

**UNIVERSITY CONTRACT TO LICENSE TECHNOLOGY TO
A COMPANY OWNED BY
SCHOOL OF MEDICINE FACULTY**

RECOMMENDATION

The Administration recommends the Board of Governors authorize the President or her designee to contract with Mitovation, Inc. to enter into an exclusive license for the commercialization of intellectual property related to administration of light for therapeutic applications.

BACKGROUND

Maik Huettemann, Ph.D., professor of molecular medicine and genetics, and biochemistry, microbiology and immunology at Wayne State University's School of Medicine, has developed certain patented technologies related to administration of light for therapeutic applications. The technology encompasses WSU Tech ID 09-940, "A Phototherapy Method and Device for Prevention and Treatment of Tissue Damage"; Tech ID 15-1298, "Light Therapy Treatment"; Tech ID 19-1521, "Infrared Light Technology to Limit Adhesion Formation and Scarring Post-Surgery"; Tech ID 19-1551, "Non-invasive Mitochondrial Modulation Therapy for Focal Stroke"; and Tech ID 21-1649, "Systems and Methods for Treating Ischemic Reperfusion and Other Injuries Using a Waveguide." Former Wayne State University employee Thomas Sanderson, Ph.D. (now employed by the University of Michigan) also participated in the development of the above-referenced technology, as a Wayne State employee for Tech ID's 09-940, 15-1298, 19-1521, and 19-1551, and then as a University of Michigan employee for Tech ID 21-1649.

Mitovation, Inc. was cofounded by Mr. Mark Morsfield (CEO), Dr. Maik Huettemann (Center for Molecular Medicine and Genetics) and Dr. Thomas Sanderson (formerly of WSU's Department of Internal Medicine and currently at the University of Michigan). Mitovation was incorporated in Delaware in 2017. It is the intent of Mitovation, Inc. to further develop above-described technology under the proposed license agreement for clinical applications.

Michigan Conflict of Interest law requires specific sunshine procedures in order for a University employee, or a company owned by a University employee, to contract directly or indirectly with the University:

(A) The employee must disclose any pecuniary interest in the contract to the Board and the disclosure must be made a matter of record in the Board's proceedings.

(B) The contract must be approved by a vote of not less than two-thirds of the full membership of the Board in open session.

(C) The Board's minutes must report:

(i) The name of each party involved in the contract.

- (ii) The terms of the contract, including duration, financial consideration between parties, facilities or services of the public entity included in the contract, and the nature and degree of assignment of employees of the public entity for fulfillment of the contract.
- (iii) The nature of any pecuniary interest.

If the Board approves this recommendation, the minutes will report as follows:

The Board of Governors authorized the President, or her designee, to contract with Mitovation, Inc. in which current Wayne State employee Dr. Maik Huettemann and former Wayne State employee Dr. Thomas Sanderson hold an equity position, to grant the company an exclusive license to the University's ownership interest in the intellectual property.

(i) The parties involved in the contract are Wayne State University, the University of Michigan, and Mitovation, Inc. The University of Michigan Board of Regents approved this transaction on September 19, 2024.

(ii) The contract will include the following provisions:

- (a) Scope: Exclusive, worldwide license with the right to grant sublicenses;
 - (b) Field of Use: Production of medical devices for cardiac monitoring, respiratory monitoring, or cardiac and respiratory monitoring;
 - (c) Duration: For the life of any patents on the University's licensed intellectual property or ten years following the first commercial sale of products utilizing the University's licensed intellectual property, whichever is later;
 - (d) Other terms:
 - (1) License issue fee;
 - (2) Licensee obligation to reimburse past and future patent expenses;
 - (3) Royalty on net revenue for licensed sales;
 - (4) Milestone fees;
 - (e) No University facilities or services of the University are included in the contract; and
 - (f) No University employees are assigned in connection with the contract.
- (iii) Current university employee Dr. Maik Huettemann and former university employee Thomas Sanderson have a pecuniary interest in the license agreement as partial owners of Mitovation, Inc., and will therefore have the potential to financially benefit from the commercial success of the company, including the commercialization of the University's intellectual property described above.