



Technology Transfer Office Operating Guideline

Executive Summary

Welcome to the Technology Transfer Office (TTO) at South East Technological University (SETU), supported by the KT Boost Programme (The KT Boost Programme is co-funded by the Government of Ireland and the European Union, through the Southern, Eastern & Midland Regional Programme 2021-2027). Our mission is to drive innovation and support industry growth in the south east region and beyond. Through collaboration with a diverse range of industries, from multinationals to SMEs and entrepreneurs, we aim to cultivate a vibrant knowledge economy.

Our services include:

- **Incubation Centers:** ArcLabs @ West Campus; ERIC @ Kilkenny Road Campus
- **Entrepreneur Supports:** New Frontiers; GrowthHub; startX
- **Licensing and Commercialisation Support**
- **Collaboration and Partnerships**

This document outlines the standard operating procedures within our TTO, providing clear expectations for all parties involved. Whether you're an internal stakeholder or an external partner, we are here to assist you in navigating the technology transfer process.

For further information or assistance with any TTO-related queries, please don't hesitate to reach out to our friendly team. You can contact us at tto.wd@setu.ie.

We look forward to collaborating with you and supporting your innovation journey.

Dr James O'Sullivan

Head of Innovation & Commercialisation

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Section One: Commercialisation and Related Innovation Funding Programmes

1.1 National IP Protocol on Managing IP

SETU Technology Transfer Office (TTO) operates under the National IP Protocol and adopts KTI model agreements, ensuring consistency and clarity in its activities related to intellectual property (IP) management. All endeavors undertaken by the TTO are aligned with SETU's commitment to compliance with the [National IP Protocol for Managing IP](#) and the [Resource Guide to Managing IP](#).

The National IP Protocol, as of its third revision in March 2019, serves as the guiding framework for IP management practices at SETU. References to the National IP Protocol in this guideline pertain to this specific revision.

Our adherence to the KTI model agreements and the National IP Protocol underscores our dedication to fostering a conducive environment for innovation and collaboration within SETU and its broader ecosystem.

1.2 Enterprise Ireland Commercialisation Fund Feasibility (CFF)

The Commercialisation Fund Feasibility (CFF) award from Enterprise Ireland (EI) is tailored to empower researchers in assessing the commercial viability of their technology. Through this initiative, researchers have the opportunity to secure a €15,000 grant, enabling them to engage an independent industry expert consultant. This consultant conducts a comprehensive market opportunity assessment and investigates various avenues for market entry. Upon completion of the CFF, researchers are anticipated to advance towards submitting a Commercialisation Fund application, thus paving the way for further development and commercialization of their technology.

Application process

- The initiation of the Commercialisation Fund Feasibility (CFF) process begins with the principal investigator (PI) engaging in discussions with the Technology Transfer Office (TTO).
- The PI proceeds to complete a proposal using the Online System, which undergoes review by both the TTO and the Research Support Unit (RSU). During this stage, the TTO may:
 - Review the draft application and request the applicant to make necessary adjustments.
 - Review the draft application, including any revisions, and approve it for submission to the EI Commercialisation Specialist for further review.
 - Review and reject the draft application if deemed necessary.
- Following the TTO's review, the Commercialisation Specialist from EI evaluates the draft proposal online, provides feedback to the PI, and suggests appropriate amendments.
- Upon incorporating the necessary changes, the final proposal is submitted online by the PI, endorsed by the RSU, and forwarded to EI for consideration. A copy of the confirmation email and proposal are emailed to PI, TTO and RSU.

- Details of the CFF project are documented on [Pure - Current Research Information System](#).

Successful Application

- Please review [Research Procedures Guide for Managing Funded Research Projects](#) for additional steps that may be required.
- The Technology Transfer Office (TTO) can provide a list of consultancy firms, there is no requirement to select consultants from the TTO list, PI can obtain any consultant, however, PI must adhere to SETU's procurement procedure before commencing the project.
- A Consultancy Inward Agreement must be duly signed between the Consultant and TTO prior to project kick-off.
- PIs are advised to invite the SETU Case Manager from the TTO, Commercialisation Specialist from Enterprise Ireland (EI), and arrange a minimum of three meetings with the consultant throughout the project lifecycle (kick-off, interim, and report handover).
- Upon completion of the Commercialisation Fund Feasibility (CFF), the project results, along with the consultant's report, are submitted to EI in a final project report. It is recommended to provide the EI report to the consultant for completion.
- In the event of favorable results from the CFF, the PI will proceed to the full Commercialisation Fund (CF) process with the support of a Commercialisation Case Manager from EI (see steps in 1.3). If un favorable results are obtained, PIs are encouraged to discuss available options with the TTO.

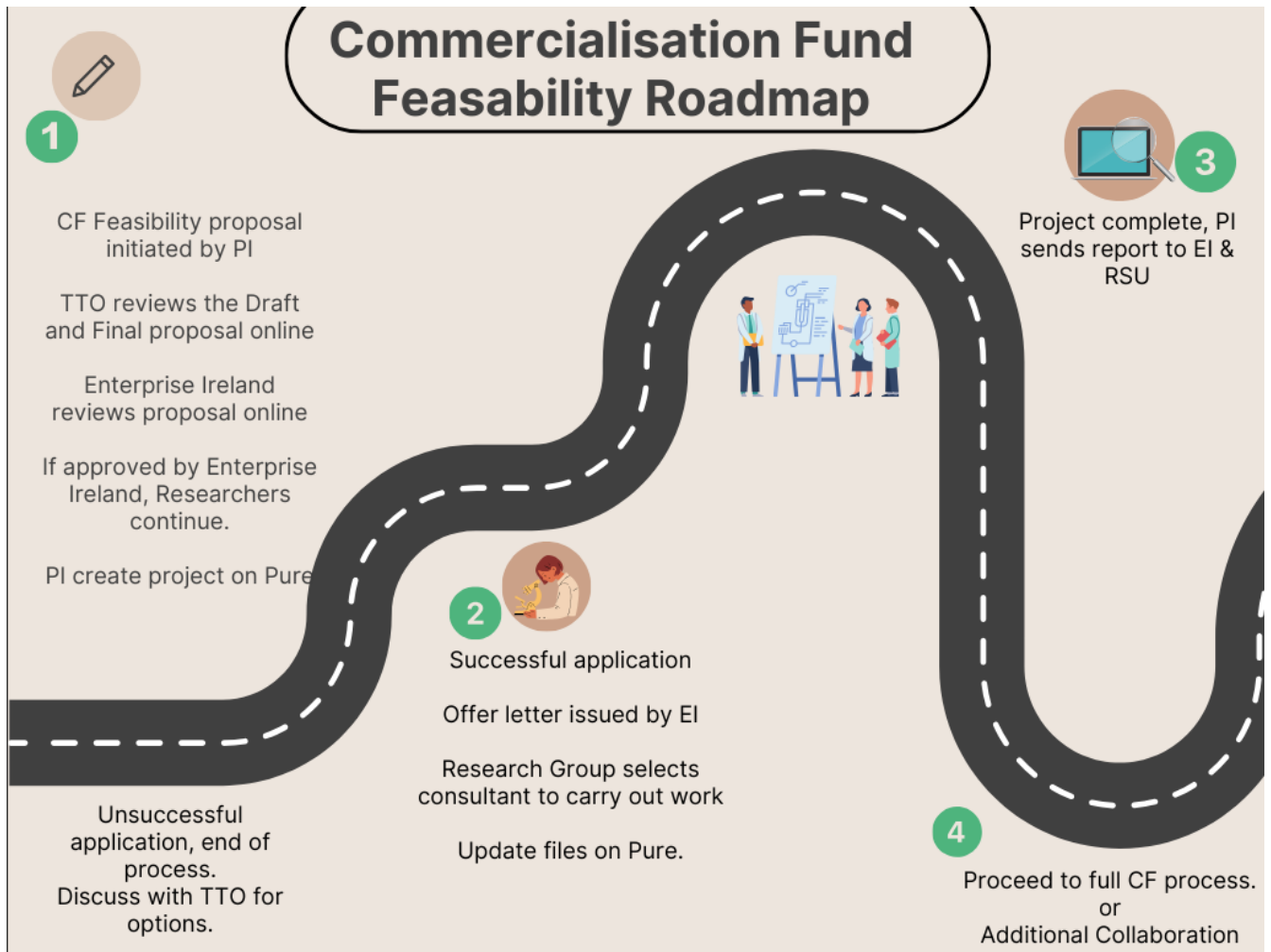


FIG 1.1 CFF in practice

Checkpoints for Enterprise Ireland Commercialisation Fund Feasibility (CFF) Study:

- Submit proposal to TTO and RSU for review online;
- Submit final proposal to EI online;
- Procurement guidelines are followed while acquiring consultant;
- Ensure procurement have approved PO prior to work commencing;
- Consultancy Inward Agreement signed;
- Submit final report to EI;

1.3 Enterprise Ireland Commercialisation Fund (CF)

The Commercialisation Fund (CF) programme supports the development of innovations at various stages of the commercial pipeline, bringing them to the point where they can be transformed into new products, services, and companies. CF funding is available for projects that address market gaps or needs by developing innovations ready for licensing to Irish industry or as the foundation for new start-ups.

This state-funded research mechanism aims to commercialise new innovations, ideally through the creation of new companies in Ireland or by licensing the technology to Irish companies. Through this programme, researchers can receive funding ranging from €80,000 to €350,000 for projects that typically span 1-2 years.

Application process

- If an Enterprise Ireland (EI) Commercialisation Fund Feasibility (CFF) project is successful, the Principal Investigator (PI) may apply for the Commercialisation Fund (CF). Note that it is not a requirement to apply for the CFF before submitting a CF application. The CF application process follows a similar procedure.
- The PI completes a proposal using the [online system](#), and it is reviewed by the TTO. The TTO can:
 - review and request the applicant to make changes to the draft application;
 - review the draft application (including revised draft application) and approve it for submission to the RSU/Finance for endorsement;
 - review and reject the draft application;
- The RSU and Research Finance review the application and submit it online to EI.
- A copy of the confirmation email and proposal are emailed to PI, TTO and RSU.

