Giving It All Away

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Giving It All Away: The Story of William W. Cook and His Michigan Law Quadrangle.

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WHEN I BECAME ASSISTANT DIRECTOR of the University of Michigan Law School’s library in 1973, one of the first items I found in my new office was William W. Cook’s black death mask. The eyes of Cook’s mask are forever shut, but it is my intention to open the eyes of the many friends of Michigan Law to the person Cook was. I want to help them understand why he gave his considerable fortune to Michigan Law. Cook’s donation, when adjusted for inflation, is arguably the largest ever made by one person to the University of Michigan. Cook was also among the first to understand the need for generous private giving to raise up a public university to its full potential. In his will he called on others to follow his lead.

The Collegiate Gothic Cook Law Quadrangle where I work ranks high on any list of America’s most beloved buildings.¹ The beauty of its stone buildings and walks, rich green lawns, and tall elms stirs strong emotions in those who enter the Quad from the central campus through the corbel-embellished archways. The surroundings induce respect for tradition and deep thinking and nurture strong loyalty to the Law School. Inspired by Oxford and Cambridge, the buildings symbolize our British common law heritage. Whatever the season, the Quad rewards the observer: on a winter night, the snow is lovely falling through the golden light from the Reading Room; in springtime, the elms turn a lacy pale green and the delicate pink redbuds reflect off the granite walls; on humid Michigan summer days, the heavy Virginia creeper shades the large east and west windows of the Reading Room; and every fall, thousands of football fans enter and briefly immerse themselves in the magical world of the Quad as they walk south on State Street to Michigan Stadium.

Why is Cook, the donor of these extraordinary buildings, all but unknown? Shreds of misinformation about him appear sporadically: he was “prejudiced” and “attached strings” to his gifts to Michigan. He was “prickly,” “peculiar,” “stubborn,” and kept himself isolated from the world. He made his fortune by
being “paid with stock,” implying little effort on Cook’s part. These views of him are inconsistent with Cook’s most important acts, which were generous, high-minded, and the result of hard work and intense focus.

A more accurate perception comes from Shirley Smith, secretary of the university from 1908 until 1945, and from 1930 forward, also vice president. The Regents entrusted Smith with business decisions, and during the interims between presidents he was given additional responsibilities. Smith had Cook’s absolute respect and trust in any negotiations with the university, and Cook liked him personally, admired the way he handled things, and spoke favorably of any visits Smith made to New York.2

Smith wrote of Cook that he was “a strange composite of the urbane and the tyrannical, the generous and the suspicious, the dreamer and the dictator.” 3 Harry B. Hutchins, a law school dean who became a University of Michigan president, and who will loom large in this story, was one of many who praised Cook’s wonderful powers of concentration and endurance.

Cook not only gave away money, he inspired (or “flogged,” to use his word) his architects to do their finest work for him. What did he hope to achieve with his generosity? Who was this man? Who did he love? What did he read? Who were his friends? How did he make his fortune? How did a native of tiny and remote Hillsdale, Michigan, come to be a wildly successful Manhattan lawyer who would make the largest personal gift ever to the University of Michigan? Finally, why is it that he often traveled to Hillsdale to visit his family but never once returned to Ann Arbor after his 1882 law school graduation? Cook was never in the physical presence of the buildings that came to grace the University of Michigan campus through his passionate efforts and generous gifts. Is it possible to understand this man?

Cook, who earned Michigan undergraduate (1880) and law (1882) degrees, was a shrewd strategic thinker and indefatigable workaholic who had dual careers as a lawyer and a writer before he became a sophisticated and visionary donor. He was an early giant in the field of corporation law. With the help of Cook’s pioneering work, the corporation became the driving force behind America’s capitalist industrial expansion. He accomplished this through his job with the Mackay telegraph and cable companies and as the major writer of his time on corporation law.

