

RESOLUTION

**DECLARATION OF INTENT
THE UNIVERSITY OF SOUTH ALABAMA MITCHELL CANCER INSTITUTE
AND THE UNIVERSITY OF ALABAMA AT BIRMINGHAM
COMPREHENSIVE CANCER CENTER**

WHEREAS, the University of South Alabama and The Board of Trustees of the University of Alabama, on behalf of its operating division, the University of Alabama at Birmingham Comprehensive Cancer Center mutually desire to enter into a Declaration of Intent to investigate the feasibility of developing a cancer research consortium partnership (“Consortium Partnership”)¹ between their operational divisions known as the University of South Alabama Mitchell Cancer Institute (“USAMCI”) and the University of Alabama at Birmingham Comprehensive Cancer Center (“UABCCC”) aimed at future designation by the U.S. National Cancer Institute (“NCI”) as an NCI Comprehensive Cancer Center Consortium Partnership, and

WHEREAS, such Consortium Partnership will have tangible and intangible benefits of high value for both universities, and for the citizens of the State of Alabama and beyond, and

WHEREAS, administrative officials of UAB have endorsed a Declaration of Intent that sets forth the goals of the Consortium Partnership, and

WHEREAS, the Board of Trustees of the University of South Alabama wishes to endorse said Declaration of Intent as well,

THEREFORE, BE IT RESOLVED that the Board of Trustees of the University of South Alabama hereby approves and adopts the Declaration of Intent between the University of South Alabama and The Board of Trustees of the University of Alabama, on behalf of its operating division the University of Alabama at Birmingham, as attached hereto.

¹ The term “partnership” is used herein in the context of the latest United States National Cancer Institute (“NCI”) publication (dated September 25, 2012, pp. 4-5) entitled Policies and Guidelines Relating to the P30 Cancer Center Support Grant, and is not intended to create, nor shall it be construed as creating, a separate legal partnership entity between or among USAMCI and UABCCC or recognized or held out as a separate legal partnership entity for Alabama state law purposes or federal taxation law purposes.

FEB 20 2013

UNIVERSITY OF SOUTH ALABAMA

MEMORANDUM

DATE: February 20, 2013

TO: John Smith, Ph.D.
Acting President
University of South Alabama

FROM: Michael R. Boyd, M.D., Ph.D. 
Abraham Mitchell Chair and Director
USA Mitchell Cancer Institute

SUBJECT: Agenda Item for March 8, 2013 University of South Alabama Board of Trustees Meeting - Declaration of Intent between the University of South Alabama and the University of Alabama at Birmingham

Attached is a resolution for consideration by the USA Board of Trustees concerning the adoption of the Declaration of Intent between USA and UAB, which discusses a prospective cancer research consortium partnership between the two institutions. With your approval, this item will be presented to Board of Trustees for consideration. Further, I recommend the adoption of the resolution by the Board of Trustees.

MRB/sda

Attachment

DECLARATION OF INTENT
for a
Cancer Research Consortium Partnership¹
between
University of South Alabama
Mitchell Cancer Institute (“USAMCI”)
and
University of Alabama at Birmingham
Comprehensive Cancer Center (“UABCCC”)
(“Consortium Partnership”)

This Declaration of Intent is made and entered into this ____ day of _____, 2013 (the “Effective Date”) by and between University of South Alabama (hereinafter “USA”) and The Board of Trustees of the University of Alabama, on behalf of its operating division, the University of Alabama at Birmingham (hereinafter “UAB”).

WHEREAS, USA and UAB are state institutions of higher learning established pursuant to the laws of the State of Alabama; and

WHEREAS, USA and UAB desire to explore the possibility of entering into an inter-institutional relationship that advances the public health, public and professional education, scientific discoveries and economic development of the State of Alabama; and

WHEREAS, the USA Mitchell Cancer Institute (hereinafter “USAMCI”) and the UAB Comprehensive Cancer Center (hereinafter “UABCCC”) are operational divisions within their respective universities that reflect the institutional commitment of the universities to cancer research and oncology healthcare, including bringing the latest advancements in cancer treatment, control and prevention to all citizens of the State of Alabama and beyond; and

WHEREAS, the United States National Cancer Institute (“NCI”) recognizes and supports the nation’s most elite academic cancer centers through the highly competitive award of NCI P-30 Cancer Center Support Grants (“CCSG”) and designation as “NCI Comprehensive Cancer Centers” (“NCI-CCC”); and

WHEREAS, UABCCC holds, and has held, this prestigious NCI designation and has competed successfully for the NCI-CCSG continuously since 1975; and

WHEREAS, according to the latest NCI publication (dated September 25, 2012, pp.4-5) entitled

¹ The term “partnership” is used herein in the context of the latest United States National Cancer Institute (“NCI”) publication (dated September 25, 2012, pp. 4-5) entitled Policies and Guidelines Relating to the P30 Cancer Center Support Grant, and is not intended to create, nor shall it be construed as creating, a separate legal partnership entity between or among USAMCI and UABCCC or recognized or held out as a separate legal partnership entity for Alabama state law purposes or federal taxation law purposes.