Successful Application

- Please review [Research Procedures Guide for Managing Funded Research Projects](#) for additional steps required;
- The project is setup on Pure in conjunction with the RSU;
- Throughout the project lifecycle, the TTO has monthly meetings with the PI to check on the progress of the project and discuss commercialisation options. The TTO acts as a support mechanism to the PI to enhance the commercialisation processes;
- A copy of the Interim reports should be lodged with the RSU by the PI;
- A copy of the final report should be lodged with the RSU by the PI;
- An [Invention Disclosure Form](#) (IDF) should be drafted and lodged with the TTO by the PI;
- On completion of the project, the TTO, along with the PI, assess the assorted options:
 - License the technology to industry

- Seek patent protection
- Seek additional collaboration
- Form a spin-out
- Details of the IDF are documented in the TTO data management system. An EI Identifier Number is available upon request from the TTO.

Unsuccessful Application

If not approved, the PI may either amend the application and submit it later or discuss other options with TTO.

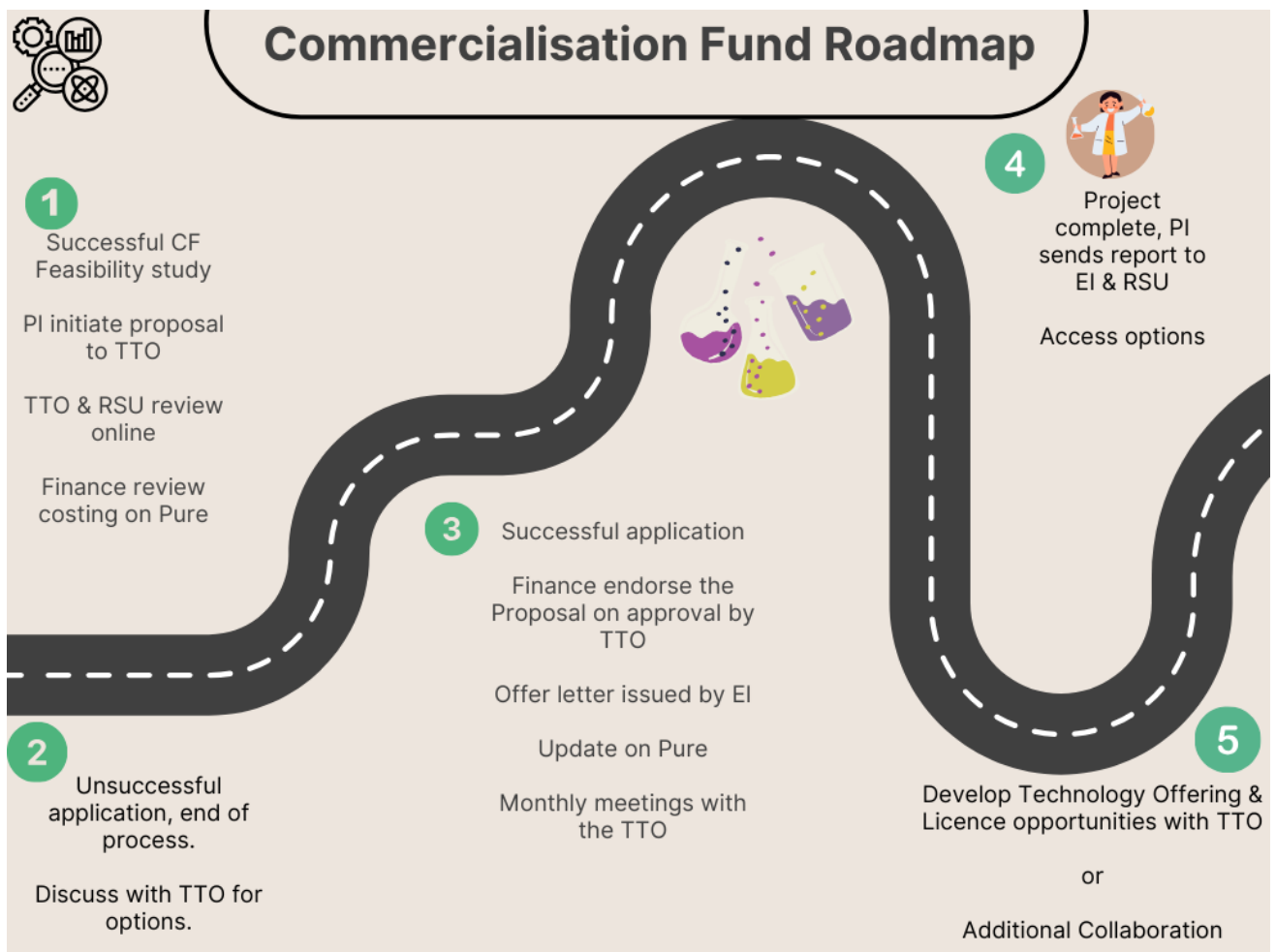


FIG 1.2: Commercialisation Fund in Practice

Checkpoints for Enterprise Ireland Commercialisation Fund:

- Submit initial proposal to TTO via online system for review
- Submit final proposal to EI
- Submit final report to RSU
- Submit IDF to TTO
- Assess options, e.g., Licensing

1.4 Enterprise Ireland Innovation Partnership Programme Feasibility

An Innovation Partnership Feasibility study is a small, short-term initiative aimed at helping the Principal Investigator (PI) develop a proposal for a full Innovation Partnership application with an industry partner. The study offers up to 100% funding, capped at €9,000. Feasibility proposals are submitted to Enterprise Ireland (EI) by the PI, and the grant is paid directly to SETU upon approval.

The objective of the feasibility study is to provide the PI with an opportunity to explore a new idea in preparation for a full proposal. However, completing a feasibility study is not mandatory for progressing to a full Innovation Partnership application.

Application process

- The Enterprise Ireland Innovation Partnership Programme Feasibility is initiated by the PI following discussion with the TTO;
- The PI completes a proposal, and it is reviewed by the TTO;
- A draft proposal is submitted to Enterprise Ireland for feedback and the PI makes appropriate amendment;
- The final proposal is signed off by PI and TTO and submitted to EI by the TTO;

Successful Application

- Agreements such as NDA and Enterprise Ireland IP Declaration Form are signed and filed;
- Follow [Research Procedures Guide for Managing Funded Research Projects](#) for additional steps
- All documentation is filed on Pure;
- On completion of Innovation partnership feasibility, results of project are submitted to EI in a final project report along with the report from the consultant;
- If favorable results from the IPP Feasibility, PI will proceed to full Innovation Partnership Programme process.
- Details of IPP Feasibility are documented on Pure;

Unsuccessful Application

If not approved, the PI may either amend the application and submit it later or discuss other options with TTO.

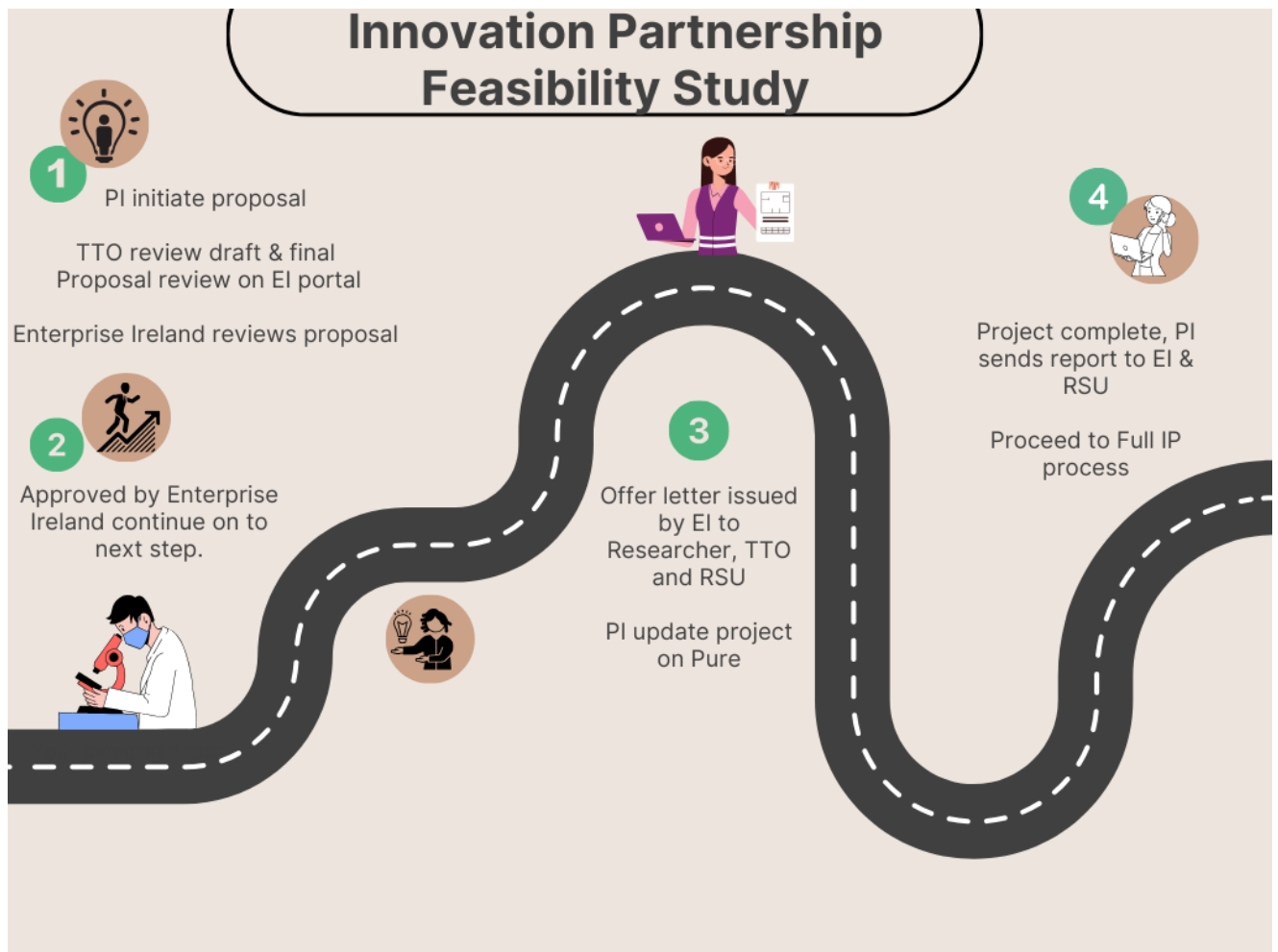


FIG 1.3: Innovation Partnership Programme Feasibility in Practice

Checkpoints for Enterprise Ireland Innovation Partnership Feasibility Study:

- Submit proposal to TTO for review;
- Submit proposal to EI;
- Submit final report to EI;

1.5 Enterprise Ireland Innovation Partnership Programme (IPP)

The Innovation Partnership Programme (IPP) encourages Irish-based companies to work with Irish HEIs to access their expertise and resources to develop new and improved products, processes, services, and generate new knowledge. Enterprise Ireland provides grants of up to 80% towards eligible costs of the research project.

