



University of California, Merced  
5200 N. Lake Road  
Merced, CA 95343

January 7, 2021

ASSOCIATE VICE CHANCELLOR RESEARCH

RE: Delegation of Authority (DA) – Execution of Documents for Administration of University Patent and Other Intellectual Property Matters

Effective immediately, as Vice Chancellor Research and pursuant to the authority delegated to me, I delegate to you, in your area of responsibility the following authority:

- Execution of documents and agreements necessary for the conduct of patenting and other intellectual property matters
  - Examples of documents include but are not limited to: Material Transfer Agreements, Non-Disclosure Agreements, Inter-Institutional Agreements, and Memoranda of Understanding as they pertain to intellectual property matters.
- Source of Authority: **Reassignment of Responsibilities letter to the Chancellor, Dated May 2, 2017 subject to the conditions and restrictions set forth in the June 23, 2011 Reassignment** (attached).
- This authority **may not be redelegated** by you.

This Delegation supersedes the relevant delegation in UC Merced DA 101

Sincerely,

Marjorie Zatz  
Vice Chancellor Research

cc: Director Ethics and Compliance, Viola Kinsman

Date of Review: 5/31/2019

**Supplemental R/R to the  
Provost and EVP Job Description  
~~March 11, 2014 September 19, 2016~~ May 1, 2019**

List of Delegations of Authority (DAs) that are being incorporated into the Provost and EVP’s Job Description and will be rescinded:

DA	Date Issued	Title /Brief Summary
2570	5/29/2012	Authority to Establish Regulations Implementing Regents’ Policies Governing the Determination of California Residence for Purposes of the University’s Tuition and Fees and the Exemption or Waiver of Such Tuition and Fees
2249	6/3/2010	Authority to Negotiate and Execute Contracts and Agreements for the Education Abroad Program
2216	1/27/2009	Academic Personnel Matters – Authority to act for the President with respect to specified Academic Personnel matters
2201	5/14/2008	Execution of Documents for Administration of University Patent and Other Intellectual Property Matters –moved from SVP Gulbranson’s Roles and Responsibilities back to Provost Brown’s Roles & Responsibilities
2147	6/2/2004	Actions Pertaining to the Natural Reserve System – this authority is transferred from ANR to Academic Affairs on 4/1/2004
1082	4/20/1993	To Solicit Gifts for the Mesa Project – Authority to accept such gifts is retained by VP-University and External Relations
1016	2/8/1990	To Solicit Gifts – Authority to solicit gifts for Puente Project
821	10/15/1984	Use of Animals in Research and Teaching – Pursuant to 10/15/1984 policy, authority for implementing/complying with said policy, responsibility for developing modifications, revisions, exceptions and for informing/advising on issues of a University wide nature regarding care/use of animals, including legislation
736	6/29/1982	University Extension Service Area – authority to act for the President regarding changes in boundaries of campus Extension Service Areas, as set forth in item 24 of the guidelines governing the organization of university extension (6/2/71)
735	6/24/1982	Format for Diplomas – authority to approve format for diplomas issued by UC in consultation with Senate
710	9/2/1981	Protection of Human Subjects in Research – to implement University policy on protection of human subjects in research, respond to issues of university-wide nature, and implement the policy within UCOP
556	1/18/1977	Approval of University Calendar – authority to fix University calendar, approve campus academic/administrative calendars and approve exception to guidelines for establishing calendars

\*\*\*This document is specific to DA’s being moved to be incorporated into Roles and Responsibilities of select job descriptions of the President’s Direct Reports.

**Approvals:**

<u>Michael J. Brown</u>	<u>5-31-19</u>	<u>J. S. Rymer</u>	<u>6-4-19</u>
Provost and Executive Vice President for Academic Affairs	Date	President	Date
	<u>Dwaine B. Dushett</u>		<u>6/3/19</u>
	Vice President-Systemwide Human Resources		Date

Date of Review: 3/13/14

Supplemental R/R to the  
EVP – Business Operations Job Description  
March 13, 2014

List of Delegations of Authority (DAs) that are being incorporated into the EVP – Business Operations' Job Description and will be rescinded:


DA #	Date Issued	Title /Brief Summary
2186	6/12/2007	Authority to approve allocation of operating funds
2185	6/12/2007	Authority to approve transfer of operating funds
840	12/4/1984	Authority to approve supplemental contracts for group insurance coverage for medical school faculty who are participants in special compensation plans
781	4/8/1983	Police Policies & Regulations - Authority for certain responsibilities concerning police policies & regulations as set forth in UC police policies & procedures manual (chap 4, section 4.1) issued on 4/15/81

\*\*\*This document is specific to DA's being moved to be incorporated into Roles and Responsibilities of select job descriptions of the President's Direct Reports.

