

Disclosure and Authorization Request Form (DARF)

An application for faculty, staff, and other members of the BU community seeking to participate in commercial activity involving non-BU parties.

Applicant Name

Submission Date

ABOUT THIS DOCUMENT

Collaborations between academia and industry further many important goals. However, it is critical that universities that collaborate with companies and other outside entities review and manage any conflicts to ensure the integrity of academic research and compliance with laws and university policies. Any time BU faculty, staff, students, or member(s) of their household ("BU Individuals") work with or have an interest in a company (including a start-up) or entity outside of BU, the BU Individuals must carefully consider their own potential conflicts of interest and commitment in light of the University's policies, including policies concerning External Compensated Activity and Investigator's and Institutional Conflict of Interest (COI).

Whenever such a company or outside entity seeks to have a business relationship with Boston University, the University must evaluate these conflicts and ensure that the business relationships are appropriate. For example, companies and other entities may seek to sponsor research, lease space, or license intellectual property from Boston University. In order to evaluate these circumstances, BU Individuals must provide necessary information by completing this Disclosure and Authorization Request Form (DARF) and obtaining appropriate authorization. Exhibit A provides guidelines regarding the most common DARF topics. Exhibit B outlines the DARF submission process.

This document was developed to assist members of the BU community obtain approval from the appropriate BU authority(s) to pursue business relationships between the company or entity and the University. When completed, this document will provide information useful in evaluating matters such as employment policies, COI, and codes of ethical conduct. **This document is for the University's informational purposes only and is not intended to conflict, replace, augment, alter, or enhance existing policies or procedures established by any BU department, committee, or other group with jurisdiction over this subject matter, including BU's Compliance Committees (CC), Advisory Committees on Investigators' Conflicts of Interest, Office of General Counsel (OGC), Office of Sponsored Programs (OSP), etc.** Therefore, additional review and approval through various offices on campus may be necessary based on the information gathered on this form. This DARF, if approved, simply authorizes the applicant to move forward with gaining the necessary formal approvals to commence the requested activity.

Once the DARF has been approved, the appropriate University department (e.g., OSP or OTD) may proceed to negotiate a business relationship with the company or entity. Approval does NOT ensure that the University will enter into any business relationship with the company or entity. The appropriate University department is responsible for negotiating a business relationship that is consistent with University policy and is in the best interests of the University.

For questions about this document, please contact:

- **Michael Pratt**, Interim Managing Director, OTD (mpratt@bu.edu) 617-353-4569, for faculty companies.
- **Kathryn M. Mellouk**, Associate VP, Research Compliance (kateski@bu.edu) 617-358-4730, for sponsored research matters

APPLICANT CONTACT INFORMATION

Name

Title

BU Department

Address

Email

Phone

REASON FOR FILING THIS DARF (CHECK ALL THAT APPLY):

Reason	Yes (x)	Sample Situation
Incubator License Agreement	If yes, complete sections IA,B, II & III	"I am seeking space in one of the BU incubator facilities or other property owned by BU for a private company with which I am affiliated."
Intellectual Property License	If yes, complete sections I & II	"I am involved with or have started a private company that seeks to license or purchase intellectual property owned by BU that is based on my academic research or the research of another BU faculty member."
Sponsored Research Agreement (SRA)	If yes, complete sections IA,B & II	"I am seeking to enter into a Sponsored Research Agreement (SRA) with a commercial company or similar BU or non-BU entity."
Other Matter		

I. COMPANY INFORMATION

A. PLEASE PROVIDE THE FOLLOWING INFORMATION CONCERNING THE COMPANY WITH WHICH YOU ARE INVOLVED.

Company Name

Contact Name

Contact Address

Contact Phone

Contact Email

Company Current Address

Company Incorporation Date

State(s) of Incorporation

Company Executive Summary (< 100 words):

B. PLEASE CLASSIFY THE COMPANY WITH WHICH YOU ARE INVOLVED, ACCORDING TO THE FOLLOWING.

Check as many as apply:

Life Science	Physical Science	Technology	Company Ownership
Therapeutics	Materials	Software	Public (publically traded securities)
Diagnostics	Energy	Hardware	Private (private equity and/or self-funded)
Device	Device	Networks	
Other:	Other:	Other:	

C. PLEASE ANSWER THE FOLLOWING QUESTIONS, TO THE BEST OF YOUR KNOWLEDGE, RELATED TO THE COMPANY.

List "No Answer" (N/A) if answer is unavailable at this time.

