

PROCEDURES FOR THE ESTABLISHMENT OF UNIVERSITY SPINOUT COMPANIES

The UCC Spinout Campus Company Policy is administered through the Office of Technology Transfer (OTT).

The OTT is the office responsible to UCC management for the appropriate arrangement for the establishment of all UCC spinout companies.

The procedure described here aims to provide insight to interested parties on the decision making process used by the OTT and the procedures which have been approved by the Governing Body Finance Committee to assure the university of compliance with UCC policy

The relevant forms associated with this Procedure can be sought from the Office of Technology Transfer. These procedures may be subject to change from time to time. These changes will be notified to the University by the Office of Technology Transfer.

The intention of OTT is to ensure a team approach to establishing the Spinout company with the relevant research team and the future management of the company to establish a credible, commercially viable entity to effectively exploit UCCs intellectual property, in whatever form.

Initiation

- A researcher or research team that considers that a technology or innovation that they are working on is a potential basis for a spin-out company should seek to engage with their appropriate Commercialisation Case Manager
- OTT Commercialisation Case Managers will also review all IP opportunities it identifies from UCC research activities for spinout company potential.
- The research team will submit an application formally proposing the establishment of a USO Company to the Office of Technology Transfer using the USO Company Proposal Form (Form USC1). This form aims to begin the process of understanding the opportunity under consideration. It would be appropriate to engage with your Commercialisation Case Manager while undertaking this.
- TTO will appoint a Commercialisation Case Manager to work with the promoter(s) to establish the feasibility of the University Spinout Companies if the research team does not already have a working relationship with a Commercialisation Case Manager

Business Opportunity

- ∇ Commercialisation Case Manager, with Inventors undertakes due diligence on the technology invention for freedom to operate and
- ∇ Preliminary Market opportunity analysis undertaken by Commercialisation Case Manager with support from inventors
- ∇ Commercialisation Case Manager generates draft Business Opportunity description.
- ∇ Subject to approval from TT Director team progresses to next phase

Commercial Champion Selection

Proposed Model circulated

- ∇ Commercialisation Case Manager summarises model into summary University Spin-out Company proposal document
- ∇ Canvasses for potential candidates for Commercial Champion
 - E.I. Business Partner network
 - VC and Angel Investment Networks
 - Cork Chamber of Commerce
 - Regional, National and International Market
 - Current Team
 - UCC candidate CEO database

Candidates screened

- ∇ Potential Commercial Champions should complete the Commercial Champion Application Form (Form USC2)
- ∇ Candidates will also meet with research team, Technology Transfer team, Centre management team
- ∇ Commercialisation Case Manager will also Review application (benchmark against previous CCs as well as other candidates), Contact referees and undertake a Directorship query from CRO
- ∇ Commercialisation Case Manager will make a recommendation for a Commercial Champion based on the inputs of those that have met candidates as to the suitability of Commercial Champion for role

Selection review

- ∇ Following recommendation by the Commercialisation Case Manager the Director will approve continuing discussions with a based on
 - Ambition/potential/vision for this opportunity
 - Industry experience, ideally in a relevant market at a senior management level
 - An ability to build good working relationship with research team and local management
 - 25-50% of time available over 6 months as an initial period of interaction.
 - Feedback from interviewees and referees
- ∇ TT Director approves a Commercial Champion through a Letter of Intent (USC Form3) that is signed by UCC Director of Technology Transfer and Commercial Champion which outlines the
 - Time frame
 - Expected terms from UCC perspective
 - IP package to be transferred to company
 - Required actions of Commercial Champion re establishment

Business Plan Development

Commercial Champion leads activity for start-up (NewCo)

- Secure resources to complete feasibility exercise
- Engage with potential customers
- Advance Business Model
- Generate credible Business Plan (with milestones) based on UCC Template Business Plan (Form USC4)

TT Director approves Business Plan draft for purposes of initiating negotiations

Agreement Negotiation

- ∇ The Commercialisation Case Manager negotiates with the Commercial Champion to agree the Framework for NewCo/UCC interaction (i.e. Term Sheet: Form USC5) which includes
 - License terms for IP into NewCo (for University Spinout Companies)
 - UCC Shareholding in NewCo to reflect UCC input
 - Incubation Centre
 - Other supports
 - Timing
- ∇ The Director of Technology Transfer is responsible for the approval of all Term Sheets. Term sheets will be accompanied by Conflict of Interest Declaration and Management forms (USC Form8) for any UCC staff member's contribution to the successful establishment of the company and the execution of its business plan
- ∇ Term sheet signed by UCC and approved CEO
- ∇ Full Shareholders Agreements and License Agreements, where required, will be negotiated using UCC templates (USC Forms 6 & 7 respectively)

UNIVERSITY COLLEGE CORK

OFFICE OF VICE PRESIDENT FOR RESEARCH & INNOVATION

Office of Technology Transfer

Procedures for the Establishment of University Spinout Companies

Establishment

- ▽ Company registers with Company Registration Office
- ▽ All agreements formally signed by both Parties
- ▽ Inventors, university & relevant stakeholders informed as part of University Key Performance Indicators
- ▽ Company issues share certificates to UCC and a joint Press Release is issued