

From Researcher to Academic Entrepreneur

Introduction

Are you employed by Utrecht University in an academic position, and are you thinking about starting up your own business? Then this guide is just what you need. We set out the steps you need to follow to start up a business, and also explain what support services are available to you.

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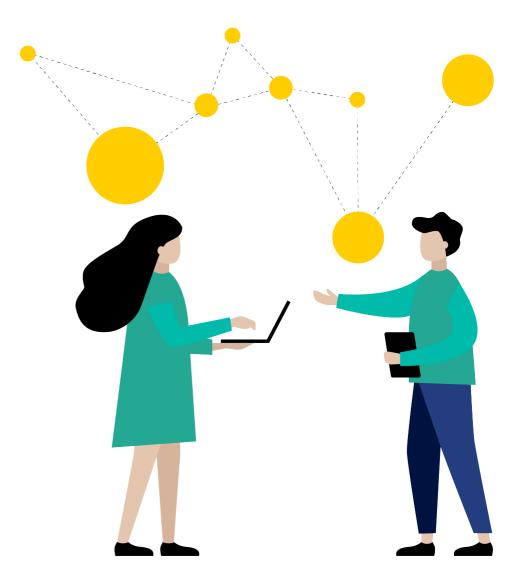
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Who can you contact?

Utrecht University provides a range of support services for academic staff who wish to start their own business. The following pages will introduce you to these services.

Support services



Research Support Office

The Research Support Offices (RSO) are the first point of contact within the faculties for advice on external funding of research and for impact. Various faculties today also have staff with specific experience in the area of valorisation and impact. They will be happy to share their ideas with you and advise on the options for valorisation that are available for your research. They support researchers in setting up cooperative arrangements with external partners. This can include giving advice on forms of collaboration, knowledge protection and contracts. They also conduct negotiations with external parties. Alongside this advice, they can provide support in writing paragraphs on knowledge utilisation or impact in research proposals and helping businesses with their grant applications. So don't hesitate to contact your RSO if you want to find out more.

The RSOs can also bring you into contact with the right people to apply for patents or arrange license agreements (with Utrecht Holdings), to set up start-ups or other business forms (with Utrechtlnc), or for more complex financial, legal or business-related issues (with the Legal Affairs department and the central RSO of the University Corporate Offices (RSO-UBD)).

The intranet has the contact information for all faculty RSOs and the RSO-UBD.



Utrecht Holdings

As the Knowledge Transfer Office (KTO) of UU and UMCU, Utrecht Holdings advises and assists with commercialisation processes, ranging from management and exploitation of patents, advice in setting up public-private partnerships to advice and assistance in forming spin-off businesses, and investing in spin-offs. Utrecht Holdings can work out with you whether and how the Intellectual Property (IP) can be protected. Patent protection is always arranged through Utrecht Holdings. If it concerns other IP such as copyright (e.g. for software) and know-how, researchers are also encouraged to get in touch with Utrecht Holdings for help and advice.

Utrecht Holdings can share ideas with you at an early stage in your innovative research on protecting the IP, licences, the market potential of your solution and the possibilities for academic entrepreneurship. If the intended spin-off also seeks an investor, Utrecht Holdings can also invest in the spin-off in exchange for shares and/or a convertible loan. This is on the condition, however, that it concerns IP from UU and/or UMCU, with a good team and a solid business and investment plan. An intake with Utrecht Holdings always begins with a non-binding intake interview, in order to gain a clear idea of the kind of innovation, IP and people involved. Following this interview, you will always be asked to complete an Invention Disclosure Form (IDF). Utrecht Holdings has in-depth, market-related expertise, especially in the area of biotech, medtech and digital innovations.

www.utrechtholdings.nl

Support services



Department/ Supervisor

Setting up a business is a process that, regardless of the role you may play in a potential spin-off, will have an impact on your existing work. It is therefore a good idea to involve your colleagues and the Head of Department in the process at an early stage. This will make it easier to manage each other's expectations during the process. They can also provide you with valuable feedback and advice.



UtrechtInc

UtrechtInc is the start-up incubator affiliated to UU. Where Utrecht Holdings provides mainly IP and licence support, UtrechtInc provides practical start-up support. For example, it offers special programmes for academics 1) to clarify and define their business case and market potential and 2) to develop their own entrepreneurial competences, such as pitching.

