until the December 10, 1957, meeting.

(c) Proposed MCA Award for Fundamental Research. This proposal is now under consideration by the Research Advisory and Education Advisory Committees, and a report will be made at a future date.

Following consideration of the above items, it was

ON MOTION duly made and seconded,

VOTED: That the above actions of the Executive Committee be approved.

III. TREASURER'S REPORT.

(a) Financial Report, June - October 1957. The financial report for the five months ending October 31, 1957, was reviewed. This had been sent to Directors in advance of the meeting for detailed study and comment.

ON MOTION duly made and seconded, it was

VOTED: That the report be accepted and placed on file.

(b) Barium Reduction Corporation -- Arrears. Article IV, Section 3, of the By-Laws provides that: "Any member failing to pay his entrance or annual membership fee within thirty days from the time it becomes due, shall be notified by the Secretary, and if payment thereof is not made within the succeeding thirty days, such member shall be reported to the Board of Directors as in arrears, and, if so ordered by the Board, shall be dropped from membership and thereupon shall forfeit all rights and privileges of membership."

Barium Reduction Corporation has failed to pay its dues for fiscal 1957-58 and has not responded to two follow-up letters dispatched by the Secretary in addition to the original letter of transmittal and invoice, which were mailed on June 11, 1957. Following discussion, it was the consensus that the Secretary dispatch a final letter advising the Corporation that if payment is not received by January 1, 1958, it will be dropped from the roster.

IV. BOARD OF DIRECTORS.

(a) Passing of George W. Merck. A report of the untimely death on November 9 of George W. Merck, former MCA Officer and Director, was received by those present with deep regret. A resolution and testimonial statement, suitably bound in a leather folder, was read by the Secretary and unanimously adopted by a rising vote, after which there was a moment of silence. This will be delivered to Mrs. Merck, and a signed copy transmitted to the Officers of Merck & Co., Inc. A copy of the text is attached to these Minutes.

(b) Membership Committee.

(1) Application of Montrose Chemical Company. It was reported that an application had been received from Montrose Chemical Company and that, in the opinion of the Membership Committee, the applicant is qualified for membership under the Association's By-Laws.

ON MOTION duly made and seconded, it was

VOTED: That the application be approved subject to the 30-day notification to members provided under Article III, Section 4, of the By-Laws.

(2) Membership Prospects. Chairman Wishnick reported that a luncheon meeting of his Committee had been held that day and that a list of membership prospects supplied by the Secretary had been discussed, screened, and assignments made where appropriate. Mr. Wishnick stated that his Committee would operate actively, giving careful attention to eligibility of applicants under the By-Laws. Membership prospects on which additional information is required will be referred to the Secretary for development.

(c) Program Committee.

CMA 067483

(1) 7th Semi-Annual Meeting. Mr. McKeen presented a general report on behalf of his Committee, advising that all arrangements

had been made for the November 26 meeting as to program and functions. It was reported that a registered attendance of 1030 was expected.

(2) Appointment of Committee Chairman, 1958 General Meetings. Those present affirmed the nomination of Mr. S. B. Penick, Jr., as Committee Chairman, replacing Mr. John A. Sargent, resigned. Mr. Raymond F. Evans was appointed to fill the vacancy on the Committee created by Mr. Sargent's resignation.

(d) Appointment of Nominating Committee. In accordance with Article V, Section 8, of the By-Laws, Chairman Hart appointed the following Committee to present nominations for Officers and Directors for fiscal 1958-59:

John A. Hill, Chairman
O. V. Tracy
Robert I. Wishnick

(e) 1958 Regional Spring Directors Meeting in California. Chairman Hart reported in behalf of the Arrangements Subcommittee. The meeting will be held at Del Monte Lodge, Pebble Beach, California, on Tuesday, Wednesday, and Thursday, March 25 - 27, 1958. Member representatives will convene in San Francisco on the evening of March 24 for a dinner and get-together sponsored by Stauffer Chemical Company. Transportation to Pebble Beach will be provided the next day in manner similar to the previous meeting. Inasmuch as the principal executives of all member firms having Coastal operations will be invited to the meeting, the Secretary plans to send out a general notice during the early part of December.

