

## FEBRUARY MEETING, 2020

*The University of Michigan  
Ann Arbor  
February 20, 2020*

The regents met at 4:10 p.m. in the UM Golf Course Club House. Present were President Schlissel and Regents Acker, Behm, Bernstein, Brown, Weiser and White. Also present were Vice President Baird, Vice President Churchill, Acting Provost Collins, Interim Vice President Cunningham, Chancellor Dutta, Chancellor Grasso, Executive Vice President Hegarty, Vice President Lynch, Vice President Michels, Vice President Pendse, Executive Vice President Runge, Interim Vice President Taylor and Vice President Wilbanks. Regent Ryder Diggs participated by conference call; Regent Ilitch was absent.

### **Call to Order and President's Opening Remarks**

President Schlissel called the meeting to order and welcomed Acting Provost Susan Collins and Interim Vice President for Student Life Simone Taylor to the table for their first meeting in their new roles.

President Schlissel said, "I know that recent reports of sexual misconduct have caused people to feel unsettled. I urge anyone at UM to take advantage of our array of support resources for students or employees. As a physician, scientist, father and university president, I condemn all sexual misconduct, especially instances that occur under the purview of our public mission. This type of conduct is reprehensible – and whether it takes place now or took place in the past, it is unacceptable. All members of our community, students, faculty and staff deserve to feel safe and supported. We must

remain vigilant in encouraging reporting and supporting those who come forward or who have been affected by sexual misconduct. These are actions we can all take to address the issue and make our community safer and better.

“I want to reiterate and reinforce my personal commitment, and that of the regents and the executive leadership of the university to public safety and to the support of anyone who comes forward with allegations or information regarding sexual misconduct. We have no greater responsibility than to advance the highest standards of conduct and to uphold the trust of the public and the members of our community who choose to study, work or seek care at the University of Michigan. To anyone with information about any sexual misconduct at UM, I personally commit that you will be taken seriously and protected from retaliation, and that accusations will be thoroughly investigated.

“This week, the university publicly reached out to anyone with information about the late Dr. Robert E. Anderson who believes that they were subjected to sexual misconduct during medical exams by him. This follows completion of a police investigation that found significant evidence of abuse. These results were provided to the prosecutor’s office. Dr. Anderson worked at UM from 1968 until 2003 as a team physician in Athletics and director of the University Health Service. Five of his former patients have reported that he committed sexual misconduct during the 1970s until the 1990s.

“After the first allegation, we promptly engaged UM police and our Office for Institutional Equity, and a police investigation began. We also hired an external firm to conduct an independent review of the decades-old allegations. As part of our commitment to understanding what happened and making any needed changes to improve

our processes, and after the completed police investigation and prosecutor’s review, we just took the next step of reaching out to determine who else might be affected or have additional information to share and will provide support and counseling services to those who were harmed. The patient-physician relationship involves a sacred commitment and trust. The allegations are highly disturbing. On behalf of the university, I apologize to anyone harmed by Dr. Anderson.

“To the former patients who reported Dr. Anderson, and to anyone who has come forward to report sexual misconduct in any case, I express my sincere gratitude for your courage. To anyone with information about any sexual misconduct at UM, you will be taken seriously and protected from retaliation, and accusations will be thoroughly investigated.

“Over the last several months, we have enacted a number of measures to improve culture and enhance safety. This work is ongoing, and we are committed to continuous efforts that address prevention, education and adjudication of reports. This is work that we can never consider finished.

“More than 97 percent of our employees have completed our newly required sexual misconduct training. We created a website devoted to education and prevention, with resources for reporting and support. It is located at [misconduct.umich.edu](http://misconduct.umich.edu). Last month, we hired Tamiko Strickman, as associate vice president for institutional equity. She brings more than a decade of experience to her leadership of our Office for Institutional Equity. We have also conducted extensive outreach to seek feedback on our draft umbrella policy on sexual and gender-based misconduct. A single policy for all members of our community with common definitions was one of the main

recommendations of the external review we commissioned and completed last year as part of our comprehensive prevention effort.” He thanked the many community members who have participated in this policy review, and the regents for their partnership in this work.

President Schlissel continued and said, “I would also like to provide an update on the investigation concerning Martin Philbert. We have hired an outside, independent law firm with specific expertise in this type of work to investigate the allegations and look backwards over the full course of his career at UM. We want to know all the facts, and it’s critical that we ensure a thorough, fair and independent investigation that provides Dr. Philbert with due process. This will take some time. Because this investigation is so critical, and because we must ensure that the outside, independent firm is able to conduct their investigation in a thorough, reliable and fair way, I will not be able to share any details while the investigation is underway, even though I know that there is wide interest in this case.

“While it is early in the process, I can assure you that we are not just looking to know what happened – but what we need to do to improve, and to make our community as safe and free from misconduct as possible for all its members. Again, I urge everyone who may be aware of any prohibited conduct at the university to report it to the UM Police, our Office for Institutional Equity or a confidential resource such as SAPAC, the university’s Sexual Assault Prevention and Awareness Center. We have a prominent button on our main website with a link to a page that provides options on how to report and resources that provide support. Again, we remain committed to providing support services and will work to assist and protect those who report in every way possible.”

