

University of Washington, UW Policy Directory

Presidential Orders

Executive Order

No. 57

Outside Professional Work Policy

1. Purpose and Authority

The first obligation of members of the faculty and staff is the preparation for and carrying out of official University duties. Full-time faculty and staff are expected to devote full-time effort and part-time faculty and staff are expected to devote a corresponding part-time effort to their institutional responsibilities. At the same time, the University recognizes that individuals, the University, and the state benefit from faculty and staff involvement in and support of outside organizations and industry. Such involvement provides individuals opportunities to disseminate expert information outside of the traditional university employment structure while simultaneously providing individuals additional experiences, augmenting their ability to carry out their University responsibilities. The University benefits in its ongoing relationships with the local, regional, national, and international communities it seeks to serve. In order to encourage the ethical transfer of technology for the economic benefit of the state of Washington, the Washington Legislature enacted 2005 Wash. Laws Ch. 106 ("2005 Ethics Act Amendment"), which amended the Washington State Ethics in Public Service Act ("Ethics Act") to allow the University to develop, adopt, and implement, upon approval by the Governor, administrative processes that apply in place of the obligations imposed on universities and University Research Employees under specified sections of the Ethics Act. This Outside Professional Work Policy has been adopted by the University and approved by the Governor in accordance with the provisions of the 2005 Ethics Act Amendment codified in RCW [42.52.220](#)(1) and [42.52.360](#) (2)(b).

2. Outside Consulting Activities

A. Eligibility

Members of the faculty, librarians, and other academic personnel may, upon approval issued consistent with [Section 3](#) of this policy, engage in outside consulting activities for remuneration. Provisions governing outside consulting by members of the professional or classified staff are found in Administrative Policy Statement [47.3](#). For purposes of this policy, "University Research Employee" has the meaning stated in [RCW 42.52.010](#)(23) and includes faculty with appointments in the professorial ranks (Professor, Associate Professor, Assistant Professor, Research Professor, Research Associate Professor, Research Assistant Professor), and, to the extent engaged in research and technology transfer, other faculty, librarians, and other academic personnel.

[RCW 42.52.120](#), part of the Ethics Act, permits University faculty, librarians, and academic personnel to consult outside of their official duties only if all of the following are true:

- 1) The outside consulting is bona fide and work under the engagement is actually performed;
- 2) The outside consulting is neither within official University duties nor under one's supervision;
- 3) The outside consulting does not involve assisting others in transactions with the University in which the employee has participated;
- 4) The outside consulting is not for an organization or person from whom the law prohibits receipt of gifts;
- 5) The outside consulting is not under a grant or contract created by the University employee; and
- 6) The outside consulting is not one which results in the unauthorized disclosure of confidential information or unapproved transfer of University intellectual property.

Consistent with the purposes of the 2005 Ethics Act Amendment, the University may approve requests by University Research Employees to engage in outside professional work even if one or more of the foregoing conditions are not met, provided that the procedures and other requirements of this policy are followed and the University is satisfied that the outside professional work will be consistent with relevant University and public interests.

B. Time Limitations

Subject to approval in advance, full-time members of the faculty, librarians, and academic personnel may engage in outside consulting work for remuneration to the maximum extent of 13 calendar days each academic quarter in which the individual is employed (averaging no more than one day per seven-day week). The authority to engage in outside consulting for remuneration is permissive. Requests to engage in outside consulting are reviewed on a case-by-case basis pursuant to [Section 3](#) of this policy. The 13 calendar days per academic quarter limitation may, with prior approval, be averaged across quarters of an academic year, provided, however, that no outside consulting work will be approved that impairs the employee's ability to carry out regularly scheduled teaching or other work assignments or to complete the terms of grants and contracts.

C. Conflicts of Interest

In the conduct of outside consulting engagements, University facilities, employees, materials, or equipment may not be used unless permitted by the University's policy on "Personal Use of University Facilities, Computers, and Equipment by University Employees," Administrative Policy Statement [47.2](#).