Utrechtlnc also provides office space, a good coaching and mentoring network and access to the Rabo Pre-Seed Fund. If you are not yet entirely sure of your idea or entrepreneurial ability, Utrechtlnc also offers workshops where you can find out if your idea is suitable for the market and whether you have the motivation to become an entrepreneur.

www.utrechtinc.nl

The enterprise ladder

Each step towards developing a (new) business brings different to-do's and challenges. Where are you on the ladder and who is best suited to help you in taking the next step?





Advice on use

Utrecht Holdings Advice on biotech/medtechspecific accommodation

and labs



facilities, if applicable



Founding and Funding



Utrecht Holdings Advice, assistance in setting

up the business and investment in university spin-offs



UtrechtInc

Advice on co-founders, funding, shares, founding





Cooperation agreement Consult UU Legal Affairs if required



Utrecht Holdings Check: licence required? Patent agreements Term Sheet

Licence agreement

Department Approval of licence / cooperation agreement / amendments to employment contract



UtrechtInc

Advice on licensing and funding conditions





Utrecht Holdings

Advice on IP in business plan Advice on rights/licences required



UtrechtInc

Market potential / business case Market proposition Team and funding

Department



Conflict of Interest



Identify potential conflicts of interest



Utrecht Holdings

Check substantial financial interest / shareholding



Check conflict of interest Check academic integrity



Support Office (RSO)

Research



Support

Utrecht Holdings



Department/ Supervisor



Protection of intellectual property (IP)



RSO

Refers to Utrecht Holdings or UU Legal Affairs



Utrecht Holdings

Draft Invention Disclosure Form (IDF) Possible patent application Status of IP and entitled parties / IP protection



UtrechtInc





Link to grant application Collaboration with third parties IP questions



Utrecht Holdings

Patent expected/desirable Advice on valorisation grants



Department Coordinate mutual expectations



Advice on business model Start-up potential



Universiteit Utrecht

1 Concept

Research Support Office

Link to grant application

Collaboration with third parties

Intellectual property (IP) questions



Utrecht Holdings

Patent expected/desirable

Advice on valorisation grants



Department/Supervisor

Manage mutual expectations



UtrechtInc

Advice on business model Start-up potential



From concept to start-up – the first step

The concept phase is when informal discussions take place. After you have spoken with your Head of Department, RSO staff and other supporters within the faculty, if relevant, it is a good idea to make contact with **Utrecht Holdings** as soon as possible, particularly if it concerns patent innovations. This is because it is no longer possible to apply for a patent for this invention once the invention has been published or announced at a public meeting. For example, you can consider, together with the RSO and Utrecht Holdings, whether there are already provisions on Intellectual Property (IP) in the conditions of current grants, or whether agreements already exist with third parties on the use of the IP.

Utrecht Holdings will work with you to examine the status of the IP, the researcher(s) involved and stakeholders, the technology and the market. Options for IP protection will be discussed, as well as possible routes to the market, such as via industrial collaboration, licences and/or a spin-off route. This latter option is dealt with further in step 2, *Protection of Intellectual Property*.

Usually Utrecht Holdings will refer ideas with commercial potential to **Utrechtlnc** for you to attend a workshop or validation programme for science-based start-ups. Utrecht Holdings can also advise you on applying for valorisation grants (such as from NWO TTW). As a researcher who wants to enter the market with an IP from UU, you should always bear in mind that you need a (commercial) licence from UU, which can be drawn up by Utrecht Holdings.

2 Protection of intellectual property (IP)



Research Support Office

Refers to Utrecht Holdings or UU Legal Affairs



Utrecht Holdings

Drafts Invention Disclosure Form (IDF)

Possible patent application

Status of IP and entitled parties / IP protection

From idea to Intellectual Property (IP)

Under the <u>Collective Labour Agreement for Dutch Universities</u>, all results from education and research developed by researchers employed by UU are owned by the institution. This does not mean that you, as the researcher, have no say over your own work. It does mean, however, that you must properly organise a number of matters concerning intellectual property if you want to do more than merely publish.