Application process

- An IPP is usually initiated from a collaboration between a PI and an [eligible company](#);
- A Non-Disclosure Agreement is usually put in place first prior project discussion;
- The PI submits an initial proposal to TTO.WD@SETU.ie for reviewing; PI should complete the Background IP section for as much information as possible
- The TTO gives feedback which is incorporated into the proposal; and PI Submit the proposal to Enterprise Ireland;
- The IPP project will go through Enterprise Ireland Industrial Research & Commercialisation Committee (IRCC) for approval

Successful Application

- Grant Offer Letter is issued to PI, TTO and RSU by EI;
- Upon receiving the approval from Enterprise Ireland, the TTO will facilitate the PI with the submission of both Heads of Agreement and Company Agreement submitted to EI before a specific deadline, before first payment of Grant can be made;
- Contracts must be fully signed within **3 MONTHS** of IRCC approval
- Monthly meetings between PI and TTO to discuss on progress of the project and commercialisation options;
- A copy of the final report should be lodged with the RSU by the PI;
- An [Invention Disclosure Form](#) should be completed and lodged with the TTO by the PI;
- On completion of the project, the TTO, along with the PI, assess the diverse options:
 - License the technology back to the company
 - Additional collaboration with the company

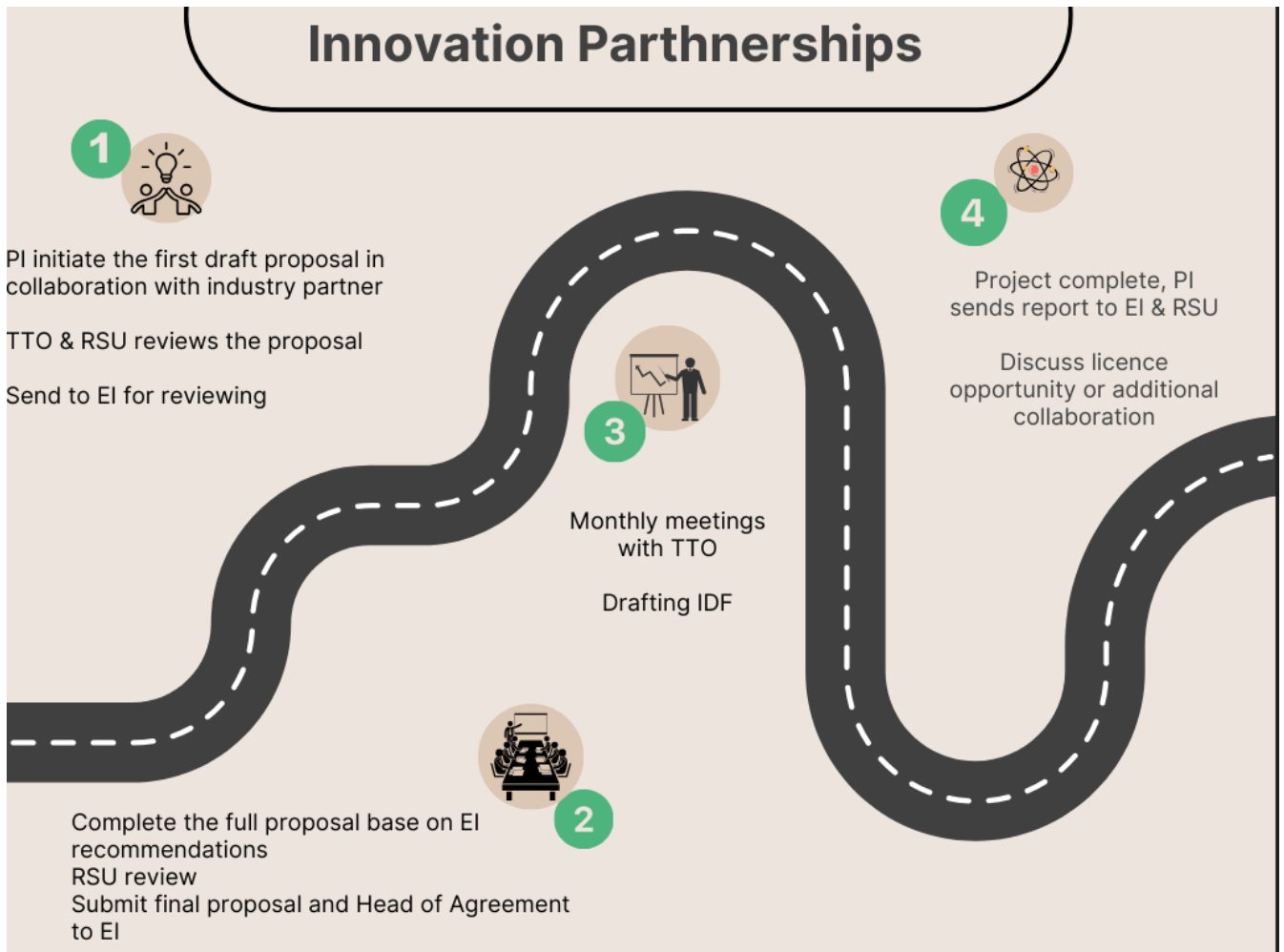


FIG 1.4: Innovation Partnerships Programme in Practice

- Submit draft proposal to TTO and RSU for review;
- Submit final proposal & HOA to EI based on EI deadline;
- Submit final report to RSU;
- Submit IDF to TTO;
- Assess options, e.g., Licensing;

1.6 Enterprise Ireland Innovation Voucher (IV)

This industry collaboration programme, funded by Enterprise Ireland, enables university staff to conduct contract research for a company up to the value of €5,000 (with a co-funding option up to €10,000). Vouchers are awarded directly to companies, which then select a knowledge provider to complete the project work. Companies can apply for an Innovation Voucher at any time through an open call via the [Enterprise Ireland Client Portal](#). Each company is eligible for a maximum of three fully funded vouchers and one co-funded voucher. Detailed information on the engagement and submission process for the EI Innovation Voucher can be found here: [Innovation Voucher Process](#).

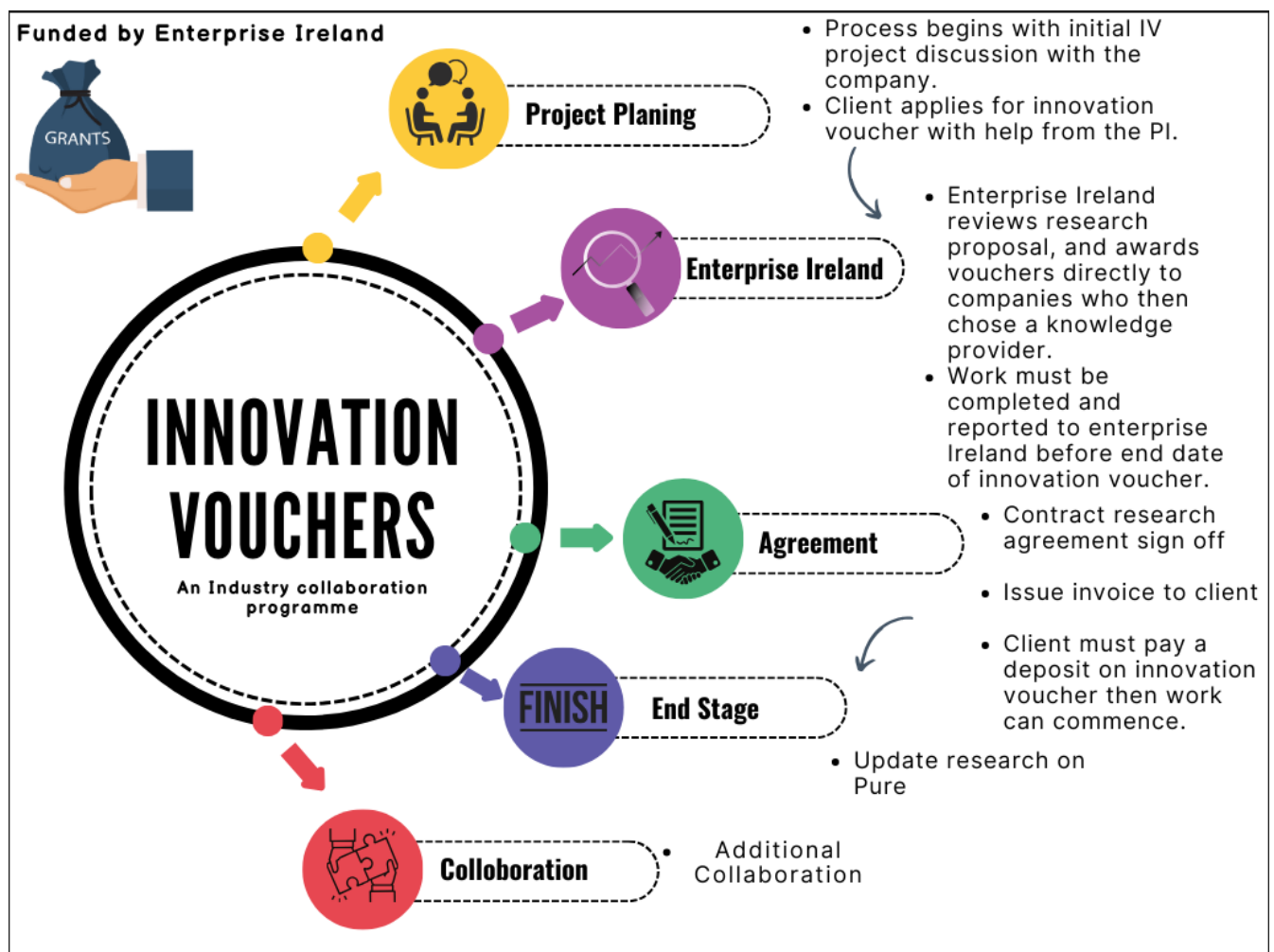


FIG 1.5: Innovation Voucher Process

Section Two: Technology Transfer & Industry Collaborations

This section details the specific activities carried out by the Technology Transfer Office (TTO) in collaboration with researchers to promote the commercialisation of research through industry partnerships.

