

Normally, the works created by employees belong to an employer. Universities, by their very nature, constitute an exception. The work of the faculty can first and foremost be described as the creation of ideas, understanding, and knowledge, and the sharing of those with students and of the general public. It is also recognized that those involved in the creation, further development, and commercialization of University ideas and intellectual property can include others in the wider University community beyond the faculty and students, such as employees, staff, administrators, fellows, contractors, visiting researchers, and adjunct faculty. The University embraces these objectives and its role in fostering the production of creative and scholarly works, including copyrightable or trademarkable materials, original methods, processes, and technologies, as well as new materials, inventions, and devices. In addition to the general benefit these creations offer to humanity, they may also have commercial potential, and may enhance the professional development of students, faculty, staff and administrators. New or original works may improve the quality of education that the University offers its students and augment the University's reputation and public image.

These creative and scholarly works require definition with respect to ownership, and protection under two broad frameworks. The first framework includes the laws of the United States and other countries that cover "intellectual property," such as copyrights, patents, trademarks, trade secrets, and other protections. The second is the policy of the University, which is herein defined as the University policy on intellectual property.

The following are the objectives of the University's policy on intellectual property:

- To encourage the creation and sharing of knowledge and understanding
- To clarify rights and duties of all parties involved in the creation of intellectual property
- To organize a system to help originators (authors and inventors) and the University bring new knowledge into public use
- To define the legal rights of all parties and to provide for the disposition of these interests
- To safeguard intellectual property against unauthorized use

As further set forth in this section on Intellectual Property, the University has established procedures for pursuing intellectual property rights such as copyrights, patents, trademarks, and trade secrets. Absent written agreement to the contrary, the University retains unilateral right to discontinue pursuit of such intellectual property rights.

Definitions

"Intellectual property" includes all copyrightable works, inventions, patents, trademarks, and trade secrets.

"Copyright" is secured automatically when the work is created, and a work is created when it is fixed in a copy or recording for the first time. Copyright is a type of intellectual property

protection that protects the manner in which an idea is expressed. Traditionally, works of copyrightable scholarship include printed materials (e.g. journal articles, textbooks, poems and reviews); works of art (e.g. paintings, sculpture, musical or dramatic compositions, choreographic works, and pictorial or graphic works); course materials (e.g. lecture notes, exams, class syllabi, workbooks, and laboratory manuals); and technical works (e.g. computer software or databases, audio and visual material, circuit diagrams, architectural and engineering drawings). Copyright protections and their enforcement are governed by national law on a country-by-country basis.

An “invention” shall include but is not limited to any discovery, creation, process, machine, composition of matter, article of manufacture, know-how, design, model, technological development, biological material, strain, variety, culture of any organism, or portion, modification, improvement, translation, or extension of these items, and any trademark or other mark used in connection with these items. An “invention” shall also include any creation or discovery subject to patent or trademark protection in the US or other jurisdiction having such patent or trademark laws.

A “patent” is a legal instrument issued by the federal government, acting through the Patent Office that protects and preserves the intellectual property rights of the inventor and the University, and facilitates the transfer of intellectual property for commercialization and public benefit. The statutory categories of inventions under US law are new and useful processes, machines, manufactures, or compositions of matter, or new and useful improvements thereof. Patents are prosecuted before and issued by patent offices in individual countries or patent office organizations operating under multi-national agreements. Patentable inventions are governed by national law on a country-by-country basis, as is enforcement of patent rights.

A “trade secret” is any valuable information that is not generally known and is subject to reasonable efforts to preserve confidentiality. Trade secrets are information that organizations keep secret to give them an advantage over their competitors. US state law governs trade secret protections and enforcement.

A “trademark” or “service mark” is a word, name, symbol, or design, or combination thereof, used in commerce to identify or distinguish the goods or services of a manufacturer or provider from those of others. A trademark is associated with goods, i.e. physical products, whereas a service mark is associated with services or offerings, i.e. intangible offerings. Although trademarks and service marks do not have to be registered in the United States to be protected, these marks can be registered through the United States Patent and Trademark Office (USPTO) and should ideally be identified with the “®” symbol once registered. Marks that are unregistered can be indicated with the “TM” symbol (for a mark used on a product) or the “SM” symbol (for a mark used in the offering of a service) to show that the owner is asserting a common law interest in the trademark or service mark. Trademark or service

marks are registered and enforced on a country-by-country basis.

