

THE UNIVERSITY OF PARDUBICE	
Directive No. 1/2019	
Subject:	Statutes of the University of Pardubice Commercialization Board
Applicable to:	all University departments
Effective from:	February 26, 2019
Reference No:	RPO/0006/19
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### **Article 1 Introductory Provisions**

The Commercialization Board (the “Board”) is an expert advisory body to the Rector of the University of Pardubice (the “University”) in relation to the transfer and commercialization of the University's research and development results.

### **Article 2 Establishment of the Board and the License Reserve Fund**

- 1) The establishment of the Board and the University's License Reserve Fund shall be set out in the University Directive<sup>1</sup>. The Board and the License Reserve Fund shall be established by the Rector.
- 2) The Board is an independent body in its decision-making.

### **Article 3 Composition of the Board**

- 1) The Board is at least a six-member body, composed of representatives of research organizations, representatives of the application sector (enterprises) and representatives of the financial sector (banks, venture capital funds, etc.). Representatives of the application sector together with the representatives of the financial sector shall make up at least 50 percent of the members of the Board.
- 2) The members of the Board are appointed and removed by the Rector.
- 3) The Chair of the Board is the Vice-Rector responsible for the transfer of technology and knowledge and the commercialization of scientific and research results.
- 4) The term of office of the appointed members of the Board shall be three years and may be repeated. The appointment of new Board members shall take place not later than one (1) month before the expiry of the term of office of the existing Board members.
- 5) Members of the Board shall undertake in writing to maintain confidentiality with respect to all information and facts learned in connection with the exercise of this function, to refrain from any conduct that could jeopardize the exercise of intellectual property rights of the University and not to misuse the exercise of this function to obtain the benefit of one's own or another's.
- 6) Membership in the Board is irreplaceable.
- 7) The Board has a quorum with the participation of an absolute majority of all members.

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<sup>1</sup> Articles 2 and 3 Directive of the University of Pardubice No. 1/2014 Protection of intellectual property rights

8) The materials to be discussed by the Board shall be prepared by the Centre for Technology and Knowledge Transfer of the University (the "CTTZ") in cooperation with the Chair of the Board. The documents shall be processed with the maximum objectivity so as to provide sufficient information for the decision-making of the Board. The CTTZ senior staff shall take part in all meetings of the Board, presenting the topics announced in advance to the members and taking minutes of the Board's proceedings and conclusions.

9) If necessary, the Board may invite other participants (guests without voting rights) to its meetings. A declaration of confidentiality shall be signed by the participant present, if relevant to the subject under consideration.

#### **Article 4 Activities of the Board**

1) The Board issues opinions on selected topics, which the Chair of the Board submits to the Rector for final decision. The Rector may request further documentation including opinions and comments for his/her decision.

2) The Board shall deliver opinions on the following subjects in particular:

- a) choice of proof-of-concept projects and other projects to support the transfer and commercialization of the University's scientific and research results for granting financial support from the University's funds,
- b) termination of the industrial property protection of scientific and research results of the University,
- c) selected proposals related to the strategy and processes in the field of protection of the University's intellectual property and its commercialization by CTKT (proposals from other University staff or students shall be presented solely through CTKT or the Chair of the Board).

3) The Board may decide on selected facts when the Rector's opinion on the matter is not necessary.

4) The Board shall make its own decisions in particular on the following matters:

- a) evaluation of the projects referred to in Paragraph 2 (a), incl. binding recommendations for budget adjustments and binding outcomes,
- b) approving interim, final and implementation reports and proposals for substantial changes to the projects referred to in Paragraph 2 (a),
- c) use of financial resources from the License Reserve Fund pursuant to the Rules for the Use of Financial Resources from the University License Reserve Fund listed in Annex 2.

5) The Board shall also comment on matters referred to it by the Rector.

6) The proceedings of the Board shall be governed by the Rules of Procedure of the Commercialization Board, which is Annex 1.

#### **Article 5 Final Provisions**

1) Article 2 (2) and (3) and Article 3 (2) to (6) of the University of Pardubice Directive No. 1/2014 Protection of Intellectual Property Rights are hereby repealed.

2) This Directive shall enter into effect on the day of its publication.

Pardubice, February 26, 2019.

prof. Ing. Jiří Málek, DrSc.  
Rector

Annexes:

Annex 1 - Rules of Procedure of the Commercialization Board

Annex 2 - Rules for the Use of Financial Resources from the University License Reserve Fund

## **Rules of Procedure of the Commercialization Board**

### **Article 1 Introductory Provisions**

The Rules of Procedure of the Commercialization Board (the "Board") lay down rules for the meetings, the issuing of opinions and the decision-making of the Board.