Approvals:

 3-17-14  
President Date

 3/13/2014  
EVP – Business Operations Date

 3/18/14  
Executive Director – Compensation Date



OFFICE OF THE PRESIDENT  
1111 Franklin Street  
Oakland, California 94607

May 2, 2017

CHANCELLOR LELAND

RE: Reassignment of Responsibility and Redlegation of Authority – Administration of University Patent and Other Intellectual Property Matters, Merced Campus

Dear Chancellor Leland,

On June 23, 2011, the Provost and Executive Vice President for Academic Affairs at UCOP assigned to you as the Chancellor of UCM responsibility for implementing policies and procedures on matters pertaining to intellectual property, including patents and tangible research products, and for executing documents necessary for the administration of such intellectual property, including those which may contain commitments existing longer than seven years, subject to conditions specified in the Bylaws and Standing Orders of the Regents of the University of California, subject to terms of applicable Regental and Presidential policies which were or would be established from time to time, and subject to the relevant portions of the attached Reassignment of Responsibility Operating Guidelines.

Effective retroactively to July 1, 2016, that Reassignment is extended for a period of five years through June 30, 2021, subject to the conditions and restrictions set forth in the June 23, 2011 Reassignment, and includes the delegation of authority under DA 2201. Consistent with University practice regarding delegations, this extension and redelegation of authority shall stand uninterrupted and in full force and effect in the event of organizational changes at UCOP that may shift responsibilities or authorities between the Provost and Executive Vice President for Academic Affairs and the Senior Vice President, Innovation and Entrepreneurship.

The responsibility assigned to you for administration of intellectual property matters may not be reassigned. However, the responsibility to execute documents may be redelegated. Such redelegation shall be at least as restrictive as, but may be more restrictive than, this redelegation to you.

Sincerely,

Sincerely,

A handwritten signature in cursive script, appearing to read "Aimée Dorr".

Aimée Dorr, Provost  
Executive Vice President for Academic Affairs

Christine Gulbranson  
Senior Vice President  
Innovation and Entrepreneurship

Attachment: June 23, 2011 Reassignment of Responsibility, including Operating Guidelines



OFFICE OF THE PROVOST AND EXECUTIVE VICE PRESIDENT – UNIVERSITY OF CALIFORNIA  
ACADEMIC AND HEALTH AFFAIRS MERCED

OFFICE OF THE PRESIDENT  
1111 Franklin Street, 12<sup>th</sup> Floor  
Oakland, California 94607-5200

JUN 30 2011

June 23, 2011

CHANCELLOR'S OFFICE

CHANCELLOR, MERCED CAMPUS

RE: Reassignment of Responsibility – Administration of University Patent and Other Intellectual Property Matters, Merced Campus

Effective July 1, 2011 and for a period of five years through June 30, 2016, the Chancellor of the Merced campus is assigned the responsibility to implement policies and procedures on matters pertaining to intellectual property, including patents and tangible research products, and to execute documents necessary for the administration of such intellectual property, including those which may contain commitments existing longer than seven years, subject to conditions specified in the Bylaws and Standing Orders of The Regents of the University of California, subject to terms of applicable Regental and Presidential policies which are or may be established from time to time, and subject to the attached Reassignment of Responsibility Operating Guidelines. The Provost and Executive Vice President – Academic Affairs will remain responsible for preparing, for the President's review, annual and other reports to The Regents pertaining to patent and other intellectual property matters (see also Bylaw 12.3 (k)).

The responsibility assigned to the Chancellor for administration of intellectual property matters may not be reassigned. However, the responsibility to execute documents may be reassigned. Any such reassignment by the Chancellor shall be in writing and shall be at least as restrictive as, but may be more restrictive than, this reassignment to the Chancellor.