In many cases, good protection of technology and knowledge is important for the success of a business, in order to keep one step ahead of the competition and attract external investors, for example. For inventions of a more technical nature, this is often done by documenting the idea/invention in a patent application. In the case of software (digital innovations), patents play a less important role in commercialisation, but the IP in the form of copyright and know-how must be borne in mind. If you have made a scientific invention or have an idea you want to turn into a business, Utrecht Holdings will look into IP protection with you and into the feasibility and desirability of a patent application. If it concerns an IP that has been developed in collaboration with another party, UU Legal Affairs may also need to be involved in the process.

In order to set this process in motion, an <u>Invention Disclosure Form</u> (IDF) needs to be completed. You can do this together with your RSO, with further support from Utrecht Holdings if necessary. In most cases a patent analysis is carried out first before submitting a patent application. An estimate can then be made as to whether the invention is actually new, or whether there are already inventions that are similar and how may businesses are active in a particular field.

It will also be examined whether a patent application, which is often a long process and involves a significant investment of tens of thousands of euros, is worthwhile and contributes to the successful marketing of the invention.

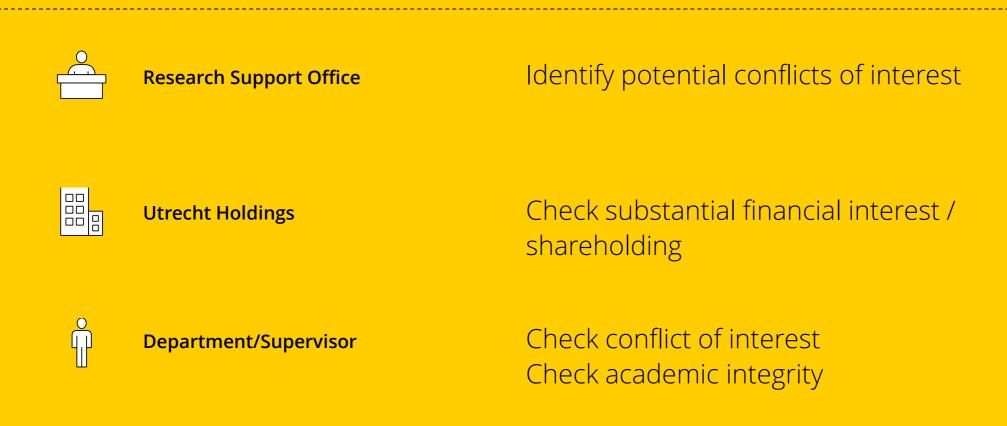
If a patent application is submitted, Utrecht Holdings and the faculty will share the costs of the application, until the moment that a third party obtains the patent under a licence or otherwise acquires it. The income from the patent is then divided between the entitled parties (UU, Utrecht Holdings and the Inventor(s)), according to the 'Equitable remuneration arrangement for Intellectual Property Rights'.

If you are the inventor of an invention at UU and this invention is licensed to a business, you are entitled to 25% of the net income that UU receives from the commercialisation of these rights. This is laid down in the 'Equitable remuneration arrangement for Intellectual Property Rights'.

When new inventions, whether or not patentable, are made within the business, these are generally owned by that business. The business itself should obtain advice on this from a patent agent. If this new knowledge is based on the inventions for which the business has obtained a licence from UU, as the researcher involved with the business you should always consult Utrecht Holdings first, as specific conditions apply in this situation.

In the case of copyright (such as for texts, questionnaires, methods and software), no further steps need to be taken to obtain IP protection. Unlike patent rights that you have to apply for, copyright applies automatically from the moment of creating the work. More information is available at the <u>Copyright Information Office</u>.

3 Conflict of Interest





Conflicts of interest and academic integrity

In this phase, it is advisable to carefully consider to what extent you want to be involved in the future business. If you want to remain employed by UU, further agreements will need to be made to limit conflicts of interest. In many cases permission from the faculty is also required, so make sure you discuss this with your supervisor in a timely manner. More on the university policy on this point can be found at 'Policy starting points for entrepreneurship of staff Utrecht University'.

For more background information, see also 'Guidelines in dealing with IP for academic start-ups' and UU's 'Ancillary Activities Scheme'. Bear in mind that if you continue to be employed by UU on a full-time contract you may never hold more than 4.99% of the shares (substantial financial interest). Utrecht Holdings will issue a binding advice to the faculty if necessary on how to manage the (substantial) financial interest of a researcher.

