

INTELLECTUAL PROPERTY

Policy Statement

Adler University is committed to providing an intellectual environment in which all members of the academic community — whether they are faculty engaged in life-long professional development, students pursuing educational objectives, or staff dedicated to their own career goals — learn to the fullest extent possible. The University also recognizes and values creativity and innovation as part of this learning process. Similarly, Adler University recognizes the importance of, and wishes to encourage, the transfer of new knowledge, generated at Adler University, to the private sector for the public good.

Scope

This policy addresses the rights to, interest in, and protection and transfer of intellectual property created by Adler University faculty, staff, and students. Issues not directly considered in this policy, including disagreements concerning its application or interpretation, will be addressed and resolved in a manner consistent with applicable law and University policies.

Governing Principles

The following principles underlie this policy and should guide its application and interpretation:

Academic Freedom and Preeminence of Scholarly Activities - In accordance with the Adler University Academic Freedom policy, the missions of teaching and scholarship have preeminence over that of the transfer and commercialization of research results. Adler University's commitment to its educational mission is primary, and this policy does not diminish the right and obligation of faculty members to disseminate the results of research and creative activity for scholarly purposes.

Equity and Fair Play - This policy sets forth general principles and procedures, and it has not been designed to address every conceivable circumstance. Under principles of fair play, the inventor(s)/creator(s) and Adler University mutually operate so that no one will unfairly exploit inadvertent errors or omissions in the written policy. If the need for corrections or exceptions to this policy is identified, appropriate recommendations shall be made to the President.

Mutual Trust and Goodwill - Throughout all phases of the creation and implementation of this policy, it is assumed that all members of the Adler University community will be guided by a sense of mutual trust and goodwill. In the event of future controversies regarding the rights to intellectual property, the commercialization of particular property, or in the interpretation of this policy, all parties should recognize that mutual trust and goodwill were fundamental tenets in the forging of this policy.

Transparency - The principle of transparency promotes both the disclosure and avoidance of actual and apparent conflicts of interest associated with external commercial activities.

Applicability

This policy applies to all campuses of Adler University and their respective Staff, Faculty, Student-Employees, Consultants, Community Partners, and Students.

Definitions

The definition of term set forth in this Section will apply in this Policy (in addition to terms expressly defined elsewhere herein) including any amendments made to or incorporated herein now or in the future:

Academic Programs are specific degrees, certificates or concentrations approved and offered by the University. Academic Programs are defined by program objectives and involve a program curriculum, the associated master course syllabus outlines, admission requirements and completion requirements.

Adler University Resources means services and all tangible resources including buildings, equipment, facilities, computers, software, personnel, research assistance, and funding of the University.

Agreement means a signed written contract between or among a corporation, business, individual(s) and Adler University.

Author/Inventor means an individual or group of individuals who invent, author, discover, or are otherwise responsible for the creation of Intellectual Property. An Inventor refers to the creator of an invention that may be patentable. An Author refers to the creator of an original work of authorship that may be subject to copyright protection.

Course Shell is the Moodle space provided to a Faculty member, for each course section, to load materials and assignments for a course (online, blended, or face-to-face).

Copyright means a form of protection granted by federal law for original works of authorship that are fixed in a tangible medium of expression, which covers both published and unpublished works.

Employee means any person employed by Adler University who receives a regular salary and whose income is reported as salary to the government. For the avoidance of doubt, Faculty are considered Employees.

Faculty means full-time and part-time Employees hired by Adler University to teach or conduct instructional activities. Faculty includes persons contracted as adjunct or visiting professors or instructors.

Instructure Course Syllabus means a document that is created based on the elements of the corresponding Master Course Syllabus Outline, as well as standards for evaluation of Student learning, and additional information that is the product that reflects the creative work of the Faculty member. This includes individually created instructional material developed by the faculty member for a course.

Intellectual Property or Intellectual Property Rights means all the protections afforded the owner or owners of an original work under law, including all rights associated with patent, Copyright, and trademark registration.

Master Course Syllabus Outline (MCSO) means an institutional document that is the property of the program and/or department and Adler University. At a minimum, this document will include the course title, course description, course objectives and outcomes, ways in which the course objectives are linked to the program outcomes and adequately measured, prerequisites and total credits.

Master Online Course Shell is the online course shell created by a faculty member under an agreement with Adler University. The Master Online Course Shell is designed to be reused by future faculty members.

Online Course Shell is the space provided to a Faculty member who is teaching an online or blended section of a course which is pre-loaded with the content from either a Master Online Course Shell or a previously used Online Course Shell.

Sponsor means a person, private-sector company, organization, or governmental entity, other than Adler University, which provides funding, equipment, or other support to carry out a specified project.

