

THE UNIVERSITY OF MICHIGAN

REGENTS COMMUNICATION

Approved by the Regents

November 20, 2008

ACTION REQUEST

Subject: Non-Disclosure Agreement between the University of Michigan and ElectroDynamic Applications, Inc.

Action Requested: Approval of Non-Disclosure Agreement

Preamble:

A statutory conflict of interest situation was identified by the Office of Technology Transfer while reviewing the technology transfer agreement, which then triggered a review by the OVPR Conflict of Interest Review Committee. A plan for management of the possible risks associated with the conflict of interest was then developed by this Committee and agreed to by the parties involved.

This proposed non-disclosure agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Professor Alec Gallimore and Professor Brian Gilchrist are both employees of the University of Michigan ("University") and partial owners of ElectroDynamic Applications ("EDA"). 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 of the University of Michigan.

Background:

Dr. Alec Gallimore, a Professor in Aerospace Engineering, and Dr. Brian Gilchrist, a Professor in Electrical Engineering and Computer Science, are the partial owners of a for-profit company called EDA, Inc. EDA, Inc. is an optionee of a number of University technologies. EDA wishes to review additional technologies invented at the University under a non-disclosure agreement.

Parties to the Agreement:

The Regents of the University of Michigan and EDA, Inc.

Non-Disclosure Agreement Terms:

Under the agreement, EDA agrees to maintain the information provided by the University as confidential for a period of five years.

Pecuniary Interest:

The pecuniary interests of Dr. Alec Gallimore and Dr. Brian Gilchrist arise from their ownership interests in EDA, Inc.


Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a non-disclosure agreement related to the University disclosing certain University confidential information to EDA.

Recommendations:

This matter has been reviewed and approved by the OVPR 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 Non-Disclosure Agreement between the University and ElectroDynamic Applications, Inc.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Stephen Forrest", with a long horizontal flourish extending to the right.

Stephen R. Forrest
Vice President for Research

November 2008