The researcher's supervisors (immediate superior, Head of Department and/or Dean) will ultimately decide on the agreements that have to be made to ensure academic integrity, and on the potential consequences for the terms of employment.

Useful links
Guidelines in dealing with IP for academic startups

Ancillary activities





Utrecht Holdings

Advice on IP in business plan Advice on rights/licences required



UtrechtInc

Market potential / business case
Market proposition
Team and funding

Business plan, business model and market validation

If it is decided in the concept phase that it is worth taking it further with commercialisation, a business plan must be written on the basis of the idea. Generally speaking, this does not need to be a document of dozens of pages. However, a proper market analysis must be carried out, looking at both the potential position of the product and/or service in the market as well as expectations regarding costs, turnover and profit. The business plan is a living document which you will modify based on newly acquired insights and relevant developments. You use the business plan to generate interest in your idea among potential investors. It is also a valuable tool for reviewing the development of your business.

Once you have drawn up the business plan, it is time to test the theoretical ideas contained in your plan in practice. Even though the potential market for your product may appear to be considerable, it does not necessarily mean that that market is actually looking for a product like yours. It is also a good idea to check whether the business model you have chosen is geared towards the market. A market validation will therefore need to be made, during which you hold discussions with potential customers, and possibly experts too. This will form valuable input for the business plan.

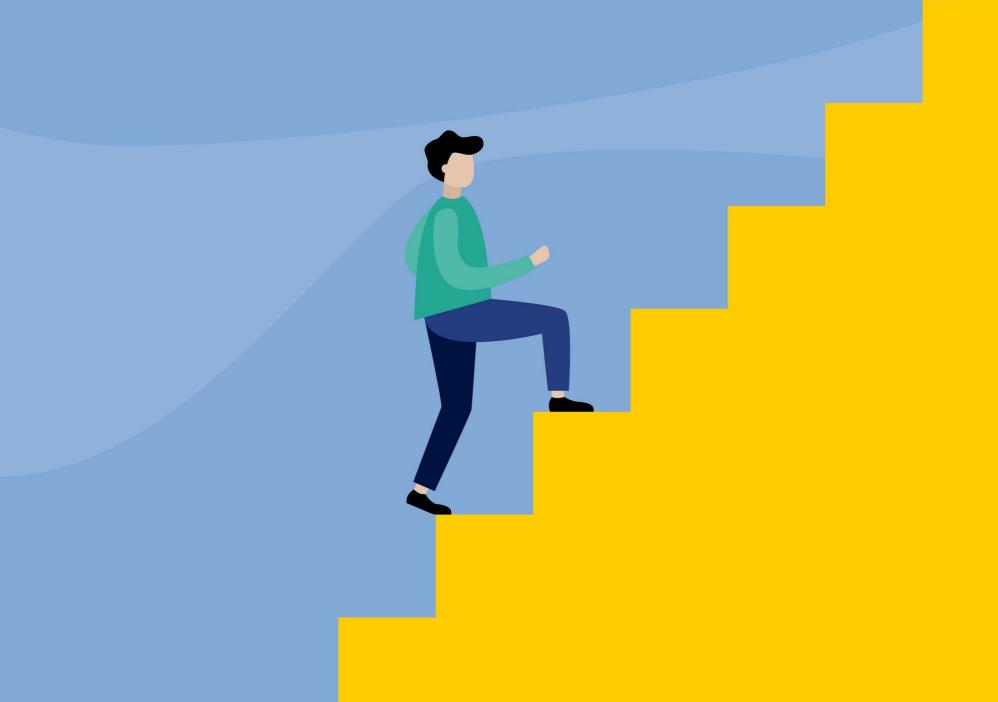
Utrechtlnc can support and advise you during this process. Often it will help you in seeking an external expert to supervise this process. If you participate in one of Utrechtlnc's programmes, finding the right business model and market validation is an integral part of the programme.

Team

Most successful businesses are not set up by a single person. A successful start requires a successful team, in which each team member brings his or her own qualities to bear. Generally speaking, researchers have little knowledge of the commercial and financial side of business operations, and so it is important to find good co-founders who do indeed have this knowledge.

