

**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 transact with Virta Laboratories, Inc. (University of Michigan Employee, Kevin Fu, Owner and Director)

Background:

The University of Michigan Health System Chief Information Security Officer seeks approval to transact with Virta Laboratories, Inc. (“Virta”) to perform penetration testing of networked clinical devices in use at Michigan Medicine. This includes sensitive network scanning and information security vulnerability analysis of network connected medical devices.

The proposed agreement falls under the State of Michigan Conflict of Interest Statute as Kevin Fu is a University employee as Associate Professor of Electrical Engineering and Computer Science in the College of Engineering and would be party to the contract as the Owner and Director of Virta.

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.

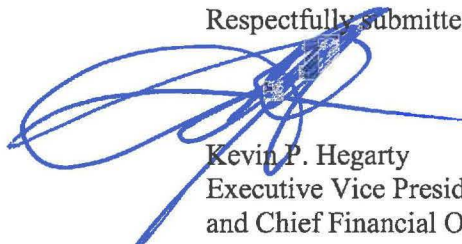
The following information is provided in compliance with the statutory requirements contained in Section (c) above:

- i) The parties to the contract are the Regents of the University of Michigan and its Office of UMHS Chief Information Security Officer, and Virta.
- ii) The agreement is for a three month proof of concept to perform penetration testing of networked clinical devices in use at Michigan Medicine at a total cost of \$9,989. Virta 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, Kevin Fu, is the Owner and Director of Virta.

Kevin Fu 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 Kevin Fu 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 Virta subject to requirements, if any, that the supervisor of Kevin Fu 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

March 2017