2.1 Technology and Market Assessment

Technology and market assessment is a crucial activity performed by the TTO as part of the commercialisation process for any invention. The TTO evaluates the following:

- **Market Need:** Determining whether there is a demand for the technology.
- **Competitive Intensity:** Assessing the level of competition from existing companies in the market.
- **Patent Potential:** Evaluating the feasibility of securing a patent for the technology.
- **Economic Impact:** Estimating the potential impact on the Irish economy.

These assessments serve as a gate process to validate the commercial viability of the invention.

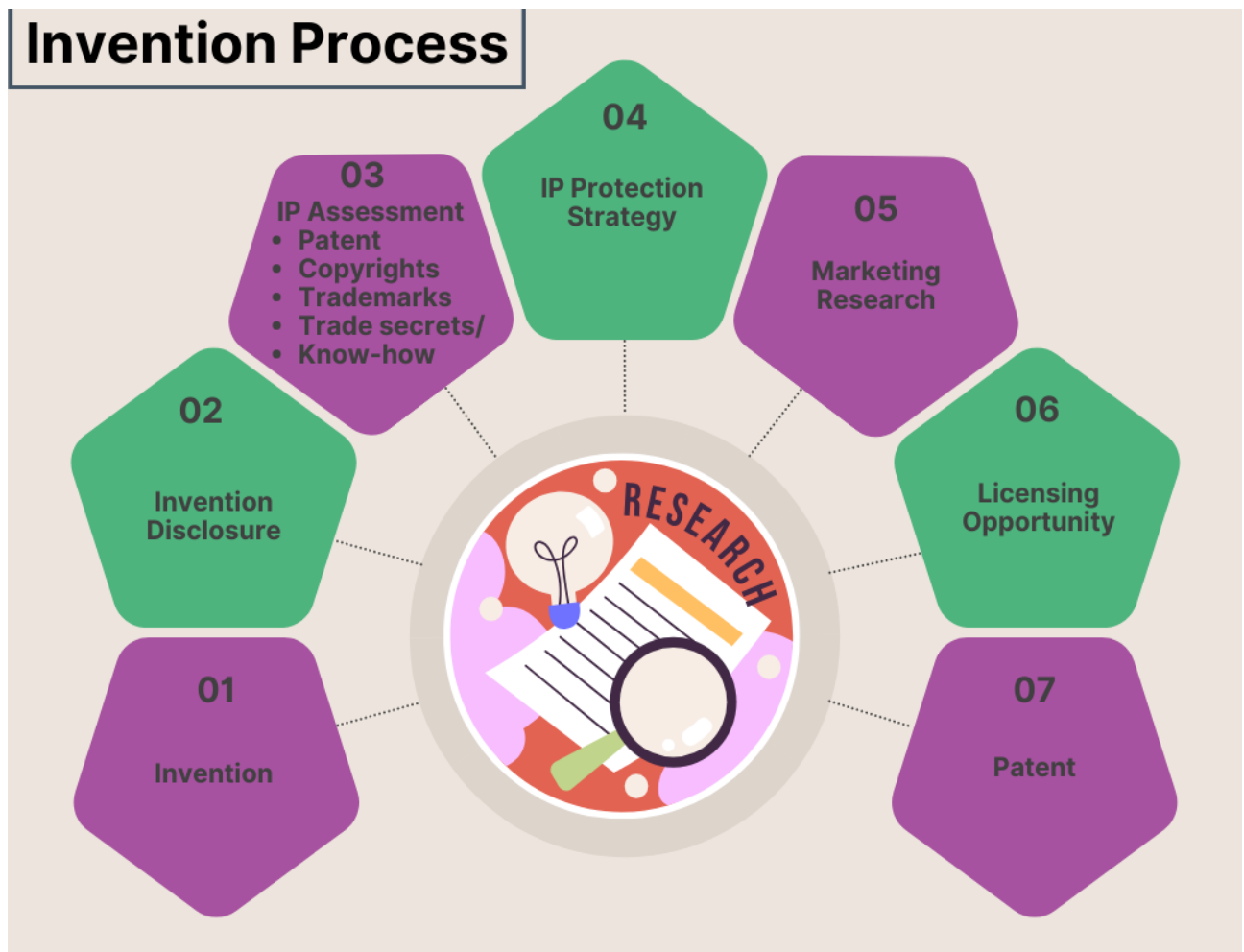


FIG. 2.1 Invention process

Technology/ Market Assessment procedures

- The PI register an IDF via Incognito form;
- The TTO will enter discussions with the PI (or another non-researcher where relevant);
- The TTO will discuss the framework which will be used to assess the technology and market potential;

- The PI asked to provide initial subject matter expertise they may have and document back to the TTO;
- The TTO will conduct technical and market due diligence using EI data sources, secondary research including patent databases;
- The TTO will discuss findings with the PI and detail next steps which may include engaging an external consultant;
- The likely outcomes are either to proceed to patenting or create a technology flyer;
- All documentation is filed in the TTO commercialisation pipeline;
- All inventors and contributors listed in IDF should sign the IDF. Confirmatory-Assignment should be signed by any external inventors and contributors. Only inventors should sign patent applications

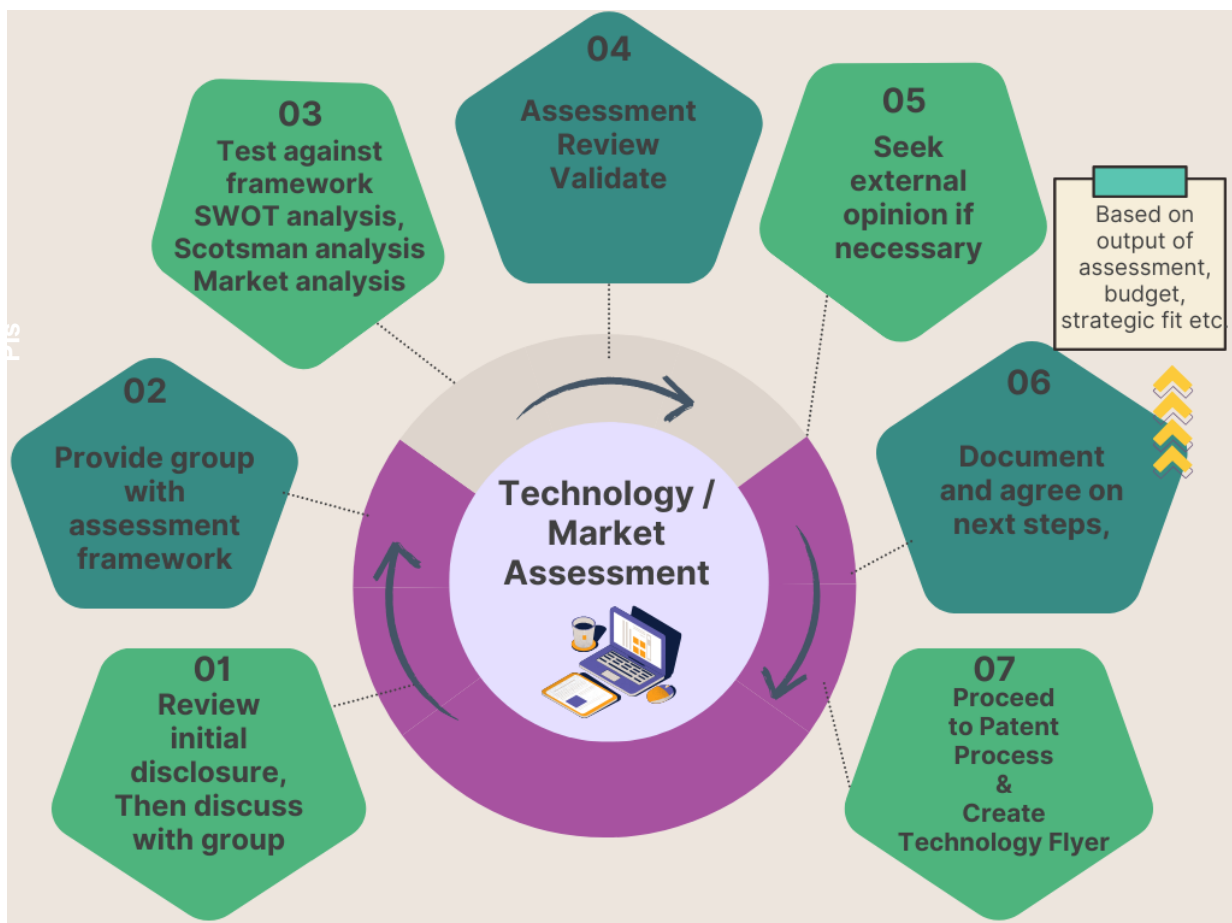


FIG 2.2 Technology/Market Assessment

Checkpoints for Technology /Market assessment:

- Initial assessment of technology market by PI and TTO via IDF;
- Agree next steps in developing technology;
- Timeline (completed within 3 months from IDF submission);

2.2 Industry Collaboration

The TTO is responsible for the commercialisation of the university 's IP. This includes developing links with industry, protecting and exploiting SETU's IP to translate our research into meaningful impact for the region and beyond.

The goal of the TT office is to enhance industry collaborations, make it easy for industry to engage with SETU and engage in a business development role for SETU, embed industry within research programmes, thereby driving a culture of "market-informed" research.

2.3 Commercialisation Committee

The Commercialisation Committee is a sub-committee of the Finance Capital and Investment Committee (FCIC) which in turn is a Committee of the Governing Body. Relevant financial approvals and quarterly reports will be directed to the FCIC. An annual report on commercialisation activities will be provided to the Governing Body via the FCIC reporting mechanisms.

The Commercialisation Committee monitors the appropriateness and provide advice on the development of procedures governing the commercialisation of the university's Intellectual Property. The Commercialisation Committee also:

- Review TTO activities in compliance with the Intellectual Property Policy;
- Maintain a high-level strategic overview of the university's portfolio of spin-out and associated companies;
- Undertaking an annual review of ongoing progress and status of all spinouts and/or licenses;
- Approving guidelines and/or decisions related to the funding/co-funding, prosecution or defence of patents and other forms of Intellectual Property;
- The Chairperson or other such party as may be nominated will sign licenses, contracts, and other such documents, or as may be required to bring into full effect such licenses, contracts, or other documents.