Sometimes as a researcher you may be well versed in management, sales and financial matters, but often it is a good idea to bring extra expertise in this area on board. In the case of a technologically intensive spin-off, such as a biotech business, sometimes extra expertise is needed for laboratory work, registration processes with medicines agencies (such as the FDA and EMA) and for the production of medicines.

Within existing networks you can often make contact in advance with experienced entrepreneurs and investors. Utrechtlnc, for example, has an extensive network of entrepreneurs in ICT and online, and Utrecht Holdings in the area of biotech and medtech. These networks could help you to make your business a success. Perhaps there are colleagues too who would be prepared to take this step with you.



5 Licence and Cooperation

Research Support Office

Cooperation Agreement with UU

Consult UU Legal Affairs if necessary



Utrecht Holdings

Check: UU/UMCU licence required?

Patent agreements

Term Sheet

Licence agreement



Department/Supervisor

Approval of licence / cooperation agreement /

amendments to employment contract



UtrechtInc

Advice on licensing and funding conditions

A licensing deal

Under the <u>Collective Labour Agreement for Dutch Universities</u>, the UU is the owner of the Intellectual Property (IP) of all results from education and research developed in the employment of the university. If you want to commercialise this IP, you will need a licence from the university and from Utrecht Holdings, which administers the intellectual property of the university. If the IP comes from UU, Universiteit Utrecht Holding B.V. is the formal contracting partner; in the case of UMC Utrecht this is UMC Utrecht Holding B.V. The umbrella trade name for both holdings, **Utrecht Holdings**, covers the intellectual property of both knowledge institutions.

If you want to commercialise the IP of the knowledge institutions, you need a commercial licence for that IP (usually patent rights and/or copyright and/or know-how rights). The business will then have to reach agreement with UU and Utrecht Holdings on the conditions under which the business may exploit this knowledge. Utrecht Holdings is responsible for drafting and negotiating the licensing conditions on behalf of UU. The legal starting point is that the IP of UU must be offered to a market party 'on market conditions', otherwise this will be regarded as state aid compared to a business that wishes, for example, to develop similar IP with R&D at its own expense.

Do bear in mind in the business plan of the spin-off that there will be costs involved (such as royalties) in acquiring the rights to the IP of the knowledge institution. In addition, the business (in formation) may want Utrecht Holdings to invest in the spin-off, usually in exchange for shares. This is done, as with the IP agreements, on business grounds. If you lack the knowledge or experience in this area, it is recommended that you seek advice from an independent expert. Through its extensive network of mentors and advisers, Utrechtlnc can also offer support. Examples of licence agreements of other businesses in the same sector can also be a useful reference.

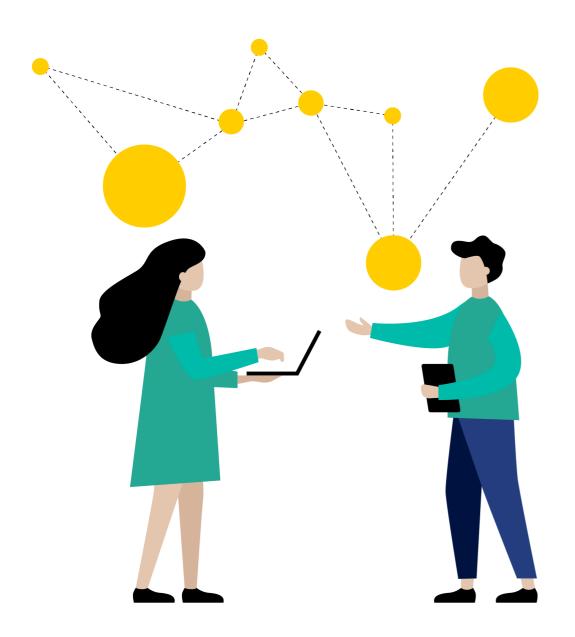
The negotiating process involves examining the wishes and needs of the business and considering the value of the intellectual property, as well as the conditions under which the business may use it. For example, this may be by making milestone payments once certain objectives have been achieved, and/or royalty payments when turnover is generated. Additional agreements can also be made if, for example, the business wishes to operate on university premises for a while or make use of certain infrastructure or equipment for a while. All agreements will be laid down in a Term Sheet. This forms the basis for the agreements which ultimately will be recorded in the licence agreement, and in some cases in the articles of association and a shareholders' agreement. Below is a (non-exhaustive) overview of agreements that may be laid down in such a Term Sheet:

- What knowledge / technology the IP concerns
- For which application, market and geographical area the licence is valid
- Payment of royalties and/or other fees
- Future transfer of IP
- Ownership agreements for new IP
- Licence agreements for new IP
- Linking the licence agreement to a cooperation agreement

It is in the interest of the researchers, the university, Utrecht Holdings and naturally the business itself for the business to succeed. For that reason, conditions and agreements must be sought for all parties involved that are fair and reasonable, and which can withstand the test of state aid and academic integrity.