President Schlissel announced the recommendation on the agenda for five Thurnau Professorships. Named after Arthur F. Thurnau, the professorships recognize faculty for outstanding contributions to undergraduate education. This year's Thurnau recommendations are: Miranda D. Brown, professor of Asian languages and cultures; Gyorgyi Csankovszki, associate professor of molecular, cellular, and developmental biology; John Montgomery, professor of medicinal chemistry and professor of chemistry; Susan Scott Parrish, professor of English language and literature; and Angela Violi, professor of mechanical engineering, professor of chemical engineering and professor of biophysics. He congratulated all of the nominees.

He applauded two assistant professors who were selected as 2020 Sloan Research Fellows. The honor is awarded by the Alfred P. Sloan Foundation to only 126 early-career scientists, engineers and mathematicians each year. Since 1955, 118 UM faculty have earned Sloan Fellowships. UM's 2020 Sloan Fellows are: Jenna Wiens, assistant professor of computer science and engineering; and Alex Wright, assistant professor of mathematics.

He announced that 21 UM students or recent graduates earned Fulbright grants that fund student research or teaching overseas for six to 12 months. Fulbright's were also awarded to 11 faculty scholars on the Ann Arbor, Dearborn and Flint campuses. He thanked them for advancing knowledge and cultural appreciation around the world.

President Schlissel extended his support to the members of our community who are affected by the COVID-19 virus epidemic in China and beyond. Currently, there are no reported cases of the virus on campus or in the state of Michigan, but many students, faculty and staff are worried about loved ones around the globe. He said, "Members of

our community have also experienced various manifestations of xenophobia associated with the outbreak – which I wholeheartedly condemn. We’re a place of education, not discrimination, and this type of misguided fear and bigotry has no place at UM. We are working closely with public health officials at the local, state and national levels to monitor the spread of the virus, and our University Health Service is providing around the clock support for anyone needing it. We’ve also sent out and posted online facts about the virus, and shared precautions and prevention measures recommended by our health professionals. The simplest and most effective thing you can do to prevent the spread of this and many other similar viruses is to wash your hand frequently.”

He thanked Dr. Preeti Melani, campus chief health officer, Dr. Rob Ernst, executive director of the University Health Service, the professionals in international education and everyone else who is working to keep the campus safe.

Regent Weiser said that he is unable to stay for public comments later in the meeting, but that the regents highly value these remarks. He turned to Regent Behm for an announcement on a new committee on UM-Flint and UM-Dearborn, that Regent Behm will chair.

Regent Behm said that the Regent’s Bylaws will be amended to add an additional standing committee, along with the three existing committees: Finance, Audit and Investment (FAI), Health Affairs (HAC) and Personnel, Compensation and Governance (PCG) committees. After holding town halls and various meetings with stakeholders, the regents determine it’s important to establish this committee. The committee will consider strategy, finances, priorities, enrollment, student success, diversity budget priorities and

other relevant information, and report to the full board. The committee will regularly meet with the chancellors of each campus.

Acting Provost Collins introduced Michael Solomon, dean of the Rackham School of Graduate Studies and vice provost for academic affairs – graduate studies, who is leading the reaccreditation process for the Ann Arbor campus. Reaccreditation occurs on a ten-year cycle; work began in 2016 to prepare for our 2020 reaccreditation. She thanked the campus community for their involvement in the process, and encouraged continued engagement as the visiting team of peer reviewers appointed by the Higher Learning Commission visit campus next month.

Dean Solomon gave an overview of the re-accreditation process and noted that a review team of faculty and staff from peer institutions will visit campus March 23-24 to meet with faculty, students, staff and campus leaders on a wide range of topics. Features of the report include a review of the university mission, learning and assessment, and planning for the future in support of the three pillars of education, research and service.

President Schlissel thanked Dean Solomon, and thanked the reaccreditation core team and evidence leads for their outstanding work.

Acting Provost Collins continued and said, “I would also like to provide an update on another important issue. In September, the provosts charged a working group of professors from all three campuses to make recommendations regarding revisions to two Regents Bylaws: Bylaw 5.09, which describes procedures in cases of dismissal, demotion or terminal appointment of certain faculty, and Bylaw 5.10, which covers severance pay for faculty dismissed under 5.09. The working group provided its recommendations earlier this week. I would like to thank the working group for their excellent work on

these significant issues, and for the great care they took to engage faculty in their process through town halls, a survey and other outreach. The working group's report will be posted to the provost's website later today."

President Schlissel thanked the faculty working group who worked so hard on this. The changes will follow protocol for public input and will be brought forward to the regents at the earliest opportunity.

**Minutes.** Vice President Churchill submitted for approval the minutes of the meeting of December 5, 2019.

**Reports.** Executive Vice President Hegarty submitted the Investment Report, Plant Extension Report, the University Human Resources Report and the Regents Report on Non-Competitive Purchases equal to or over \$10,000 from single sources, September 16, 2019 through December 15, 2019.

**Litigation Report.** Vice President Lynch had no additional report.

**Research Report.** Vice President Cunningham submitted the Report of Projects Established through January 31, 2020.

**University of Michigan Health System.** Executive Vice President Runge had no report.

**Student Life.** Interim Vice President Taylor had no report.

**University of Michigan-Dearborn.** Chancellor Grasso provided the following highlights from the UM-Dearborn campus: a group of 45 faculty staff and students have joined DTE Energy Challenge Competition; a trio of faculty landed a \$650K Department of Energy research grant; and Fulbright recipients on the Dearborn campus are Daniel Davis, William DeGenaro, Anna Muller and Amira Shourbaji. Anna Muller received the



Oskar Halecki Award for her book *If the Walls Could Speak: Inside a Women's Prison in Communist Poland* that explores stories of life behind bars in Polish prisons after World War II.