1. Technology:

Please describe the technology, know-how, and/or intellectual property used in the company, including relevant publications.

2. Business Development and Partnerships:

Please list/describe any current or pending business development agreements or significant partnerships the company currently has or is seeking with third parties.

3. Management and Governance:

Please list all current and pending management and board members associated with the company, their titles, and brief past industry/academic experiences.

Name	Title	Background/Past Experience

4. Company Funding to Date:

Please list the source and amount of all capital the company has raised since inception (include pre-incorporation awards, grants, etc.) and dates of capital procurement.

Financing Type	Amount	Date

5. Capitalization Table:

Please provide a high-level overview of the company's current capitalization structure.

Shareholder	# Shares	Fully Diluted %
Total Shares Outstanding		100.0%

II. CURRENT/POTENTIAL RELATIONSHIP WITH BOSTON UNIVERSITY

Please provide the following information related to current or potential interactions with BU faculty, staff, students, departments, and other members of the BU community. List "No Answer" (N/A) if answer is unavailable at this time:

BU Relationship		Status																													
1. Are any BU faculty, staff, students, or members of their household ("BU Individual") involved in the Company now or is it anticipated that a BU Individual will be involved in the Company in the next 12 months?		NO	YES (provide details below)																												
		<table border="1" style="width: 100%;"> <tr> <th style="width: 50%;">BU Individual #1</th> <th style="width: 50%;">BU Individual #2</th> </tr> <tr> <td colspan="2">Name</td> </tr> <tr> <td colspan="2">BU title</td> </tr> <tr> <td colspan="2">title/role in the Company</td> </tr> <tr> <td colspan="2">time commitment to Company</td> </tr> <tr> <td colspan="2">total annual cash compensation from Company</td> </tr> <tr> <td colspan="2">total equity (% fully diluted)</td> </tr> <tr> <th style="width: 50%;">BU Individual #3</th> <th style="width: 50%;">BU Individual #4</th> </tr> <tr> <td colspan="2">Name</td> </tr> <tr> <td colspan="2">BU title</td> </tr> <tr> <td colspan="2">title/role in the Company</td> </tr> <tr> <td colspan="2">time commitment to Company</td> </tr> <tr> <td colspan="2">total annual cash compensation from Company</td> </tr> <tr> <td colspan="2">total equity (% fully diluted)</td> </tr> </table>		BU Individual #1	BU Individual #2	Name		BU title		title/role in the Company		time commitment to Company		total annual cash compensation from Company		total equity (% fully diluted)		BU Individual #3	BU Individual #4	Name		BU title		title/role in the Company		time commitment to Company		total annual cash compensation from Company		total equity (% fully diluted)	
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2. Does Company now have, or does it seek, a Technology Assignment Agreement with BU?		NO	YES																												
3. Does Company now have or does it seek to enter into any business relationships with any third-party organizations with whom BU also has a business relationship that is known to the Company? For example, do you now or do you anticipate working with a company with whom BU has a technology license or equity interest that you are aware of?		NO	YES (attach details)																												
4. Does Company now have or does it seek any proposed Sponsored Research Agreements (SRA) with any BU entity?		NO	YES (complete 4a)																												
4a. Briefly describe SRA activity along with major financial terms.																															
5. Does Company now have or does it seek any proposed Fee-for-Service Activity (FFS) with BU such as use of Core Facilities?		NO	YES (complete 5a)																												
5a. Briefly describe FFS activity along with major financial terms.																															

6. Does Company now work with or does it anticipate working with BU students in any capacity?

NO YES (complete 6a)

6a. Briefly describe student activity, including names and salary if any.

7. List any other "support" (financial or otherwise) that BU currently provides to Company or that BU may provide Company in the next 12 months [attach summary of transaction or Term Sheet if needed].