More detailed information on the use of Intellectual Property can be found in the 'Guidelines in dealing with IP for academic start-ups'. It is wise to study this carefully. More information on the contents of the licence agreement can be found in the appendix:

Applicable Agreements.



Cooperation with UU

In many cases, it is in the interest of both the business and the university to continue to work together after the business has been set up. This will enable the business to use new knowledge developed at UU or in collaboration. Although the actual cooperation will only begin once the business has been set up, agreements are often already made in the licence agreement. In the case of cooperation in the area of research, all kinds of grants are available that can be used. Think, for example, of Topsector financing, NWA routes, European grants and Eurostars, but also schemes by the Netherlands Enterprise Agency which focus specifically on SMEs in which knowledge institutions can also participate. There are also subsidies that can be used in the run-up to and immediately following the business's formation (for example, the NWO TTW Take-off Fund). It is certainly worth investigating the various options at an early stage (before the business is set up). Agreements on cooperation can be laid down in a cooperation agreement. For more information on this, go to the appendix: Applicable Agreements.

In addition, it may be useful for students to carry out internship assignments in the business. Make sure, however, that you reach good agreements with these students on any intellectual property they may help to develop. It may also be worth using the business's expertise in educational activities.

So discuss in good time with your colleagues and the department the various options for cooperation, bearing in mind the 'Basic premises of UU concerning cooperation in the sense of the indirect funding and contract funding survey'.

Useful links www.uu.nl/startup

6 Founding and Funding



Utrecht Holdings



business and investment in university spin-

offs



UtrechtInc

Advice on co-founders, funding, shares, founding

Founding

A number of legal documents are drafted when forming the spin-off and immediately afterwards. Often these are the following documents:

- Articles of association
- Shareholders' agreement
- Cooperation agreement (following formation)
- Licence agreement (following formation)

The <u>appendix: Applicable Agreements</u> deals with the various agreements in greater detail. The choice of legal form of the business is also made upon its formation. In the case of a university spin-off, this will almost without exception be a private limited company (*besloten vennootschap*, bv). A number of practical matters also need to be arranged, such as setting up an accounts system and registering with the Chamber of Commerce.

Before the actual formation takes place, it will be decided how the shares will be allocated upon formation. This will depend on a number of factors, such as the contribution to the formation as co-founder, the value of an individual's contribution to the business and how much money a party contributes. Various types of shares can also be issued, to which different rights are assigned (with or without voting rights, for example). This will be laid down in the articles of association. UtrechtInc can advise you on these matters

In any case, bear in mind that if you continue to be employed by UU on a full-time contract, you may never hold more than 4.99% of the shares. More about the guidelines the UU follows when allocating the shares can be found in the <u>'Guidelines in dealing with IP for academic start-ups'</u> and the <u>'Ancillary Activities Scheme'</u> of UU.

Funding

It is very rare that a business immediately generates income upon its formation. In some sectors, such as biotech, income may not be generated for many years. But a business needs cash, of course, in order to operate. In order to find out how much funding the business needs, a thorough financial plan must be drawn up. Funding from a variety of sources can be drawn on in the start-up phase:

- The founders' own funds
- Pre-seed funds (e.g. the Rabo Pre-seed fund)
- Friends, Family & Fools (informal investors from one's own circle)
- Informal Investors (private investors, such as business angels)
- Universiteit Utrecht Holding BV / UMC Utrecht Holding BV
- Financing from a bank
- Venture capital
- (Equity) crowdfunding
- Grants and subsidies

This funding can take the form of a loan or an investment. With investments, this comes with shares and sometimes a level of control in the business.

