



C O N F I D E N T I A L - D R A F T

POLICY NAME

Intellectual Property

POLICY NUMBER

[TBD]

INITIAL ADOPTION AND EFFECTIVE DATE

[TBD]

POLICY APPLICABILITY

The provisions of this Policy, in accordance with applicable law, shall govern all Intellectual Property (IP)* created by Employees, students, visiting students, visiting scholars and researchers, and volunteers of the University.

Per the University Redbook, this Policy shall be deemed (1) a condition of employment for all University employees and (2) a condition of enrollment at the University by students. This Policy shall also be a term and condition of participation in any University research or other use of University Resources by any person, whether or not employed by, compensated by, or enrolled at the University.

*Capitalized terms such as Intellectual Property are defined terms. See Definitions Section.

REASON FOR POLICY

The University of Louisville is committed to the advancement of knowledge through research and innovation. The University, as an institution of higher education, has a duty to develop and implement a policy that creates an environment in which IP can be generated and transferred for broad public benefit. Employees and others covered by this Policy have a duty to disclose innovations to the University. This Policy describes the ownership, protection, and commercialization of IP developed by Creators, a term defined in the Definitions section, who may be employees, students and/or third parties that may contribute to research leading to IP. The source of funding used in creating IP is an important consideration.

POLICY STATEMENT (see Definitions as capitalized terms are defined terms)

I. Ownership of IP

- a. University of Louisville Research Foundation (ULRF)
 - i. In its discretion, ULRF supports the protection of IP developed by Employees of the University or those who use University Resources to develop innovations. As such, ULRF owns these assets on behalf of the University. This is consistent with general policies at institutions of higher education.

b. University-Owned IP:

The following paragraph gives legal right in Intellectual Property developed at the University to ULRF.

Unless covered by the exceptions outlined below, ULRF owns all rights to and Creator does hereby assign ownership, right, title, and interest in all IP conceived, first used (in the case of a trademark or service mark), or reduced to practice, discovered, authored, created, modified or further developed by an Employee of the University, and in Traditional Works that are specifically commissioned by the University or that have been created using University Resources or University Funds.

Creators shall cooperate fully to complete and sign all necessary documents to assign IP as directed by ULRF.

Creators shall not assign IP to any party other than ULRF when such IP was created using University Resources without ULRF's written approval.

c. Exceptions to ULRF Ownership of IP:

- i. The Creator shall own all rights in Traditional Works, unless the Traditional Work was commissioned by the University or an external contractor.
 - 1. The University may use Traditional Works, including Instructional Materials, to fulfill its Mission. If a Creator

of Instructional Materials leaves the University, s/he hereby grants the University a non-exclusive, royalty-free, worldwide, unlimited license to use the materials to fulfill its Mission in educating students.

- ii. The IP was produced outside the Creator's role as an Employee or outside the scope of their employment and without the use of University Resources.
- iii. Federal law, state law, or a contract provides that some other party holds IP rights.

d. Required Assignment of Ownership

- i. All University employees hereby assign IP created through the use of University Resources, IP commissioned by the University, IP created through an agreement with a third party and the University to ULRF.

e. Voluntary Assignment of Ownership

- i. Voluntary assignment may be provided by students, visiting students, visiting scholars, volunteers, or community members.
- ii. Generally, it is understood that non-Employee students, visiting students, visiting scholars, volunteers, or community members own what they create unless they use University Resources in that creative process.

f. IP Resulting from Externally Sponsored Research. For clarity, IP developed using externally sponsored funds is often subject to policies and procedures or terms and conditions of the external sponsor.

g. Publishing Research. It is crucial to the University's mission to share the results of research with the public. Reasonable efforts shall be made to protect the ability to publish research findings. In general, Employees shall be permitted to publish their works unless restricted by contract or delayed to allow for patent filing. IP assigned to the University shall be managed by the Office of Research & Innovation ("OR&I") or in some cases the Office of University Counsel ("OUC") in the best interests of the University, the public, and the Creators.

- h. When granting others access to IP, the University will generally retain the right to use IP for research and other Noncommercial Purposes. With appropriate approval, ULRF can return IP ownership to the Creators provided that the University may elect to retain certain rights.

II. Reporting of IP

Creators shall promptly report to the University all IP created during the course of their employment with the University or with the use of University Resources following processes outlined on the University website. New Employees will report within one month any IP previously created. It is important to protect IP from public disclosures that can damage the value of the IP for the University and/or Creators. The evaluation and protection of discoveries can only occur with prompt reporting of innovations and discoveries. The following documents may involve inventions important to evaluate prior to public disclosure outside of the University of Louisville:

- Manuscripts that may be published
- Poster presentations
- Thesis documents
- Abstracts that may be published
- Slide decks, notes or verbal descriptions for invited lectures

See Procedures, Section I. "Reporting of IP" for details.