The “originator” shall include faculty, staff, administrators, students, or groups thereof that use funds, facilities, or other resources of the University as the authors, creators, or inventors of intellectual property. If a group of individuals originate intellectual property, they are considered a single entity with respect to this policy and the originators are responsible for deciding issues that relate to their sharing of ownership and/or royalties.

“University Sponsored or Supported Works” are those where the University provides “Substantial University Resources” towards the production of intellectual property, above and beyond those resources traditionally provided. Substantial University Resources may be provided by a university grant, access to facilities, or by an offer of support, among other means.

“Substantial University Resources” means University support, funding, space, equipment, personnel, and the like provided to a faculty member beyond the incidental or normal resources provided to the faculty member as part of their normal course of employment.

“Independent Academic Effort” means inquiry, investigation, or research, and any resulting work product therefrom, carried out to advance knowledge or the arts where the specific choice, content, course, and direction of the effort is determined by the faculty member without direct assignment or supervision by the University.

“Institutional Works” generally include three types of works: 1) works by individual faculty members for the purpose of use by a larger University audience (e.g., syllabus templates, course materials for use in a multiple section course) 2) works by committees (University, School, College or departmental) that have developed intellectual property for the purpose of use by a larger University audience (e.g., syllabus template, course materials for use in a multiple section course), and 3) works resulting from consultations or contracts to complete specific works for the University [e.g., development of distance learning course materials and promotional materials of the University (e.g., brochures, training programs, videos, manuals, and electronic or digitized media)]. Institutional Work may include works that are supported by a specific allocation of University funds or that are created at the direction of the University for a specific University purpose. Institutional Works also include works whose authorship cannot be attributed to one or a discrete number of authors but rather result from simultaneous or sequential contributions over time by multiple individuals. For example, software tools developed and improved over time by multiple faculty and students where authorship is not appropriately attributed to a single or defined group of authors would constitute Institutional Works.

A “sponsored project agreement” or “SPA” is a grant, contract or other type of agreement between the University and an external sponsor, such as a federal agency, foundation or corporation that sets the terms and conditions for the conduct of a project to conduct research

or other scholarly activity. An SPA typically includes a description of the work to be performed, the terms of payment, ownership of intellectual property, publication rights, and other legal assurances. All individuals working on a project under such an SPA will be notified in advance of the terms of ownership in said agreements for any intellectual property they may create while working on the project.

Rights and responsibilities in intellectual properties:

It is the responsibility of each University employee, faculty member, administrator, student, fellow, contractor, visiting researcher, adjunct faculty member, and other individuals in the University community to fully comply with the provisions of the University Policy on Intellectual Property and all applicable laws regarding intellectual property.

If any of this policy conflicts with a signed agreement between the University and an originator or between the University and an external funding agency, company, or other concern, the terms of the signed agreement will prevail.

Ownership of intellectual property:

Copyrights and Trademarks:

- The University recognizes the longstanding custom and understanding that faculty members own the copyright to the works they create using “Independent Academic Effort,” as defined in this policy, such as creative works, books, articles, and other scholarly writings. Copyrightable works for faculty typically include the creative and scholarly works expected of faculty and which are generally incorporated into the regular recognitions and rewards processes of the University. Faculty members are entitled to ownership of copyright and royalties or other income derived from such works. The exceptions to this general rule are “University Sponsored or Supported Works” and “Institutional Works,” as defined in this policy, and works that contain or are based on University-owned materials.
- *Institutional Works (Whether by Individuals or Committees):*
 - The University shall retain ownership of “Institutional Works,” as defined in this policy, unless specified otherwise in an agreement between the University and originator(s) of an Institutional Work at the time the project is agreed upon.
 - Faculty retain the copyright to independent scholarly works created while on sabbatical, unless those works are “University Sponsored or Supported Works” and “Institutional Works,” as those terms are defined in this policy, and works that contain or are based on University-owned materials.
- *Institutional Works by consultants or contract:*

The University will generally require a written agreement pertaining to usage and ownership of copyrightable works when consultant or contract work is involved.

