ARTICLE VIII
WORKING CONDITIONS

A. TEACHING ASSIGNMENT

1. Except in the School of Law (14 units per academic year), the maximum assignment per academic year shall be twenty-four (24) units. The standard teaching assignment per academic year shall be 18 units except in the case of faculty in the College of Visual & Performing Arts teaching only studio courses, where the standard teaching assignment shall be 30 units per academic year and in the School of Law fourteen (14) units per academic year. Adjustments upward or downward from this standard assignment are possible with written justification and approval by the faculty member, the Chairperson (or the Program Chair in the School of Law) and the Dean. It is understood and agreed that on occasion a department chair may assign more than 18 units in one academic year without the approval of a faculty member. The faculty member's teaching assignment will be appropriately adjusted in the succeeding academic year.

2. Faculty teaching assignments shall be decided by the Department Chairperson (or Associate Dean for the School of Law) in consultation with members of the department and must be acceptable to the Dean of College or School.

   Faculty teaching assignments shall be decided by the Department Chairperson in consultation with members of the department and must be acceptable to the Dean of the College or School. In the Law School, faculty teaching assignments shall be decided by the Dean or Dean's designee in consultation with members of the department and must be acceptable to the Law Academic Council.

3. Faculty may be assigned to teach classes between the hours of 8:00 a.m. and 10:00 p.m. Until June 30, 2012, teaching assignments after 7:00 p.m. shall be made only with the written agreement of the faculty member involved. In no case will faculty be required to teach a class that ends more than eight (8) hours after the beginning of their first class of the day.

4. School of Law faculty may be assigned to teach classes between the hours of 9:00 a.m. and 10:00 p.m. In no case, will faculty be required (1) to teach a class that ends more than eight (8) hours after the beginning of their first class of the day, or (2) to teach classes on more than five days in a week.

B. DETERMINATION OF TEACHING LOAD

Teaching load shall be computed according to the following scale:

1. One (1) lecture, recitation or laboratory/studio/clinical class hour per week equals one (1) unit. In the College of Nursing, for purposes of Part-Time Lecturers teaching only clinical practicum sections, a unit will be defined as two (2) clock hours of clinical practicum instruction per week.

2. In laboratory and studio courses, every effort will be made to assign technicians to prepare equipment for experiments, to assist in conducting experiments and to process student reports in order to provide faculty members more equitable teaching loads. For the duration of this agreement, the incremental amount of support for a CVPA professional technician(s) agreed to in the MOU of March 30,1999 shall be maintained.

3. Advising for graduate theses and graduate projects equals two (2) units for the first student and one (1) unit each for subsequent students for a maximum of four (4) units. Graduate thesis advising credit cannot be accrued for a given individual student for more than four (4) semesters for Master thesis and eight (8) semesters for Ph.D. thesis.

4. Every effort shall be made to distribute equitably the number of students per faculty member in a given discipline. A faculty member who has extra large sections for two (2) semesters in succession, shall, where feasible, be given a reduced number of course assignments in the following semester.

5. Whenever possible, the number of preparations for an individual faculty member shall not exceed two (2) without consent of the faculty member involved.

6. The goals of the University require that the average workload for faculty members consist of four basic elements:

   a) The basic instructional workload,

   b) Research, creative or professional activity,

   c) Academic service, and

   d) Public Service

7. Subject to the provisions of this Agreement and to budgetary constraints, the Employer/University Administration shall, as a high academic priority, maintain the goal of achieving a student-faculty ratio appropriate to a high quality of education and fulfilling the mission of the University.

8. Instructional workload assignments to faculty members shall reflect (a) the academic needs of the department or program, (b) the faculty member's qualifications and expertise and (c) the faculty member's professional interests.

9. In determining workload assignments, the faculty member's research commitment, service contributions and prior instructional workload shall be taken into account to determine whether these warrant adjustment of instructional workload.

C. DEPARTMENT CHAIRPERSONS

1. Department Chairpersons shall have a maximum teaching load of twelve (12) units per academic year.

2. Department Chairpersons shall be responsible for up to fifteen (15) days of service during the period June 1 through August 31. Specific days shall be determined by the Chancellor or the Chancellor's designee.

3. Department Chairpersons or the Program Chairperson-of SMAST shall receive a stipend. The stipend is in addition to regular faculty compensation and is part of the individual's base salary. The stipend is included as part of the base salary for purposes of determining the salary rate increments for percentage increases. When the individual ceases to carry out the duties of the Department Chairperson, that person no longer receives the stipend. In the event that Department Chairperson duties are carried out by an Acting Department Chairperson or an Acting

4. Program Chairperson, the stipend shall be paid to the Acting Chairperson.

5. Department Chairpersons shall submit proposed course schedules to the appropriate Dean no later than December 1 for the following fall semester and no later than March 1 for the following spring semester.

D. OTHER FACULTY RESPONSIBILITIES

1. Although not considered as part of the normal teaching load, the full-time, benefited faculty is to participate in and contribute to these activities:

   a) Scheduled academic functions and meetings of the department, college and university.

   b) Regular student advising or advising other than thesis.