Sincerely,

Lawrence H. Pitts  
Provost and Executive Vice President  
Academic Affairs

Attachment: Reassignment of Responsibility Operating Guidelines

cc: Vice Chancellor Traina  
Vice President Beckwith  
Executive Director Tucker  
Director Streitz  
Universitywide Policy Office

REASSIGNMENT OF RESPONSIBILITY  
**OPERATING GUIDELINES**  
UNIVERSITY OF CALIFORNIA AT MERCED

This document constitutes an understanding between the Provost and Executive Vice President - Academic Affairs and the Chancellor of the University of California at Merced ("UCM"), for implementation of the Reassignment of Responsibility ("Reassignment") from the Provost and Executive Vice President - Academic Affairs to the Chancellor of UCM for the protection and the licensing of certain intellectual property, including patents and tangible research products. Under the Reassignment, and in the name of The Regents of the University of California ("The Regents"), UCM will be responsible for carrying out certain activities in accordance with the provisions of these Operating Guidelines.

The purpose of these Operating Guidelines is to provide for a smooth reassignment of responsibilities to UCM and to clarify certain matters relating to administration.

In accepting the Reassignment, UCM represents that it will commit the necessary resources and staff to carry out the administration of intellectual property as described herein.

**1. Policies/Authorities**

All intellectual property activities conducted under the Reassignment will be conducted in accordance with university policy and policy guidance, including that contained in Business and Finance Bulletin G-40, "University of California Patent Program"; the University Patent Policy; University Contract and Grant Manual, Chapter 11; the May 1989 Guidelines on University-Industry Relations and revision thereto; President Atkinson's policy (August 26, 1999) on "Principles Regarding Rights to Future Research results in University Agreements with External Parties;" the University Policy on Accepting Equity; Business and Finance Bulletin G-44, "Guidelines on Accepting and Managing Equity When Licensing University Technology"; 2001 University Guidelines on Managing Potential Conflicts of Interest in Licensing (see OTT Guidance Memo # 01-02); directives issued from time-to-time by the Executive Vice President – Academic Affairs. The provisions for requesting exceptions to policy, as set forth in Business and Finance Bulletin G-40 and the University Contract and Grant Manual will continue to apply unless revised.

All activities under the Reassignment shall be conducted under and in accordance with formally delegated Regental authority.

**2. Invention Case Responsibilities**

- 2.1 UCM will be responsible for administering all inventions that meet at least one of the following criteria (hereinafter referred to as "UCM Cases"):

- i) UCM inventions disclosed in writing on or after the effective date of the Reassignment and that are not "Related Cases," as defined below; or
- ii) UCM inventions managed at Innovation Alliances and Services ("IAS"), for which there is mutual agreement, after good faith consultation, between the IAS Executive Director and the UCM Vice Chancellor for Research or his or her designee for such reassignment.

"Related Cases" are those new cases that UCM considers to be best managed in an integrated manner with existing IAS Cases (as defined below) based on legal or commercial rationales. Related cases may include those that are dominant or subordinate to existing IAS Cases, involve derivative or improvement patent positions, or require integrated licensing strategies. UCM and IAS will discuss in good faith the disposition of any cases that are Related Cases.

It is understood that any reassignment of individual cases will be carried out in a manner that ensures a smooth transfer, with consideration of effective and economical ongoing case management, responsive service to inventors, optimized utilization of legal investment, and development of positive relationships with commercial partners. The terms of such reassignments may include financial considerations, as appropriate, that are based upon consistent accounting principles and fairness to both parties.

- 2.2 IAS will be responsible for administering all inventions that are not UCM Cases (hereinafter referred to as "IAS Cases"). IAS will take campus concerns into consideration in the disposition of such cases.
- 2.3 For joint inventions arising between a UCM inventor and an inventor from another UC facility, UCM and the Appropriate Licensing Office ("ALO") that has responsibility for administering inventions for that facility shall confer to mutually agree upon which of the entities will handle the case. A written notice to IAS will accompany any transfer of invention case responsibility from one UC facility to another. Should a UCM inventor relocate to another UC facility, the continued administration of that person's UCM invention will be coordinated between UCM and the ALO of that other facility, as will the administration of inventions of any UC inventor relocated to UCM from another UC facility.
- 2.4 For all cases, UCM will promptly notify IAS of any disclosure by transmitting all relevant documents and information, including all Records-of-Inventions.
- 2.5 UCM shall submit to the Provost and Executive Vice President – Academic Affairs an annual progress report which summarizes the activities of UCM program established under the Reassignment. The report shall be provided by October 1 for the past fiscal year (July 1 to June 30th). The report shall discuss the invention disclosure activity and management of these cases according to this Reassignment. The report shall identify any operational issues of invention