**University of Michigan-Flint.** Chancellor Dutta announced the recent reaffirmation of accreditation by the Higher Learning Commission for UM-Flint. He reported that the Carnegie Foundation selected UM-Flint as one of the 119 U.S. colleges receiving Carnegie Community Engagement Classification in 2020. He was pleased by the support from the board and administration in awarding a three-year, \$3.6 million grant that will dramatically increase the number of academic advisors, a key element of the Project 2020 plan, along with the establishment of the School of Technology. He also announced the launch of a national search for the next provost and vice chancellor for academic affairs.

**Central Student Government Report.** Central Student Government (CSG) President Gerstein referred to insensitive comments he made several years ago captured on a recently re-circulated video, for which he apologized. He provided an update on his end of semester projects, including mental health issues, student wellness resources on North Campus, divestment and climate change, off campus housing prices and sexual misconduct.

#### **Comment from Regent Bernstein**

Regent Bernstein said, “The Board of Regents is interested in considering the investment policy of UM with regard to fossil fuels. We will not bring forward new direct investments in fossil fuel companies while we study the investment policy of UM with regard to all fossil fuel investments in a deliberative, thorough, inclusive, responsible

manner. We will proceed with this assessment as quickly as possible and plan to take any appropriate actions in the months ahead.”

**Voluntary Support.** Vice President Baird said, “I’m delighted to tell you about a generous gift we have received from our current board chair, Regent Ron Weiser. Regent Weiser has made a commitment of \$10 million to establish the Weiser Center for Real Estate in the Stephen M. Ross School of Business. The new Weiser Center for Real Estate will serve as a cross-campus center for excellence where students can learn from seasoned real estate professionals and prepare for the complex field of real estate business. Additionally, the new Weiser Scholars Fellowship will provide student support and fellowship activities for up to six students per year. Regent Weiser, we are extremely grateful for your ongoing and generous support for the University of Michigan. With this gift, Ron and Eileen Weiser have given a lifetime total exceeding \$100 million to the University of Michigan. Please join me in thanking Regent Ron Weiser for this generous gift.” The audience responded with applause.

**Personnel Actions/Personnel Reports.** Acting Provost Collins presented a number of personnel actions and reports.

**Retirement Memoirs.** Vice President Churchill submitted eight retirement memoirs. Executive Vice President Runge spoke to the retirement of, “Dr. John Greden a fantastic faculty member and leader with his significant contributions in the treatment of mental health issues. He is the person who most effectively began the de-stigmatization of mental health issues.”

**Memorials.** Vice President Churchill submitted three memorial statements for Fernando Arenas, professor of Afroamerican and African studies and professor of

Romance languages and literatures; Michael Bonner, professor of Medieval Islamic history; and Samuel David Epstein, Arthur F. Thurnau Professor, Marilyn J. Shatz Collegiate Professor of Linguistics and professor of linguistics.

**Degrees.** Degree lists and changes to previously submitted degree lists were submitted.

**Approval of Consent Agenda.** On a motion by Regent White, seconded by Regent Behm, the regents unanimously approved the consent agenda.

### **Absolute Return, Alternative Asset and Public Equity Commitments**

Executive Vice President Hegarty reported on the university's follow-on investments with previously approved partnerships with a commitment of \$30 million to BioPharma Credit Investments V GP LLC; a commitment of \$25 million to Kartesia Credit Opportunities V Feeder SCS; a commitment of €30 million to HealthCap VIII L.P.; an investment of \$2.5 million in the co-investment; a commitment of €45 million to PC Feeder VI L.P. ; a commitment of \$50 million to Roark Diversified Restaurant Fund II L.P.; and a transfer of the entire \$37 million position to the Salient Partners Long-Only Energy strategy.

### **Alternative Assets Commitment**

On a motion by Regent White, seconded by Regent Behm, the regents unanimously approved a commitment of up to \$10 million from the university's Long Term Portfolio to Miracle Plus Fund I L.P.

### **Alternative Assets Commitment**

On a motion by Regent White, seconded by Regent Behm, the regents unanimously approved a commitment of up to \$50 million from the university's Long Term Portfolio to SDC Digital Infrastructure Opportunity Fund II, L.P.

### **State Building Authority Financing of University of Michigan Project in Dearborn Campus**

On a motion by Regent White, seconded by Regent Behm, the regents unanimously approved the Engineering Laboratory Building replacement project to be financed by the State Building Authority, the attached resolutions and authorize the appropriate officers to:

- On or prior to the SBA's issuance of commercial paper notes, execute the Construction and Completion Assurance Agreement and Bill of Sale.
- At or near completion of the project and prior to the issuance of the SBA's bonds, execute the respective lease, convey title to the property, and execute any necessary easement agreements required for the financing of the project.
- Execute any other documentation required for the financing of the projects by the SBA.

### **Bob and Betty Beyster Building Addition**

On a motion by Regent White, seconded by Regent Behm, the regents approved the project as described and authorized commissioning Integrated Design Solutions in association with Pelli Clarke Pelli Architects for its design.