2. Office Hours

   a) For non-law faculty, there shall be at least four (4) scheduled office hours per week, not less than one hour per day on three separate

days, per tenure-track faculty member. Additional office hours may be required when the Department Chairperson and Dean agree on the necessity. (Flexible enforcement to be devised).

b) For law faculty, there shall be at least four (4) scheduled office hours per week per tenure-track faculty member. These hours shall be scheduled at times that are convenient for the students in the faculty member's classes. Additional office hours may be required when the Law Academic Council and the Dean agree on the necessity.

3. Faculty members are required to submit their grades to the Office of University Records by the date specified by that office. In cases where this responsibility is not fulfilled, the Registrar will notify the faculty member on the seventh (7th) day following the due date. On the fourteenth (14th) day following the due date, the Administration will be empowered to withhold salary checks until the grade(s) in question are submitted. Extenuating circumstances that prevent the withholding of salary checks will be agreed upon on a case by case basis by the Administration and the Faculty Federation.

Notwithstanding the above, law faculty members shall have no less than twenty-one Days, subject to variation by the Law Academic Council, following a written examination in which to submit grades.

E. TEACHING PROGRAMS

1. Work Schedule

a) All courses are scheduled and all faculty members' assignments are fitted within a five-day (5) work week except in the School of Law. Faculty members' written request and justifications for special consideration will be taken into account by the Department Chairperson and, if recommended by the Chairperson, must be submitted to the College Dean for approval.

b) In the school of law, faculty members teaching assignments will normally be on no more than three days, but a faculty member may be scheduled for more than three days upon good cause and either the faculty member's consent, or approval of the Law Academic Council. Faculty members can be scheduled for both day and night/weekend courses, but effort will be made to rotate faculty members so that each faculty member teaches a fair share of the night/weekend courses. Faculty members' written request and justifications for special consideration will be taken into account and may be submitted to the College Dean for approval.

2. All courses are scheduled and all faculty members' assignments are fitted within a five-day (5) work week. Faculty members' written request and justifications for special consideration will be taken into account by the Department Chairperson and, if recommended by the Chairperson, must be submitted to the College Dean for approval.

3. The assignment of courses shall be determined by the Department Chairperson in consultation with each faculty member of the department and with the approval of the Dean of the College.

4. Teaching loads in a department shall be distributed as evenly as possible among faculty members.

5. In scheduling and assigning courses, faculty requests will be taken into account by the Department Chairperson. Requests shall be in writing.

6. Seniority will be a factor in consideration of the assignment of courses and schedules.

7. Distance Learning.

The administration and Faculty Federation agree to appoint a committee to study on-line instruction and the impact of on-line instruction on intellectual property, working conditions, and compensation. Three members of the committee will be appointed by the Faculty Federation. Three members of the committee will be appointed by the Chancellor. The committee will study the issues associated with incorporating on-line instruction in courses offered as part of the teaching assignment of members of the faculty bargaining unit, and report findings and recommendations to the parties to this negotiation by May 1, 2011.

a) <u>Purpose</u>

(1) The purpose of teaching with technologies is to enrich and to increase the availability of the curriculum offerings of UMass Dartmouth.

(2) The parties agree that the use of such technology shall NOT be used to reduce, eliminate or consolidate faculty positions within UMass Dartmouth.

b) <u>Definitions</u>

(1) CODEC: These are interactive classes offered via telephone lines to off-campus sites (such as full motion video, PicTel, etc.).

(2) Computer Based Multi-Media: These are courses that use CD ROMS, videodisc, and telecommunication link between the student and the faculty member (e-mail, Internet).

(3) Print Based Only: These are traditional independent courses. Materials are all print-based such as textbook and study guide.

(4) Print Based plus Multi-Media: Same as print based only, except that additional types of non-print materials constitute a substantial part of the instructional materials/activities.

(5) Satellite: These are courses delivered to remote sites by satellite uplink.

(6) Site: A site is defined as a location with an enrollment of six (6) or more students.

(7) Teleclass: These are courses developed under contract with UMass Dartmouth by faculty members. They may be developed for commercial use and utilize video technologies.

(8) Telecourse: Video, print, and other materials for the course are purchased from vendors. Faculty do not have to develop their own materials to teach the course.

c) Course Offering Approval

Courses to be offered by utilization of technology must meet quality standards maintained at UMass Dartmouth. All such courses shall be created as the result of the standard course emergence process as stipulated in the Agreement (Article V.E. pg. 31).

d) eLearning Committee

(1) A standing committee will be created to study and make recommendations regarding workload and compensation issues for teaching of distance learning courses. These recommendations will be the basis for future negotiations regarding distance learning workload and compensation. The committee will consist of three members selected by the Faculty Federation and three members selected by the Chancellor, and will report at least annually to the parties to the Agreement and the Faculty Senate.

(2) The Committee will routinely assess whether:

Distance learning offerings provide for timely and appropriate interaction between students and faculty and among students.

The institution's faculty assumes responsibility for and exercises oversight over distance education, ensuring both the rigor of programs and the quality of instruction.

The institution ensures that the technology used is appropriate to the nature and objectives of the programs.

The academic department ensures the currency of materials, programs and courses.