Sponsorship Agreement means a written Agreement between a Sponsor and Adler University that may include other parties including the creator of the work.

Student means an individual who was or is enrolled in a class or program at Adler University at the time the Intellectual Property was created.

Student-Employee means a Student who is paid by Adler University for services performed. Graduate assistant and work-study Students are Student-Employees. For graduate Students who teach, see the definition of “Faculty” above.

Substantial Use of Resources means that resources are provided beyond the normal professional, technology, and technical support supplied by Adler University to an individual or individuals for development of a project or program.

Works Made for Hire means all copyrightable works created by an Employee within the scope of his or her employment as defined by position description and instances in which the institution provides the specific authorization or supervision and compensation for the preparation of the work.

Ownership of Intellectual Property Rights

The ownership rights to Intellectual Property created by Faculty, Students, and Employees will be determined as set forth in this Section but may be modified by an Agreement or other condition described in one of the subsequent sections.

Institutional Works Intellectual Property Rights in Institutional Works belong to Adler University. Institutional Works are Works Made for Hire in the course and specific scope of employment as defined by position description by employees or by any person with the use of resources of Adler University. The Master Course Syllabus Outline (MCSO) and Academic Programs are specific examples of collegially created Institutional Works. Other examples may be reports, questionnaires or surveys written by a faculty or staff member or committee as a means of gathering or sharing information useful to the development of policies and procedures of the institution, or course catalogs and marketing materials developed by the Admissions, Marketing or Student Services departments. If an Adler University employee creates an institutional work beyond the scope of his or her position description, Adler University and the employee may enter into an agreement to grant Adler University ownership of the work following agreed-upon compensation. Adler University may enter into a written Agreement with a non-Faculty Employee granting the Employee ownership of a work that the parties agree is of a scholarly nature such as instructional materials prepared for a new academic program, concentration or other educational courseware. For the purposes of this Policy, Scholarly Works are not considered Institutional Works.

Scholarly Works: Owned by Author Scholarly Works include theses, instructional materials (such as textbooks, lecture notes, course handouts, and case vignettes), journal articles, research bulletins, lectures, monographs, plays, poems, literary works, works of art (whether pictorial, graphic, sculptural, or other artistic creation), computer software/programs, electronic works, sound recordings, musical compositions, and similar creations (“Scholarly

Works”). Because the Faculty member, Student or Employee who created the work determines the content, approach, direction and conclusions of the work, reflecting research, creativity, and specialized knowledge, Intellectual Property Rights in Scholarly Works belong to the Author of the work, unless the work in question was commissioned by Adler University pursuant to Section 3.15 or otherwise created using Adler University funds specifically directed to the development of such work. Receipt of a grant that is intended to foster faculty and student involvement in research (such as a seed grant) from Adler University will not be considered to be a commission; such grant-supported works will still be considered to be Scholarly Works, owned by the Author/s.

Instructor Course Syllabus: Jointly owned by Adler University and Faculty Adler University shall have the right to use Instructor Course Syllabi produced by instructors, but the instructors retain the right of ownership, portability, and future development of the materials. Adler University’s curriculum has evolved over time, so to insist that Adler University forfeit rights to a course syllabus because the Faculty member who developed it is no longer at the University can potentially impede the University’s overall mission. At the same time, a Faculty member’s primary marketable accomplishments may be the courses he or she has developed at Adler University. To deny Faculty the option of taking the instructor course syllabi and instructional materials they have developed with them to another University could negatively affect their future employability. Therefore:

- Adler University and the faculty member/s who designed them shall jointly own the Intellectual Property Rights (rights to any copyrightable or patentable materials) for all information contained in Instructor Course Syllabi for courses developed by Faculty.
- Faculty shall retain the right of ownership, portability, and future development of the instructor course syllabi and instructional materials developed by such Faculty for use in a course as provided in Section 3.2.
- Upon leaving Adler University, departing Faculty members agree not to claim copyright ownership of new instructional materials produced by a different Adler University instructor for courses initially developed by the departing Faculty members.

Academic Programs Adler University shall retain the right of ownership, portability, and development of academic programs.

Master Course Online Syllabus Adler University shall retain the right of ownership, portability, and development of Master Course Syllabus Outlines.

Course Shells Adler University shall have the right to use Course Shells, Online Course Shells, and Master Online Course Shells, and their associated content for the courses that have been produced by instructors, but the instructors retain the right of ownership, portability, and future development of the materials.