(f) Pension Trust Agreement -- Amendment Ratification. At the request of the Trustee, and in order to officially ratify and formalize the amendment to the Retirement Plan adopted by the Directors at the May 14, 1957, meeting, the following resolution was unanimously adopted:

> "RESOLVED, That, with further reference to the resolution adopted by this board on May 14, 1957, approving an amendment of the staff retirement plan, this board hereby ratifies and approves the action of the President in executing as of June 14, 1957, after consultation with the general counsel, an amendment to the Pension Trust Agreement changing the monthly retirement income to be paid thereunder for each year of participation since November 30, 1949, from a sum equal to one percent (1%) of the first $250.00 of monthly earnings and one and one-half percent (1 1/2%) of the excess, to a sum equal to one and one-quarter percent (1 1/4%) of the first $350.00 of monthly earnings and two percent (2%) of the excess, subject to an overall limitation to a maximum monthly retirement income of $1,000.00."

(g) Resolution Honoring August Kochs. Following clearance with the Association's Officers, it was agreed that a resolution honoring Mr. August Kochs, Chairman, Victor Chemical Works, on his completion of 60 years of active service in the chemical industry, should be presented to the Directors and, if approved, read as a part of the program of the Semi-Annual Meeting Dinner the following evening. The Secretary read the following resolution, which was inscribed with illuminated letters on a parchment scroll:

"WHEREAS AUGUST KOCHS rendered valuable service to MCA as a member of the Executive Committee during the period 1934 to 1945, and,

"WHEREAS he has now completed 60 years of distinguished service to the chemical industry of the United States, during which time he founded Victor Chemical Works of which he is still the active head; now therefore be it

"RESOLVED, That the Directors of MCA do hereby express their appreciation and gratitude to August Kochs for his valued contributions to his country and to the chemical industry during his long period of service. This Award is presented as a testimonial of their respect and esteem."

ON MOTION duly made and seconded, it was

VOTED: That the resolution be adopted.

(h) Niagara Falls Regional Meeting. For the benefit of those present, Chairman Hart and Mr. Murray reported on the Niagara Frontier Regional Directors Meeting, held at Niagara Falls, New York, on October 8 and 9. It was the consensus of all that the meeting was most worthwhile and should be repeated at some future date.

(i) Expression of Appreciation to American Iron and Steel Institute.

ON MOTION duly made and seonded, it was

VOTED: That the Secretary be instructed to transmit a letter of thanks to Mr. Max Don Howell, Executive Vice President, American Iron and Steel Institute, for his courtesy in making the Institute's Board Room available to the MCA Directors for their November 25 meeting.

V. COMMITTEE APPOINTMENTS.

The Board of Directors approved the following Committee appointments:

(a) Atomic Energy Committee.
G. W. Wunder, National Lead Company, replacing Alex. Stewart.

(b) Chemical Packaging Committee.
B. F. George, Shell Chemical Corporation, replacing W. F. Schoenthaler.

(c) Chemicals in Foods Committee.
Mario Scalera, American Cyanamid Company, replacing Wilbur H. Miller.

(d) Education Advisory Committee.
S. L. Brous, General Electric Company.
Howard A. Marple, Monsanto Chemical Company, replacing Francis J. Curtis.

(e) Mechanical Technical Committee.
P. J. Callan, Eastman Kodak Company, replacing Ernest E. Mohr.

(f) Medical Advisory Committee.
John H. Foulger, E. I. du Pont de Nemours & Co., Inc., as Chairman.
William Sutton, Eastman Kodak Company, replacing James H. Sterner.

(g) Plastics Committee.
R. K. Turner, Union Carbide Corporation, replacing George C. Miller.

