It may be hard to believe, but calendar year 2015 is quickly coming to an end — — with no snow as of yet!

This edition of the Of Counsel newsletter is focused on year-end reminders; what you need to know, complete or add to your calendars.

**Reminder:**

**NEW CONTRACTS REVIEW PROCEDURES**

Effective university-wide on December 1, 2015

As previously announced, the university has adopted new procedures for the review, authorization, and signature of agreements entered into on behalf of the university. These new procedures are effective on December 1, 2015 and were developed by an interdisciplinary team constituted by the Operations Council and co-led by the Office of General Counsel (OGC) and the Office of the Treasurer. Proposed university agreements not covered by the Procurement Department’s online purchasing system require review by your areas designated contract “gatekeeper” prior to submission. Your “gatekeeper will route proposed agreements directly for signature or for further legal review as provided in the new procedures. For example, unaltered university template agreements no longer require additional legal review by the OGC and may be sent directly for signature by your “gatekeeper.” Altered template agreements and non-template agreements must be reviewed by the OGC prior to signing by the authorized signatory.

Training on the new business review of contracts took place over the summer and fall. If your area would like a training session, please contact Heather Miller at ext. 3107 to schedule.

For more information or to review the procedures, related checklists, and training materials, visit [http://www.northeastern.edu/general-counsel/transactional/index.html](http://www.northeastern.edu/general-counsel/transactional/index.html).
BEFORE GOING OUT ON CO-OP, READ THE EMPLOYMENT AGREEMENT

Given the opportunity to innovate in many co-op environments, students should understand what rights employers may have to student ideas that are generated in the co-op environment.

It is important to remind students to review co-op employment agreements for clauses addressing intellectual property ownership. An employer may be entitled to or may obtain all right, title and interest to co-op students’ ideas or works of authorship through employment agreements. The terms of agreement may transfer ownership of student-created intellectual property to the company completely or may transfer a license to practice or reproduce the idea.

In the realm of copyright, authorship in works created in the course of employment may be deemed a “work made for hire.” Consequently, the original authorship may vest in the employer, unless the parties expressly agree otherwise in a signed written agreement.

Similar to copyrights, an employee who signs an employment agreement including a transfer of patent rights and subsequently invents something patentable while an employee of that company surrenders the rights to the company under the agreement. Consequently, an employee will have no rights in the patent or the idea. As students prepare for co-op, it is helpful to remind them to read employment agreements before signing.

BEFORE YOU TRAVEL WITH YOUR ELECTRONIC DEVICES, REVIEW INTERNATIONAL TRAVEL & SAFETY TIPS

As we near the end of the Fall semester, please take a moment to review the International Travel Safety and Security Tips on the SecureNU website for guidance on traveling with laptops, mobile phones or other electronic devices. The risk of malware, spyware, and theft of data is increased when traveling, particularly in countries where the government controls the internet. And of course, do not take any proprietary or confidential University information with you on a mobile device. If you have questions after reading the Security Tips, please contact Information Security before you go at ext. 4357.
Every three years, the Librarian of Congress, James H. Billington, considers potential exemptions to the DCMA prohibitions on access controlled technology (ACT).

Recently, the Librarian of Congress granted two exemptions that apply to parties at nonprofit institutions of higher education:

1. Faculty and students are permitted to use screen-capture technology to access “short portions” of motion pictures, TV and videos for educational purposes and to use other circumvention technologies to access “short portions” of motion pictures, TV and videos for “film studies and other courses requiring close analysis of film and media excerpts lawfully acquired on protected DVDs or Blu-ray discs where screen capture software or other non-circumventing technologies are unable to produce the required level of high-quality content” required for such use.

2. Faculty of “massive open online courses” offered through online platforms may, for educational purposes, use screen-capture technology or other circumvention technology in the administration of the course. However, there are additional restrictions, which aim to prevent circulation of the material to individuals who are not enrolled in the class.

A caveat to these exemptions concerns limiting the audience for the content presented. Consequently, the Librarian of Congress requires the content only be disseminated to those enrolled in a course so as to limit the exposure to individuals not enrolled in the course.
All members of the Northeastern University community are expected to avoid actions or engagements that are in conflict with their position within the Northeastern community, or that create the appearance of a conflict of interest between personal and/or external interests and the interests of the university. That means, among other things, that they should avoid situations where a financial or other consideration may compromise or appear to compromise their ability to carry out their responsibilities to the university.

Faculty and staff may not use their positions for personal advantage, and may not engage in supplemental activities that undermine their ability to perform their jobs for the university. Faculty have additional disclosure responsibilities, as set forth in the Faculty Handbook. Faculty “owe their primary professional allegiance to the university, and their primary commitment of time and intellectual energies should be to the educational, research and scholarship programs of the institution.”

The university requires annual reporting on conflicts and potential conflicts. The conflicts of interest reporting program is managed by the Compliance Department, in conjunction with HRM, College Deans, and the Office of Research Administration and Finance. Each year, eligible faculty and staff complete the Conflict of Interest and Commitment (COIC) questionnaire so that potential risks can controlled, managed or eliminated.

The Compliance Department, Office of Research Administration and Office of the General Counsel are available in conjunction with your area Vice Presidents or Dean to discuss matters of conflict of commitment or interest. This year, the Compliance Department expects to start the reporting process at the beginning of February (2016) for calendar year 2015 disclosures. Please be on the lookout for the email informing you it’s time to report; your timely completion is appreciated.

**KEEP AN EYE OUT FOR TWO UPCOMING BROWN BAG SEMINARS**

**A FERPA Refresher: A Discussion of Common Questions and Scenarios**

Join the OGC to review basic tenets of the Family Educational Rights and Privacy Act (“FERPA”) and discuss common scenarios that arise in the course of everyday business. Topics will include what information is protected by FERPA, parameters around the sharing of such information within the University, common scenarios where disclosures may be permitted by FERPA, and answers to other frequently asked questions.

**OGC 101: How to Collaborate with OGC to Achieve your Business Goals**

Meet with attorneys in the OGC and learn how to maximize your relationship with our office. Discussion topics will include how to best utilize the OGC for anticipated university legal needs, ways to keep abreast of legal issues that may impact your office, and identifying resources to help you be better prepared to spot potential legal issues and to collaborate with the OGC in resolving legal questions that may arise.

Please call x2157 or email Heather Skinner (h.skinner@neu.edu) to indicate your interest in these seminars. Your responses will aid us in determining the appropriate accommodations for this seminar. Details regarding time and location will be released thereafter.
NUPD would like to remind everyone that, prior to leaving for the holiday break, please remember to implement the following security measures:

- Secure all laptops, portable devices, and other valuables in a locked desk compartment or a locked closet.
- Shut down passcode protected computers. Use the Windows key “L” shortcut to lock your machine.
- Make sure all windows are closed to prevent pipes from freezing.
- Lock and secure all doors, windows, desks and closets.
- Shut off and unplug appliances.
- Make sure water faucets are completely shut off.
- Make sure you take home all NU keys and NU ID’s.
- Be a good neighbor and check to make sure other offices on your floor are locked.
- Report any suspicious activity you may encounter during a visit to campus during the break to the Northeastern University Police Department.

We hope that you have a safe, healthy and enjoyable holiday season.