

THE UNIVERSITY OF MICHIGAN  
REGENTS COMMUNICATION

ACTION REQUEST

Subject: Option Agreement between the University of Michigan and New Vital Signs, Inc.

Action Requested: Approval of Option Agreement

Preamble:

A statutory conflict of interest situation was identified by the Office of Technology Transfer while reviewing the technology transfer agreement that then triggered a review by the Medical School Conflict of Interest Board. A plan for management of the possible risks associated with the conflict of interest was then developed and approved by this Board and agreed to by the parties involved in this plan.

This proposed option agreement (“Agreement”) falls under the State of Michigan Conflict of Interest Statute because Professor Kevin Ward is both an employee of the University of Michigan (“University”) and a partial owner of New Vital Signs, Inc. The law permits such an Agreement provided it is disclosed to the Board of Regents (“Regents”) of the University of Michigan and approved in advance by a 2/3 vote.

Background:

Kevin Ward, MD, a Professor in Emergency Medicine, is the partial owner of a for-profit company called New Vital Signs, Inc. (the “Company”). The Company was formed recently to commercialize a device and methods for monitoring intravascular volume, and desires to option from the University of Michigan the University’s rights associated with the following technology:

UM OTT File No. 5590, entitled: “Methods of Monitoring Intravascular Volume Status” (Inventors: Kevin Ward, Mohamad Tiba, and James Blum)

The Office of Technology Transfer selected the Company as a University partner and negotiated the terms of the proposed Agreement in accordance with University policy and its accepted licensing principles.

Parties to the Agreement:

The Regents of the University of Michigan and New Vital Signs, Inc.

Agreement Terms Include:

Agreement terms include granting the Company an exclusive option with the right to negotiate an exclusive license. Under such option, the Company will obtain evaluation rights for a period of time and reimburse patent costs.

The University will retain ownership of the optioned technology and may continue to further develop it and use it internally. No use of University services or facilities, nor any assignment of University employees, is obligated or contemplated under the Agreement. Standard disclaimers of warranties and indemnification apply, and the Agreement may be amended by consent of the parties, such as adding related technology. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.

Pecuniary Interest:

The pecuniary interests of Dr. Ward arise from his ownership interest in New Vital Signs, Inc.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of an exclusive option agreement for patents related to UM OTT File No. 5590 for all fields of use. New Vital Signs, Inc. will obtain the right to negotiate an exclusive license for use and commercialization rights to the above listed University technology.

Recommendations:

This matter has been reviewed and approved by the Medical School Conflict of Interest Board. In light of this disclosure and our finding that the Agreement was negotiated in conformance with standard University practices, I recommend that the Board of Regents approve the Agreement between the University and New Vital Signs, Inc.

Respectfully submitted,



S. Jack Hu  
Vice President for Research

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