The institution's distance education policies are clear concerning ownership of materials, faculty compensation, copyright issues, and the utilization of revenue derived from the creation and production of software, telecourses, or other media products.

The institution provides appropriate faculty support services specifically related to distance education.

The institution provides appropriate training for faculty who teach in distance education programs.

Evaluation and Assessment

The institution assesses student capability (except in the case of the Professional and Continuing Education) to succeed in distance education programs and applies this information to admission and recruiting policies and decisions.

The institution evaluates the educational effectiveness of its distance education programs (including assessments of student based learning outcomes, student retention, and student satisfaction) to ensure comparability to campus-based programs.

The institution ensures the integrity of student work and the credibility of the degrees and credits it awards.

Library and Learning Resources

The institution ensures that students have access to and can effectively use appropriate library resources.

The institution monitors whether students make appropriate use of learning resources.

The institution provides laboratories, facilities, and equipment appropriate to the courses or programs.

Student Services

The institution provides adequate access to the range of student services appropriate to support the programs, including admissions, financial aid, academic advising, delivery of course materials, and placement and counseling.

The institution provides an adequate means for resolving student complaints.

The institution provides to students advertising, recruiting, and admissions information that adequately and accurately represents the programs, requirements, and services available.

The institution ensures that students admitted possess the knowledge and equipment necessary to use the technology employed by the program, and provides aid to students who are experiencing difficulty using the required technology.

Facilities and Finance

The institution possesses the equipment and technical expertise required for distance education.

The institution's long range planning, budgeting, and policy development processes reflect the facilities, staffing, equipment and other resources essential to the viability and effectiveness of the distance education program.

e) Workload

The following considerations apply to all distance learning classes:

No faculty member shall be assigned to teach a distance learning course that involves learning new technologies without the opportunity to be trained in those technologies.

Faculty willingness to teach these courses shall be considered but program need will be given higher priority.

No faculty member shall be assigned to teach a distance learning course using new technologies without adequate prior opportunity to prepare materials required to use those technologies, except in emergencies.

Faculty members assigned to teach a distance learning course will receive appropriate clerical, logistical, instructional, and technical support.

(1) Preparation

A faculty member teaching a distance learning course for the first time, which requires substantial time and effort to learn new technologies and/or develop or adapt new materials, will be awarded additional units up to twice the number given for a regular course. In subsequent offerings where classroom attendance by the faculty member is needed, workload units will be calculated at 1.5 units/credit hour. When workload is adjusted to reflect the additional effort for training and/or course preparation, the faculty member will provide a brief written report on training received and materials developed.

(2) Sites

When a course is delivered via CODEC or satellite, in which there is continuous interaction among sites, a workload adjustment will be made for any site with six or more students. For a three semester hour course with up to three off-campus sites, .25 additional units per off-campus site shall be awarded. For four (4) to six (6) off-campus sites, up to 1.0 additional units shall be awarded for a three semester hour course.

(3) Enrollment

For both CODEC and satellite delivery, total enrollment for all sites, including the on-campus site, will be capped at the same enrollment levels as the equivalent on-campus class. If total enrollments at all sites exceed the above cap, an additional one-fourth unit per semester hour will be assigned for every 25 percent by which enrollments exceed the cap.

f) Intellectual Property

This section applies when a regular class is video-taped for use at a future time or date by either the department or the faculty member.

(1) Prior to the video-taping of a course, an agreement consistent with the University of Massachusetts Dartmouth Intellectual Property Agreement must be completed.

(2) Both a faculty member using video tapes and materials produced by another faculty member, and a faculty member using their own tapes and materials, shall receive no more than one-half the workload equivalent for the course unless they are present when all tapes are shown, in which case the regular workload equivalent for the course shall be assigned.

g) Limitations

A live, interactive distance learning course transmitted by another institution may not be offered at a University of Massachusetts Dartmouth site if the same course is being taught that same semester at any University of Massachusetts Dartmouth site without the prior approval of the chair of the academic department in which that subject matter would be given credit.

The administration and Faculty Federation agree to appoint a committee to study on-line instruction and the impact of on-line instruction on intellectual property, working conditions, and compensation. Three members of the committee will be appointed by the Faculty Federation. Three members of the committee will be appointed by the Chancellor. The committee will study the issues associated with incorporating on-line instruction in courses offered as part of the teaching assignment of members of the faculty bargaining unit, and report findings and recommendations to the parties to this negotiation by May 1, 2011.

F. TRANSFER

Faculty may be transferred from one department to another within one college, or between colleges. Such transfers shall be made without loss of seniority or any other rights or perquisites. Transfers must be approved by the Dean or Deans involved, but only with the written consent of the faculty member involved, and only with the prior approval of a majority of the tenured members of the department to which the transfer is requested.

G. ACADEMIC YEAR AND CALENDAR

1. Academic Year

a) The academic year for the School of Law shall begin on August 15, of each year and end on May 15, of the next year, subject to variation by the Law Academic Council to ensure complete fall and spring semesters over a period not less than nine months and not more than 40 weeks. Faculty serving under a teaching contract are expected to be available each day within this period excepting Sundays and holidays unless explicitly relieved of this responsibility in writing by the Dean of the School. Any restructuring of the academic semester system shall be subject to negotiation. Faculty will be available to attend graduation exercises scheduled before June 1.

b) The academic year in all other regards shall begin on September 1, of each year and end on May 31, of the next year. Faculty serving under a teaching contract are expected to be available each day within this period excepting Saturdays, Sundays and holidays unless explicitly relieved of this responsibility in writing by the Dean of the College.