- Full rights to any copyrightable or patentable materials from course shell developed by an instructor remain with the instructor who created them.
- Upon leaving Adler University, faculty members agree to leave behind a copy of all Course Shells and Online Course Shells to provide a map for future instructors. Departing Faculty members agree not to claim copyright on new materials produced by a different instructor, even if the basis for the new material is the course description and syllabi.
- Where the Faculty member has an Agreement with Adler University with regard to the curriculum, instructional materials and associated content for online or blended courses that have been produced by such Faculty member, Master Online Course shells, Adler University shall own the Intellectual Property Rights in the Master Online Course Shells only if the Written Agreement specifically states that this is the case.

Substantial Use of Resources: Owned by Adler University When Intellectual Property is developed by Adler University Faculty, Employees, Students and others participating in Adler University programs with Substantial Use of Resource, Adler University will own the Intellectual Property (“Institutional Works”). For the purposes of this Policy, Scholarly Works are not considered Institutional Works, except as provided herein. Institutional Works created by Faculty or other Employees are Works Made for Hire.

- Materials developed for online or blended courses in conjunction with University staff, including but not limited to instructional designers and multimedia developers, are institutional works. The University owns the final product and the faculty member owns the materials submitted to create the final product.

Continuing Education or Professional Development Courses and Programs: Owned by Faculty Adler University may engage Adler University Faculty to deliver continuing education or professional development courses or programs.

- Inasmuch as the delivery of continuing education courses and programs by Adler University Faculty is beyond the scope of Faculty members’ specific position descriptions, Faculty retain the right of use, ownership, portability, and future development of all content and materials related to the continuing education

courses or professional development programs they have created, even if the course or program is offered at or through Adler University.

- Faculty members are under no obligation to provide a copy of these materials for the subsequent use of Adler University.

Personal Works: Owned by Author/Inventor. A “Personal Work” is a work created by an Employee or Student-Employee outside the scope of his or her employment and without the Substantial Use of Resources of Adler University other than resources that are available to the public or resources for which the Author/Inventor has paid the requisite use fee. Intellectual Property Rights in Personal Works belong to the Author/Inventor who created the work.

Student Works

- **Student Works: Owned by Student** A creative work by a Student to meet course requirements using resources of Adler University for which the Student has paid tuition and fees to access courses and programs or using resources available to the public, is the property of the Student (a “Student Work”). Intellectual Property Rights in Student Works belong to the Student who created the work.
- **Student-Employee Works: Owned by Adler University** A work created by a Student-Employee during the course and scope of his or her employment with Adler University is a “Work Made for Hire” or otherwise an Institutional Work. Accordingly, Intellectual Property Rights to such work belong to Adler University unless an Agreement, Sponsorship Agreement, or other condition expressly defined elsewhere herein provides otherwise.

Administrative Works: Owned by Adler University “Administrative Works” are policies and procedures of the institution, course catalogs, marketing materials and other works developed by the Admissions, Marketing or Student Services departments. Adler University shall own the Intellectual Property Rights in Administrative Works.

Method of Course Delivery Faculty may use Moodle, email or other electronic means to disperse course materials to their students. Method of course delivery or use of Adler University’s technological resources does not transfer ownership of Intellectual Property to Adler University. Ownership of works delivered electronically shall be as set forth in this Section.

Sponsorship Agreement The ownership of Intellectual Property Rights in a work created under a Sponsorship Agreement will be determined by the terms of the Sponsorship Agreement. If the Sponsorship Agreement is silent on the issue of ownership of Intellectual Property Rights, ownership will be determined under applicable law.



Collaborative Agreement Adler University may participate in projects with persons, corporations, community partners and businesses to meet identified Student or other needs. Ownership rights pursuant to any collaboration will be addressed by all involved parties pursuant to such agreement or this Policy.

Specially-Commissioned Work Agreements Intellectual Property Rights to a work specially ordered or commissioned by Adler University from a Faculty member or other Employee, and identified by Adler University, as a specially commissioned work at the time the work was commissioned, is a Work Made for Hire and will belong to Adler University. Adler University and the Employee will enter into a written Agreement for creation of the specially-commissioned work.

Other Factors Affecting Ownership

Jointly-Created Works Ownership of works will be determined by separately assessing which of the above categories applies to each author who contributes to a work. Jointly-created works involving the contributions of Faculty, Staff, Students and/or Student Employees must be assessed considering this and other relevant categories of ownership rights as set forth above. If Adler University determines that joint ownership between Adler University and the author(s) is appropriate (a “Joint Work”), the parties will enter into an Agreement setting forth each party’s rights and responsibilities with regard to such Joint Work.

