



OFFICE OF COMPLIANCE SERVICES
UVM.EDU/POLICIES

POLICY

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Title: Intellectual Property

Policy Statement

The primary obligation in conducting University research and scholarship is the pursuit of knowledge for the benefit of society.

Since University research has substantial public support, it is incumbent upon the University to seek assurance that patents resulting from its work be administered in a manner consistent with applicable law.

In order to provide adequate recognition of, and an incentive for, intellectual achievements, inventors and authors will be provided with opportunities to share in the proceeds from their inventive and creative endeavors.

The contribution of outside sponsors to the research endeavors of the University is recognized by granting certain rights to sponsors, consistent with the principles outlined herein.

After payment of the costs associated with intellectual property protection, licensing and related activities as specified in this Policy, revenue accruing to the University from the commercialization of its intellectual property shall be shared between the University, inventors and authors on a fair and reasonable basis. The University's share of that revenue shall be used to advance institutional research and scholarship endeavors.

2. Policy

2.1. Intellectual Property Managed under this Policy For purposes of this policy, the following categories are considered Intellectual Property and, unless otherwise noted in this policy, shall be treated the same under all provisions of this policy:

2.1.1. Patents

This Policy shall apply to patent(s) resulting from the University-related activities of individuals subject to this Policy as described in §2.2. For purposes of this Policy, the term "patent" or "patents" shall apply to those inventions (e.g. innovations or discoveries) that are or may be patentable or otherwise protectable under Title 35 of the United States Code, or any novel variety

2.2.2. University Visitors

All non-student visitors to the University who are participating in research activities and/or making use of University facilities and/or resources are considered “Covered Persons” for purposes of this Policy. It is the responsibility of visitors to ensure that their obligations to third parties, including but not limited to their own employers, 1 (k)2 (i)-1.6 (n)6 c3.2 (d)3.1 r

systems ("Materials"). These University-Commissioned works shall be compensated and shall be the subject of written agreements and may be either content or text-based or may be computer software or both. Such works are considered University-owned. Participating individuals will be notified prior to the commencement of the creation of the educational materials where possible and shall agree in writing to the University's treatment of the works as University-Commissioned. Monetary support for training shall not, in and of itself, result in University ownership of a work, unless included in a written agreement, entered into prior to the training.

The University recognizes its obligation reasonably to maintain the currency of University-Commissioned works in active use so as to preserve the quality of educational programs and to protect the reputational integrity of the authors. Authors will be provided the opportunity no less than once annually to comment on the currency of their Materials. If faculty is invited by the University to update Materials, they will be offered additional compensation commensurate with the work in accordance with this Article.

2.3.5. Digital Educational Works. Digital educational works include, but are not limited to, course syllabi and curricula, lectures, pedagogical materials of any nature or kind (including computer software and its documentation), video and audio materials used in instruction and the like, in any format and which are developed or converted for the purpose of teaching on or offcampus by means of digital format.

2.3.5.a. Digital educational works, individually or jointly created by a faculty member or other

“Scholarly and Artistic Works” shall be and remain the property of their Creators (“Individually Owned Works”) unless such copyrighted works are (i) developed as part of a University project, program or activity th

employment relationship with the University, or where the University has external obligations with respect to Student Intellectual Property. In such cases, Student Intellectual Property is hereby assigned to the University pursuant to §§ 2.3.1 and 2.3.2 of this Policy. The waiver provisions of §3.3.2 shall apply to University Students. Activities undertaken by University Students receiving financial aid as tuition assistance shall not be considered “University funds” unless such assistance consists of employment at the University (including, but not limited to teaching assistantships) or is charged against a grant, contract or other agreement between the University and an external funding source.

3. Implementation of Policy

3.1. Intellectual Property Assignment Agreement

All University faculty and staff, University Visitors and University Students who engage in activities that will or may result in University ownership of Intellectual Property in accordance with this Policy must, prior to participating in any such activity, execute the University’s Intellectual Property Assignment Agreement (“IPAA”), attached hereto as Appendix A. Execution of the IPAA is deemed a condition to participation in any such University activities. If the IPAA is not executed as required under this §3.1, such individual is nevertheless subject to this Policy as a condition of his or her participation. The University and all necessary parties must approve the use of any documents relating to ownership of intellectual property other than the IPAA.

3.2. Obligation to Disclose

All individuals participating in University activities as University faculty and staff, University Visitors and/or University Students must disclose to the University in a timely manner any and all Intellectual Property as described in §2.1, invented or created (with the exception of works clearly subject to §§2.4.1, 2.3.5 and 2.4.2) by them so that the University can determine whether it has an ownership interest according to this Policy. Disclosure does not itself constitute a surrender or determination of ownership. Disclosure shall be made by completion of the appropriate Disclosure Form, appended to this Policy as Appendix B, and by submitting the Disclosure to the appropriate administrative offices as directed on the Form. Failure on the part of any Covered Person to complete the Disclosure Form(s) as required shall not in any manner impair or diminish their rights (including ownership rights) and obligations of either the University or the individual as described in this Policy. Covered Persons uncertain whether Intellectual Property developed by them during the period of their employment or relationship with UVM must be disclosed should consult with the Vice President for Research or his/her designee.