Regent Bernstein said, "In regards to agenda items 5 (Bob and Betty Beyster Building Addition) and 7 (Dean Road Transportation Facility) and in reflecting on a conversation we had today with other university stakeholders about the carbon imprint of

our campus and the construction that we do, I want to observe that like much of society, we've dug a big hole with respect to climate change and when you've dug a big hole you just stop digging, literally. Going forward, I believe that our consideration of capital projects must be aligned with a carbon neutrality goal by 2050. What exactly does this mean? It is an enormously complex topic. It means for every major capital project, I'd like to see UM's architecture, engineering and construction team, which is exceptional, provide a total life cycle analysis for a net zero building, and compare that with the life cycle cost of a traditional building. This type of comparison is not new, as we teach it in many of our classes on campus. What it will demonstrate is that while the cost of a net neutral building is probably larger up front, the longer term costs over the lifespan of the building in a net-neutral way are competitive or even cheaper than a traditional building. For the benefit of the folks who don't follow the work that we do, very briefly, capital projects come forward for board approval on two different occasions: one is for approval of the project – a conceptual, bigger picture, general approval of the project; the second time it appears is for the approval of the schematic design and awards to bid. The Dean Road Transportation Facility will be presented for the second time. In this particular instance, what I want to communicate is that I'm going to vote yes on item five and on seven. I vote for item five because it's the first time being presented to the board, but I won't vote yes again until the comparison is presented. Item seven is a more complicated project but is an important addition to the transportation system at the university. It will permit us to purchase, operate and maintain much longer, higher capacity, more efficient, articulated buses that we cannot really service right now in any efficient way. The transportation routing will be more efficient, as it will reduce congestions and shorten

travel times. When it comes to thinking about this in a carbon-conscious way, it's something worth supporting. It's worth flagging this particular approach that I intend to follow going forward."

President Schlissel thanked Regent Bernstein for recognizing the complexity of what it is we're dealing with and our ambitions. He said, "As you know the Presidential Commission on Carbon Neutrality has been tasked with analyzing exactly what you're speaking about. In the course of the coming months we'll be making recommendations for how we actually do this and not just an aspirational timeline but a real timeline and a roadmap. I appreciate the sensitivity to this. We're already building into all of our analyses and building plans, how will we, in the fullness of time, achieve neutrality in light of this building plan. So, thank you for calling it out and I also want to thank our colleagues who are on the presidential commission who are doing the work and the heavy lifting and helping us understand how to do this."

### **Hutchins Hall Auditorium 100 Renovation**

On a motion by Regent White, seconded by Regent Behm, the regents approved the project as described and authorized awarding construction contracts provided that bids are within the approved budget.

### **Dean Road Transportation Facility**

Vice President Wilbanks commented on the public outreach and engagement over the last several years. She said, "one of my colleagues on the board referred to it as a 'tortured path,' I prefer to think of it as an intentional path to getting to a good outcome. That is indeed what I think we have come to today. From its original inception to what Mr. Baier's going to present this afternoon, there have been significant modifications to

what we had initially proposed many years ago. I want to really call out the commitment of the administration to consider the very sincere reflections on the part of the community members about the impact of this project in and around their community. I also want to really thank the community members who have participated with us throughout the last several years to better understand their concerns, evaluate many of their suggestions and to incorporate the ways in which this particular project could be improved and still meet the objectives of our transportation plans and our transportation aspirations - but also, reflect a serious commitment to being a good neighbor. Our most recent opportunity was at the end of January, when almost 50 members of the community came and looked at what we were proposing and it was a very robust discussion amongst all the presenters that the university brought to have a good exchange. I do think that it has resulted in a very good outcome up to today. I was also very pleased earlier this week to receive a note that I will read from briefly.”

She read, “Leaders from the Northeast Ann Arbor Community Coalition and various neighborhood groups are encouraged by a more transparent process from the University officials for this most recent development project of the transportation facility on North Campus. Following listening sessions and reviews, an open house held in January was well attended and addressed concerns regarding environmental factors such as air quality and noise mitigation. The community has also been assured that traffic routes will have minimal impact on residential areas along Green Road. We look forward to continued dialogues on this and any future development project, creating a model of how to take into account the shared values of our community. Together, we can ensure

a high quality of life, strive for environmental sustainability and share in a mutual town-gown relationship.”

Associate vice president Hank Baier provided an overview of the project that will be constructed on the current laundry facility site.

On a motion by Regent Weiser, seconded by Regent Behm, the regents approved the project as described and authorized proceeding with construction provided that bids are within the approved budget.

#### **Michigan Medicine University Hospital South Roof Replacement**

On a motion by Regent White, seconded by Regent Behm, the regents approved the project as described and authorized awarding construction contracts provided that bids are within the approved budget.

#### **Michigan Medicine Rogel Cancer Center Exterior Improvements**

On a motion by Regent White, seconded by Regent Bernstein, the regents approved the project as described and authorized issuing the project for bids and awarding construction contracts provided that bids are within the approved budget.

#### **Conflicts of Interest**

On a motion by Regent White, seconded by Regent Acker, the regents approved the following conflict of interest items that fall under the State of Michigan Conflict of Interest Statute, except for item 15 (Refraction AI).