2. University Calendar

The University calendar for each year shall be determined at least two (2) years in advance by the administration in consultation with the Faculty Federation.

H. FACILITIES

1. Office space will be allocated by the administration to each department and it will be the responsibility of the Department Chairperson to allocate individual office assignments. This action must be taken prior to June 30 of each year.

2. Suitable office space with appropriate office equipment shall be provided for each faculty member. Whenever feasible, office spaces will be assigned to faculty members on a continuing basis, from year to year and for non-law faculty with no more than two (2) full-time faculty assigned to any office. Where possible, each fulltime, tenure track law professor shall be provided with a private office.

3. Faculty members shall have access to their offices and/or related laboratory facilities twenty-four (24) hours a day, seven (7) days a week without jeopardizing security.

4. Suitable faculty lounge areas will be provided in each building containing ten (10) or more faculty offices.

5. Where feasible, each department shall be allocated at least one (1) full-time secretary. Departments having more than fifteen (15) full-time faculty shall be allocated an additional secretary.

6. Department Chairpersons shall have first priority in the assignment of single-person offices in the department.

7. Whenever the temperature inside any work location drops below 65 degrees whereby employees are required to wear coats or heavy sweaters in order to remain in the work location, the person in charge of such work location shall immediately contact the person responsible for heating the building to determine the cause and probable length of time necessary to correct the problem. The person responsible for heating the building shall immediately relay such information to the Chancellor who shall have the right to dismiss members of the staff until such time as the situation is to be corrected within the workday.

I. FULL-TIME SERVICE REQUIREMENTS

Appointment to the faculty of the University on a full-time basis obligates the appointee to render full-time service to the University unless otherwise specifically exempted by the Chancellor.

J. DUES CHECK-OFF

The Faculty Federation may secure authorization for payroll deduction for dues.

K. WEATHER CONDITIONS

All members of the bargaining unit shall be treated equally with regard to adverse weather conditions.

L. AGENCY FEE

Persons covered by this Agreement who are not Federation members shall be required, as a condition of employment, within thirty (30) days of employment or within thirty (30) days of the execution of this Agreement, whichever comes last, to pay to the Federation an Agency Service Fee proportionately commensurate with the cost of collective bargaining and contract administration. The amount of the fee shall be no more than the Federation dues.

M. THE UNIVERSITY OF MASSACHUSETTS POLICY ON FACULTY CONSULTING AND OUTSIDE ACTIVITIES

Full-time faculty members are expected to devote to the University their primary professional loyalty and to direct to the University their time and energy. They are considered "special state employees" for purposes of the Massachusetts law governing the conduct of public officials and employees (Massachusetts General Laws Ch. 268A), however, they are permitted to engage in limited activities outside of the University during normal working hours, provided such outside activities do not interfere with their primary obligations. The University recognizes that outside activities can be of value to faculty and the University. This Policy is intended to further the mission of the University and to enrich the experiences of the faculty by facilitating appropriately limited outside activities for faculty.

1. Definitions

As used in this Policy, the following words shall have the following meanings:

a) Academic Week - The period of Monday through Friday in each week.

b) Outside Activities - Non-academic activities undertaken by a Faculty Member in the faculty member's area of expertise in association with individuals or entities outside the University. Such activities include for example, working as an employee or consultant, or serving as an executive, trustee or director for a company or non-profit organization. Such activities do not include, for example, short-term academic activities undertaken for professional development, such as lectures, participation on governmental or professional society advisory panels or scholarly events, or membership on editorial boards.

c) CVIP - The University Office of Commercial Ventures and Intellectual Property.

d) Faculty Member - A full-time employee of the University whose principal title is Lecturer, Instructor, Assistant Professor, Associate Professor, or Professor, or any other University employee whose principal duties consist of teaching and conducting academic research.

e) Vice Chancellor for Research - The Vice Chancellor for Research at each campus, or where no such position exists, the Provost (or their designees).

2. Policy

a) Scope of Policy

This Policy applies only to Faculty Members.

b) Allowable Activities

The University ordinarily permits full-time Faculty Members to devote the equivalent of one day within the Academic Week to the performance of Outside Activities. The University ordinarily does not place a specific limit on the amount of time that part-time Faculty Members may devote to the performance of Outside Activities. The time commitment devoted by any Faculty Member to Outside Activities may not interfere with the Faculty Member's professional commitment to the University.

c) Prohibited or Restricted Activities

(1) Use of Students or University Resources - Faculty Members are ordinarily prohibited from performing Outside Activities that involve the use of University-administered funds, facilities, or equipment, and must obtain approval to involve students in connection with Outside Activities in accordance with the University Policy on Conflicts of Interest Relating to Intellectual Property and Commercial Ventures.

