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## HERBERT F. GOODRICH

*Judge Goodrich died on June 25, 1962. With his passing, the University of Pennsylvania Law School and the legal profession lost a friend and scholar.*

I first had the good fortune to know Judge Herbert F. Goodrich well in 1943, when I became a member of the Council and Executive Committee of The American Law Institute. Long before that I knew, of course, that he had graduated cum laude from the Harvard Law School in 1914, had been Professor and Dean at the University of Pennsylvania Law School from 1929 to 1940 and lecturer there for eight years more, and that he had been on the United States Court of Appeals for the Third Circuit since 1940. But what I have to say about him is almost entirely in connection with Institute work because that was the area of our association.

In 1947, when I became President, Judge Goodrich had been Assistant Director of the Institute for three years. William Draper Lewis was the Director and had been from the beginning; it was he who inspired and molded the Institute. It has often been said that Lewis always spent ten dollars when one would have been sufficient and used ten words when only one was necessary. But he got things done regardless of cost or time and everybody loved him.

Like Lewis, Goodrich as Director commanded universal affection and admiration and had the ability to get things done. But Judge Goodrich got them done faster and more economically. This was due partly to the fact that he used few words—every one of them important, if not essential. But the speed and sureness with which he moved things along were primarily the products of an extraordinary mental facility which found the solution quickly and accurately. It was this

which permitted his many accomplishments both within and beyond the Institute. For, in addition to his judicial and educational positions, he early made himself an authority in the field of Conflict of Laws. The treatise which he wrote singlehandedly in 1927 has gone through three editions, the last in 1949. Throughout it has been accepted as a classic and has been highly useful to the profession. But his legal expertise was unlimited. No one in his generation could be more aptly and accurately characterized as a "generalist;" no one could be claimed to excel him in that capacity. His work on the bench kept him from becoming overly academic, and his skill in the use of rather informal English assured easy understanding. As Judge Learned Hand said of him at an annual meeting of the Institute a few years ago: "Our Director is an amazing man who seems to be omniscient and omnipresent and omnibivalent, and omnium."

The high intellectual and practical caliber of his fifteen years of leadership as Director is demonstrated by what the Institute produced in that period. It completed, or substantially completed, the Restatement of the Law, Second, Agency and Trusts; the Uniform Commercial Code, the Model Penal Code, the Restatement of the Foreign Relations Law of the United States, the Uniform Rules of Evidence, and a series of studies and drafts of federal tax statutes. Substantial progress was also achieved on the Restatement, Second, Conflict of Laws and Torts.

No one unfamiliar with the intricacies of Institute procedure can appreciate the difficulties of a Director's task. First, he must exercise a judgment whereby only the best, but still enough, suggestions for projects are formally called to the attention of the Council. This calls for an attitude not too receptive but not too tough. The line is often a hard one to draw, but during Judge Goodrich's fifteen-year tenure, I know of only one failure to draw it in the right place, and I, as the then President, was largely responsible for that miscalculation.

A Director must also present proposed projects to the Council, consisting of forty judges, professors, and lawyers, many of whom think that they know just what should be accepted or rejected and have plenty to say on the subject. It takes a high degree of tact and intelligence to assure the proper conclusion to the discussion. Judge Goodrich accomplished this so inconspicuously that members of the Council did not always fully appreciate the extent of his influence in eliminating delay and steering towards a sound decision. But the President, who did the formal presiding, was always grateful for his presence and confident that, so long as he was there, things would not get out of hand and no serious mistakes would be made.

The approval of a project by the Council brings with it the necessity for the selection of a Reporter to head it. This requires a broad personal acquaintance with those available and an expert judgment as to their relative qualifications for the particular work. Then there remains the choice of Advisers to the Reporter, to be made by agreement between the Director and the Reporter. These decisions rested largely on the shoulders of the Director although he was always free to seek the advice of the President and frequently did.

In my opinion, the Director's most difficult duty is to secure proper progress of a project without pushing the workers too hard and sacrificing quality for the sake of speed. Judge Goodrich skillfully held the balance between hard-working, perfectionist Reporters and Advisers on the one hand, and impatient members of the Council and officers of sponsoring foundations on the other. And it should be noted that the securing of such sponsorship was another aspect in which the Director's standing, prestige, and record for sound judgment meant a great deal.

I have tried to give the impression of the contributions which Judge Goodrich made to the improvement of the administration of justice and, specifically, to the work of the Institute in preserving its high standard of workmanship and practical value to the legal profession. I want now to emphasize the rare personal characteristics which complemented his learning and leadership. He was always good-natured and generally—but not always—genial. The exceptions were when someone was making a bore of himself. For to the Judge there was a big difference between a "dandy," to use a favorite word of his, and a "dullard." He possessed the gift of good fellowship and inspired it in others. He saw to it that everybody enjoyed his work and his co-workers, and had a good time himself. This was the spirit in which the Institute was organized, and no one else could have done as much as Judge Goodrich did to perpetuate and mellow it.

*Harrison Tweed †*

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† *President, American Law Institute, 1947-61, now Chairman of the Council. A.B. 1907, LL.B. 1910, LL.D. 1958, Harvard University.*