

ACTION REQUEST

Subject: Master Confidential Disclosure Agreement between the University of Michigan and the Sarcoma Alliance for Research Through Collaboration

Action Requested: Authorization to enter into Agreement

Preamble:

A statutory conflict of interest situation was identified by the Division of Research Development and Administration while reviewing the Master Confidential Disclosure Agreement ("CDA") 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 will be developed by the Board and agreed to by the parties involved in each project.

This proposed Master CDA falls under the State of Michigan Conflict of Interest Statute because Dr. Laurence Baker is both an employee of the University of Michigan ("University") and President of Sarcoma Alliance Research Through Collaboration ("SARC"). The law permits such an Agreement provided it is disclosed to the executive officers and approved in advance by a 2/3 vote of the Regents.

Background:

Dr. Laurence Baker, Professor of Internal Medicine, Division of Hematology/Oncology and Director for Clinical Research, Comprehensive Cancer Center, is both an employee of the University and Co-Founder, Executive Director, President and Director of SARC, a non-profit research corporation located in Ann Arbor. SARC is funded primarily by contracts and gifts. Dr. Baker receives no compensation from SARC and has no financial interest in SARC. SARC wishes to have the University participate in various projects that SARC will support independently, from grants from federal agencies, or from research project funded by industry sponsors. The role of Dr. Baker in each project will be described in a project statement and a conflict of interest management plan, and be made under a Master Trial Agreement ("MTA") approved by the Board of Regents on September 18, 2008.

Agreement Terms:

The University will enter into a Master CDA with SARC, which will allow for the disclosure of confidential information to the University, to allow University researchers to determine if they wish to participate in SARC sponsored studies under the terms of the MTA. No funding will be provided under the Master CDA, nor will any intellectual property rights be determined therein. Those rights are determined under the MTA.

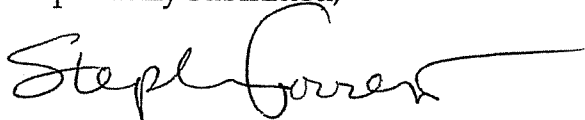
Impact of the Agreement:

The Master CDA will enable evaluation of research opportunities to be performed in a timely manner so that, where appropriate, the University can timely participate in the exploration and further development of treatments and therapies related to various sarcomas.

Recommendation:

These matters will be reviewed on a project-by-project basis by the Medical School Conflict of Interest Board and a plan will be developed to manage the potential conflict of interest risks associated with each project that will be implemented under the terms of the MTA. In light of the disclosure made in this document and our finding that the Master CDA is negotiated in conformance with standard University practices, I recommend that the Board of Regents approve of the University entering into this Master CDA with SARC.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Stephen R. Forrest". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Stephen R. Forrest  
Vice President for Research

April 2009