The University of Michigan Regents Communication

Request for Action

Subject: Regental Action Required Under the State of Michigan Conflict of Interest Statute

Action Requested: Authorization for the University to enter into an agreement with LearningClues, Inc. (University of Michigan Employee Kevyn Collins-Thompson, partial owner, Board of Directors officer, chief technology officer)

Background:

The University of Michigan School of Information seeks approval to enter into an agreement with LearningClues, Inc. for the purpose of collaboration under a sponsored project.

The proposed agreement falls under the State of Michigan Conflict of Interest Statute as Kevyn Collins-Thompson, Associate Professor with the School of Information, is employee of the University and would be party to the agreement as partial owner, officer of the Board of Directors, and chief technology officer at LearningClues, Inc.

However, the Statute allows the university to enter into such agreements if the following conditions are met:

1) 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.
2) 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.
3) The official body discloses the following summary information in its official minutes:
    a) The name of each party involved in the contract.
    b) 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.
    c) The nature of any pecuniary interest.

The following information is provided in compliance with the statutory requirements contained in Section (3) above:

a) The parties to the agreement are the Regents of the University of Michigan on behalf of its School of Information, and LearningClues, Inc.
b) The agreement is for the purpose of collaboration under a sponsored project funded by the University of California San Diego titled "Runestone+LearningClues." The agreement is for a duration of two years and one month at a total cost not to exceed $41,338. LearningClues, Inc. will be supplying all the necessary resources and personnel to fulfill this agreement. The remaining base agreement terms and conditions will comply with appropriate University requirements and are typical for other similar agreements entered into by the Regents. Since projects are often amended, the agreement will include provisions for changes in time, amount and scope.
c) The pecuniary interest arises from the fact that University of Michigan Employee Kevyn Collins-Thompson is partial owner, a Board of Directors officer, and chief technology officer at LearningClues, Inc.

Kevyn Collins-Thompson has met state law requirements with the disclosure of his pecuniary interest and formal appointment arrangement with the University of Michigan. Requirements, if any, that may be applicable by the supervisor of Kevyn Collins-Thompson 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 LearningClues, Inc. subject to requirements, if any, that the supervisor of Kevyn Collins-Thompson or the Medical School's or OVPR's Conflict of Interest Committee may impose.

Respectfully submitted,



Robert A. Hewlett III
Executive Vice President
and Chief Financial Officer

November 2026