III. CURRENT OR PROPOSED BU INCUBATOR PREMISES LICENSE TERMS

Please provide the following information related to the company's current or proposed terms related to company's use of facilities, equipment, or space in any BU business incubator or other BU-owned property:

Incubator Suite # Office and/or Lab Size (SQFT) Number of Current Employees Proposed/Actual Incubator Entry Date

Proposed/Actual Incubator Expiration Date

Liability & Worker's Compensation Insurance Expiration Date

Does the company now use or plan to use hazardous materials (chemicals, biological, radioactive materials, etc.)?

NO YES (Please briefly describe)

Does the company now or plan to perform research involving live animals?

NO YES (Please briefly describe)

Does the company now or plan to perform clinical research involving human subjects?

NO YES (Please briefly describe)

Licensee Fee (\$ per month)

Services to be provided by BU (e.g., waste removal, access to conference facilities, janitorial services, phone/internet connection, etc.)

NO YES (Please briefly describe)

Other Relevant Terms

Please submit this document and all relevant materials to OTD at otdforms@bu.edu for initial review and feedback. After OTD confirms the form is correctly filled out, a copy will be sent to you for your signature before being sent to the appropriate administrative offices for approval.

EXHIBIT A. DARF GUIDELINES

The following is a summary of current interim guidelines for BU faculty, researchers, staff, and/or students regarding DARF matters. These guidelines are subject to change and have not been officially endorsed as University policy. For purposes of the table below, “BU Researcher” refers to any BU faculty member, researcher, staff, and/or student. “NewCo” refers to a company founded by a BU researcher or in which the BU Researcher has a significant financial interest.

Topic	Current Guidelines
BU Researcher Ownership in NewCo	<ul style="list-style-type: none"> • BU Researcher may have any level of equity stake in the NewCo that they can negotiate, except that they cannot “pre-empt” the University’s ability to negotiate a reasonable ownership stake as part of the license agreement
Lab Use	<ul style="list-style-type: none"> • No BU Researcher lab equipment, bench space, or other assets may be utilized for NewCo purposes unless specified under an approved SRA or FFS
BU Researcher Time Commitment to NewCo	<ul style="list-style-type: none"> • BU Researchers who are full-time faculty members of the University, but not staff, may work an equivalent of one day per week on NewCo activity. Staff members may not work for the company during normal working hours • BU Researcher may be compensated by NewCo under reasonable consulting terms • Time restriction does not apply during vacations, holidays, and approved unpaid leaves of absences
BU Researcher Title/ Role in NewCo	<p>BU Researcher may have a role and “title” in NewCo that recognizes BU Researcher’s scientific and early-stage involvement and contribution to NewCo.</p> <p>BU Researcher titles and roles that are permitted include:</p> <ul style="list-style-type: none"> • Founder, Director, Advisor, Consultant, Chairman of Advisory Board(s), Chief Scientific Officer, Chief Technology Officer <p>BU Researcher titles and roles that are not permitted beyond six months post-incorporation include:</p> <ul style="list-style-type: none"> • Chairman of Board, General Manager, CEO, President, COO
SRAs and FFS between BU Researcher and NewCos	<ul style="list-style-type: none"> • NewCo may sponsor research or contract for services in the BU Researcher’s Lab only through agreements appropriately negotiated and signed by the University. • All terms of “Academic Freedom” must be applied to all SRAs, including the BU Researcher and/or Lab’s ability and requirement to demonstrate the following activities related to the SRA research: <ul style="list-style-type: none"> o Publication: Publish SRA results of all activity (if of academic quality) after appropriate IP protection o Education: Use SRA results in teaching and related educational activity, including allowing students to participate in SRA work o Research: Use knowledge derived from SRAs to advance research pursuits, provided activity does not violate SRA terms o Patient/client care: Use information derived from SRA activity to advance the BU Researcher’s patient/client care activities, provided activity does not violate SRA terms • SRA activities (whether via single or multiple agreements) may not provide funding or aggregate support to a BU Researcher’s Lab: <ul style="list-style-type: none"> o in excess of 50% of all BU Researcher Lab funding averaged over the first two years after NewCo incorporation o in excess of 20% of all BU Researcher Lab funding averaged over the third and fourth years after NewCo incorporation • NewCo may not sponsor research in a BU Researcher’s Lab after the fourth year of NewCo’s incorporation without prior approval
Students	<ul style="list-style-type: none"> • Students may work for a NewCo in the NewCo facilities provided it in no way interferes with their main educational responsibilities • Students may work for a NewCo under the terms of an SRA in a BU Researcher’s Lab: <ul style="list-style-type: none"> o as an employee in the BU Researcher’s Lab and be appropriately compensated for their time. In such a situation, a student may not work more than 15 hours/week in such capacity o as a volunteer under the terms of a structured educational program with clearly defined deliverables and academic oversight (i.e., internship, class project, etc.)