- *University Sponsored or Supported Works:*
The University shall own the copyright to “University Sponsored or Supported Works,” as defined in this policy, unless otherwise agreed by the University at the time support is provided.
- *University license of program or course content:*
The University automatically, and without the need for any further agreement is granted a royalty-free, perpetual non-exclusive license to use any such works.
- *Online Courses:*
Online courses, including both synchronous and asynchronous online courses, are owned by the University. Online courses represent a special category of instruction because these courses have the potential for rebroadcast and further distribution, and the generation of a significant revenue stream. Online courses may be taught by a faculty member other than the creator of the course and depending on the creator’s terms of employment, may be a separately compensated project. As such, online courses would generally meet the definition of an “Institutional Work” or a “University Sponsored or Supported Work” and would be owned by the University.
- *Sponsored project agreements:*
In general, the ownership of copyrightable works created under a sponsored project agreement remains with the University; however, the provisions of this policy are subject to the terms of all applicable grants, contracts or other agreements with external sponsors that supported the project under which a copyrightable work was created.
- *Independent student scholarship and creativity:*
Within the model for faculty direction of both undergraduate and graduate students is that of “critic or reviewer” of independent student scholarship. Thus, independent student scholars own the copyrights, without limitation or license, to their written theses, essays, dissertations, business plans, or other copyrighted works.
- *Supervised student scholarship and creativity:*
Students who assist faculty advisors by performing specific tasks or functions within a faculty directed project or who become a collaborator of a faculty member are not independent scholars and fall under the model of supervised student scholarship and creativity in which the faculty owns all rights. Within the model for faculty direction of both undergraduate and graduate student scholarship and creativity is that of “master/apprentice”. In this setting, all copyrighted works originate primarily from faculty direction of the master/apprentice relationship and are attributable to the faculty advisor. The faculty advisor decides all matters concerning the publication or dissemination of the copyrighted work. Such decisions include the timing and method of dissemination and all issues pertaining to co- authorship.

Trade Secrets

Trade secrets are any valuable information that is not generally known and is subject to reasonable efforts to preserve confidentiality. It is important that faculty and other members of the University community understand and appreciate their obligations with respect to protecting University trade secrets. Unless otherwise specified in a third-party agreement, faculty and others should diligently work with the University to identify and secure trade secrets originating from the University. Trade secrets may also include information originating from outside of the University which the University has taken in and has an obligation to protect.

To protect a trade secret, it is important that the University can demonstrate that the trade secret was reasonably secured by strict measures to prevent unauthorized access. This would include electronic and physical security of information and documentation. On a case-by-case basis, the University may dictate certain procedures which must be adhered to by faculty and other members of the University community to reasonably secure trade secret information. These include:

- Data and document storage protocols
- Limited distribution
- Need to know
- Educating recipients
- Obligations of recipients

Inventions:

All inventions, whether or not patentable, are owned by the University, unless, as described below it is determined that the University does not have ownership rights or the University releases the invention. Royalties which may result from the invention(s) may be shared with the originator in accordance with this policy. University owned inventions derived from faculty work are defined as that creative and scholarly work generally expected of faculty within their contractual period and scope of employment, and which are generally incorporated into the regular recognitions and rewards processes of the University. This policy encourages the sharing of knowledge, e.g. in the public domain. This policy encourages timely decision-making to maximize the commercial use of intellectual property.

All inventions must be reported in writing, by the originators/inventors, to the Office of the Provost for the University to determine whether it is appropriate to file an application for letters patent on the invention. The University has an approved Invention Disclosure Form and procedure for documenting and reporting the invention for submission to the Office of the Provost for evaluation by the University. All inventions must be reported before disclosure to any party outside the University, but in any event no later than three months after origination of the invention. If the University determines it has no ownership rights in the invention it

will notify the originators/inventors. If the University determines it has ownership rights in the invention and decides to proceed with the filing of an application for letters patent, the originators/inventors shall execute assignments or other documents assigning to the University all their rights in the invention and any patent applications or resulting patents on the invention. If the University determines it has ownership rights in the invention and decides not to patent, license, or otherwise market the invention, the University may, upon written request by the originators/inventors, release the originators'/inventors' interest in the invention unless a third party agreement prevents such a release. If the originators/inventors refuse taking rights to the invention, either expressly or by failure to provide a written confirmation of the release, the University shall retain exclusive ownership of the invention. Absent written agreement to the contrary, the University retains unilateral right to forego filing of patent applications, to discontinue pursuit of pending patent applications, and to abandon or discontinue maintenance of pending patent applications and issued patents.