Sabbatical Works Intellectual property created during a sabbatical is considered a Scholarly Work. Typical sabbatical plans do not require the use of substantial resources of Adler University. If the work created as part of an approved sabbatical plan requires resources beyond those normal for a sabbatical, the parties may enter into an Agreement governing ownership of such work.

Use of Adler University’s Name Intellectual Property Right associated with the identity of Adler University, its logos, trademarks, and other indicators of its identity belong to Adler University. Such rights may be licensed pursuant to reasonable terms and conditions approved by Adler University. Employees of Adler University may identify themselves with such title of their position as is usual and customary in the academic community; but any user of the name or logo or other indicator of Adler University’s identity must take reasonable steps to avoid any confusing, misleading, or false impression of particular sponsorship or endorsement by Adler University. When necessary, specific disclaimers will be included.

Record-Keeping Adler University will establish a record-keeping system to monitor the development and use of its Intellectual Property.

Preservation of Intellectual Property Rights

Protection of Rights Adler University and the Authors/Inventors may undertake such efforts as deemed necessary to preserve their rights in original works when they are a sole owner or joint owner of the Intellectual Property Rights. Adler University may apply for a patent, trademark registration, copyright registration, or other protection available by law on any new work in which Adler University has Intellectual Property Rights. For Joint Works, the relevant Agreement shall set forth the parties' obligations with regard to protection of the Intellectual Property.

Payment of Costs Adler University may pay some or all costs required for obtaining a patent, trademark, Copyright, or other classification on original works for which it owns or jointly owns the Intellectual Property Rights. For Joint Works, the relevant Agreement shall set forth the parties' obligations with regard to the payment of such costs.

Copyrights

General Statement Copyright owners of original works, regardless of the format of the work, have exclusive rights with respect to their creations. Adler University promotes the recognition and protection of these rights, including the rights of reproduction, preparation of derivative works, distribution, and performance. Adler University also recognizes that reproduction and use of original works in accordance with fair use limitations can further teaching, research, and public service at colleges and universities. Consistent with its mission, Adler University supports the creation and sharing of new knowledge for course development and to improve Student learning.

Copyright Notice A Copyright notice will be placed on materials owned by Adler University that will be made available to the public. The date in the notice will be the year in which the materials are first published, i.e. distributed or made available to the public or any sizable audience.

Copyright Registration Prior to commercialization of works in which Adler University has an ownership interest, such works will be the subject of an application for registration with the relevant government body.

Copyright Compliance Adler University will develop and implement policies, procedures, processes and practices to be in compliance with federal Copyright laws.

Commercialization of Intellectual Property

Right to Commercialize For Joint Works and works owned solely by Adler University, the University shall be entitled to commercialize the work using its own resources or to enter into Agreements with others to commercialize the work. In the case of Joint Works, Adler University must make reasonable efforts to advise the Author/Inventor(s) of a Joint Work about such commercialization activities. Methods to do so will be outlined in the relevant Agreement between the parties.

Sharing Proceeds An Author/Inventor(s) of a Joint Work shall be entitled to share in royalties, licenses, and any other payments from commercialization of the Joint Work in accordance with individual Agreements. The rights and obligations of the parties with regard to costs of protection, licensing and sharing of proceeds from commercialization shall be set forth in the relevant Agreement between the parties.

Dispute Procedures If a dispute exists as to whether Intellectual Property Rights belong to Adler University or to an employee or other individual, then an ad-hoc committee will be formed (the "Dispute Committee"). The Dispute Committee will consist of (a) the individual who created the Intellectual Property in dispute (or, if more than one individual assisted in the creation, one individual designated by all of the individuals who assisted in the creation), (b) a person designated by the President of Adler University, and (c) a person jointly designated by the individual or designee and the President's designee. The decision of the Dispute Committee will be final and binding on the individual(s) who created the Intellectual Property in dispute and Adler University.

Notification of Policy Adler University will provide a copy of this Intellectual Property Policy and any other forms developed to implement this Policy to all Employees, Faculty, Students and interested individuals.

- **Faculty Governance and Review** Adler University shall appoint a committee comprised of both Faculty (without administrative appointments) and non-Faculty members responsible for periodic revision of this policy, and in the review and recommendation of resolutions to disputes arising under it. Any amendment to this Policy will not affect the rights and obligations of Adler University and any individual arising prior to the effective date of any such amendment. An amendment to this Policy will become effective thirty (30) days after the earlier of the date that (i) the amendment has been posted on Adler University's website, (ii) a revised Policy incorporating the amendment has been posted on Adler University's website, or (iii) Adler University has informed (via email or otherwise) its Faculty, Students and other affected individuals of the Policy amendment.



17 North Dearborn Street
Chicago, Illinois 60602

tel 312.662.4000
fax 312.662.4099