(h) Tank Car Committee.
B. F. George, Shell Chemical Corporation, replacing W. F. Schoenthaler.
John F. Wohlfahrt, National Distillers and Chemical Corporation.

(i) Tax Policy Committee.
J. Fay Hall, Jr., Rohm & Haas Company.

(j) ASA Chemical Industry Advisory Board. MCA Representation.
Reappointment of Meade McArdle, Olin Mathieson Chemical Corporation, for the two-year term expiring December 31, 1959.

(k) ASA Safety Standards Board. MCA Representation.
Reappointment of R. H. Albisser, Merck & Co., Inc., and S. F. Spence, American Cyanamid Company, for the two-year term expiring December 31, 1959.

VI. STAFF REPORT AND MISCELLANEOUS ITEMS.

(a) MCA Tax Policy. Those present were handed copies of a memorandum listing a summary of tax subjects recommended by the MCA Tax Policy Committee for presentation by the Association in hearings before the House Ways and Means Committee, expected to be held following the reconvening of Congress in January. It was agreed that these recommendations would be studied by Directors with members of their individual organizations and that action would be deferred until the December 10 meeting.

In the meantime, the Ways and Means Committee has set a deadline of December 2, 1957, for the filing of requests for hearing appearances. On the recommendation of the Tax Policy Committee and staff, it was the consensus that authorization be granted for an appearance in behalf of MCA.

(b) Senate Bill 11. Those present were handed copies of a memorandum dated November 22, which was transmitted by General Hull to Executive Contacts with a covering letter. The memorandum detailed the history and recent developments relating to S. 11 and similar bills which would amend Section 2 (b) of the Robinson-Patman Act by seriously impairing the right of sellers to meet a competitor's price in "good faith." MCA testimony was presented earlier this year before the Senate Antitrust Subcommittee

General Hull emphasized the importance of this legislation to the chemical industry and the need for active opposition in case the legislation becomes active during the next Congressional Session, which now appears likely.

(c) International Trade and Tariff. On November 5, the Association transmitted to Executive Contacts copies of the MCA statement on U. S. trade and tariff policy, excerpted from the Compendium of the Subcommittee on Foreign Trade Policy of the House Ways and Means Committee (Boggs Subcommittee).

With reference to the National Industrial Conference Board Study, financing has been assured, and it is expected that the Board's report in mimeographed form will be ready for issuance about December 2 next. We understand that it will contain comprehensive comparisons of production costs for a number of industries or categories of products and will include chapters on the gold accumulation and dollar balance, as well as an analysis of escape clause proceedings. The Board has advised us that it is experiencing considerable difficulty in assembling case histories showing loss of markets due to imports. In lieu of this, they have developed statistics showing imports versus domestic production where imports amount to more than ten percent of the U. S. market. The Association has been invited to appear before the Subcommittee's Panel on Chemicals on December 13, and Mr. R. F. Hansen has agreed to represent MCA.

(d) Washington Advisory Committee. General Hull reported that the MCA Washington Advisory Committee's term of activity had officially expired but that it had been operating recently on an ad hoc basis. Its activities have consisted principally of arranging programs for monthly meetings of the Washington Chemical Representatives Group, and in sponsoring Chemical Progress Week activities in the Greater Washington Area. The Committee recently requested reinstatement as a permanent functional committee.

ON MOTION duly made and seconded, it was

VOTED: That the Committee's reconstitution be approved with the understanding that it be a non-policy forming organization, that membership be rotating, and that a staff man be present at all meetings.

(e) Education Program. General Hull reported that the volume of requests for MCA materials had increased substantially of late, exceeding estimates. The acceptance of the material appears adequately proved, and several reprintings have been necessary. Contracts have been signed with a West Coast organization for the production of two films.

(f) Metals Activity. The Secretary reported that a dinner meeting of member metals producers would be held that evening to receive a report of the Program Subcommittee. Advance reservations indicate that approximately 40 representatives will be present from 20 member companies.