- *Independent student research:*
Within the model for faculty direction of both undergraduate and graduate students is that of “critic or reviewer” of independent student research. Thus, independent student scholars own the intellectual property, without limitation or license.
- *Supervised student research:*
Undergraduate and graduate students who assist faculty advisors by performing specific research tasks or functions or who become a scholarly collaborator of a faculty member are not independent scholars and fall under supervised student research projects. Projects within the model for faculty direction of both undergraduate and graduate student research are that of “master/apprentice”. In this setting, all inventions resulting from supervised student research projects will be owned by the University, in accordance with this policy.
- *Sponsored project agreements:*
Ownership of an invention developed in the course of, or resulting from, work supported by a sponsored project agreement, shall be determined in accordance with the terms of the grant or contract for the sponsorship, or, in the absence of such terms, shall be owned by and assigned to the University, as otherwise provided in this policy.
 - In the case of federally-funded sponsored projects, the University generally must report all inventions to the funding agency within a specified time period to enable the agency to determine whether to file for a patent or whether to permit the University to file for a patent. If the University elects not to file for a patent, under such circumstances, it generally must inform the agency. It should be noted that the federal government retains a royalty-free license and places certain other restrictions upon the ultimate disposition of any resultant patents.
 - The right of students to publish the results of research remains inviolate, subject to the terms of a grant or sponsored research agreement funding the

work. However, any public disclosure of an invention, such as a presentation, publication or grant proposal, prior to filing a patent application, limits patent rights and reduces an invention's commercial value. Therefore, the originator must timely disclose their inventions to the University as set forth above, and not later than three months after origination of the invention, but prior to any public disclosures or sending out manuscripts or grant applications. This disclosure to the University is to enable the University to determine whether any steps need to be taken to protect the invention prior to a public disclosure.

Commercialization of inventions:

- Responsibilities of the University:
 - Inventions as defined by this policy are owned by the University which has the responsibility for determining the feasibility of commercializing an invention. If the property is deemed to have commercial value, the University will, at its sole discretion, have the legal and financial responsibility to carry the commercialization forward.
 - In the event that the University decides not to pursue commercialization of an invention, ownership of the invention and all commercial rights will be transferred to the originators/inventors within a reasonable period. If the originators/inventors accept ownership of the invention and choose to commercialize the invention at their sole discretion, the originators/inventors are responsible for all costs.
- Responsibilities of the originators/inventors:
 - The originators/inventors of any patentable invention that is or might be owned by the University under this policy must make a reasonably prompt written disclosure of the work to the Office of the Provost of the University, before disclosing it to any party outside the University, but in any event not later than three months after origination.
 - The originators/inventors are further expected to assist the University in its efforts to protect the commercial value of the property. This would include, but not be limited to, notifying the University of any third party interest in the property and assisting in the preparation of any legal documents required to protect the invention. The originators/inventors and the University will work collaboratively to determine the best course of action regarding the commercialization of the invention.

Sharing of royalties for intellectual property: Royalties and other income will first be used to reimburse normal and customary overhead and other documented expenses incurred by the

