Official Minutes

**Board of Regents**

**Emergency Meeting of the Full Board**

July 27, 2012

AUDIO CONFERENCE

**Regents Present:**

Patricia Jacobson, Chair

Carl Marrs, Vice Chair

Jyotsna Heckman, Treasurer

Dale Anderson

Timothy C. Brady

Fuller A. Cowell

Kenneth Fisher

Mari Freitag

Patrick K. Gamble, Chief Executive Officer and President, University of Alaska

**Regents Absent:**

Kirk Wickersham, Secretary

Mary K. Hughes

Michael Powers

**Other Present:**

Thomas Case, Chancellor, University of Alaska Anchorage

Brian D. Rogers, Chancellor, University of Alaska Fairbanks

Michael Hostina, General Counsel

Matt Cooper, Associate General Counsel

Elisha Baker, Interim Provost, University of Alaska Anchorage

Helena Wisniewski, Vice Provost for Research and Graduate Studies

Kate Wattum, Interim Director, Public Affairs

Brandi Berg, Executive Officer, Board of Regents

**I.** **Call to Order**

 Chair Jacobson called the meeting to order at 10:33 a.m. on Friday, July 27, 2012.

**II. Adoption of Agenda**

Regent Anderson moved, seconded by Regent Cowell and passed with no objection that:

 **PASSED**

**“The Board of Regents adopts the agenda as presented.**

**I. Call to Order**

II. Adoption of Agenda

**III.** **Resolution** **Authorizing Creation of Subsidiary Entities to Commercialize Research**

**IV. Adjourn**

 **This motion is effective July 27, 2012.”**

**III. Resolution Authorizing Creation of Subsidiary Entities to Commercialize Research**

 References 1 & 2

## Regent Marrs moved, seconded by Regent Fisher and passed with Regents Anderson, Brady, Cowell, Fisher, Freitag, Heckman, Marrs, and Jacobson voting in favor that:

**PASSED**

**“The Board of Regents adopts the resolution authorizing creation of subsidiary entities to commercialize UA research as presented. This motion is effective July 27, 2012.”**

WHEREAS, the Board of Regents finds that it is in the interest of the public and the University of Alaska (the “University”) to commercialize intellectual property resulting from research conducted at and under the supervision of the University, and to do so through a variety of means, including without limitation, for-profit subsidiaries of the University.

NOW, THEREFORE, BE IT RESOLVED, that pursuant to AS 14.40.458, the Board of Regents authorizes the president, and through the president, the chancellor and chancellor’s designees (the “Authorized Persons”), (i) to form on behalf of the University, a wholly-owned for-profit holding company (for ease of reference, hereafter “Hold Co”), for the purpose of holding and commercializing such intellectual property rights as they deem necessary and appropriate, and to manage Hold Co and delegate such authorities and duties as may be necessary and appropriate, subject to any approval rights over any matters that may be expressly reserved for the Board of Regents in Hold Co’s operating agreement, (ii) to cause Hold Co to enter into transactions and to form and manage subsidiaries and such other entities, and to cause such subsidiaries and other entities to enter into transactions as the Authorized Persons deem necessary and appropriate and consistent with the functions and purposes set forth in the commercialization plan presented to the Board of Regents, (iii) to negotiate, execute and deliver, as appropriate, all documents related to such commercialization plan with such changes thereto as the Authorized Persons negotiating and executing the same shall approve in their sole discretion, subject to any approval rights over any matters that may be expressly reserved for the Board of Regents in any such documents, such execution and delivery thereof by the Authorized Persons to be conclusive evidence of such approval where Board of Regents approval is not so required, and (iv) to take such further action as they may deem necessary or appropriate in order to implement fully each and all of the foregoing actions. This resolution is effective July 27, 2012.”

RATIONALE AND RECOMMENDATION

As presented at the June 2012 Board of Regents’ meeting, UAA is requesting board approval to commercialize UA research through formation of for-profit subsidiaries. These wholly-owned UA subsidiaries in turn will collaborate with private sector firms and startups to commercialize university intellectual property. The LLC structure described in Reference 1 has been developed in consultation with Patton-Boggs and UA General Counsel and is designed to safeguard the university’s interests while remaining responsive to external investment opportunities.

UAA initially will operate the holding company as a member-managed LLC. Reference 2 is the initial operating agreement. UAA eventually will seek regent approval of a board of directors to operate the holding company. UAA will work with external counsel and UA General Counsel on an ongoing basis to develop the additional subsidiaries contemplated by the plan.

**IV. Adjourn**

Chair Jacobson adjourned the meeting at 10:45 a.m. on Friday, July 27, 2012.