management, integration into the research enterprise, and areas of concern of property management which arose during the previous fiscal year. The report shall describe the UCM resources, technical and financial capabilities which have been used to support the reassigned responsibilities. The Provost and Executive Vice President – Academic Affairs and the UCM Chancellor shall confer, as appropriate, on issues and opportunities identified in the report to ensure a successful UCM intellectual property management program under the Reassignment.

### **3. Patent Prosecution and Licensing**

#### **3.1 UCM SHALL:**

- (i) For UCM Cases: make invention patentability evaluations; make decisions concerning election of title and releasing inventions to inventors; make patent filing decisions for the United States and foreign countries; report inventions to sponsors other than those reported by IAS in accordance with Section 3.2 (i); negotiate inter-institutional agreements; market and license inventions to commercial entities; and manage post-agreement matters in accordance with Section 3.2.
- (ii) Participate in any systemwide system(s) established to determine if any of its inventions is a Related Case to a case managed at another University location.
- (iii) For UCM Cases, engage and direct outside patent counsel through authority granted by the General Counsel for the filing and prosecution of United States and foreign patent applications. Such counsel shall be appointed only from firms approved by the General Counsel. Control of patent prosecution must be retained by The Regents through independent outside counsel unless deemed otherwise by the General Counsel or his or her designee.
- (iv) For UCM Cases, incorporate in all licensing agreements certain provisions, as appropriate, that limit the license to the specific invention(s). Particular care shall be taken to ensure that other background or foreground rights or know-how assigned to The Regents in other parts of the corporate organization are not inadvertently included, directly or indirectly, in any license issued by UCM.
- (v) For UCM Cases, incorporate in all licensing agreements provisions to accommodate any obligations assumed on behalf of The Regents by UCM, or by the Office of the President and provided to UCM, through sponsored research or other agreements.
- (vi) Report all potential or declared interferences and all other legal disputes to the General Counsel or his or her designee.



- (vii) Reimburse IAS for IAS administrative costs for prosecution services provided by IAS to UCM. Such IAS costs shall be based upon standard IAS methodology for systemwide allocation of IAS costs.

### **3.2 IAS SHALL:**

- (i) For both IAS and UCM Cases, provide prosecution management and support services, elect title or release title to inventors pursuant to determinations made by the responsible licensing officer, report inventions to federal and non-profit sponsors pursuant to the terms of sponsored research agreements, and management of post-agreement matters. UCM may request that it be permitted to assume responsibility for portions of, or all patent prosecution management for UCM related cases. This may encompass existing IAS and UCM Cases, both existing and new UCM Cases, and Related cases. In considering such request, IAS will take into account UCM's commitment of necessary resources, risks to the systemwide program, and any other relevant criteria.
- (ii) Maintain all UCM Cases in the Patent Tracking System (PTS).
- (iii) Modify access to PTS, as appropriate to allow UCM to enter certain information, as mutually agreed by UCM and IAS, into the PTS system for UCM Cases.
- (iv) Develop as needed, in coordination with UCM, written procedures for interaction between UCM and IAS regarding the various IAS services as they relate to UCM Cases. Such procedures shall reflect services comparable to those available to IAS licensing professionals for IAS Cases.

### **3.3 GENERAL COUNSEL (or designee) SHALL:**

- (i) Review and approve all final secrecy, letter, option, and license agreements before execution and, as appropriate, authorize UCM's use of pre-approved standard boilerplate agreements.
- (ii) Manage all inventorship disputes, interferences, infringement actions, legal defense and other legal disputes that may arise, including primary administrative oversight for such matters. Campus concerns, as well as those of The Regents, will be considered in any litigation actions taken or being considered.