1. Academic Freedom:

Academic freedom is essential in institutions of higher education if they are to make their proper contribution to the common good. The common good depends upon the free search for truth and its free exposition. It is that which justifies academic freedom, not the interest of the individual faculty member or even the interest of a particular university.

Academic freedom is the freedom to engage in research, scholarship, or other creative work in order to expand knowledge, to publish research findings, to teach, and to learn in an atmosphere of unfettered free inquiry and exposition.

The rights of the faculty member and the student to academic freedom, however, carry with them duties and responsibilities. The faculty member is entitled to full freedom to engage in research, scholarship, and creative work and to publish or produce the results, subject to responsible performance of these and other academic duties. The faculty member is likewise entitled to freedom in teaching and discussing the subject matter. Yet, as in research, the concomitant of this freedom must be a commitment to accuracy and integrity. Controversy is a normal aspect of free academic inquiry and teaching, and it is proper to incorporate both the knowledge and the beliefs of the faculty member into that which is taught; however, the freedom to teach must be joined by a constant effort to distinguish between knowledge and belief.

The college or university faculty member is a member of a learned profession and an educational institution. When the faculty member speaks or writes as a member of a learned profession, he or she should be free from institutional censorship or discipline, but the faculty member's special position in the community imposes special obligations. As a person of learning and an educator, he or she should remember that the public may judge the profession and institution by his or her utterances. Hence the faculty member should be at all times accurate, should exercise appropriate restraint, should show respect for the opinions of others, and should make every effort to indicate that he or she is not speaking for the institution.

2. Consulting:

Outside professional activities can be beneficial to the faculty member and to the broader community. Limited engagement in professional activities carried on outside the University and for which compensation is not received through the University is encouraged if it contributes to the professional experience and public service of the faculty member. Consulting at the appropriate professional level exposes faculty to current problems and concerns in the discipline and helps to assure currency of teaching and research. External contacts often lead to the development of industry-supported grants and contracts. In addition, outside activity can and should be of a nature to advance and enhance the reputation of the University. However, the University must be assured that faculty consulting and other outside activity are kept within appropriate time and quality bounds. The purpose of these guidelines is to clarify and restate the responsibilities of the faculty and the expectations of the University with respect to external compensated activities. Consulting undertaken by Boston University faculty should be at a sufficiently high professional level to warrant its justification as part of the faculty member's ongoing professional development.

3. Time:

The general policy for outside professional activity limits time spent to one day per week. Some averaging over the academic year may be possible if it does not disrupt the normally assigned activities of the faculty member. Regardless of the amount of time involved, the outside activity should be scheduled and limited to be consistent with the faculty member's workload, which is assigned to satisfy institutional requirements in accordance with established procedures.