It is important that faculty, librarians, or other academic personnel who engage in outside consulting clearly identify that they are doing so as independent professionals and not as representatives of the University of Washington. The Washington State Ethics in Public Service Act and the University's policy on employee conflict of interest (Executive Order [No. 32](#)) preclude state employees from utilizing their University position for private gain. University faculty, librarians, and other academic personnel shall inform those inviting them to engage in outside consulting that they are doing so in their individual capacity and not as representatives of the University and that such undertakings are outside of their University responsibilities. The Attorney General of the state of Washington will not represent individuals in claims stemming from outside consulting work, and the state of Washington cannot indemnify University employees from liability related to their outside consulting work.

D. No Unfair Competition

No engagement for outside consulting shall be accepted that will subject other individuals or companies engaged in private business to unfair competition or that will involve University community members in any real or apparent conflict of interest.

E. Intellectual Property

Intellectual property in which the University may have an ownership interest may not be transferred by University employees while engaged in outside consulting. Intellectual property must be disclosed to the University pursuant to the University's Patent, Invention, and Copyright Policy (Executive Order [No. 36](#)). Clauses in consulting agreements (including, but not limited to, clauses on confidentiality and ownership/transfer of intellectual property) must be consistent with the policy of the University and with University commitments under sponsored research agreements. Accordingly, consulting agreements should contain the company's acknowledgement that to the extent the consulting agreement is inconsistent with any of the University employee's obligations to the University, the employee's obligations to the University shall prevail.

3. Procedures

A. Approval in Advance

Outside consulting work for compensation must be approved in advance. Faculty, librarians, and academic personnel are to complete the [Request for Approval of Outside Professional Work for Compensation Form](#), which must be filed with the immediate supervisor and must be approved as required in Subsections [3.B](#) and [3.C](#) below in advance of accepting any outside consulting activity. Requests to engage in outside work for compensation must be submitted annually for each activity.

B. Review and Approval

Outside work request forms shall be reviewed by the immediate supervisor who, after

indicating a recommendation for approval/disapproval, shall transmit it for review by the appropriate dean, chancellor, or vice president.

C. Final Decision

The decision of the dean, chancellor, or vice president shall be final, except in the following circumstances:

- 1) When any potential conflict of interest may result from the outside consulting;
- 2) When the requesting member of the academic community has an equity or management interest or employee relationship in the organization for whom the consulting is requested;
- 3) When the requesting member of the academic community has an ongoing scientific, technology transfer, or deeper involvement with the organization for whom the request is being made, including relationships that stem from institutional grants and contracts or outside ownership;
- 4) Where the request is to consult for a local, regional, state, or national governmental organization or agency.

In all such cases, the [Request for Approval of Outside Professional Work for Compensation Form](#), will be forwarded to the Provost's Office for review, consideration, and final determination.

4. Exclusions from this Policy Governing Outside Professional Work

Members of the University faculty, librarians, and academic professional community are encouraged to participate in the work of nonprofit professional associations and societies, to contribute their expertise to scholarly, editorial, and advisory bodies including governmental bodies related to their academic work, and to serve on public commissions or boards of philanthropic organizations. These involvements are most appropriately characterized as University and community service and are complementary to University responsibilities. Such activities are not considered outside consulting and prior approval is not required.

Faculty members, librarians, or other academic personnel are also encouraged to accept invitations by nonprofit organizations, colleges and universities, and governmental agencies for purposes of presenting guest lectures, delivering papers, serving on review panels, and participating in accreditation activities. In such instances it is not uncommon for a member of the University community to receive some form of honoraria for such activities (see Executive Order [No. 43](#)). Such activities are not subject to limitations on outside consulting work and do not require prior approval, provided, if they involve time away from the University, approval for travel away from the University should be sought from the appropriate supervisor. This exclusion does not apply to teaching credit courses or participating in continuing education activities not under the aegis of the University of Washington; prior approval for such activities must be sought in accordance with the procedures in [Section 3](#).