The Commercialisation Committee reports into the Finance and Capital Investments Committee no less frequently than annually. The CC will ensure that through governance the TTO adheres to the following principles:

- Enhancing the reputation of the university;
- Fair, reasonable and consistent engagement by the TTO;
- Keeping in line with activities of the university's Intellectual Property Policy;
Keeping in line with activities of the university's strategic goals;

2.4 Technology Gateway Operational Committee

The objective of the Technology Gateway Operational Committee is to assist in developing structures at university level to improve the smooth running of the gateways and to resolve common problems as they arise.

The committee will respond to requests from centre managers for advice in relation to operational issues which are or may affect centres or individual within centres.

The committee will report annual report to the executive committee summarising in general terms the issues it considered in the preceding year.

The Committee will:

- Provide a platform for centre wide issues to be discussed at a senior level between the centre directors/managers and the service functions;
- Promptly review and determine the status of all reported operational issues;
- Handle and maintain all reported activities and interests in confidence;
- Consider the actions necessary to resolve or manage issues;
- Ensure these actions are considered in a timely fashion;
- Keep an accurate and up to date registry of issues and required actions;
- Provide clarification as may be required from time to time to meet funding agency conditions or other similar requirements;

Secretarial support for this committee is provided by the TTO. All minutes, agendas, meeting schedule and documentation for this committee are stored and accessed on SharePoint/OneDrive Technology Gateway Operational Committee.

- The TTO will schedule approximately four meetings each year;
- Additional meetings may be authorised by the chair if deemed necessary;
- Meeting dates to be confirmed in advance, agenda based on actions arising from previous meetings. Documentation to be uploaded to SharePoint 5 days in advance of meeting. Email to all members once documentation is available for review on SharePoint.

SETU Technology Gateways

- Walton University for Information and Communication System Science (Walton University)
- Southeastern Applied Materials Research Centre (SEAM)
- Pharmaceutical & Molecular Biotechnology Research Centre (PMBRC)
- Design+

Section Three: Management of IP and Commercialisation

3.1 Inventions Disclosure Form (IDF)

An IDF is the official record of an invention by SETU researchers, submitted to the TTO. The IDF records details of the invention, inventor details and contextual information such as funding sources etc. An IDF is used to:

- Determine Appropriate Protection, such as assess and decide on the suitable type of IP protection (e.g., patent, trademark, copyright) for each new invention.
- Evaluate commercial value of IP raised from research project; Analyze the invention's potential market value and commercial viability, which aids in deciding the next steps for development and licensing.
- Document the individuals involved in creating the IP, both within SETU and externally. Identify the individual(s), within SETU or elsewhere, to be named as Inventor(s) or, where design or other registered rights are sought, the originator of the subject matter of the right;
- Record any existing IP that was utilized in the development of the new invention;
- Identify the funding sources and any associated obligations or conditions stemming from the research funding that contributed to the development of the IP;

Process

- The TTO engages with the Principal Investigator (PI) throughout the research project to discuss project IP.
- The TTO evaluates the ideas with the inventor(s).
- If the idea is deemed to have commercial potential and appears to be an innovation or invention, an IDF is drafted by the inventor(s) and sent to the TTO.
- The IDF is signed by the inventor(s) and any relative contributors if there is more than one inventor (the percentage of inventorship may change subject to the drafting of claims).
- The IDF is lodged in the TTO database with an ID code (e.g., IDF2301 – PI name), and a copy of the IDF is saved in the TTO Commercialisation Pipeline folder on SharePoint.
- The IDF is sent to the Head of Department (HOD) by the TTO for review and confirmation of contribution percentage.
- If the IDF is deemed to have patent or license potential, the TTO will progress to the next stage.

3.2 License/Options/Assignments

A 'License' is used to grant the necessary rights to use the IP from the university to a third party (e.g., a spin-out or company), allowing the company to use the IP under specific terms. The format for engagement and negotiation with the TTO on licensing follows this process:

Process

1. Initiation:
 - This process begins when a company interested in licensing the university's IP establishes communication with the TTO.
2. Notification for EI Funded Projects:
 - For the transfer of an EI-funded project (excluding assignments), the TTO must formally notify the designated EI Commercialisation Director at least one month before the agreement is executed, using a designated template.
3. Negotiation of Term Sheet:
 - The TTO will negotiate a term sheet with the interested party using the SETU existing template, discussing the following areas in detail:
 - Type of license (exclusive, non-exclusive, NERF)
 - Royalty payments
 - Due dates
 - License fee
 - Equity holding (if licensing to a spinout)
4. Pre-Approval:

- The outline terms are then presented to the chair of the Commercialisation Committee for pre-approval.
- 5. License Agreement Development:
 - Upon pre-approval, the TTO will develop a license agreement in negotiation with representatives of the other party.
- 6. Review of Other Licenses:
 - The TTO will also review any other licenses on the same IP and assess the potential for further licensing.
- 7. Approval and Execution:
 - Once complete, and after an appropriate legal review, the proposed license agreement is brought to the Commercialisation Committee for approval and then executed by the appropriate representatives of the university and the other party.
- 8. Documentation and Reporting:
 - Details of the license agreement are recorded in the “LOA” section of the TTO Master Tracker and included in the KTI metrics report on a quarterly basis.

Please contact tto.wd@SETU.ie if you would like to discuss licensing opportunities or if you require additional details.

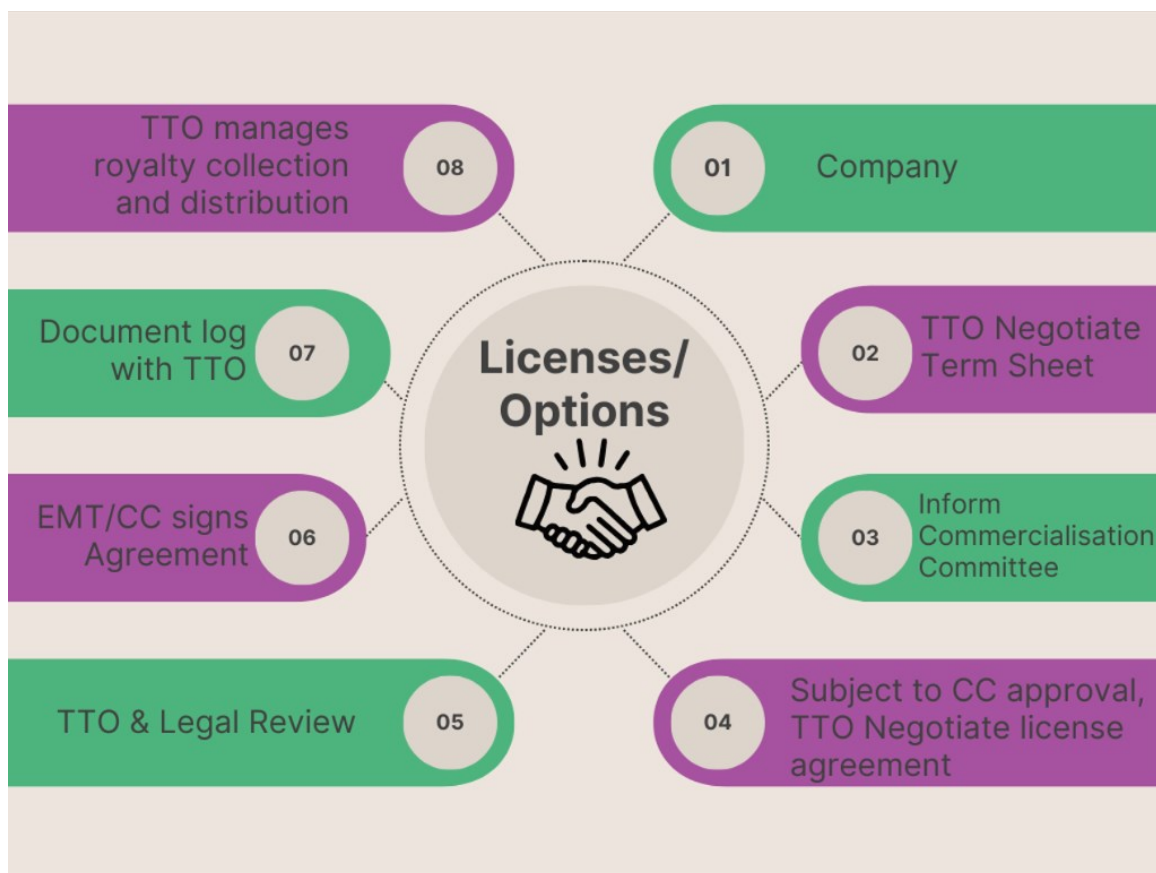


FIG 3.1: License/Options in Practice

3.2.1 Option

An Option is an agreement (or an offer which appears as a clause in a collaboration agreement) between the university and a client whereby the client has a future right to negotiate a license on IP developed by SETU.

3.2.2 Assignment

An Assignment is a legal transfer of ownership of IP from SETU to a client (Assignee). Assignments should only be made in exceptional circumstances, ensuring that SETU will not face any encumbrances. The process for applying for the assignment of IP is as follows:

Process

1. Negotiation and Preparation:
 - The TTO negotiates and prepares an assignment agreement based on SETU's template, including schedules, terms, and conditions.
2. Pre-Approval:
 - The outline terms are presented to the chair of the Commercialisation Committee for pre-approval.
3. Development of IP Assignment:
 - Upon pre-approval, the TTO develops the IP assignment agreement in negotiation with representatives of the other party.
4. Approval and Execution:
 - Once complete, and following an appropriate legal review, the proposed IP assignment is presented to the Commercialisation Committee for approval. It is then executed by the appropriate representatives of the university and the other party.
5. Documentation and Reporting:
 - Details of the assignment agreement are recorded in the "LOA" section of the TTO Master Tracker and included in the KTI metrics report on a quarterly basis. If the assignment is to a spinout company, a copy is also filed in the "spinout company" folder on the shared drive.