Cook shaped the development of the first global telegraph and cable system. His widely published scheme for the reorganization of America’s railroads became a bill that was considered but never passed by Congress. His ideas about the future of legal research have proven accurate, for the most part, and have made
possible an ambitious, effective research program at Michigan Law. Cook believed that the law book of the future would be written by scholars, not practitioners, and that the best way to improve the law was by restating the accumulation of centuries of case law.

Cook’s primary motivation was his desire to preserve American institutions. He also wanted to demonstrate the value of private giving. His crowning accomplishment was his gift to Michigan, valued in 1931 as one-third of all of the university’s financial support from sources other than public funds or student fees. The road from his original vision to success, however, held many obstacles: financial, psychological, interpersonal, legal, economic, and institutional. How Cook overcame those barriers gives us the story line of his biography. This man remains unknown to the thousands who have benefited from his wealth. In my opinion, this is wrong. Cook deserves wider recognition for all that he accomplished.

This book aims to fill out the picture of William W. Cook by building on two earlier works. Art historian and medievalist Ilene Forsyth’s *The Uses of Art* (1993) sagaciously and concisely describes Cook’s dedication to the Law Quadrangle project at Michigan and his determination to finish it, and it analyzes the medieval themes in the buildings. The late Michigan law professor Alfred Conard, an expert on corporation and securities law, thoroughly assessed Cook’s writings on the law and contributions to the development of corporation law. I have drawn liberally from both Forsyth and Conard, although neither wrote a biography of Cook.

This book provides much additional information about Cook. First, it reveals as much as possible about the life he led, both personal and professional, apart from the University of Michigan. Second, it focuses on the interpersonal relationships between Cook and the men at Michigan who recognized his potential as a donor and worked with him to create the Quad. While Forsyth describes a process that was driven to magnificent conclusion by Cook’s determination, this book delineates a quite different process, one that moved forward slowly in fits and starts and had the university on tenterhooks for almost a decade about whether, when, and how much Cook would give.

*Giving It All Away* also includes an assessment of Cook’s final book, *American Institutions and Their Preservation* (1927 and 1929). The book and its author have casually and even caustically been dismissed as racist. That’s too glib. Appendix A briefly addresses the essential ideas in the book and places them in the context of the times in which Cook lived, not to apologize for him but to avoid the dangers of “presentism” in the evaluation.

Cook’s life illustrates well three themes of American history from 1870 to 1930, the years of his adulthood. The first theme is the trend of people moving
away from small communities and into large cities, the second is the role of higher education in that dramatic shift, and the third is the rise of the professions and of professional education, specifically legal education. Cook’s work as a corporate lawyer and theorist of corporate law helped create the giant organizations that prevailed by the middle of the twentieth century and that challenged small independent businessmen. In his landmark book *The Search for Order*, the late American historian Robert Wiebe wrote of these transformations as “part of a fundamental shift in American values, from those of the small town in the 1880s to those of a new, bureaucratic-minded middle class by 1920.” Cook exemplifies all of this.

This book is informed by a wide array of resources. They range from photos of Cook’s parents to minutes from his Masonic Lodge initiation to court opinions from his cases in state and federal appellate courts (including the Supreme Court) to testimony from his appearances before Congress. The court papers from his divorce were available for review, as well as transcripts from the disputes over the value of some of his real estate and the probate inventory of his every possession at death. Researching the importance of his books on corporate law revealed that judges, lawyers, and scholars valued them above all others.

No archive of Cook’s papers exists, although the University of Michigan’s Bentley Historical Library contains a wealth of papers about Cook’s Law Quadrangle project. To complete the story of Cook’s relationship with the university required a review of all the files of every president, regent, and law school dean, and many members of the faculty as well, from that era. This book does not include many details about Cook’s day-to-day life; this type of information, if it exists, is scattered widely and buried deep.

The process of creating *Giving It All Away* was a stimulating challenge at every stage. The research took me to places, people, and resources I would never otherwise have encountered. The writing required me to synthesize a vast amount of information into what I hope will be a good read for those interested in William W. Cook and his Michigan Law Quadrangle.

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