

THE UNIVERSITY OF MICHIGAN  
REGENTS COMMUNICATION

ACTION REQUEST

Subject: Subcontract Agreement between the University of Michigan and Endectra, LLC

Action Requested: Authorization to enter into Agreement

Preamble:

A statutory conflict of interest situation was identified by the Office of Research and Sponsored Projects while reviewing the Proposal Approval Form which then triggered a review by the UMOR Conflict of Interest Review Committee. A plan for management of the possible risks associated with the conflict of interest was then developed and approved by the Committee and agreed to by the parties involved.

This proposed agreement (“Agreement”) falls under the State of Michigan Conflict of Interest Statute because Professor Roy Clarke and Mr. Nicholas Cucinelli are employees of the University of Michigan (“University”), and partial owners of Endectra, LLC. 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:

Dr. Roy Clarke, a Professor in the Department of Physics, and Mr. Nicholas Cucinelli, an Intermittent Lecturer in the College of Engineering Center for Entrepreneurship, are partial owners of a for-profit company called Endectra, LLC (the “Company”). The Company wishes to fund an NIH (prime) STTR Phase I project entitled “Cerenkov Multi-Spectral Imaging (CMSI) for Adaptation and Real-Time Imaging in Radiotherapy A1.1” (ORSP #20-PAF04116) in the Department of Radiation Oncology under the direction of Dr. Issam El Naqa. The purpose of this project is to optimize and evaluate Endectra’s Cerenkov Emission Multi-spectral Imaging (CMSI) for radiotherapy applications.

Agreement Terms:

The terms of the Agreement conform to University policy. The period of performance for the project is approximately one (1) year. The amount of funding support will not exceed \$200,000. Since research projects are often amended, this agreement includes provisions for changes in time and scope. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.

Impact of the Agreement:

The Agreement will support an effort by Dr. El Naqa to use his expertise and University laboratory, as well as other University resources, to demonstrate feasibility of Endectra's CMSI for radiotherapy applications.

Recommendations:

This matter has been reviewed and approved by the UMOR Conflict of Interest Review Committee. 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 University's entering into this Agreement with Endectra, LLC.

Respectfully submitted,



Rebecca Cunningham  
Vice President for Research

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