(2) Activities Involving a Conflict of Interest - In the event a Faculty Member is considering undertaking an Outside Activity that poses an actual or potential Conflict of Interest, as defined by the University Policy on Conflicts of Interest Relating to Intellectual Property and Commercial Ventures, the Faculty member should disclose all relevant information as required by that Policy.

(3) Use of University's Name - The University's name shall not be used in relation to any Outside Activities, except in describing an individual's credentials, and except in accordance with University policy.

d) Administrative Procedures

(1) Disclosure and Approval of Outside Activities - Before the commencement of any Outside Activity subject to this Policy, the University requires a Faculty Member to disclose the proposed Outside Activity to the member's Department Chair, and to receive approval of such Outside

Activity. The University shall make available appropriate forms. The University also requires prompt disclosure of material changes in previously disclosed Outside Activities. Each Department Chair shall periodically provide to the applicable Dean a report on the Outside Activities of Faculty Members within that department, and the Dean shall provide this report to the Director of the University Office for Commercial Ventures and Intellectual Property and to the Conflicts Committee.

When Faculty Members are negotiating consulting arrangements with non-University entities they should keep in mind that under the University Intellectual Property Policy, the University will be the presumed owner of any patent or other intellectual property rights that arise in the course of consulting work or other Outside Activities if that work is the same as, is directly related to, or is substantially similar to a research project in which that Faculty Member is engaged at the University. In order to avoid potential ownership disputes and liability, Faculty Members and Department Chairs are strongly encouraged to consult with the Vice Chancellor for Research to ensure that Outside Activities are outside the scope of the University Intellectual Property Policy.

(2) Standard Form Rider - The CVIP will make available standard form riders, to be attached to all written agreements to undertake Outside Activities entered into by a Faculty Member, which will describe the intellectual property rights of the University, and which will contain an acknowledgment of such rights by the non-University entity. This rider is intended to avoid potential misunderstandings and disputes regarding ownership of intellectual property developed by the Faculty Member. The University strongly encourages use of this standard form rider.

3. Interpretation and Evaluation

The President or the President's designee will have authority to interpret this Policy. Periodically, but at least every three (3) years, the President or the President's designee will conduct an evaluation of this Policy and formulate amendments for the consideration of the Trustees of the University.

4. Enforcement

The Vice Chancellor for Research may refer any matter to the appropriate University official for disciplinary or other appropriate action. If a matter involves a Conflict of Interest under the University Policy on Conflicts of Interest Relating to Intellectual Property and Commercial Ventures, the Vice Chancellor for Research shall refer the matter to the Conflicts Committee.

5. Appeals

A Faculty Member may request that the Vice Chancellor for Research review any decision of the member's Department Chair concerning Outside Activities. A Faculty Member may appeal any decision of the Vice Chancellor for Research by requesting a review of the decision by the President or the President's designee. The decision of the President shall be final.

6. Other Policies

As noted above, Outside Activities may involve other University policies, such as the Intellectual Property Policy, the Policy on Conflicts of Interest Relating to Intellectual Property and Commercial Ventures, and the Policy on Compensation for Certain Additional Professional Services (to the extent not superseded by this Policy). Faculty Members should refer to these other policies as necessary.

7. The University acknowledges that the Outside Activities of law faculty members may involve confidential information that is protected by the attorney-client privilege. The Rules of Professional Conduct may prohibit the disclosure of this information to the University in the furtherance of the Outside Activities policy. Should the University claim that the assertion of a privilege by a faculty member is improper, both parties shall exercise good faith towards each other and shall seek a resolution of the question through the Board of Bar Overseers and, if necessary, appropriate judicial action. A law faculty member shall not be penalized in any manner for the assertion of privilege unless the University shows that the assertion was unsubstantiated by the law and was raised in bad faith.

N. THE UNIVERSITY OF MASSACHUSETTS POLICY ON CONFLICTS OF INTEREST

Under most circumstances, conflicts of interest involving individuals associated with the University are addressed by Chapter 268A of the Massachusetts General Laws, which governs the conduct of public officials and employees. However, pursuant to Massachusetts General Laws Ch. 75 §14A, in the area of intellectual

property and technology transfer this policy is controlling. In matters not addressed by this policy, the provisions of Chapter 268A apply.

1. Definitions

As used in this Policy, the following words shall have the following meanings:

a) Chair - The Chairperson of the Conflicts Committee, as described in detail below.

b) Clinical Research - Research involving human subjects.

c) Company - Any corporation, partnership, association, or other legal entity, excluding entities controlled by the United States government, the Commonwealth of Massachusetts, and the University. A Company shall include all affiliates and other associated entities.

d) Conflict of Interest - (i) An actual or potential conflict between the personal interests of a Covered Individual and the interests of the University or the public or (ii) the reasonable appearance of such a conflict to the public. The University recognizes that the mere existence of a conflict of interest is not improper, but could lead to apparent or actual improper behavior. This Policy seeks to manage conflicts of interest to minimize both the appearance of improper behavior and the harm that could result from actual improper behavior. The University does not require disclosure and review of every Conflict of Interest, but only those involving a Financial Interest and certain situations, as described below.

e) Conflicts Committee - A five-campus committee that reviews and manages conflicts of interest, as further described in paragraph 2 below.