Make enquiries at an early stage into all financing options which the business may qualify for. Look, for example, into the possibilities for a NWO TTW Take-off or Demonstrator, which can help with the start up of the business. For example, with the Take-off financing you can submit a phase 1 application for a feasibility study (i.e. before the formation) and a phase 2 application for a loan of up to €250,000 to enable the business to grow. There are also some less well-known schemes for academics, such as those from the Netherlands Enterprise Agency and the European Commission, which focus specifically on knowledge-intensive SMEs.

7 Facilities



Research Support Office

Advice on use of facilities



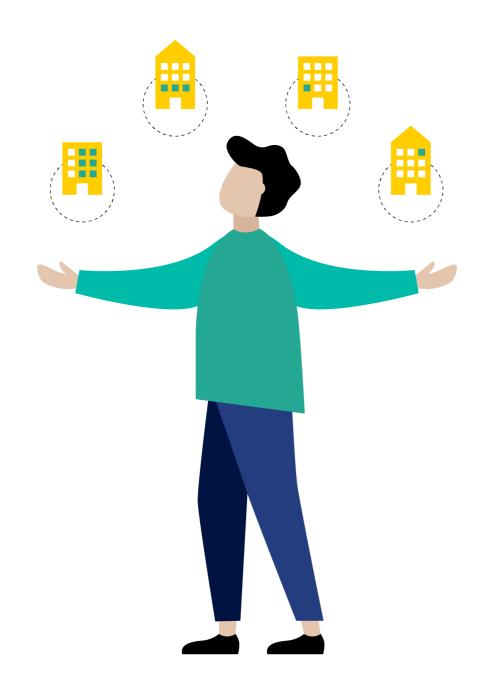
Utrecht Holdings

Advice on biotech/medtech-specific accommodation and labs



UtrechtInc

Accommodation and facilities, if applicable



Facilities

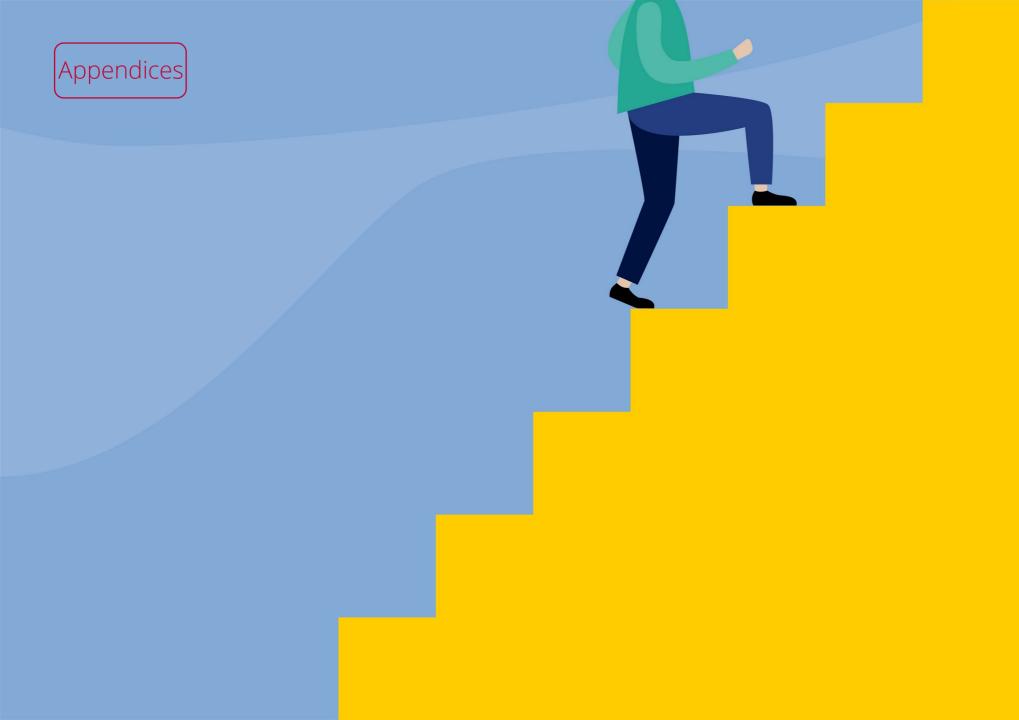
Well before setting up your business you will need to work out what facilities the business will need. Initially the business could start and be accommodated on UU premises. This is by no means possible in all cases, for example due to the lack of space. Liaise beforehand with the department and the faculty if you wish to make use of UU facilities. Discuss it first with your department manager, and then together with the director and management of the faculty. Please be aware that the use of facilities and space at UU is only temporary. If you only need office space for your business, see whether Utrechtlnc can accommodate you. In any case, obtain advice from your faculty, Utrecht Holdings and Utrechtlnc in good time about the various options and the costs involved.

