

**THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION**

ACTION REQUEST

Subject: Technology Transfer Agreements with the University of Michigan

Action Requested: Approval of Technology Transfer Agreements

Preamble:

Statutory conflicts of interest situations were identified by the Office of Technology Transfer (“OTT”) while reviewing technology transfer agreements that then triggered a review by the Medical School Conflict of Interest Board and/or the UMOR Conflict of Interest Review Committee. Plans for management of the possible risks associated with the conflicts of interest will be developed and approved by the Board and/or Committee and may require agreement by the parties involved.

These proposed technology transfer agreements (“Agreements”) fall under the State of Michigan Conflict of Interest Statute because employees of the University of Michigan (“University”) have outside activities, relationships, or interests in the companies described in Attachment A. The law permits such Agreements provided they are disclosed to the Board of Regents (“Regents”) of the University and approved in advance by a 2/3 vote.

Background:

These companies were formed to commercialize University technologies and desire to option, license, or reassign the University’s rights associated with them. OTT selected these companies as University partners and negotiated the terms of the proposed agreements in accordance with University policy and its accepted licensing principles.

Agreement Terms Include:

The University will retain ownership of the optioned, licensed, or reassigned technologies and may continue to further develop and use them internally. No use of University services or facilities, nor any assignment of University employees, is obligated or contemplated under the Agreements. Standard disclaimers of warranties and indemnification apply, and the Agreements 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. Terms specific to each Agreement are described in Attachment A.

Net Effect:

OTT has negotiated and finalized the terms of the option, license, or reassignment agreements for patents, technology, or content related to University OTT files for particular fields of use. The companies will obtain the right to evaluate, use, and/or commercialize the University technologies. The net effects specific to each Agreement are described in Attachment A.

Recommendations:

These matters have been reviewed and approved by the Medical School Conflict of Interest Board and/or the UMOR Conflict of Interest Review Committee. In light of this disclosure and our finding that the Agreements were negotiated in conformance with standard University practices, I recommend that the Board of Regents approve the Agreements between the University and the companies outlined in Attachment A.

Respectfully submitted,



Rebecca Cunningham
Vice President for Research

October 2021

Attachment A

Agreement #1

License Agreement between the University and Theia Scientific, LLC Reviewed by the UMOR Conflict of Interest Review Committee		
<u>Office of Technology Transfer Intellectual Property File Information</u>		
Number	Title	Inventors
2020-096	Robust Datasets for Machine Learning in Microscopy Images	Kevin Field, Matthew Joseph-Dwyer Lynch, Priyam Vivek Patk
<u>Background</u>		
Theia Scientific, LLC was formed to commercialize technology that provides analysis and visualization of machine vision-assisted object detection, classification, and quantification algorithms for optical, electron, and X-ray-based imaging workflows at the Point-of-Acquisition and desires to license the University's rights associated with the technology listed above.		
<u>Net Effects</u>	<u>Agreement Terms</u>	
<ul style="list-style-type: none">Worldwide exclusiveData in the form of imagesAll fields of useRight to commercialize	Theia Scientific, LLC will: <ul style="list-style-type: none">Obtain the right to grant sublicensesPay a royalty on sales The University will: <ul style="list-style-type: none">Receive equity in Theia Scientific, LLCRetain the right to purchase more equity in Theia Scientific, LLC	
<u>University Employee; University Title; Relationship with Theia Scientific, LLC</u>		
<ul style="list-style-type: none">Kevin Field; Associate Professor, Nuclear Engineering and Radiological Sciences; Partial Owner		