5. Involvement with Commercial Enterprise, Deeper than Consulting

A. Introduction

There are times when a University employee's involvement with commercial enterprise may exceed the usual consulting relationships developed as a part of normal duties or in professional affiliations, and thus may not be covered by the Outside Professional Work Policy or by the University's Patent, Invention, and Copyright Policy (Executive Order [No. 36](#)). The likelihood of such involvement has increased as the potential to develop commercial enterprises to market university research-based technology has increased. The University recognizes that such involvement can be and has been of significant benefit to the University, the employee, the commercial entity, and the general public, and encourages appropriate technology transfer.

Involvement with commercial enterprise also offers the potential for conflicts of interest and commitment, for inhibition of free exchange of information, and for interference with the employee's primary allegiance to the University and its teaching, research, and public service missions. However, such involvement may also enhance both the individual employee's and the institution's commitment to their shared missions. This commitment on the part of an employee is an essential element of the institutional ethos of the modern research university and is complemented by a recognition on the part of the University that any rewards that may accrue to the University as a result of an employee's research efforts should be shared with the employee. Complementary essential elements of the University's commitment to encouraging appropriate technology transfer are the protection of the University's integrity and primary goals of education and open inquiry, and the management of potential conflicts of interest. Careful attention to avoiding such conflicts ultimately serves the interests of both the employee and the University. Toward this end, this section prescribes a disclosure and approval process for involvements with commercial enterprise deeper than usual professional affiliations or outside consulting. The policy recognizes the need for flexibility and the difficulty of anticipating all situations that may arise by leaving discretion to an employee's supervisor to interpret the policy and evaluate the activity proposed in the context of the unit in question.

As used in this section, the word "supervisor" means:

- 1) Chair or director, dean, and chancellor for faculty and other academic personnel;
- 2) Dean of University Libraries for librarians;
- 3) Dean or chancellor for chair or director;
- 4) President for dean, chancellor, vice president, and provost;
- 5) Unit head (chair or director and dean or chancellor, vice president, provost, or president) for staff.

The President's responsibilities as supervisor may be delegated to the Provost, except for approval of activities of the Provost.

B. Intellectual Property

Intellectual property in which the University may have an ownership interest may not be transferred by University employees while engaged in outside consulting. Intellectual property must be disclosed to the University pursuant to the University's Patent, Invention, and Copyright Policy (Executive Order [No. 36](#)). Clauses in consulting agreements (including, but not limited to, clauses on confidentiality and ownership/transfer of intellectual property) must be consistent with the policy of the University and with University commitments under sponsored research agreements. Accordingly, consulting agreements should contain the company's acknowledgement that to the extent the consulting agreement is inconsistent with any of the University employee's obligations to the University, the employee's obligations to the University shall prevail.

C. Deeper Involvement Review

- 1)** The University has the responsibility to evaluate carefully the benefits and costs of its employee's deeper involvement with commercial enterprise. All employees, must disclose to their supervisors involvements with such enterprise where there is potential for conflict of interest, commitment, or allegiance with their University position. The following activities trigger a more in-depth review:
 - a)** Extensive consulting with a for-profit business venture, with a start-up company, with a company in a developmental phase, or with prospective investors in any of these;
 - b)** Ownership of substantial equity in a commercial enterprise that carries on activities closely related to the employee's area of academic work;
 - c)** Holding of a line management position in a commercial enterprise;
 - d)** Participation in the day-to-day operations of a commercial enterprise; or
 - e)** Assumption of a key, continuing role in the scientific and technical effort of a commercial enterprise.
- 2)** Requests for approval of such deeper involvement with commercial enterprise shall disclose fully to the supervisor the following aspects of the affiliation:
 - a)** Nature of the relationship;
 - b)** Short- and long-term commitment of time and effort;
 - c)** Financial aspects, including the extent of compensation, equity, and indirect and/or potential economic value;
 - d)** Expected benefit to the enterprise; and
 - e)** Expected benefit to the employee and to the University.