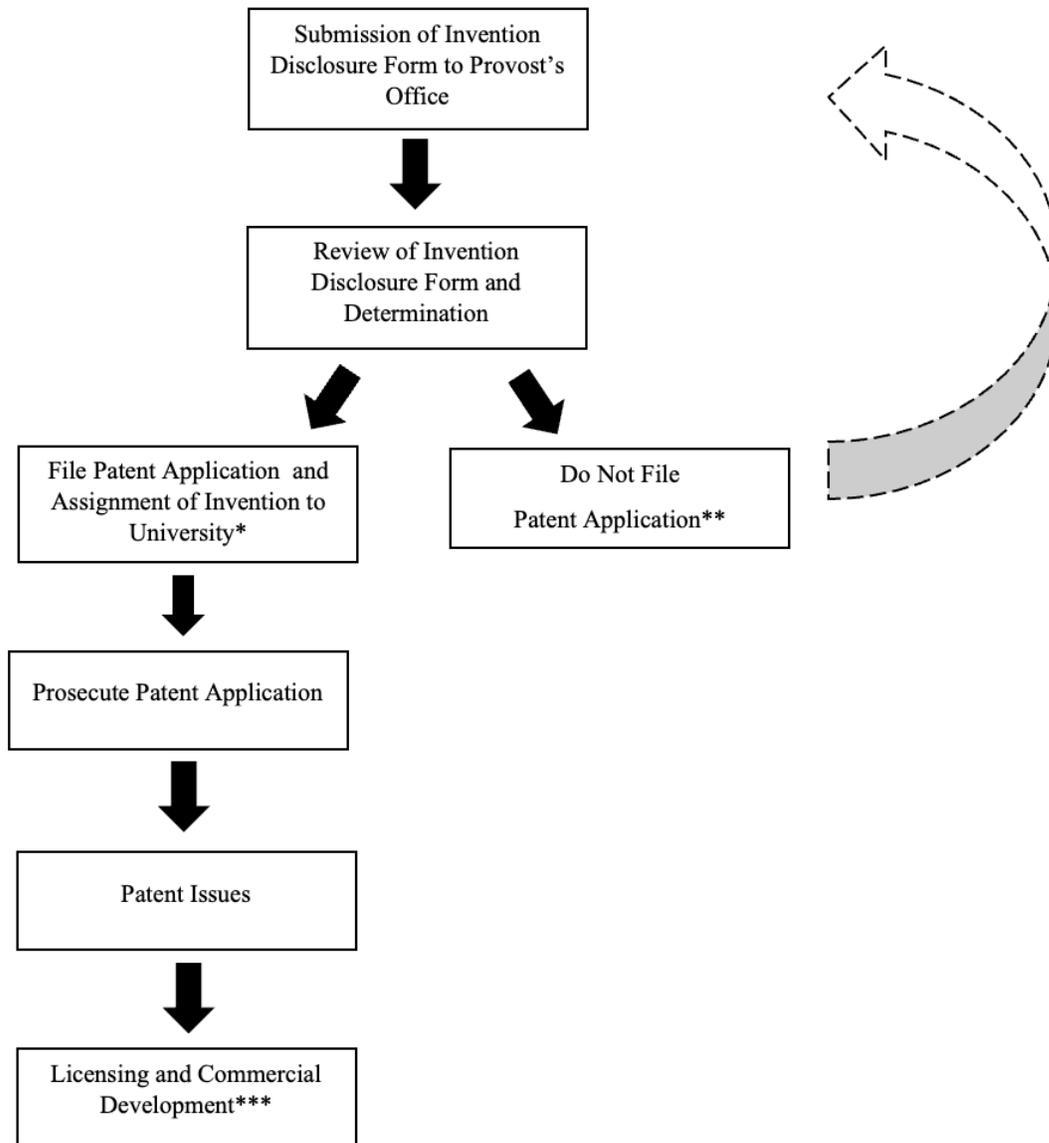
University in the process of perfecting, transferring and protecting the University's rights to the intellectual property. The distribution of net proceeds (income less costs associated with the processing and marketing of the intellectual property and any related legal costs) will be disbursed as follows unless there has been a prior written agreement with the University to do otherwise.

Originator	University	Originator's School Within the University
33 1/3%	33 1/3%	33 1/3%

The funds earmarked for the school or college shall be retained in a separate carryover account, not to be viewed as general operating funds, and shall be available for expenditure as designated by the appropriate dean. If the originator does not report to a school or college dean, then the administrative unit most comparable will receive this share of the royalties.

In case the originator/inventor is a group of individuals, the individuals within the group will determine the allocation of the originator's share of the royalties. It is recommended that this determination be made when the research or creative work is begun. If the group cannot agree on the distribution, the money shall be deposited into an escrow account until such time as an agreement is negotiated or adjudicated. Originators/inventors may make a gift of all or part of their royalty income to the office of academic affairs, school, college or unit within the University. Such requests may be limited in duration to a specific time period or to some specific event, and may be cancelled or modified by the originators/inventors at any time.

Quinnipiac University Invention Process



* The submitter and others involved with the invention, usually the inventors, may have continuing obligations to assist with the filing and prosecution of the patent application. The inventors, absent an agreement to the contrary, are obligated to assign the invention to the University.

** The submitter is notified of the University's patent application filing decision. Actions can include: (i) Request for further information from the submitter for possible resubmission and reconsideration. (ii) Decision by the University to release its rights in the invention to the inventors.

*** Licensing and Commercial Development considerations for the invention can begin earlier in the process.