

NMC Intellectual Property Policy

Intellectual Property. NMC is obligated to make its research available to the interested public through publication due to its non-profit status and its charter to perform scientific research in the public interest.

NMC employees shall promptly disclose all inventions, software, copyrightable works, and research results related to their work at NMC (collectively, “Subject Intellectual Property”) to NMC and, in the case of Affiliate Researchers (as defined below), the appropriate partner institution, before publication or other disclosure so that NMC and/or the partner institution can decide whether or not to file for intellectual property protection. Subject Intellectual Property shall not include intellectual property that (i) is created without the use of NMC resources or third party funding through NMC, (ii) is created during an employee’s personal time, (iii) does not use NMC’s name or logo, **and** (iv) that is outside the employee’s scope of employment.

Affiliate Researchers (employees whose primary appointment is with an NMC partner institution) remain subject to the intellectual property policies of their partner institution unless a specific exception is created through an agreement with NMC or a particular funding agency. NMC typically has no rights in Subject Intellectual Property generated by an Affiliate Researcher.

NMC shall own all rights to Subject Intellectual Property conceived, developed, generated, or reduced to practice by all other employees or contractors, and, in consideration of their employment or other work with NMC, all such employees and contractors hereby assign all of their rights in Subject Intellectual Property to NMC.

If NMC or a partner institution pursues commercialization of a particular Subject Intellectual Property, and if NMC receives any commercialization revenues from such commercialization such as royalties or license fees, NMC shall first deduct all of its expenses incurred with respect to the commercialization of said Subject Intellectual Property from said commercialization revenues. The remaining net commercialization revenues shall be divided as follows:

- Sixty-five percent (65%) shall be retained by NMC; and
- Thirty-five percent (35%) shall be divided equally among the inventors, creators, and authors of the commercialized Subject Intellectual Property who have assigned their rights to NMC (unless otherwise agreed to in writing between all such inventors, creators, and authors).

If a partner institution does not take the lead in commercializing a particular Subject Intellectual Property, and the NMC Board or its designee decides not to pursue commercialization thereof at any time or NMC cannot demonstrate any progress toward successfully commercializing a particular Subject Intellectual Property within five (5) years of the notification described above, then upon the written request of all inventors, creators, and authors, and, in exchange for future reimbursement of all expenses incurred by NMC to date upon successful commercialization of said Subject Intellectual Property,

NMC shall assign its rights in said Subject Intellectual Property back to said inventors, creators, and authors.

Commercialization Process (Internal Policy)

Because NMC's purpose is to promote collaboration among the partners, NMC's intellectual property will generally be developed jointly with one or more of the NMC partners. In this case, Subject Intellectual Property will be jointly owned by NMC and the partner institution. Subject to any pre-existing commercialization agreement between NMC and said partner institution, the Executive Director shall negotiate with the partner institution as to which party shall take the lead in the commercialization of such Subject Intellectual Property, and as to the terms of any additional agreement between the parties. It is anticipated that in these cases the technology transfer group(s) of the partner institution shall take the lead in such commercialization. The Executive Director shall notify the NMC Board or its designee and the inventors, creators, and/or authors of the Subject Intellectual Property whether or not the partner institution will pursue commercialization thereof.

In the case that the partner institution decides not to take the lead in such commercialization, or in the case that Subject Intellectual Property is solely owned by NMC, the Executive Director shall evaluate the commercial potential of the Subject Intellectual Property. The Executive Director shall be assisted in such evaluation by consultants (generally from the business schools of partner institutions), intellectual property counsel, and/or technology transfer resources at one of NMC's partner institutions. After completing this evaluation, the Executive Director shall submit a commercialization plan/recommendation, including filing for any intellectual property protection at the expense of NMC, to the NMC Board or its designee for its approval. The Executive Director shall notify the inventors, creators, and/or authors of the Subject Intellectual Property of the decision of the NMC Board or its designee whether or not NMC will pursue commercialization thereof.