f) Covered Individual - Any individual associated with the University, including without limitation faculty, staff, and students, but excluding members of the CVIP and Vice Chancellors for Research. Anyone who is not a Covered Individual remains subject to the more restrictive provisions of Mass. Gen. Laws Ch. 268A.

g) CVIP - The University Office of Commercial Ventures and Intellectual Property.

h) Director - The Executive Director of the CVIP.

i) Equity - All ownership interests in a Company and all rights to obtain ownership interests in a Company, including without

limitation common or preferred stock, warrants, options, and partnership units, and also including compensation arrangements based on equity performance (e.g., phantom stock). "Equity" does not include ownership interests that are held through publicly-traded mutual funds.

j) Financial Interest - A Significant Financial Interest or Substantial Financial Interest, both as defined below.

k) Non-Equity Compensation - All compensation other than Equity that is provided by a Company or contractually promised by a Company, including without limitation salary, gifts, royalties, consulting fees, honoraria, goods, services, and travel expenses. "Non-Equity Compensation" does not include compensation that is provided by the University pursuant to (i) its Intellectual Property Policy or by another educational or research institution pursuant to a similar policy or (ii) University-approved research funding.

l) Significant Financial Interest - Has either of the following meanings.

(1) Clinical Research - In relation to Clinical Research that is performed or directed by a Covered Individual, "Significant Financial Interest" means (i) any Equity in a Company that is directly owned by, or is under the control of, a Covered Individual or a member of the individual's immediate family or (ii) Non-Equity Compensation from a Company in an aggregate amount greater than $1,000 within the prior twelve-month period that is directly or indirectly received by or contractually promised to a Covered Individual or a member of the individual's immediate family.

(2) Non-Clinical Research - In relation to research other than Clinical Research that is performed or directed by a Covered Individual, "Significant Financial Interest" means either (i) Equity that represents more than one percent (1%) of the total equity in a Company or has a total current value of more than $10,000 that is directly owned by, or is under the control of, such Covered Individual or a member of the individual's immediate family or (ii) Non-Equity Compensation in an aggregate amount greater than $10,000 within the prior twelve-month period that is received by or contractually promised to a Covered Individual or a member of the individual's immediate family.

m) Substantial Financial Interest - Has either of the following meanings.

(1) Clinical Research - In relation to Clinical Research that is performed or directed by a Covered Individual, [1]"Substantial Financial Interest[1]" has the same meaning as [1]"Significant Financial Interest.[1]"

(2) Non-Clinical Research - In relation to research other than Clinical Research that is performed or directed by a Covered Individual, "Substantial Interest" means either (i) Equity that represents more than five percent (5%) of the total equity in a Company or has a total current value of more than $100,000 that is directly owned by, or is under the control of, such Covered Individual or a member of the individual's immediate family or (ii) Non-Equity Compensation in an aggregate amount greater than $100,000 within the prior twelve-month period that is received by or contractually promised to a Covered Individual or a member of the individual's immediate family.

n) Vice Chancellor for Research - The Vice Chancellor for Research at each campus, or where no such position exists, the Provost (or their designees).

2. Administration of Policy

a) Philosophy and Authority of Conflicts Committee

The University assumes that its faculty and staff act with the highest level of personal responsibility, integrity and commitment to the University. Nevertheless, complex situations can arise involving Conflicts of Interest that require specialized knowledge and a multi-disciplinary, problem-solving approach. Therefore, the Committee will have the authority on behalf of the University to review conflicts disclosures and to dispose of conflicts involving Financial Interests in a fair and objective manner, utilizing the knowledge and judgment of Committee members and other resources the Committee desires to access. The Committee will have broad discretion in resolving Conflicts of Interest. Over time, decisions made by the Committee may become precedents that will be used for guidance by the Committee to assure continued principled decision making. Some decisions may periodically be communicated (in a non-identified fashion) to faculty and staff in the form of advisories or guidelines. It is anticipated, for example, that promptly after its formation the Committee will establish and

distribute advisories regarding typical Conflict of Interest situations with their appropriate resolution.

The Committee has no authority with regard to Conflicts of Interest that do not involve a Significant Financial Interest or Substantial Financial Interest. All Conflicts of Interest outside the authority of the Committee are left entirely to campus-based procedures (if any).

b) The Conflicts Committee

This Policy will be administered by a thirteen-member, University-wide Committee consisting of one member of the faculty at each campus appointed under procedures established by the campus; the Vice Chancellor for Research or the Vice Chancellor's designee at each campus; the President or the President's designee; and two non-voting members who the President may appoint from outside the University. The Provost will appoint the UMass Dartmouth faculty member to the Conflicts Committee. The appointed faculty member will ordinarily come from either the Science or Engineering Academic Council, depending on the overall composition of the Conflicts Committee, and the nature of the cases being considered. The President shall annually select the Chair of the Committee from among the voting members. The faculty members of the Committee shall serve three year terms and may not serve more than two consecutive terms.

The Committee shall meet on a regular basis. The Vice Chancellor for Research shall collect disclosures on each campus, and the Chair shall be responsible for collecting disclosure forms from the Vice Chancellors of Research, distributing forms in advance of meetings, scheduling meetings, and setting the agenda. Members may participate in meetings using voice or video-conferencing technology, provided that all members shall receive advance notice of all meetings. Decisions of the Committee will be made by a majority of the Committee's voting members in as expeditious a manner as possible and will be recorded in written minutes.