#### **4. Accounting and Finance**

- 4.1 IAS shall collect all accounts receivable for UCM and IAS Cases, including fees and royalties due to the University for all patent licensing and bailment agreements.
- 4.2 IAS shall pay all accounts payable for UCM and IAS Cases, including payment of all direct costs incurred for patenting, marketing and licensing of UCM properties. UCM shall ensure documentation of appropriate and reasonable costs are attributed to individual cases, to the extent possible.
- 4.3 IAS shall calculate and distribute royalty and fee income to inventors and other contractual obligations of The Regents for UCM and IAS Cases in accordance with University Patent Policy.
- 4.4 UCM will reimburse IAS for IAS administrative costs for accounting and finance services provided by IAS to UCM. Such IAS costs shall be based upon standard IAS methodology for systemwide allocation of IAS costs.
- 4.5 UCM may request that it be permitted to assume the responsibility of portions of, or all of, the accounting and finance responsibilities as referenced in this section 4. In considering such request, IAS will take into account UCM's commitment of necessary resources, risks to the systemwide program, and any other relevant criteria.

#### **5. General Responsibilities**

##### **5.1 IAS and/or Research Policy Analysis & Coordination ("RPAC") SHALL:**

- (i) Coordinate PTS training of UCM personnel focusing on the development and implementation of the use of the PTS system in invention case administration. IAS will coordinate access and linkage to other information databases which will support the campus marketing and licensing activities.
- (ii) Provide timely assistance to UCM on resolution of intellectual property concerns in research, material transfer and other agreements, including decisions on policy exceptions, on request.
- (iii) Negotiate "master" systemwide intellectual property agreements with research sponsors, providers of proprietary materials and others, as appropriate.
- (iv) Promote systemwide awareness of technology transfer issues, concepts, and processes, and support systemwide consistency among University licensing and other personnel by developing and coordinating systemwide training programs and materials concerning such matters.

- (v) Establish and maintain systemwide administrative systems and databases, including PTS, as necessary, to support an effective systemwide technology transfer program, including the capability to meet internal and external reporting obligations and needs.
- (vi) Coordinate, formulate, and present University intellectual property policy in accordance with responsibilities assigned by the Provost and Executive Vice President – Academic Affairs and authorize exceptions thereto in accordance with delegated Regental authority.
- (vii) Coordinate, formulate, and present University legislative and regulatory analysis and response with respect to intellectual property in accordance with responsibilities assigned by the Provost and Executive Vice President – Academic Affairs.
- (viii) Develop systemwide responses and reports to governmental agencies, professional associations, University management, and The Regents, as appropriate.

## **5.2 UCM SHALL:**

- (i) Reimburse IAS/RPAC for IAS/RPAC administrative costs reflecting the services provided to UCM by IAS/RPAC. Such IAS/RPAC costs shall be based upon standard IAS/RPAC methodology for allocating IAS/RPAC costs systemwide.
- (ii) Respond to requests from IAS and/or RPAC for feedback on matters relating to state and federal legislation and public policy.

## **6. Communications**

Interaction between UCM and IAS/RPAC will continue to be in the spirit of cooperation, seeking the best interest of the University and its inventors. UCM and IAS/RPAC staff will meet as necessary to ensure a high degree of coordination and synergism in carrying out the letter and spirit of these Operating Guidelines. UCM will continue to actively participate in University Intellectual Property Managers' Meetings and other appropriate systemwide activities.

It is recognized that certain records of the University with respect to invention disclosures, research agreements, patent applications, and licenses contain proprietary information. UCM will establish procedures to safeguard such proprietary information, both internally and externally, to prevent unauthorized access and/or use or misuse of such information for personal gain.

While all parties anticipate cooperative interactions and good faith negotiations between UCM and IAS/RPAC staff on the complex issues involved in these Operating Guidelines, there may be occasions on which agreement is not reached. In such cases, the Vice President, Research and Graduate Studies or, if necessary, the Provost and Executive Vice President – Academic Affairs shall resolve any outstanding issues.

**7. Term of Agreement**

The provisions of these Operating Guidelines shall be effective for five (5) years, beginning July 1, 2011 and terminating on, June 31, 2016. The UCM Chancellor and the Provost and Executive Vice President - Academic Affairs will evaluate the success of the UCM activities under the Reassignment after the completion of the fourth year of the Reassignment. Any extension of the term of these Operating Guidelines, or any revisions, shall be by mutual written agreement.

Lawrence Pitts  
Provost and Executive Vice President-  
Academic Affairs



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DATE: 6/27/11

Chancellor, Merced Campus



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DATE: 6/28/2011