

**THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION**

ACTION REQUEST

Subject: Regental Action Required Under the State of
Michigan Conflict of Interest Statute

Action Requested: Authorization for the University to enter into an agreement with NanoBio
(University of Michigan Employee, James R. Baker, Jr., M.D., Board Member)

Background:

The University of Michigan MNIMBS Department (Michigan Nanotechnology Institute for Medicine and Biological Sciences) seeks approval to enter into an agreement with NanoBio for stability testing, manufacture of a nanoemulsion product and assistance with preparation for filing of an Investigational New Drug application as part of a Department of Defense funded project.

The proposed agreement falls under the State of Michigan Conflict of Interest Statute as James R. Baker, Jr., M.D. is a University employee as Director with the MNIMBS Department and would be a party to the contract as a Board Member of NanoBio.

However, the Statute allows the University to enter into such agreements if the following conditions are met:

- a) The public servant promptly discloses any pecuniary interest in the contract to the official body which has power to approve the purchase, which disclosure shall be a matter of record in its official proceedings.
- b) The purchase is approved by a vote of not less than 2/3 of the full membership of the approving body in open session without the vote of the public servant making the disclosure.
- c) The official body discloses the following summary information in its official minutes:
 - i) The name of each party involved in the contract.
 - ii) The terms of the purchase, including duration, financial consideration between the parties, facilities or services of the public entity included in the purchase, and the nature and degree of assignment of employees of the public entity for fulfillment of the purchase.
 - iii) The nature of any pecuniary interest.

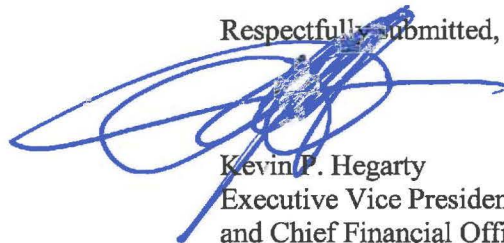
The following information is provided in compliance with the statutory requirements contained in Section (c) above:

- i) The parties to the contract are the Regents of the University of Michigan and its MNIMBS Department, and NanoBio.
- ii) The agreement is for the testing, manufacture and assistance with preparation of an Investigational New Drug application as part of a Department of Defense funded project. It has an effective period of two years with the option to renew after one year. The total value is not to exceed \$168,000. NanoBio will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services standard templates for other similar contracts entered into by the Regents.
- iii) The pecuniary interest arises from the fact that University of Michigan employee, James R. Baker, Jr., M.D., is a Board Member of NanoBio.

James R. Baker, Jr., M.D. has met state law requirements with the disclosure of his pecuniary interest and formal appointment arrangements with the University of Michigan. Requirements, if any, that may be applicable by the supervisor of James R. Baker, Jr., M.D. under the Medical School's or OVPR's Conflict of Interest Committee's procedures are separately analyzed and managed.

We recommend that the Board of Regents approve the agreement between the University of Michigan and NanoBio subject to requirements, if any, that the supervisor of James R. Baker, Jr., M.D. or the Medical School's or OVPR's Conflict of Interest Committee may impose.

Respectfully submitted,



Kevin P. Hegarty
Executive Vice President
and Chief Financial Officer

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