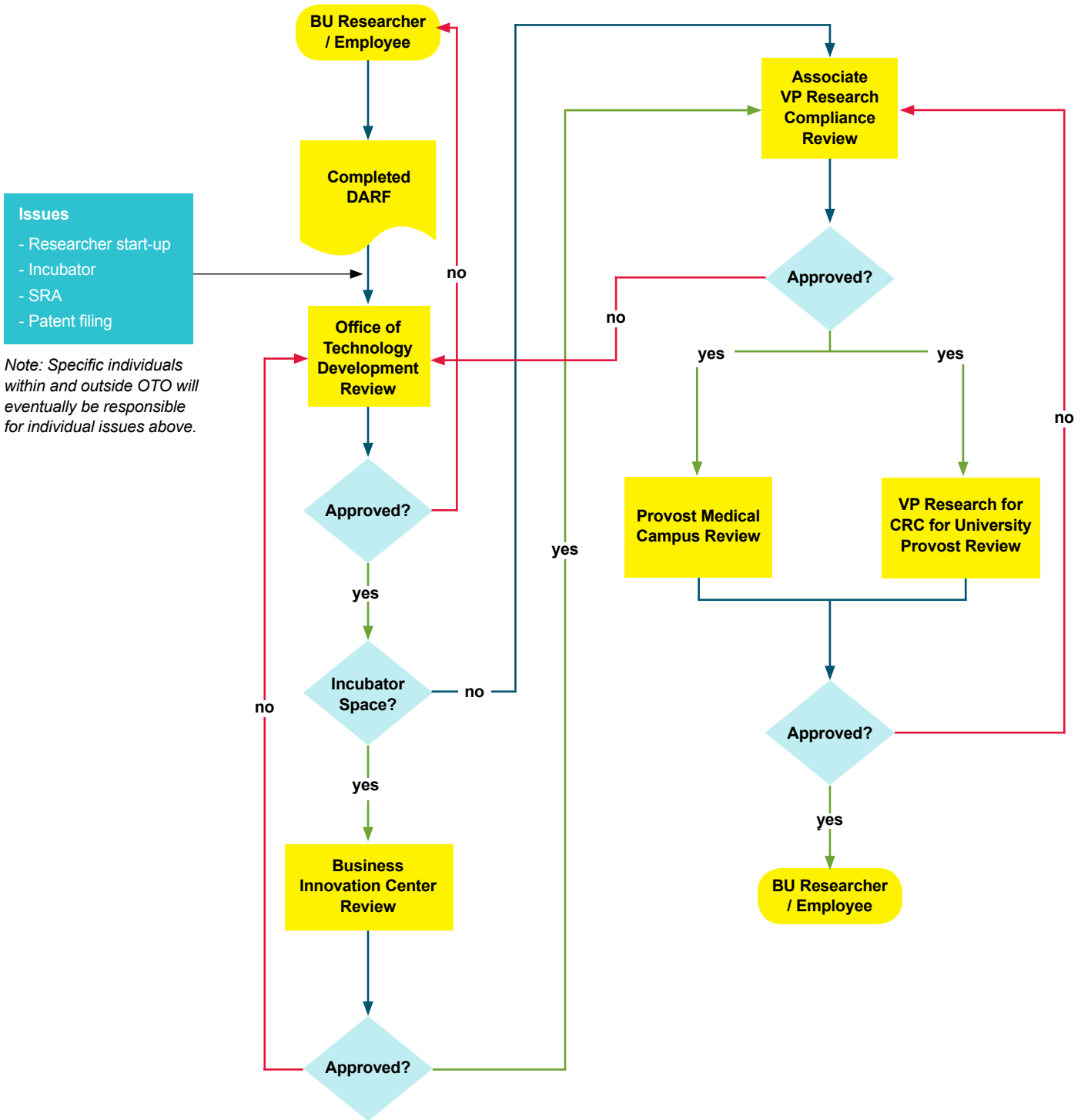
4. Performance Criterion:

The primary responsibilities of faculty members are teaching, research, and service to the University. These responsibilities must be discharged well before outside employment can be considered appropriate. Outside activity which results in neglect of contacts with students and colleagues is by definition inappropriate. Outside consulting is permitted and encouraged by the University to enrich the faculty member's background so that these primary responsibilities may be carried out better.

Conflict of Interest:

No faculty member shall undertake consulting assignments or other external activities which conflict with the interests of the University.

DISCLOSURE AND AUTHORIZATION REQUEST FORM (DARF) REVIEW PROCESS



Issues

- Researcher start-up
- Incubator
- SRA
- Patent filing

Note: Specific individuals within and outside OTO will eventually be responsible for individual issues above.

GREEN line identifies flow of approach to the next stage.
RED indicates return of the DARF to the previous stage of review with disapproval request for additional information; clarification, or conditions.

BU Student

Background

Funding Mechanism

Role on BU project

Notes