### **Article 2 Rules of the Board's Meetings**

- 1) Meetings of the Board shall be convened by the Chair of the Board as necessary, usually once a quarter, but at least once a year. The members of the Board shall be invited to each meeting by a written invitation, which lists the items to be discussed by the Board (more information on the Board meeting shall be available on request from the CTKT senior staff or the IGS information system).
- 2) If the selection of new projects for the granting of financial support is to be discussed at the Board meeting, the individual assessment of submitted projects by individual Board members shall precede this meeting. The rules of this individual assessment, incl. criteria and scoring shall be contained in a separate document which shall be approved and signed by the Chair of the Board and forwarded to the members of the Board not later than thirty (30) days before the meeting.
- 3) The Board shall issue its opinions or make decisions by a vote in plenary, with a quorum in the presence of an absolute majority of all members. The Board shall issue its opinions or decisions by an absolute majority of the members present. In the event of a tie, the Chairperson shall have the casting vote.
- 4) Furthermore, the Board may also adopt its opinions or decisions per rollam (outside meetings) by e-mail. The proposal for a recommendation per rollam shall be sent to the e-mail addresses of all Board members and shall contain at least the documents necessary for its assessment or the information where it is published (e.g. IGS) and the period within which the Board member is to comment. This period shall not be less than five (5) working days. The validity of voting requires the expression of the member of the Board stating the answer "agree", "disagree" or "abstain". Replies received after the deadline shall be discarded. In per rollam voting, a decision or opinion shall be adopted if an absolute majority of the members of the Board concerned vote in favour. In the event of a tie, the Chairperson shall have the casting vote.
- 5) Board members may not take part in voting on matters in which this vote could conflict with the interests of the University (e.g. when they are members of the project team of the project under discussion or its direct beneficiaries). The member of the Board shall notify the Chairperson of the Board of this fact without undue delay and at the latest before the vote starts.
- 6) The meetings of the Board shall not be public. The agenda of the Board meetings shall be prepared by the CTCT and approved by the Chairperson of the Board. The meetings of the Board shall be chaired by its Chairperson. Written minutes shall be drawn up by the CTKT from each Board meeting or per rollam meeting, which shall include the names of the members and other participants concerned, the subjects discussed, including any comments and opinions or decisions adopted, including the results of votes. The final version of the minutes shall always be dated, approved and signed by the Chairperson of the Board and sent to the Board members via e-mail without undue delay. The original minutes shall be stored with the CTKT.

7) The Board shall deliver its opinions in accordance with Article 4 (1) and (2) of the University Directive<sup>2</sup> and by the vote referred to in Paragraphs 3 to 5. The Chairperson of the Board shall then forward the Board's written opinion to the Rector. Decisions taken by the Board in accordance with Article 4 (3) and (4) of the University Directive<sup>3</sup> and by voting in Paragraphs 3 to 5 shall be recorded in the minutes of the Board meeting.

8) The Board shall meet for the first time within thirty (30) calendar days after its establishment or appointment of new members.

9) All materials and documents for the Board meeting shall be recorded and archived in accordance with the University of Pardubice Directive No. 4/2013 Filing Rules of the University of Pardubice, especially its Annex 11.

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<sup>2</sup> University of Pardubice Directive No. 1/2019 Statutes of the University of Pardubice Commercialization Board

<sup>3</sup> University of Pardubice Directive No. 1/2019 Statutes of the University of Pardubice Commercialization Board

## **Rules for the Use of Financial Resources from the University License Reserve Fund**

### **Article 1 Introductory Provisions**

The License Reserve Fund is understood as the sum of funds intended for the support in the field of intellectual property of the University of Pardubice (the “University”), in particular for the financing of industrial property protection and commercialization of its scientific and research results.

### **Article 2 Establishment of the License Reserve Fund**

- 1) The license reserve has been established by the Rector of the University as part of the approval of the University Directive<sup>4</sup>. These Rules complement and clarify the procedure for the proposing, approval and execution of disbursements of the License Reserve Fund as described in the above Directive.
- 2) The resources of the Licensing Reserve Fund shall be tracked separately in the accounts and stored on a separate order.
- 3) Income from commercialization of the intellectual property of the University, or a share of this income according to the University Directive<sup>5</sup>.

### **Article 3 Disbursements from License Reserve Fund**

- 1) The Commercialization Board (the “Board”) decides on disbursing and purposeful spending of funds from the License Reserve Fund.
- 2) A proposal for disbursing funds, i.e. a specific amount and method of use, shall be prepared by the Centre for Technology and Knowledge Transfer (the “CTKT”). This proposal is presented to the Board at the Board meeting. Opinions of the individual members of the Board on the proposal and the final decision shall be included in the minutes of the Board meeting, approved and signed by its Chairperson. Subsequently, the CTKT shall ensure that these funds are disbursed from the License Reserve Fund.
- 3) The License Reserve funds shall be used to pay annually for rewards for the creation of a subject of industrial property (basic reward for the originator according to the University Directive<sup>6</sup>).
- 4) The funds remaining in the License Reserve Fund after the rewards referred to in Paragraph 3 have been paid are cumulated on that contract. The CTKT proposes to use these funds to finance industrial property protection or services to support the commercialization of specific scientific and research results of the University. Preference is given to results with the highest market potential and the chance to reach the maximum percentage market share.

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<sup>4</sup> University of Pardubice Directive No. 1/2014 Protection of Intellectual Property Rights

<sup>5</sup> University of Pardubice Directive No. 1/2014 Protection of Intellectual Property Rights

<sup>6</sup> University of Pardubice Directive No. 1/2014 Protection of Intellectual Property Rights