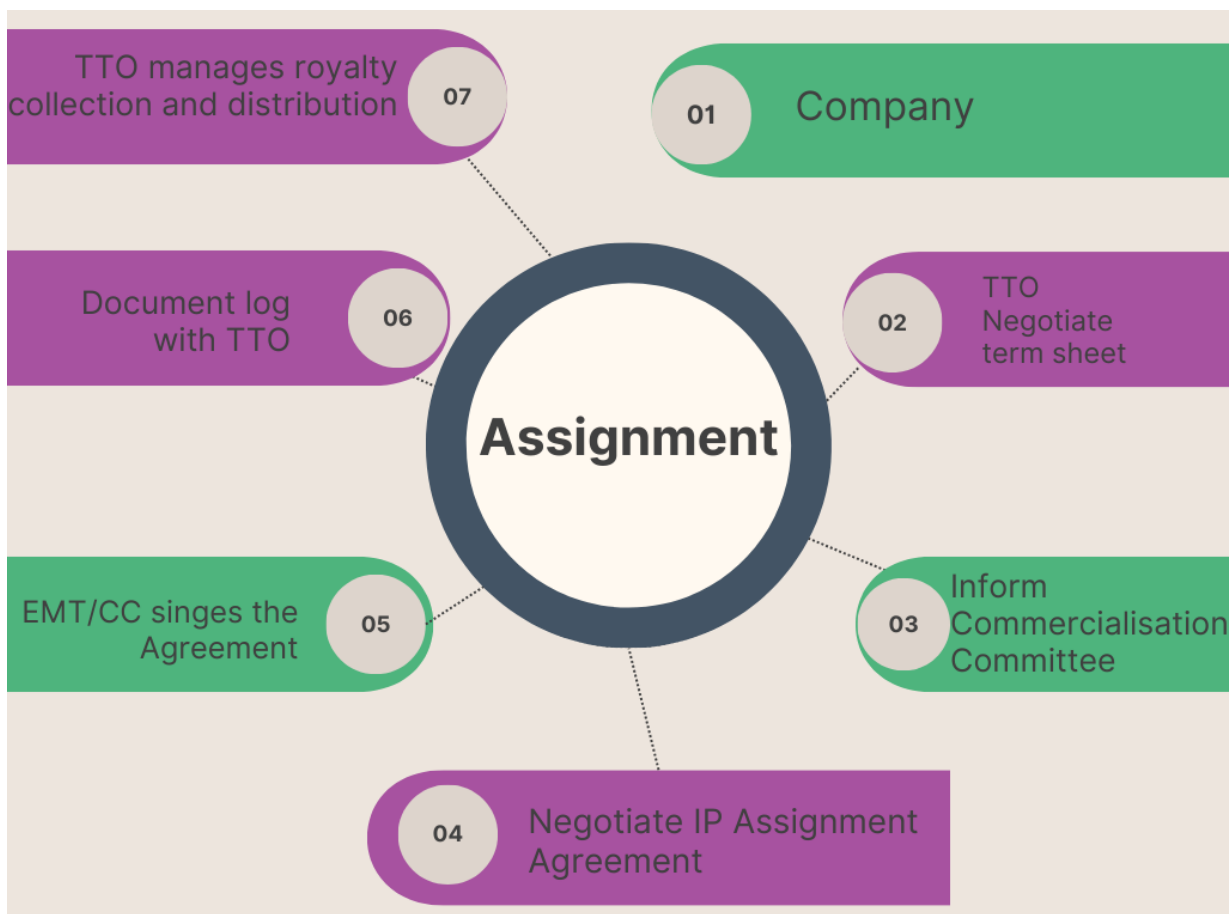


FIG 3.2: Assignments in Practice

3.2.3 Royalty Payment

The TTO is responsible for managing the collection and distribution of royalty payments.

Process:

- The TTO requests a financial statement from the company, calculates the royalty rate based on the License/Assignment agreement, and issues invoices to the company when royalty or any related payments are due.
- The TTO sends an invoice request form to the Research Finance Office. The Finance Office then issues the invoice to the company (including VAT at 23%) and sends a copy to the TTO. The Finance Office is responsible for collecting the payments, informing the TTO, and depositing the payments into the TTO's account.
- Upon receiving the payment, the TTO distributes royalty payments in accordance with the SETU IP Policy. If there is more than one inventor, the TTO distributes the total payment due to the inventor group according to the agreed percentage outlined in the IDF.
- The TTO tracks royalty payments in the TTO tracker.

3.3 KTI – Licensing Opportunities Template

Every quarter, KTI sends out a call for updates to its licensing opportunity database. If a PI wants to upload new or edit existing licensing opportunities, they need to fill out the KTI License Template outlined in Appendix 1.

3.4 Patent Management

Following on from the market and technology assessment, an IDF may be filed for patenting, subject to meeting [patent criteria](#).

Process

The TTO gets an initial patent opinion from the patent agent on patentability. The researcher may need to meet, or team call with the patent agent to give more information.

Provisional Filing - A decision to file an initial patent is based on a number of factors:

- patent agent's opinion;
- market /technology evaluation;
- patent strategy;
- budget;

If patent is filed:

- all inventors must sign the IDF, and external personal must sign an Assignment Form in relation to patent;

- all documentation is filed in the TTO in the “TTO Commercialisation Pipeline” file on the SharePoint
- invoices are processed via M7 by the TTO.

If not filed:

- The technology may be developed into a Technology Flyer Offering (TFO) and published on KTI’s site. See Appendix 2 for TFO template
- the inventor is given the option to patent themselves.

PCT/International stage - The same process is followed at PCT stage, however the decision to file is also based on a number of other factors as well:

- commercialisation plan;
- if an EI Commercialisation Fund project is in process;
- positive search report;
- patents are only filed in exceptional circumstances;

National Filing Stage - To proceed to National Filing Stage, approval must be sought from Commercialisation Committee

- National Filing is only filed in exceptional circumstances

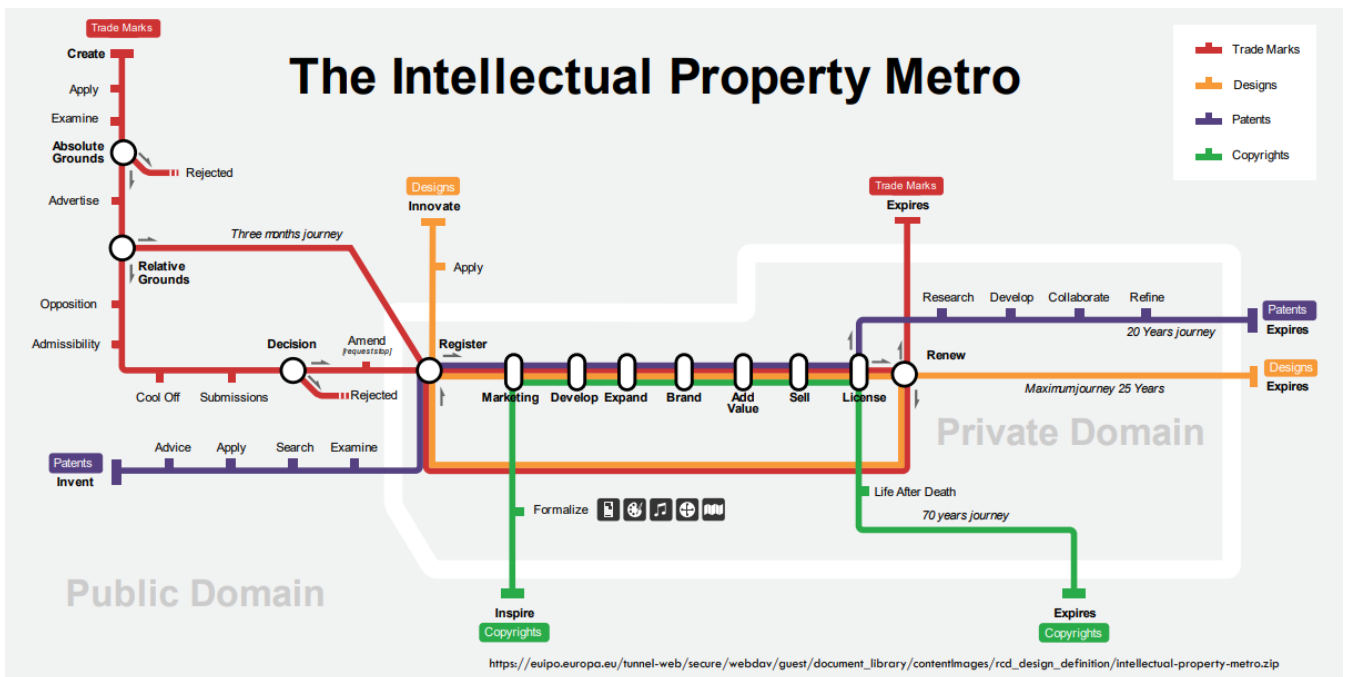


FIG 3.3: Patenting Process

3.5 Spin-out company process

The term ‘Spin-out’ refers to a new company that is created to exploit IP created within the university. The spinout company is a separate legal entity, independent of the university. Though the university may maintain an equity stake in the company, and the company may for some time continue to make use of university related facilities such as incubator space, it must be recognised that the company is a separate entity whose management’s duty, fiduciary and otherwise, are to its shareholders.

The formation of a spin-out company requires the formal approval of the university according to SETU IP policies. In creating new spin-out companies, the TTO will establish the following:

1. unmet market need identification;
2. a clear value proposition;
3. the investment into the development of the technology future investment requirements
4. state aid rules
5. the status of the intellectual property
6. the potential impact on the regional and national economy
7. potential external business partner or promoter with domain knowledge, resources, and willingness to collaborate with the academic researcher

Procedures for forming a spin-out company

The procedure for forming a new spin-out company is generally as follows:

1. promoter of the proposed spinout will develop a business plan along with the TTO;
2. TTO and promoter will present the proposal to the Commercialisation Committee on the details of the proposed spinout;
3. upon pre-approval by the Commercialisation Committee, the following tasks must be completed:
 - a. line up investors and complete SETU shareholders agreement (responsibility of the promoter);
 - b. proposed CEO to be approved by the university;
 - c. development of commercial licenses or other IP agreements (responsibility of TTO);
 - d. development of commercialisation proposal by the CEO (with assistance of the TTO); and
 - e. obtain funding agency approvals if necessary (TTO).
4. necessary legal documents are then prepared, and a closing is scheduled during which the spinout is formed as a result of the simultaneous:
 - a. transfer of IP under commercial terms from the University to the Spin-out in return for a shareholding to the University;

- b. execution of any other agreements that may be necessary in a specific case.
5. The Commercialisation Committee is then required to review and approve the final proposal and contracts before signing. The names of all spin-out companies from which the Institution received revenue during the year in review to be reported to the Governing Body. The Governing Body or the delegated Standing Committee must satisfy itself as to the propriety of any benefits to staff during the year in review arising from IP commercialisation, joint ventures, spin-out companies or similar;

The licence agreement and the shareholders agreement outline the specifics of the deal including equity split and licensing terms. In establishing the equity stake of SETU and any academic promoter, and establishing royalty rates and related payments (milestones, minimum payments, upfront payments, etc.), the following are considered:

SETU:

- how much patent costs have SETU invested;
- will SETU continue to support patent costs;
- how much research spend, and ongoing research support will SETU invest;
- is SETU offering incubation space (formally or informally);
- how much time and effort has SETU invested in developing the opportunity, including time investment, cash investment, partner sourcing and so on;
- how much contribution to the business plan has SETU made;

Academic:

- how much sweat equity has / will the academic invest;
- how much of the business plan was developed by the academic;
- how much domain knowledge / contacts do the academic bring
- how many customers and market partners does the academic bring
- is the academic leaving SETU to join spin-out full-time or will the academic remain at SETU but provide part-time support to spin-out company;

Promoter (if not the academic):

- how much sweat equity has / will the promoter invest;
- how much cash has / will the promoter invest;
- how much of the business plan was developed by the promoter;
- how much domain knowledge / contacts does the promoter bring
- how many customers and market partners does the promoter bring

3.6 Business Plan Development

Developing a succinct business plan will be key to the successful adoption of any commercially focused research project. In the case where a project has specified commercial milestones with the final outcome either a spin-out or a license, then the PI should seek support from the

TTO.