As well as renting space, it is sometimes also economical or even necessary to use particular research equipment and infrastructure of UU for your business. Some of this infrastructure is already offered to third parties. You will find a summary on the page Labs and Facilities. In addition, Utrecht Life Sciences keeps an overview of UU and UMCU Facilities for the Life Sciences Domain. There is also the possibility to use the facilities of the 'Innovation Lab for Life Sciences & Chemistry'.

If the business uses facilities that are not normally made available to third parties (outside UU), make sure you make clear agreements on their use, the costs and liability.

Useful links

Labs and facilities Utrecht University
Facilities for the Life Sciences-domain
Innovation Lab for Life Sciences & Chemistry



Appendices

Applicable agreements

These appendices discuss in a little more detail the various legal documents and agreements that may play a role in setting up a spin-off business. Remember that each situation is unique and not every document will always apply.

Articles of association

When forming a private limited company (besloten vennootschap, bv), articles of association will be drawn up. These articles of association lay down the basic rules under which the company will operate. The following matters are laid down:

- Object of the company
- Rules governing the transfer of shares and offering shares to third parties
- Properties of the various types of shares
- Value of the shares
- Voting rights and decision-making by the shareholders
- Appointment and dismissal of directors

Utrechtlnc, a civil-law notary and, in some cases, Utrecht Holdings can advise you on this.

Shareholders' agreement

The shareholders' agreement lays down specific agreements between the shareholders. This is always advisable if there are several shareholders, in order to avoid unpleasant situations in the future. Suppose, for example, that one of the founders wishes to step down from the business for personal reasons, and therefore cannot give his or her full attention to acting as a good shareholder. In that case you may, as co-founders, want to have the option to oblige him or her to offer his or her shareholding to the other shareholders. Or suppose that more than the majority want to sell the business. You may then want to be able to oblige the minority to sell their shares. All kinds of potential situations may arise in this way, which makes it a good idea to make clear agreements beforehand.

Make sure that you are well-informed on this beforehand and discuss it with your co-founders in good time.

Appendices

Licence agreement

As stated in step 5, <u>Licence and Cooperation</u>, the business will have to conclude a licence agreement if it will be using intellectual property of Utrecht University. This agreement lays down the conditions under which the business is permitted to do this. It will specify, for example, the part of the intellectual property that may be used, for what purposes and in what market.

In addition, the agreement will lay down what fees are payable. Depending on the situation, various forms could be chosen: milestone payments when certain objectives have been achieved and/or royalties as a percentage of the turnover. Often a combination will be chosen. If desired, agreements can be made on buying out future royalties.

In many cases agreements are also made on the use of future intellectual property that is generated at UU and may be of interest to the business. This could involve, for example, improvements to the technology for which the business currently has a licence.

More background can be found in the 'Guidelines in dealing with IP for academic start-ups'. A licence agreement is always tailored to the situation and demands extremely specific expertise, so it is always advisable to engage an expert for advice, and possibly also to assist you in negotiations.

Cooperation agreement

As discussed in step 5, under <u>Cooperation with UU</u>, it can be an attractive option for both the business and UU to continue their cooperation. A cooperation agreement will be concluded for this, containing general agreements on the area of cooperation, what each partner will contribute to the cooperation, how intellectual property arising from the cooperation will be dealt with, and liability.

All kinds of options for obtaining subsidies are also available that can be applied for jointly (see step 6, *Funding*). This always requires a cooperation agreement to be concluded. Sometimes a grantor is also a contracting party. Be aware that in this new agreement, different conditions to those in an earlier cooperation agreement between UU and the business may be included, such as different agreements on the use of intellectual property. The work that is carried out under this subsidy will therefore always be subject to the conditions of that agreement.





The information in this presentation has been compiled with the utmost care, but no rights can be derived from its contents.