The Director and the General Counsel or their respective designees may attend all meetings of the Committee. The Director and the General Counsel shall be informed of the date, time and place of all meetings in the same fashion as Committee members and shall be furnished with all information provided to Committee members.

3. Policy

a) Disclosure of Financial Interests

All Covered Individuals must disclose a Significant or Substantial Financial Interest to the Vice Chancellor for Research or the Vice Chancellor's designee in situations in which the Financial Interest may present a Conflict of Interest involving the use of students, technology transfer activities or the outcome of research that is performed or directed by that Covered Individual with significant use of University funds, facilities or equipment. In addition, some federal agencies and non-profit organizations may require disclosure of a Financial Interest under certain circumstances. The CVIP will prepare appropriate disclosure forms and make them available on campus.

The following situations require disclosure at the time noted in each paragraph:

(1) Company-Sponsored Research Proposals - If a Covered Individual intends to perform or direct Company-sponsored research at the University, and if the Covered Individual has a Financial Interest in that Company, or has received a Financial Interest from that Company, then the Financial Interest should be disclosed to the Vice Chancellor for Research and allowed in accordance with this Policy before the Covered Individual submits to the University a proposal relating to such research.

(2) Company-Sponsored Research - If a Covered Individual performs or directs Company-sponsored research at the University, and if the Covered Individual intends to receive or actually receives a Financial Interest in that Company or from that Company at any time (i) during the conduct of the research or (ii) within one year after cessation of the research, then the Financial Interest must be disclosed to the Vice Chancellor for Research and allowed in accordance with this Policy before it is received, if possible, or immediately after it is received, if prior disclosure is impossible.

(3) Government and Non-Profit Institution Grant Applications - In general, if a Covered Individual intends to submit an application for research funding from a U.S. Government agency or a non-profit institution, then the Covered Individual must comply with any disclosure and approval procedures required by the agency or institution in

connection with such application. For example, in order to comply with Public Health Service and National Science Foundation requirements, the University requires that a Covered Individual first disclose to the Vice Chancellor for Research and obtain approval of (i) certain of the individual's Financial Interests that would reasonably appear to be affected by the proposed research and (ii) certain of the individual's Financial Interests in any Company whose financial interests would reasonably appear to be affected by the proposed research.

(4) Government and Non-Profit Institution-Funded Research - If a Covered Individual performs or directs research that is funded directly or indirectly by a U.S. Government agency or a non-profit institution, the Covered Individual must comply with any disclosure and approval procedures required by the agency or institution in connection with such funding. For example, in order to comply with Public Health Service and National Science Foundation requirements, the University requires that if a Covered Individual intends to receive or actually receives (i) a Financial Interest that would reasonably appear to be affected by the proposed research or (ii) a Financial Interest in any Company whose financial interests would reasonably appear to be affected by the proposed research, then the Financial Interest must be disclosed to the Vice Chancellor for Research and allowed in accordance with this Policy before it is received, if possible, or immediately after it is received, if prior disclosure is impossible.

(5) Licensing to Certain Companies - If a Company intends to obtain a license to University-owned intellectual property, directly or indirectly, and if the Covered Individual who developed, discovered, or created that intellectual property or who is involved in negotiating the license (i) becomes aware of such intention and (ii) has a Financial Interest in that Company, the Financial Interest must be immediately disclosed to the Vice Chancellor for Research, who shall notify the CVIP. If the Director or a member of the CVIP staff or the Vice Chancellor for Research has such a Financial Interest, it must be disclosed to the President or the President's designee.

(6) Involvement of Students - Although involvement of students in the outside professional activities of faculty under certain circumstances may enrich the students' educational experience, such activities have the potential to

create a Conflict of Interest when the faculty member has a role in supervising the student's research, classes, or graduate teaching work. Therefore, involvement of a student in the outside professional activities of a faculty member who has any role with respect to the academic progress of the student may only be undertaken after disclosure to and approval of the Department Chair. In addition, if a faculty member intends to receive or actually receives a Financial Interest in a Company, and if the Covered Individual supervises or otherwise has control over students who will be involved in work for the Company, then the Covered Individual must disclose the Financial Interest and planned student involvement to the Vice Chancellor for Research and receive allowance in accordance with this Policy before the assistance of students in such work commences, even if approved by the Department Chair.

(7) Changes to a Financial Interest - All Covered Individuals must disclose significant changes in previously disclosed Financial Interests. A Financial Interest that becomes a Substantial Interest is always considered a significant change.

b) Management of Conflicts

Covered Individuals are generally prohibited from having a Conflict of Interest that is discloseable under Section IV A unless the University has reviewed and allowed both the activity and the Financial Interest. There are two different procedures for review and allowance of these Conflicts of Interest, as set forth below. If a Conflict of Interest involves a Substantial Financial Interest, it necessitates rigorous review that may result in prohibition or allowance accompanied by conditions. On the other hand, if a Conflict of Interest involves a Significant Financial Interest and not a Substantial Financial Interest, then the Conflict of Interest ordinarily requires a less rigorous review process and ordinarily will be allowed.