TTO can support:

- assess the project and provide an outline document to the group to be developed;
- work to support the group on the development on the business plan through revision and feedback;
- work with the funding agencies to ensure that the plan is consistent with the funding application (where applicable), and that the technology is given the best chance of commercial success through presentations to groups such as the EI Business Partners Network;
- utilize external resources where necessary and appropriate to secure further input;
- communicate plans to the Commercialisation Committee;



FIG 3.5: Business plan actions

Section Four: Collaborative Research Agreements

South East Technological University's research agreements with industry are based on the KTI Model Agreements, which follow European best practices. The TTO offers advice on proposals that need guidance on intellectual property, involve industry partnerships, or are related to pre-commercialization. Additionally, the TTO drafts and negotiates consultancy contracts. There are over thirty model agreements, with some of the most commonly used being:

4.1 Wholly Funded Collaborative Research Agreement

Wholly Funded Collaborative Research Agreement is where an industry party (the sponsor) has a specific research need and where it meets the full cost of the RPO carrying out the programme of work. The outcomes are not known in advanced, but the area of study is clearly specified. The company pays the full cost of the project (direct costs + overheads). Academic 'right to publish' applies, but the company has influence over the content to be published. A copy of the agreement is uploaded to Pure by PI.

4.2 Partly Funded Collaborative Research Agreement

Part Funded Collaborative Research Agreement is where an industry party partially funds and works with an SETU on a programme of mutual interest. There will be an element of state research funding, meeting part of the cost of the programme of research. The outcomes are not known in advance, but the general area of study is defined. The company pays a contribution to the full cost, the remainder is from state research funding. The company contribution may be in any combination of cash, or in-kind contributions, or pre-existing intellectual property. A copy of the agreement is uploaded to Pure by PI.

4.3 Consultancy Agreement

The consultancy agreement should be considered when the industry have a specific requirement and looking for professional level work from SETU to carry out a specified programme of work. This may be referred to as consultancy or research services. In this case, the RPO will not normally be permitted to publish the results of the work, and the industry partner will pay a full commercial rate (including both overheads and profit). Industry will own all the outcomes of the work programme.

Commonly encountered reasons include:

- increasing the impact of academic research by making the skills and knowledge that an academic has developed available to third parties;
- developing the skills and knowledge of academic and technical staff and students in the 'real world;'
- testing ideas, inventions, practices, etc. developed at the RPO; and establishing relationships with third parties who may wish to collaborate on, or fund, future research projects, studentships, etc.

Broadly speaking, there are two different approaches to entering into consultancy agreements, namely either the RPO contracts directly with the client or the academic contracts directly with the client.

4.4 Non-Disclosure Agreements/ Confidentiality Agreement

Parties sometimes wish to disclose or receive confidential information to decide whether to enter into a more substantive agreement such as a research collaboration agreement or licence agreement. It is important that any such disclosures are under the terms of a written confidentiality agreement.

For example, this may be important both to protect the information as a secret and to ensure that the opportunity to file patent applications is not lost by prior public disclosure. In most cases, the parties want a straightforward confidentiality agreement that is not weighted towards either party's selfish interests.

The following steps apply to commercialisation projects with third parties:

- PI request SETU NDA template
- If the company or third-party request to use their template, the TTO can approve provided all terms are standard and compliant with our NDA template
- TTO is responsible for ensuring agreement clauses has no negative impact on ongoing research, freedom to operate, and any commercialisation opportunity.
- NDA is signed by company/individual and then by Head of Innovation & Commercialisation
- Copy of signed NDA is emailed to PI via DocuSign link
- If the NDA is attached to a funded project, a copy is uploaded to Pure by PI

4.5 Material Transfer Agreements

Material Transfer Agreements allow the exchange (normally free) of biological materials used for research purposes. The MTA is the agreement that covers the terms and conditions of the transaction. When SETU sends materials to other parties we request they sign the **SETU MTA Outward template**. When we request materials from other parties, we request they sign SETU MTA Inward template, or we review and sign their MTA. In the case of the latter, the following procedure applies:

- PI forwards the MTA to the TTO
- TTO sends "**MTA Information Sheet**" to PI, the PI to provide information on the funding of the project, industry involved, list of materials be used. The MTA information sheet is **for internal use only and is kept with MTA paper copy**;
- Non-standard MTAs are reviewed and approved by TTO
- TTO is responsible for ensuring agreement clauses has no negative impact on ongoing research, freedom to operate, and any commercialisation opportunity.
- TTO issue MTA to the company/individual via DocuSign and to Head of Innovation & Commercialisation to sign
- Copy of signed MTA is emailed to PI via DocuSign
- If MTA is attached to a funded project, a copy is uploaded to Pure by PI.

4.6 License Agreements

There are many types of licence agreement, but the main variations encountered in RPO licensing include the following:

- **Exclusive**, detailed technology licence agreement: A detailed, exclusive licence agreement that has been drafted with patents and know-how in mind as the main types of IP being licensed, but which could be used as the basis for other types of IP licensing.

- **Non-exclusive**, short-form technology licence agreement: This agreement has been drafted with patents and know-how in mind as the main types of IP being licensed and is deliberately kept simple. The document provides the basic terms of a licence agreement but without many of the ‘bells and whistles’ that one would usually wish to see in a higher value or exclusive licence agreement. In suitable cases, the drafter may wish to ‘mix and match’ by taking individual provisions from the exclusive, detailed technology licence agreement and slotting them into this agreement.
- **Non-exclusive, royalty-free (NERF)** technology licence agreement: This agreement has been drafted to be compatible with the description of a ‘NERF’ licence in the national IP Protocol published by the Irish government. In summary, the IP Protocol sets out the Irish government’s public policy positions in relation to the development, use and commercialisation of intellectual property by third level institutions and public bodies in Ireland. The non-exclusive, royalty-free (NERF) licence agreement is not specific to any particular type of IP and may be adapted for use when patent, software, or other types of IP are relevant.

4.7 Exploitation of IP from EI funded research projects:

The EI standard research contract contains a provision (clause 10) that the prior consent of EI is required if HE’s wished to transfer technology arising from that research to a third party. This would be undertaken through the exploitation consent Committee which has been set up by the EI to deal with the processes and procedures required to consider applications and grant such consent to proceed with exploitation plans.” See Appendix 4 for list of agreements available from the Technology Transfer Office.

4.8 Term Sheet

Sometimes, parties in negotiations agree certain key terms for the proposed agreement before they engage in detailed negotiations over the wording of the final contract. These key terms can be recorded in a document called a ‘term sheet.’ In the drafters’ view, term sheets are most useful when they are short, simple summaries of the key commercial terms for the deal, at a ‘headline’ level. Subsequent, detailed negotiations of the final contract are then conducted with one eye on the term sheet, and if a party proposes terms that are inconsistent with the term sheet the other party may object strongly.

A prominent issue to make clear when negotiating a term sheet is whether the term sheet is intended to be legally binding. In most cases, the answer will be that it is not intended to be legally binding and wording should be included in the term sheet to make this point explicit.

A term sheet for a licence agreement, which follows the above approach and includes wording to make clear that the term sheet is not intended to be legally binding.

Section Five: Technology Transfer Office Activities

5.1 Strategy Development

The function of the Technology Transfer Office is underpinned by several key controls and frameworks. The most significant of these is the SETU IP Policy. This document details all aspects of technology management of the Transfer Office regarding the operation boundary.

- The TTO has responsibility for collecting and updating the strategy for Technology Transfer activities.
- All and any amendment to the IP Policy must be approved by the Commercialisation Committee.
- The TTO will maintain a register of input from a variety of sources which will be given due consideration.
- The TTO will work to ensure these policy amendments are consistent with national rules and best practice.

5.2 Training

Training is a key activity of the TTO, helping to disseminate information related to all aspects of knowledge transfer, intellectual property management, and best practices for engaging with external entities such as industry. The purpose of the training is also to clarify the specific roles of stakeholders within SETU and to outline specific boundaries. For instance, licensing will be covered in training, but the TTO must be consulted before any licensing discussions with industry partners. The process for engaging with the TTO on training matters is as follows:

- The TTO will work with research-active groups (as defined by the Research Strategy), postgraduates, and relevant student groups to determine their training requirements and the appropriate delivery methods. All developed materials will be posted on Moodle and other relevant platforms.
- An attendance sheet will be circulated for auditing purposes.
- Attendees will be asked to complete feedback sheets. Feedback from these sessions will be collected and used to further develop future training and IP policy for SETU.
- For group training requests, please contact tto.wd@setu.ie to discuss your requirements.