Policies and Guidelines Relating to the P30 Cancer Center Support Grant:

NCI supports consortium centers in which investigators from distinct scientific institutions partner together to contribute actively to the development and actualization of the cancer research agenda; these formalized relationships have the potential to both strengthen the science of the center and further extend the benefits of cancer research. Partnerships between research institutions serving special populations or located in geographic areas not currently served by an NCI-designated Cancer Center are particularly encouraged;

and

WHEREAS, USAMCI and UABCCC mutually desire to investigate the feasibility of developing a Consortium Partnership consistent with the basic principles that NCI applies to consortium arrangements in the context of the NCI designation; and

WHEREAS, if it is determined through the due diligence investigation that a Consortium Partnership between USAMCI and UABCCC is feasible and desired by both parties, it is the aim of both parties to enter into such an arrangement upon terms mutually agreeable and to compete jointly as a Consortium Partnership for a future successful P30 CCSG application; and

WHEREAS, upon entering into a mutually agreeable Consortium Partnership, USAMCI and UABCCC aim to achieve NCI-CCC designation as a Consortium Partnership;

NOW THEREFORE, USAMCI and UABCCC declare their mutual intent to engage in a good faith due diligence review of the feasibility of establishing a Consortium Partnership, and if so indicated by the study, to proceed with the planning and development of such Consortium Partnership with the goal of achieving the aforementioned aims within 3-8 years.

DECLARATION

USAMCI and UABCCC intend to explore the creation of, and, if determined to be feasible by both parties, reach mutual agreement on the development of a Consortium Partnership between USAMCI and UABCCC that meets the three basic principles that apply to consortium arrangements in the context of the NCI designation (NCI CCSG Guidelines, September 25, 2012, p. 5):

- Each Consortium Partnership institution will add strategic value to the research mission of the Consortium Partnership, *i.e.*, hold a portfolio of peer-reviewed cancer related research grants that contribute to the Consortium Partnership's scientific goals.
- At the time of application for and for the purposes of a CCSG, the Consortium Partnership institutions will already function as one cohesive cancer

consortium center. Their research will be integrated (as evidenced by a history of collaboration, including joint grants and publications) and mechanisms will exist for including both geographically dispersed Consortium Partnership institutions in programmatic activities. It is understood by all parties that the NCI encourages, but does not require, common fundraising activities and a joint Internal Review Board for evaluation of all cancer research across both Consortium Partnership institutions.

- If a Consortium Partnership is mutually determined to be feasible by both institutions, a formal, written agreement will be developed and in place to ensure the stability and integration of the Consortium Partnership. The formal, written agreement should include, but is not limited to:
 - A process for resolution of differences at the highest levels of institutional leadership.
 - A single Protocol Review and Monitoring System and Data and Safety Monitoring Institutional Plan governing cancer clinical trial protocols across the Consortium Partnership institutions.
 - An integrated planning and evaluation process that enables achievement of the Consortium Partnership's research goals, (*e.g.*, identification of future recruitment needs; shared resources; and other activities).
 - Ongoing, tangible institutional commitments to the Consortium Partnership from both Consortium Partnership institutions. Such commitments should be appropriate to the nature of the Consortium Partnership and may be demonstrated in a number of ways, including financial and in-kind contributions based on agreed upon formulas, housing and funding of cancer center cores, accrual to center-wide trials, active representation and engagement of members in Cancer Center Programs and committees, etc.
 - Full eligibility for membership in formal scientific Programs and leadership positions in the Consortium Partnership.
 - Reasonable access to shared resources for each Consortium Partnership institution.
 - Consortium center director oversight of CCSG-supported shared resources, including those located in both Consortium Partnership institutions.

USA and UAB recognize that the achievement and success of the above-described Consortium Partnership between USAMCI and UABCCC will depend upon the results of the good faith feasibility review, and if that is positive, a meeting of the minds and mutual agreement regarding the myriad of details yet to be fully identified, defined, and addressed; as well as negotiations made in good faith by all parties.

This Declaration of Intent is a non-binding letter of intent for the purposes described herein. The Consortium Partnership contemplated herein shall not be established unless and until a mutually agreeable formal and definitive written document is fully negotiated and signed by the duly authorized representatives of USAMCI and UABCCC respectively, after full approval of their respective governing boards.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals and duly executed this Declaration of Intent the day and year set forth below:

University of South Alabama

The Board of Trustees of the
University of Alabama, on behalf of
the University of Alabama at
Birmingham

By: _____
Name: John W. Smith, Ed.D.
Title: Acting President
Date: _____

By: _____
Name: Ray Watts, M.D.
Title: President
Date: _____

By: _____
Name: James A. Yance, J.D.
Title: Chair Pro Tempore, Board of Trustees
Date: _____

By: _____
Name: Edward Partridge, M.D.
Title: Director, UAB Comprehensive
Cancer Center
Date: _____

By: _____
Name: Michael R. Boyd, M.D., Ph.D.
Title: Director, USA Mitchell Cancer Institute
Date: _____