(g) International Labor Organization, 5th Session of the Chemical Industries Committee. The Association has received an official invitation from the National Association of Manufacturers, acting in the capacity of agent for the U. S. Department of Labor, to furnish a delegation to the 5th Session of the ILO Chemical Industries Committee, to be held in Geneva, Switzerland, during February 1958. It was pointed out that the Board of Directors has consistently authorized such delegates and has emphasized the desirability of continuity in the selection of individuals. It was the consensus that the invitation should be accepted and that staff nominations for personnel be approved. The latter include Mr. E. W. Dwyer, Monsanto Chemical Company; Dr. John H. Foulger, E. I. du Pont de Nemours & Co., Inc.; and Mr. M. F. Crass, Jr., MCA Secretary. The Monsanto and du Pont Companies have already agreed on an informal basis to make the services of the above individuals available.

(h) Patent Office Chemical Exhibit. A communication from Mr. Robert C. Watson, Commissioner of Patents, inviting members of MCA to participate in a Chemicals and Synthetics Exhibit scheduled for February and March 1958 in Washington was read. It was suggested that the Exhibit provided an excellent medium for publicizing member firm research contributions through the showing of products, processes, material and/or services. Firms desiring to participate should communicate directly with the Commissioner, with copies of their letters to the MCA Secretary.

(i) American Standards Association, Inc. A detailed memorandum, outlining the background of the Chemical Industry Advisory Board of ASA and its proposal that it be designated as a full Standards Board with the authority to pass on applications for chemical product standards, will be sent to Directors in advance of the December 10 meeting. A letter from the General Counsel, dealing with this subject, will be attached to the memorandum. At the December meeting the Chairman of CIAB will be present to answer questions.

(j) Water Pollution Abatement Workshop. A brief report was made on the MCA-sponsored Water Pollution Abatement Workshop held at Newark, New Jersey, November 19. This was a distinct success. The Association's method of assisting member firms in solving industry problems on a direct basis with local plant personnel in the fields of labeling, pollution abatement, and safety appears to be paying dividends. A labeling workshop has been scheduled for Houston, Texas, by the members of the Labels and Precautionary Information Committee during the spring of 1958.

- - - - - - - - - - - - - - - - - -

There being no further business to come before the meeting, it was unanimously resolved to adjourn.

M. F. Crass, Jr.
Secretary

APPROVED: Ernest Hart
Chairman

Text of testimonial statement unanimously adopted by a rising vote by the Board of Directors, Manufacturing Chemists' Association, Inc., on November 25, 1957:

It was with deep sorrow and a sense of profound loss that the Directors of the Manufacturing Chemists' Association learned of the sudden passing on November 9, 1957, of their respected friend and associate, George W. Merck. He had attended the Association's 85th Annual Meeting on June 6, as was his custom for many years, and, at that time, had appeared to be his usual vigorous self. His death, therefore, came as a shock to his MCA associates and leaves a void both within the Association and the chemical industry that cannot be filled.

George Merck's interest in MCA became active during the early days of his career and continued without abatement until the time of his death. He served as a member of the Executive Committee from 1927 until 1952; was a Vice President from 1933 until 1945; was Chairman of the Executive Committee from 1946 through 1948; and was elected President for the period 1949-1952. In the latter capacity, he guided the Association through a critical period, including its incorporation.

Burdened by manifold responsibilities and holding a place of prominence in the chemical industry, he, nevertheless, devoted a substantial amount of time to MCA and its well-being at considerable personal sacrifice. His services to his country and his administrative and technical contributions to industry and science were profound and invaluable.

In all of these many activities, however, he retained a modesty and humility of spirit which endeared him to his associates and commanded their respect. He was a kindly and spiritual man, with tolerance, deep understanding, and warmth of heart.

The Directors of the Manufacturing Chemists' Association take this means of expressing their sincere tribute to their friend and associate and, by unanimous action, direct that this Resolution be forwarded to his family with a copy to the Executive Officers of Merck & Co., Inc., as an expression of their sympathy and as a testimonial to his memory.