

	MOREHOUSE SCHOOL OF MEDICINE	POLICY NUMBER	
	INTELLECUTUAL PROPERTY COMMITTEE	EFFECTIVE DATE	x October 2011
	POLICIES AND PROCEDURES	PAGE (S)	1
	<u>SUBJECT</u> FACULTY COLLABORATION WITH THIRD-PARTIES – WORKING WITH OTT TO NEGOTIATE AND SIGN AGREEMENTS	SUPERSEDES	

The Office of Translational Technologies (OTT) was established within the Office of Sponsored Research (OSRA) to facilitate the protection and commercialization of Morehouse School of Medicine’s (MSM) intellectual property. OTT is committed to assisting MSM faculty working with outside firms – including for-profit and non-profit entities – in any collaborative efforts where MSM-owned intellectual property might be involved.

To accomplish its mission, OTT needs to be able to consult and assist MSM faculty whenever they approach or are approached by outside firms about working together in any way that might involve MSM-owned intellectual property. As a reminder, per MSM School policy 01-90-35:00, “A condition of appointment or continued employment by or enrollment in the Institution has been the agreement to assign to the Institution all inventions developed with Institutional support.” Accordingly, to protect MSM-owned intellectual property, OTT needs to be notified anytime a faculty member begins discussions with an outside entity about work that may involve MSM-owned intellectual property.

Making that happen is the purpose of this policy.

Once engaged by faculty, OTT will work closely with the faculty member, OSRA and the Office of General Counsel to draft and negotiate any agreements that may be necessary for the collaborative work to continue. The Office of General Counsel will approve all agreements before they are signed by MSM personnel and final copies of all agreements must be submitted to the Office of General Counsel for filing and safekeeping.

SECTION 1:

MOREHOUSE SCHOOL OF MEDICINE GOALS

- Expedite the Internal Approval Process for Agreements that make Collaboration and Innovation Possible
- Protect the Intellectual Property Interests of MSM and MSM Faculty
- Take advantage of Research and Business Opportunities for MSM and MSM Faculty

SECTION 2:

POLICIES AND PROCEDURES FOR NEGOTIATING AND SIGNING AGREEMENTS

- Once a faculty member is approached by an outside party – whether another academic institution, a government entity, a non-profit, or a for-profit company – the faculty member notifies OTT.
- OTT will then work with the faculty member to draft and negotiate an agreement that protects MSM-owned intellectual property and promotes opportunities, including commercialization, for MSM and MSM faculty.
- OTT will facilitate obtaining approval from OSRA and the Office of General Counsel before any agreement is signed. (Using MSM standard form agreements or variations thereof will likely expedite the approval process.)

SECTION 3:

GENERAL GUIDANCE ON TYPES OF AGREEMENTS COVERED BY THIS POLICY

- The new policies would apply to all research-related agreements negotiated or entered into by faculty members that require OSRA approval, including, but not limited to, the following:
 - **Confidentiality Agreement/Non-Disclosure Agreement:** A legal agreement between parties that governs the sharing of confidential or proprietary information that one or both parties want to keep from being disclosed to third-parties.
 - **Consultant Agreement:** A legal document between MSM and a third-party, whether an individual or a company, who provides professional advice or services to MSM for a fee.
 - **Cooperative Research and Development Agreement (CRADA):** A CRADA is a legal document defining the relationship between two entities who work together on a project. (CRADAs tend to involve the federal government and a non-governmental entity.)
 - **Material Transfer Agreement:** A legal document defining the conditions under which research or other materials can be transferred and used among research laboratories.
 - **License Agreement:** A legal agreement between two parties in which the owner of intellectual property such as a patent grants another person the right to use the intellectual property.
 - **Memorandum of Understanding (MOU):** An MOU is a formal agreement between two or more parties that establishes expectations and obligations, but is not typically legally binding. MOUs are often a precursor to or a step towards a legal contract.
 - **Option Agreement:** A legal agreement granting another party the right to evaluate a technology for a period of time prior to the execution of a license agreement.
 - **Sponsored Research Agreement:** A legal agreement whereby an outside firm hires MSM faculty to conduct research set forth in the agreement.
 - **Copyright Agreement:** A legal agreement whereby an outside firm purchases the rights to copyrighted material from MSM faculty.