On a motion by Regent White, seconded by Regent Bernstein, the regents approved conflict of interest item 15 (Refraction AI), with Regent Brown recusing.

The following information is provided in compliance with statutory requirements:

#### **Authorization for the University of Michigan to Enter into a License Agreement with a Venture Accelerator Firm Located at the North Campus Research Complex**



An agreement with a Venture Accelerator Firm at the North Campus Research complex was approved.

1. The parties to the contract are the regents of the University of Michigan and Zakuro Inc.
2. The service to be provided is the license of space in the North Campus Research Complex Venture Accelerator located at 1600 Huron Parkway, Ann Arbor, Michigan with access to common area space within the building. The license durations, including all options for renewal are outlined in the spreadsheet. The license will use the standard University of Michigan Venture Accelerator license template. The licensee company will pay the rates as stipulated in the attached spreadsheet for the current term and option years as indicated. The licensee company will be responsible for providing monthly updates concerning its business progress to the University of Michigan's Office of Technology Transfer, and will have access to Office of Technology Transfer personnel for advice concerning obtaining technology assessment, business consulting, technical assistance, capital raising or other business services.
3. The pecuniary interest arises from the fact that University of Michigan employee Jeff Sakamoto is owner and/or officer of Zakuro Inc.

#### **Authorization for the University to enter into a master agreement with Arbor Research Collaborative for Health**

A master agreement with Arbor Research Collaborative for Health was approved.

1. The parties to the agreement are the regents of the University of Michigan and Arbor Research Collaborative for Health.
2. The agreement is for Arbor Research Collaborative for Health to provide sponsored research services through various future projects. The university will use standard procedures for performance of sponsored projects as well as provisions implementing university and federal policies related to intellectual property and publications. The agreement will cover an initial five-year period (02/01/2020 - 01/31/2025) with a total authorization not to exceed \$10,000,000. The university will use standard sponsored project accounting procedures to determine the cost of each project under this agreement. Budgets will be reviewed and approved by authorized representatives of the applicable university department and school/college. The proposed agreement will allow the university and Arbor Research Collaborative for Health to collaborate on various future sponsored research activities. Since sponsored projects are often amended, the agreement will include provisions for changes in the time and scope of each supported project. University procedures for approval of each project will be followed and additional conflict of interest review will be done on a project-by-project basis.
3. The pecuniary interest arises from the fact that University of Michigan employee Marianne Udow-Phillips is a paid member of the board of directors of Arbor Research Collaborative for Health.

#### **Authorization for the University to transact with LynxDX**

An agreement with LynxDx was approved.

1. The parties to the contract are the regents of the University of Michigan, its Zell Lurie Commercialization Fund and LynxDx.
2. The agreement is for a one time transaction at a total cost not to exceed \$75,000. LynxDX will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services' standard templates for other similar contracts entered into by

the regents.

3. The pecuniary interest arises from the fact that University of Michigan employees Yashar Niknafs, Jeffrey Tosoian and Arul Chinnaiyan are employees and stockholders and/or scientific advisory board members and stockholders.

### **Authorization for the University to transact with Primary Sources Uncharted Americana**

An agreement with Primary Sources Uncharted Americana was approved.

1. The parties to the contract are the regents of the University of Michigan and its Clements Library and Primary Sources Uncharted Americana.
2. The agreement is for a one time purchase at a total cost not to exceed \$16,500. Primary Sources Uncharted Americana will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services' standard templates for other similar contracts entered into by the regents.
3. The pecuniary interest arises from the fact that University of Michigan employee Robin Beck is partner of Primary Sources Uncharted Americana.

### **Authorization for the University to transact with Ann Arbor Symphony Orchestra, Inc.**

An agreement with Ann Arbor Symphony Orchestra, Inc. was approved.

1. The parties to the contract are the regents of the University of Michigan and its School of Music, Theatre & Dance and Ann Arbor Symphony Orchestra, Inc.
2. The agreement is for a duration of five years at a total cost not to exceed \$250,000. Ann Arbor Symphony Orchestra, Inc. will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services' standard templates for other similar contracts entered into by the regents.
3. The pecuniary interest arises from the fact that University of Michigan employee Geoffrey Barnes is director of Ann Arbor Symphony Orchestra, Inc.

### **Authorization for the University to transact with Refraction AI**

An agreement with Refraction AI was approved.

1. The parties to the contract are the regents of the University of Michigan and its Zell Lurie Commercialization Fund and Refraction AI.
2. The agreement is for a one time transaction at a total cost not to exceed \$75,000. Refraction AI will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services' standard templates for other similar contracts entered into by the regents.
3. The pecuniary interest arises from the fact that University of Michigan employees Corey Turner, Ram Vasudevan and Matthew Johnson-Roberson are employee, stockholder and/or director of Refraction AI.

### **Authorization for the University to enter into an agreement with Stone Bridge Productions LLC**

An agreement with Stone Bridge Productions LLC was approved.

1. The parties to the contract are the regents of the University of Michigan, its Department of Internal Medicine and Stone Bridge Productions LLC.
2. The agreement is for a duration of one year at a total cost not to exceed \$70,000. Stone Bridge Productions LLC will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services' standard templates for other similar contracts entered into by the regents.
3. The pecuniary interest arises from the fact that University of Michigan employee David Peterson is owner of Stone Bridge Productions LLC.