(1) Expedited Review and Allowance of Conflicts - If a Conflict of Interest does not involve a Substantial Financial Interest, then the Conflict of Interest will ordinarily receive expedited review and allowance. Under this expedited procedure, the Vice Chancellor for Research member of the Committee will review the disclosures submitted by Covered Individuals at the Vice Chancellor's campus and either grant preliminary allowance or recommend review

by the full Committee. All Conflicts of Interest that are granted preliminary allowance will be placed on a list that is provided to the full Committee. The Chair of the Committee may select disclosures on the list for review by the full Committee on the regular agenda; all disclosures not selected will be finally allowed at the conclusion of the meeting. The Committee may establish conditions to manage certain categories of these Conflicts of Interest under special or unusual circumstances.

(2) Full Review and Allowance of Conflicts - If a Conflict of Interest involves a Substantial Financial Interest, the Vice Chancellor for Research member of the Committee will forward the disclosure to the Chair for inclusion on a Committee meeting agenda. The Chair will also include on the meeting agenda any other disclosures that have been selected by the Vice Chancellor for Research as appropriate for full review. The Conflicts Committee will regularly review and dispose of all such Conflicts of Interest as described in detail below, as expeditiously as possible.

(a) Interim Measures - The Conflicts Committee or its Chair, in consultation with the Vice Chancellor for Research of the campus, may impose any measures that it finds necessary or desirable to preserve the existing situation until a formal review is completed. Such measures may allow a Conflict of Interest to exist, with or without conditions, while a formal review is pending.

(b) Review of Conflicts - The Conflicts Committee will formally review all conflicts disclosures that (i) involve a Substantial Financial Interest, (ii) are recommended for full review by the Vice Chancellor for Research, or (iii) are selected by the Chair from the list of other disclosures for expedited review. In the case of a Conflict of Interest involving a Substantial Financial Interest, the Conflicts Committee will ordinarily permit such a Conflict of Interest to exist only under certain conditions, which are intended to minimize any harm that could result from the Conflict of Interest.

(c) Disposition of Conflicts - After completing the formal review, the Conflicts Committee may decide upon one or more of the following dispositions:

(1) postpone consideration of the matter pending further information or investigation;

(2) allow a Conflict of Interest because the circumstances require no action;

(3) allow a Conflict of Interest with conditions, such as

- ·public disclosure of the Financial Interest in publications describing the research results;
- independent monitoring of the research;
- modification of the research plan;
- imposition of a holding period on the stock or other security in the case of a Financial Interest consisting of Equity, which will minimize the appearance of influence on the outcome of the research; or

(4) prohibit a Conflict of Interest with compliance steps to remove the conflict, such as

- divestiture of the Financial Interest;
- disqualification of the Covered Individual from the research.

In addition to the above, the Committee may refer the matter to the appropriate University official or committee for disciplinary action or other appropriate action.

4. Public Statements

A number of problems may be posed when statements are made by scientists about research before the research has been publicized in scholarly journals or symposia, when the scientist has a Financial Interest in a Company that stands to benefit from the research. In order to avoid any such occurrences at the University, all Covered Individuals who perform or direct research for a Company in which they have a Financial Interest must refrain from making public statements about the results of any research relating to that disclosure prior to (i) publication of the results

in a recognized scholarly journal or (ii) presentation of the results at a recognized scholarly meeting. The Vice Chancellor for Research may make exceptions to this rule in appropriate cases. This restriction applies whether or not the University allows an activity that presents a Conflict of Interest to continue after review.

5. Appeals

A Covered Individual may appeal an initial decision of the Committee by requesting a rehearing of the matter. The rehearing shall occur at the next regularly scheduled meeting of the Conflicts Committee. At the rehearing, the Covered Individual may personally appear before the Committee and shall have the right to be accompanied by counsel or a union representative. The Committee shall establish written procedures for the conduct of rehearings. The Committee shall issue a reconsidered decision promptly after the conclusion of the rehearing.

A Covered Individual may appeal an initial decision of the Committee or a decision made by the Committee after a rehearing, in each case by requesting a review of the decision by the President or the President's designee. At the President's discretion, such appeal may be a review of the documentary record of the decision or may include a meeting with the Covered Individual and member(s) of the Committee. The decision of the President shall be final.

6. Periodic Review of Policy

At least every three years following adoption of this Policy, the Conflicts Committee will conduct an evaluation of this Policy and, if necessary formulate amendments for consideration by the President of the University.

The Policy on Conflicts of Interest Relating to Intellectual Property and Commercial Ventures (the "Policy") attached as Appendix B to this Agreement is hereby adopted at the University of Massachusetts Dartmouth.

With respect to conflicts of interest outside the scope of the Policy, such conflicts will continue to be governed by the State Ethics Law, Massachusetts General Laws Chapter 268A.

O. PARKING FEE

At the request of either party after July 1, 2009, the parties shall meet and negotiate concerning a parking fee for parking of employee vehicles on university property. Such negotiations shall be with all unions representing employees at the University of Massachusetts Dartmouth, or only with the Faculty Federation, at the option of the University.