- 3) Supervisors should consider the following major issues when evaluating such requests from employees:
- a) There should be prospective benefits to the employee and the University, especially in the context of teaching, research, and public service;
 - b) The relationship should not interfere with the employee's primary obligation to his or her University appointment, nor should it undermine the morale or academic integrity of the University. There should be no conflict of interest as defined in University rules and state law;
 - c) The employee's total average time commitment over a quarter to outside consulting and deeper involvement with a commercial enterprise must be consistent with the limits specified in [Section 2](#) of this policy;
 - d) There must be no anticipated distortion of academic programs or student direction. Special attention must be given to protecting the intellectual property of students;
 - e) There must be free access to the results of all research conducted at the University, as described in Executive Order [No. 8](#);
 - f) Holding of a line management position, participation in day-to-day operations within a commercial enterprise, or assumption of a key, continuing role in the scientific and technical efforts of a commercial enterprise should not be approved for full-time faculty, librarians, or other academic personnel. The only condition under which the employee might normally remain at the University while carrying out such activities is if his or her appointment is reduced by a fraction consistent with the level of activities. Even in such circumstances, however, the employee's ethical obligations to the University and responsibilities under the University policies remain undiminished.
- 4) Where an employee, whether full-time or less than full-time, desires to utilize the expertise and/or technology he or she has developed and to assist a business venture (i.e., corporation, partnership, or other commercial enterprise) in the commercialization of an idea, the employee and his or her supervisor should first seek the early assistance and counsel of the UW CoMotion unit to aid the employee in distinguishing those things which may be freely shared (e.g., "general expertise") from those the sharing of which may be restricted (e.g., "technology" or other "intellectual property"). CoMotion can provide important guidance and advice with respect to commercial potential, professional services, and protection of an employee's interests.
- 5) In considering requests for approval of involvement by chairs or directors, the dean or chancellor should consult with representatives within the department or program to ensure that the request is consistent with departmental or programmatic goals.
- The supervisor may consult with the Office of the Attorney General regarding ethics law

- 6) compliance prior to approving deeper involvements.
- 7) The information disclosed by the employee and a record of the supervisor's action on the employee's request shall be retained by the University. Confidential information will not be released by the University to other parties except as required under state laws or federal regulations.
- 8) Employees on leave without pay or during unpaid summer months continue to represent the University of Washington in the eyes of the public. During these times, therefore, employees are still required to request approval from their supervisor for involvement with commercial enterprises deeper than consulting.

D. Exceptions

The following activities are exempt from the provisions of this section unless they represent a potential conflict of interest, commitment, or allegiance with the employee's University position:

- 1) De minimis stock holdings;
- 2) Ownership of or equity in a corporation used solely for the employee's consulting activities reported under [Section 2](#) of this policy; and
- 3) Uncompensated service on boards of directors of nonprofit corporations.

E. Appeals

For faculty, see *Faculty Code*, [Chapter 28](#), "Adjudicative Proceedings for the Resolution of Differences." For staff, see appropriate rule on the [Human Resources website](#). For librarians, see Librarians Personnel Code.

F. Annual Review

Each employee who has received approval for deeper involvement with commercial enterprise than consulting during the preceding year shall submit to the supervisor a summary of activities undertaken to the supervisor by November 15, with a copy to the Provost.

BR, January 1949; Executive Order No. 57 of the President, March 21, 1978; May 1, 1985; September 21, 1992; February 27, 1998; January 9, 2006; December 11, 2006; May 20, 2015.

For related information, see:

- Executive Order [No. 8](#), "Classified, Proprietary, and Restricted Research"
- Executive Order [No. 32](#), "Employee Responsibilities and Employee Conflict of Interest"
- Executive Order [No. 35](#), "Policy on Candidacy for Public Office"
- Executive Order [No. 36](#), "Patent, Invention, and Copyright Policy"
- Executive Order [No. 43](#), "Policy Governing Acceptance of Honoraria"
- Administrative Policy Statement [47.2](#), "Personal Use of University Facilities, Computers, and Equipment by University Employees"

- Administrative Policy Statement [47.3](#), "Outside Consulting Activities and Part-Time Employment by Professional or Classified Staff Employees"
- Administrative Policy Statement [59.4](#), "Technology Transfer"