### **Authorization for the University to enter into an agreement with Numed Technologies, LLC**

An agreement with Numed Technologies, LLC was approved.

1. The parties to the contract are the regents of the University of Michigan, its Department of Environmental Health Sciences and Numed Technologies, LLC.
2. The agreement is for a duration of two years at a total cost not to exceed \$124,800. Numed Technologies, LLC will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services' standard templates for other similar contracts entered into by the regents.
3. The pecuniary interest arises from the fact that University of Michigan employee Robert Hower is partner and director of Numed Technologies, LLC.

### **Authorization for the University to transact with MONSTR Sense Technologies, LLC**

An agreement with MONSTR Sense Technologies, LLC was approved.

1. The parties to the contract are the regents of the University of Michigan, its Department of Physics and MONSTR Sense Technologies, LLC.
2. The agreement is for a one time purchase at a total cost not to exceed \$75,000. MONSTR Sense Technologies, LLC will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services' standard templates for other similar contracts entered into by the regents.
3. The pecuniary interest arises from the fact that University of Michigan employees Steven Cundiff and Eric Martin are members and owners of MONSTR Sense Technologies, LLC.

### **Authorization for the University to enter into an agreement with Innovative Biotherapies**

An agreement with Innovative Biotherapies was approved.

1. The parties to the contract are the regents of the University of Michigan, its Department of Nephrology and Innovative Biotherapies.
2. The agreement is for a duration of nine months at a total cost not to exceed \$114,052. Innovative Biotherapies will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services' standard templates for other similar contracts entered into by the regents.
3. The pecuniary interest arises from the fact that University of Michigan employee Dr. David Humes is owner of Innovative Biotherapies.

### **Authorization for the University to transact with Morph Biosciences, LLC**

An agreement with Morph Biosciences, LLC was approved.

1. The parties to the contract are the regents of the University of Michigan, its Department of Surgery and Morph Biosciences, LLC.
2. The agreement is for a one time purchase at a total cost not to exceed \$45,000. Morph Biosciences, LLC will be supplying all the necessary resources and personnel to fulfill this contract. The remaining base contract terms and conditions are typical to those used in Procurement Services' standard templates for other similar contracts entered into by the regents.
3. The pecuniary interest arises from the fact that University of Michigan employee David Olson is member and owner of Morph Biosciences, LLC.

### **License Agreement between the University of Michigan and Arborsense, Inc.**

A license agreement with Arborsense, Inc. to license from the University of Michigan the university's rights associated with the following technologies was approved: UM OTT File No. 6050 entitled, "Heterodyne Nanoelectronic Vapor Sensor"; and UM OTT File No. 7481 entitled, "Two-Dimensional Material Based Ion Exchange Membrane Sensors."

1. The parties to the contract are the Regents of the University of Michigan and Arborsense, Inc.
2. Agreement terms include granting Arborsense, Inc. an exclusive license with the right to grant sublicenses. Arborsense, Inc. will pay a royalty on sales and reimburse patent costs. The university may receive equity in Arborsense, Inc., along with the right to purchase more equity. The university will retain ownership of the licensed 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 agreement. Standard disclaimers of warranties and indemnification apply, and the agreement 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.
3. The pecuniary interest arises from the fact that University of Michigan employees Xudong Fan, Zhaohui Zhong and Mark Ilgen are part owners of Arborsense, Inc.

### **License Agreement between the University of Michigan and Calcium Solutions, Inc.**

A license agreement with Calcium Solutions, Inc. to license from the University of Michigan the university's rights associated with the following technology was approved: UM OTT File No. 2018-265 entitled, "Harmonic Pressurized Balloon Angioplasty for Treatment of Calcified Vascular Lesions."

1. The parties to the contract are the Regents of the University of Michigan and Calcium Solutions, Inc.
2. Agreement terms include granting Calcium Solutions, Inc. an exclusive license with the right to grant sublicenses. Calcium Solutions, Inc. will pay a royalty on sales and reimburse patent costs. The university may receive equity in Calcium Solutions, Inc., along with the right to purchase more equity. The university will retain ownership of the licensed technology and may continue to further develop and use it internally. No use of university services or facilities, nor any assignment of university employees, is obligated or contemplated under the agreement. Standard disclaimers of warranties and indemnification apply, and the agreement 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.
3. The pecuniary interest arises from the fact that University of Michigan employees Hitinder Gurm and Robert Chisena are part owners of Calcium Solutions, Inc.

### **Reassignment Agreement between the University of Michigan and Nilay Chakraborty**

A reassignment agreement to have the rights to the following technology granted to Nilay Chakraborty was approved: UM OTT File No. 2018-429 entitled, “A Valve Design for Adaptive Control of Blood to Control Shear Stress Related Injury in Small-for-Size Syndrome (SFSS).”

1. The parties to the contract are the Regents of the University of Michigan and Nilay Chakraborty.
2. Agreement terms include granting Nilay Chakraborty any right, title and interest the university may have in the technology referenced above. The university will retain ownership of the licensed technology and may continue to further develop and use it internally. No use of university services or facilities, nor any assignment of university employees, is obligated or contemplated under the agreement. Standard disclaimers of warranties and indemnification apply, and the agreement 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.
3. The pecuniary interest arises from University of Michigan employee Nilay Chakraborty’s receipt of a reassignment agreement to the technology.