Type of training available via the TTO including: *Managing IP Effectively throughout your research; Design & Innovation thinking for research community; Business pitch training; IDF Clinic; Creating Successful Spinouts.*

5.3 Marketing & Promotion of the Office

As part of our effort to develop a culture of innovation and commercialization, we strive to continuously promote the activities of the SETU Technology Transfer Office (TTO). The SETU TTO is a member of the following organizations:

- Industry Research & Development Group (IRDG)
- Praxis Auril, a professional association for Knowledge Exchange practitioners
- Southeast BIC
- InterTrade Ireland
- University Industry Innovation Network
- ASTP
- Leading Edge Only

TTO staff participate in events hosted by these organizations to gain exposure to potential business partners, investors, and stakeholders. Other promotional activities include:

- Hosting events to showcase SETU research expertise and connect researchers with industry.
- Distributing relevant emails to our stakeholders and interested parties, such as funding opportunities.
- Engaging with the SETU Communications Office to highlight our success stories.
- Collaborating with KTI to publicize news, events, and success stories.
- Maintaining enthusiasm about our activities to develop our future pipeline of activity.

5.4 Financial Reporting

Financial claims are processed twice a year, on request from KTI. Expenditure items includes

- Patent cost
- Legal fees
- Marketing
- Staff Training
- Communications
- Office Expenses
- Staff travel

5.5 KTI Metric Reporting

The Technology Transfer Metrics are tracked for reporting purposes to KTI, reporting to the university's Commercialisation Committee and Governing Body. The Governing Body or the

delegated Standing Committee has satisfied itself as to the propriety of any benefits to staff during the year in review arising from IP commercialisation, joint ventures, spin-out companies or similar. KTI metric reporting occurs every 3 months, usually in mid-January, April, July, and October. The metrics report captures the following information on quarterly basis:

- Invention Disclosure
- License agreement
- Research Agreements
- Patents Filled (PFD)
- Patents Granted (PGD)
- Consultancy projects
- Funded Spinouts
- Research Agreements with Industry Contribution >€25k (RAs>25k)
- Research Agreements with Industry Contribution <€25k (RAs<25k)

5.6 Technology Transfer Office Surveys

The TTO conducts various surveys used to feed into a range of reports.

- Individual surveys are developed with each of the specific target audiences in mind:
 - KTI
 - SETU Management
 - PIs
 - External companies
- Results are collated and used for reporting in several instances:
 - Commercialisation Committee
 - Management
 - Internal TTO Reports
 - KTI

Each year, TTO is required to complete AKTS Survey, based on the current year's annual reporting to SETU. The survey details system performance across the broad spectrum of knowledge transfer and commercialization.

Section Six: SETU policies

6.1 IP Policy

The most significant policy is the SETU IP Policy. The Institution had in place an IP policy, published on its external website, reflecting the National IP Management requirements of the national IP Protocol (IP-Protocol-Resource-Guide.pdf knowledgetransferireland.com). This document details all aspects of Technology Transfer Office management regarding the operation

boundary.

This policy sets out the principles and rules that govern the creation, ownership and Commercialisation of Intellectual Property which is created by University Personnel during any funded research and/or while making more than incidental use of the university resources. It is intended to provide information and guidance in relation to intellectual property and to outline the steps required to help ensure the protection, management, dissemination and/or exploitation of that intellectual property. List of approved SETU policies can be found on [SETU website](#).

6.2 Conflict of Interest Policy

The University prides itself in the integrity of its teaching, research, and all other activities. It is concerned to avoid any actual, perceived, or potential conflicts between the interests of the University and any personal interests of the University staff and students. The Institution had in place a comprehensive and appropriate Conflict of Interest Policy, published on its website. This policy set out the procedures to be followed by the university in respect to actual, perceived, or potential conflicts of interests.

All IP commercialisation and conflicts of interest during the year in review were reported to The Governing Body.

Annex 1



KTI Website – Licensing Opportunities Template	
Title of Licensing Opportunity:	
RPO Name:	
Confirm IP Type: Patent, Trademark, Copyright, other (pls specify)	
IP Status: filed/granted etc as appropriate (Application, PCT, National filings, granted)	
Patent Publication No:	
Clarify licensing requirement:	Available to license Collaboration
Date opportunity available from:	
Brief Technology Description: (circa 120 words)	
**Key Descriptor Words: (to be picked up by search engine)	
Categories/Sector list: Please highlight which	Future Networks and Communications Data Analytics, Management, Security and Privacy

<p>categories you would like your opportunities to appear. A licensing opportunity can appear in multiple categories. Categories are per those of the national research prioritisation exercise.</p>	<p>Digital Platforms, Content, and Applications</p> <p>Connected Health and Independent Living</p> <p>Medical Devices</p> <p>Diagnostics</p> <p>Therapeutics: Synthesis, Formulation, Processing and Drug Delivery</p> <p>Food for Health</p> <p>Sustainable Food Production and Processing</p> <p>Marine Renewable Energy</p> <p>Smart Grids and Smart Cities</p> <p>Manufacturing Competitiveness</p> <p>Processing Technology and Novel Materials</p> <p>Innovation in Services and Business Processes</p>
<p>Please attach a PDF of your Licensing Opportunity including contact details</p>	<p>PDF flyer to include all details on template excluding **Key Descriptor words</p>

Annex 2

Technology Flyer Offering

Title:

Intro

Background

The Technology

Benefits

IP Status

Researcher

NOTE:

Please send any relevant imagery which will enhance the TFO, but they must be high resolution JPEGs.

Annex 3

List of SETU Agreements

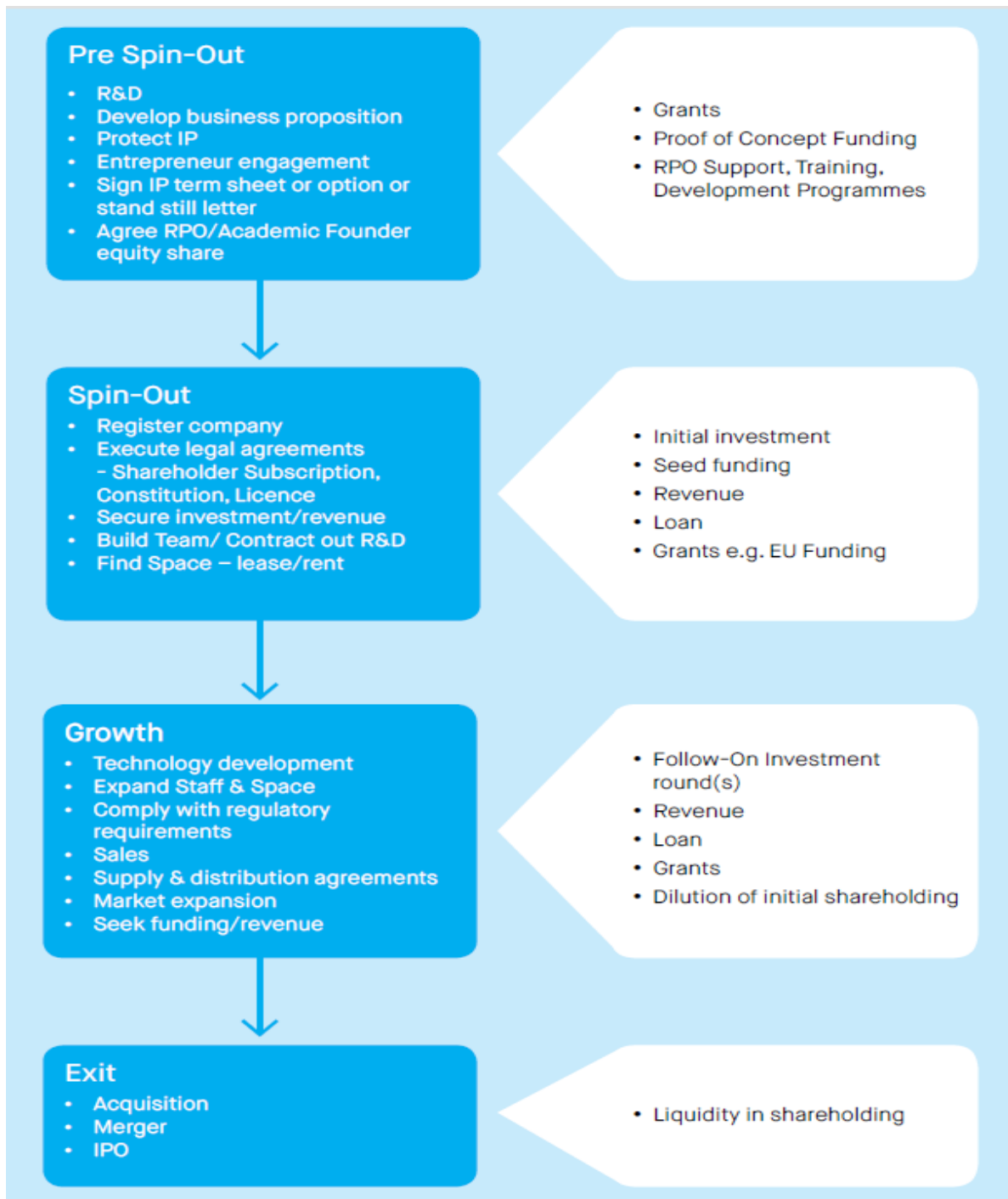
The following is a list of SETU agreements currently available from the TT office. If you would like to obtain or discuss any of these agreements please contact Technology Transfer Office TTO.WD@SETU.ie, we will be happy to facilitate you in any way.

- Background IP Due Diligence Form
- Commercialisation Patent Application form
- Company Constitution template
- Confirmatory Assignment
- Consultancy Agreement
- End User Licence Agreement
- Exclusive Licence Agreement Exclusive Software Licence Agreement
- Innovation IP Disclosure (via Cognito Form)
- IP Assignment
- IP Due Diligence
- IP Exploitation
- IV Contract
- Letter of Appointment as a non-Executive Director
- License Agreement to a Spin-out Company
- Material Transfer Agreement
- Memorandum of Understanding
- NERF Agreement
- Non- Exclusive Licence Agreement
- Non-Binding Term Sheet Licence Agreement
- Non-Disclosure Agreement
- Non-Exclusive Licence Agreement
- Option Agreement
- Part- Funded Collaboration Agreement
- Patent Assignment
- PI Undertaking

- Research undertaking Template
- Shareholder's Agreement
- Software License Agreement
- Standstill Letter
- Student Confirmation Assignment
- Trial Licence
- Wholly Funded Collaboration Agreement

Appendix 4

The Spin-out Journey from Ireland National IP Protocol 2019



<https://www.knowledgetransferireland.com/Reports-Publications/Ireland-s-National-IP-Protocol-2019-.pdf>