III. Revenue Distribution

Revenue will be distributed in accordance with Procedures, Section IV.

See Procedures, Section IV. "Revenue Distribution" for details.

IV. Equity and Faculty Start-Ups

With appropriate permissions, University Employees may be permitted to hold equity in University start-ups or start-ups that license University IP. The relationship and specific agreements between the Employee and start-up will be reviewed and approved in writing by the appropriate University department (currently the Conflict of Interest and Commitment Office) and approved by the Vice President for Research and Innovation. Full and prompt disclosure of the nature of both the financial and the working relationship between the employee and start-up shall be provided to the University. Licensing income from licensing technology to companies that employees

have an additional relationship with or financial interest in shall be distributed at the discretion of the Vice President for Research and Innovation in accordance with applicable laws.

V. Subject to Change

The terms and conditions of this Policy are subject to change according to University Policy and procedures.

VI. Policy Compliance

University Employees, students, and any person acting on behalf of the University or participating in Research are expected to comply with this Policy. Disciplinary action may be taken against any person who violates this Policy up to and including termination.

RELATED INFORMATION

All University Policies and Procedures, including but not limited to:

[University of Louisville Redbook](#)

[Procedures under the IP Procedures Policy](#)

[COIC Policy & Procedures](#)

[Ownership of Data Policy](#)

[Visting Researchers Policy](#)

[Digital Millenium Copyright Act Policy](#)

STANDARDS

University of Louisville Branding Standards will be followed.

United States Export Control Laws may apply in certain situations.

DEFINITIONS

For purposes of this Policy, the following definitions shall apply:

“Creator” refers to any Employee, inventor, author, or contributor to IP covered by this Policy. The term “Creator” as used in the Policy also includes all heirs, successors, and assigns of an inventor, author, developer of, or contributor to IP as may be required by law.

“Employee,” Employee shall mean any Creator who is or was paid compensation (e.g. a salary, wages, stipends or other forms of consideration) by or through the University at the time that IP was created, developed, modified or further developed. Employees include administrators, faculty, staff, and students receiving compensation or utilizing University Resources (including, but not limited to interns, summer students, graduate assistants, postdoctoral fellows, and medical residents and fellows). This definition of Employee includes persons who may not be considered an employee by the Internal Revenue Service for income tax purposes.

“Innovation Disclosure” refers to the official mechanism or form for reporting IP to the University.

“Instructional Materials” refer to works, including courseware, that are created and distributed in connection with instruction.

“Intellectual Property” (“IP”) is a creation of the mind or intellect, the ownership of which is recognized and may be protectable by law. Terms of art used in this definition have the same meaning given under federal copyright, trademark, and patent laws. IP includes:

(a) any invention or discovery (including any new or useful process, machine, manufacture, composition of matter, or new and useful improvement thereof, whether patentable or not),

(b) tangible research property (including transgenic mice, cell lines, antibodies, laboratory notebooks, laboratory or technical methods or procedures, technical writing, research notes, data or other tangible and proprietary products of University research),

(c) copyrightable works (including computer software or code and Instructional Materials), and/or

(d) works otherwise protected by federal intellectual property laws.

“Net Licensing Income” refers to royalties, fees and other income derived from ULRF owned IP less the following deductions: (1) direct expenses incurred in protecting the IP (such as the costs of patenting including legal fees , filing and patent maintenance costs) or licensing the IP; and (2) payments that are contractually required to third parties (including but not limited to, sponsors of the research associated with the IP or other institutions that own a joint interest in the IP).

“Noncommercial Purposes” means activity that is not the sale, lease, license, or other transfer of IP.

“Traditional Work(s)” includes copyrightable IP that is educational, scholarly, artistic, musical, sculptural, or literary works, regardless of their form, other than patentable or commercially licensable IP. Traditional Works may include books, articles, class notes, theses, dissertations, manuscripts, poems, films, videotapes, digital and analog recordings, musical works, dramatic works including any accompanying music, pantomimes and choreographic works, pictorial, graphic and sculptural works, and other works of the artistic imagination or the like. Computer code or software is not generally considered to be a Traditional Work, but instead commercially licensable I.

“ULRF” refers to the University of Louisville Research Foundation, Inc., an affiliated corporation of the University and an agent of the University for receiving grants and research agreements from external funding sources and which owns and controls IP on behalf of the University.

“University” refers to the University of Louisville, the University of Louisville Research Foundation, Inc., and/or to all affiliated corporations or organizations controlled by the University or governed by the majority of members of the University Board of Trustees.

“University Funds” refers to all direct and indirect funds administered by the University, regardless of the source of such funds.

“University Resources” refers to all resources, facilities and materials -- tangible or intangible -- owned or under the control of the University and includes resources such as pay for employment. University Resources generally does not include things that are generally available to the public such as resources, such as library facilities, that are generally available without charge to the general public.