### **License Agreement between the University of Michigan and Elicit Software LLC**

A license agreement with Elicit Software LLC to license from the University of Michigan the university’s rights associated with the following technology was approved: UM OTT File No. 7460 entitled, “Full Featured Scalable Web-Based Survey Tool.”

1. The parties to the contract are the Regents of the University of Michigan and Elicit Software LLC.
2. Agreement terms include granting Elicit Software LLC an exclusive license with the right to grant sublicenses. The university will receive equity in Elicit Software LLC, along with the right to purchase more equity. The university will retain ownership of the licensed technology and may continue to further develop and use it internally. No

use of university services or facilities, nor any assignment of university employees, is obligated or contemplated under the agreement. Standard disclaimers of warranties and indemnification apply, and the agreement 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.

3. The pecuniary interest arises from the fact that University of Michigan employee Matthew Demerath is part owner of Elicit Software LLC.

### **Reassignment Agreement between the University of Michigan and Lingjie Jay Guo**

A reassignment agreement to have the rights to the following technology assigned to Lingjie Jay Guo was approved: UM OTT File No. 2019-480 entitled, “Transparent Colored Signage and Displays.”

1. The parties to the contract are the Regents of the University of Michigan and Lingjie Jay Guo.
2. Agreement terms include assigning ownership of technology referenced above to Lingjie Jay Guo. The university will retain an irrevocable, non-exclusive, non-transferable, royalty-free license to practice and have practiced the technology and/or patents for any noncommercial research, academic or teaching purpose. No use of university services or facilities, nor any assignment of university employees, is obligated or contemplated under the agreement. Standard disclaimers of warranties and indemnification apply, and the agreement 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.
3. The pecuniary interest arises from University of Michigan employee Lingjie Jay Guo’s receipt of a reassignment agreement to the technology.

### **Option Agreement between the University of Michigan and MDI Therapeutics, Inc.**

An option agreement with MDI Therapeutics, Inc. to option from the University of Michigan the university’s rights associated with the following technology was approved: UM OTT File No. 2020-030 entitled, “A Novel Therapeutic to Target Neutrophil Elastase.”

1. The parties to the contract are the Regents of the University of Michigan and MDI Therapeutics, Inc.
2. Agreement terms include granting MDI Therapeutics, Inc. an exclusive option to the technology. MDI Therapeutics, Inc. will reimburse ongoing patent costs, perform technical diligence and provide a business plan that describes MDI Therapeutics, Inc.’s intention and ability to develop and commercialize the optioned technology. Terms of the subsequent license agreement would include a royalty on sales and reimbursement of patent costs. The university will retain ownership of the optioned technology and may continue to further develop it and use it internally. No use of university services or facilities, nor any assignment of university employees, is obligated or contemplated under the agreement. Standard disclaimers of warranties

and indemnification apply, and the agreement 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.

3. The pecuniary interest arises from University of Michigan employees Daniel Lawrence and Enming Su are part owners of MDI Therapeutics, Inc.

**Subcontract Agreement between the University of Michigan and MDI Therapeutics, Inc.**

A subcontract agreement with MDI Therapeutics, Inc. to fund an NIH (prime) SBIR Phase II project entitled, “Preclinical development of a first in class therapeutic for treating idiopathic pulmonary fibrosis – Phase II” (ORSP #20-PAF03749) was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Internal Medicine and MDI Therapeutics, Inc.
2. The terms of the agreement conform to university policy. The period of performance for the project is approximately two (2) years. The amount of funding support will not exceed \$275,436. 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.
3. The pecuniary interest arises from the fact that University of Michigan employees Daniel Lawrence and Enming Su are part owners of MDI Therapeutics, Inc.

**Research Agreement between the University of Michigan and NanoMedicine Innovation Center, LLC**

A research agreement with NanoMedicine Innovation Center, LLC to fund a project entitled, “Drug Optimization altering tissue targeting to improve efficacy/safety” (ORSP #20-PAF02820) was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Pharmaceutical Sciences and NanoMedicine Innovation Center, LLC
2. The terms of the agreement conform to university policy. The period of performance for the project is approximately two (2) years. The amount of funding support will not exceed \$422,652. Since research projects are often amended, this agreement includes a provision 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.
3. The pecuniary interest arises from the fact that University of Michigan employee Duxin Sun is part owner of NanoMedicine Innovation Center, LLC.

**Research Agreement between the University of Michigan and NanoMedicine Innovation Center, LLC**

A research agreement with NanoMedicine Innovation Center, LLC to fund a project entitled, “Nanoformulations of anticancer drugs to eliminate cancer stem cells” (ORSP #20-PAF03882) was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Pharmaceutical Sciences and NanoMedicine Innovation Center, LLC.
2. The terms of the agreement conform to university policy. The period of performance for the project is approximately two (2) years. The amount of funding support will not exceed \$369,249. Since research projects are often amended, this agreement includes a provision 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.
3. The pecuniary interest arises from the fact that University of Michigan employee Duxin Sun is part owner of NanoMedicine Innovation Center, LLC.