3.3. Determination of Ownership and Waiver

3.3.1. Determination of Ownership

Following receipt of a properly completed and signed Disclosure Form, the University will determine whether, consistent with this Policy, it is entitled to ownership of the Intellectual Property disclosed, and it shall promptly notify the inventor(s) or creators(s) in writing of its decision. University determinations as to ownership and disposition of Intellectual Property will be made in accordance with the institutional mission and principles stated in § 1 of this Policy and the requirements of applicable external agreements and obligations under applicable laws and regulations, with due regard for considerations relating to use of University facilities and resources. University action may, in some instances, include exercising ownership and thereafter placing the Intellectual Property in the public domain.

covered individual wishes to transfer TRP to an investigator at a non-profit institution for research purposes, the covered individual must use a University approved form of Materials Transfer Agreement ("MTA"). If a covered individual wishes to transfer TRP to another entity for commercial purposes, such transfer must be approved by the VPR or his/her designee. Faculty and students who have developed the TRP wish to take copies or samples with them upon leaving UVM shall seek permission of the VPR or his/her designee prior to removing these types of materials from UVM and, in any event, title to the TRP shall at all times remain with the University. The VPR or his/her designee shall make a determination as to whether an individual's new organization shall be required to execute a Material Transfer Agreement ("MTA") covering TRP as a condition of using the TRP at that new organization.

3.5. Sharing of Intellectual Property for Educational and Research Purposes

The University will manage the Intellectual Property which it owns in a manner consistent with institutional mission and the principles set forth in § 1 of this Policy. A prime aspect of this objective is to facilitate access to its Intellectual Property by the educational, scientific and research communities for non-commercial educational and research purposes.

4. Commercial and Other Uses (À`ž m!"„, i ;L Á "•I hÚ 'j)@Sh3.5.

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4.1.6.b. Where the University transacts a licensing arrangement with a company that includes the payment of royalties in cash as well as equity, all inventors and creators will be entitled to their otherwise established share of cash royalties, regardless of whether they have also received an equity share.

4.1.7. Conflict of Interest and Conflict Avoidance in Equity Transactions

4.1.7.a. Where an inventor or creator holds or will acquire an equity or founder's stock and/or option position in a company to which Intellectual Property that the inventor or creator helped develop is licensed by the University, the University will accept an equity position in lieu of all or a portion of cash royalty only with the approval of or his or her designee. In all situations, inventor(s) and creator(s) who remain in the employ of the University will not use University students for research and development projects sponsored by the company without expressly disclosing to students the inventor(s)/creator(s)'s ownership interest in the company and without the express approval of the academic department chair or other appropriate administrative unit supervisor. In addition, inventor(s)/creator(s) will not restrict or delay access to their research results and do benefit the company (apart from any University-authorized agreement with the company) and will not engage in such other activities that may create a presumption of conflict of interest between their activities as faculty or staff of the University and their activities with or on behalf of the company. The limitations and conditions of this paragraph are in addition to those required by the University's conflict of interest or other related policies.

4.1.7.b. In situations where the University is negotiating the licensing of Intellectual Property with a company, it is a prohibited conflict of interest for any University faculty or staff member who supervises an inventor or creator of that Intellectual Property to influence or attempt to influence the licensing negotiations. In addition, it is a prohibited conflict of interest for such supervisory personnel to found or invest in a University-licensed startup company with inventors or creators under their supervision.

4.1.7.c. To avoid any real or apparent conflict of interest or conflict of commitment, University personnel engaged in technology transfer activities as part of the office of the VPR or his/her designees will not personally invest in public companies holding licenses to University intellectual property either directly or, in the case of personnel identified above who are partners in venture funds, will not engage in University licensing negotiations with any company in which that fund is invested. Except as otherwise required by law, Office of the VPR personnel will assure that confidential or proprietary information to which they have access in carrying out their University responsibilities is not disseminated in such a way as adversely or favorably to affect the value of or market for stock in any company about which they have special knowledge and will not use that knowledge for investment purposes by themselves, their families, friends or business associates.

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5.2. Exceptions to Policy

Exceptions to this Policy shall be authorized only upon approval of the Provost in consultation with the VPR. It is in the interest of the general University community that exceptions are kept to a minimum and granted only upon demonstrable extenuating circumstances with the advice of the Research and Scholarship Advisory Committee pursuant to § 5.3 below.

5.3. Research and Scholarship Advisory Committee

The Provost shall appoint an Advisory Committee comprised minimally of two members of the United Aca

Regulatory References/Citations

Title 15 of the Code of Federal Regulations (15 CFR 900.11) [Title 15, Section 900.11]