**Subcontract Agreement between the University of Michigan and Therapeutic Systems Research Laboratories, Inc.**

A subcontract agreement with Therapeutic Systems Research Laboratories, Inc. to fund an NIH (prime) SBIR Phase II project entitled, “Development of Synthetic HighDensity Lipoproteins for Treatment of Infection Complications” (ORSP #20-PAF03614) was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Pharmaceutical Sciences and Therapeutic Systems Research Laboratories, Inc.
2. The terms of the agreement conform to university policy. The period of performance for the project is approximately three (3) years. The amount of funding support will not exceed \$868,885. 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.
3. The pecuniary interest arises from the fact that University of Michigan employees Gordon Amidon and Gregory Amidon are part owner and a paid member of the board of directors of Therapeutic Systems Research Laboratories, Inc., respectively.

**Subcontract Agreement between the University of Michigan and Tulip Make Me Move Desk, LLC**

A subcontract agreement with Tulip Make Me Move Desk, LLC to fund an NIH (prime) STTR Phase I project entitled, “STTR Ph I Bohnen/Muller: Development of the Make Me Move Desk rehabilitation standing desk for older subjects with motoric cognitive risk syndrome” (ORSP #20-PAF04096) was approved.

1. The parties to the contract are the Regents of the University of Michigan, its Department of Radiology and Tulip Make Me Move Desk, LLC.
2. 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 \$77,617. 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.
3. The pecuniary interest arises from the fact that University of Michigan employees Dr.



Nicolaas Bohnen and Martijn Muller are part owners of Tulip Make Me Move Desk, LLC.

**License Agreement between the University of Michigan and Xondas, Inc.**

A license agreement with Xondas, Inc. to license from the University of Michigan the university's rights associated with the following technologies was approved: UM OTT File No. 3679 entitled, "Method and Apparatus for Sub-Wavelength Near-Field Focusing of Electromagnetic Waves"; and UM OTT File No. 5980 entitled, "Unidirectional Near-Field Focusing."

1. The parties to the contract are the Regents of the University of Michigan and Xondas, Inc.
2. Agreement terms include granting Xondas, Inc. an exclusive license with the right to grant sublicenses. Xondas, Inc. will pay a royalty on sales and reimburse patent costs. The university may receive equity in Xondas, Inc., along with the right to purchase more equity. The university will retain ownership of the licensed technology and may continue to further develop and use it internally. No use of university services or facilities, nor any assignment of university employees, is obligated or contemplated under the agreement. Standard disclaimers of warranties and indemnification apply, and the agreement 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.
3. The pecuniary interest arises from the fact that University of Michigan employees Anthony Grbic, Roberto Merlin, John Whitaker and Steven Young are part owners of Xondas, Inc.

**Option Agreement between the University of Michigan and Zience Medical, LLC**

An option agreement with Zience Medical, LLC to option from the University of Michigan the university's rights associated with the following technology was approved: UM OTT File No. 2019-442 entitled, "Nitric Oxide (NO) Releasing Disposable Disinfectant Insert Devices to Prevent Bacterial Infections Associated with Use of Intravascular Catheters."

1. The parties to the contract are the Regents of the University of Michigan and Zience Medical, LLC.
2. Agreement terms include granting Zience Medical, LLC an exclusive option to the technology. Zience Medical, LLC will reimburse ongoing patent costs, perform technical diligence and provide a business plan that describes Zience Medical, LLC's intention and ability to develop and commercialize the optioned technology. Terms of the subsequent license agreement would include a royalty on sales and reimbursement of patent costs. The university will retain ownership of the optioned technology and may continue to further develop it and use it internally. No use of university services or facilities, nor any assignment of university employees, is obligated or contemplated under the agreement. Standard disclaimers of warranties and indemnification apply, and the agreement 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.

3. The pecuniary interest arises from University of Michigan employee Alexander Yevzlin is part owner of Zience Medical, LLC.

## **Public Comment**

The regents heard public comments from: Akash Shah, student, on carbon neutrality; Adam Simon, faculty, on sustainability; Henry Schnaidt, student, on fossil fuel investment freeze; Catherine Badgley, faculty, on UM and carbon neutrality; Melissa Duhaime, faculty, on carbon neutrality and divestment; Laura VanKoughnett, student, on fossil fuel divestment; Becca Harley, student, on fossil fuel divestment; John Mirsky, alumnus, on carbon neutrality; Molly Macleod, student, on the Go Blue Guarantee at Dearborn and Flint; Andrea Belgrade, student, on international student support; Lindsay Calka, student, on climate and housing; Joel Batterman, student, on housing and climate action; Maria Mustafa, student, on the international student fee; Joseph Valle, student, on climate and housing; and William Miller, student, on the Union and CCRB advocacy.

Regent Brown said, “On behalf of the other regents, we want to sincerely thank all of you for coming here today, especially those who spoke. It wasn’t long ago when we were sitting where you are and we understand and appreciate what it takes to do that. Also, I would like to say that the time we spend in these meetings is just a very small fraction of the time we all work on these issues. Most of the time we spent lately for the last several months is exactly on the topics all of you mentioned and spoke about today, and that is in large part because you have been so vocal about those issues. Lastly, on behalf of myself, I agree with your frustration in terms of timeline but since I’ve been on the board, I’ve started to appreciate my father’s words which are ‘every complex problem

has a simple solution which is usually wrong' but these problems do have solutions and it is our job no matter how complex they are to come up with them and implement them and we're going to continue to try hard to do that. Thank you."

**Adjournment**

The meeting was adjourned at 5:30 p.m. The next meeting will take place on March 26, 2020.