

Ingenuity Labs Research Institute Constitution

Effective Date: November 1, 2020

Version History

Version 0: Draft for review by the Steering Committee on July 21, 2020

Version 1: Draft for review by the Steering Committee on August 18, 2020

Version 2: Ratified by the Steering Committee on September 24, 2020

Version 3: Section 4.8.4 amended by the Steering Committee on Nov 15, 2021



1.0 Background

The Ingenuity Labs Research Institute (“Ingenuity Labs”) at Queen’s University is an interdisciplinary initiative focused on the design and use of intelligent systems and robotic machines to enhance human productivity, creativity, safety, performance, and quality of life. Initiated by a generous philanthropic gift, Ingenuity Labs was founded on the premise that research and collaboration in the interdisciplinary domains of intelligent systems and robotic machines is better served at Queen’s by strategically connecting researchers working in these domains from across the campus under a unified umbrella, and by leveraging created synergies to increase the impact Queen’s University might make locally, nationally, and internationally in the technically interconnected fields of applied AI and robotics.

2.0 Objectives

2.1 Mission

The primary mission of the Ingenuity Labs Research Institute is to be an exceptional and internationally recognized university centre for applied research in the design and creative use of intelligent systems and robotics.

2.2 Major Objectives

Members of the Institute aim to achieve this goal by working together to foster a union of existing and newly recruited interdisciplinary expertise in robotics and artificial intelligence at Queen’s University, by leveraging strategically relevant industry and alumni connections, and by developing significant opportunities for philanthropic and corporate support. The Institute has five major and ongoing objectives, which are to:

1. Promote and foster interdisciplinary research collaborations;
2. Establish strong industry partnerships and linkages;
3. Attract and train exceptional researchers and faculty;
4. Build unique and world class research facilities; and,
5. Support the local development of new technologies.

Through these objectives, Ingenuity Labs aims to foster fruitful research collaborations, educational, funding, and technology development opportunities in the areas of robotics and applied artificial intelligence for its faculty members, graduate researchers, postdoctoral fellows, visiting researchers, and industry partners.

2.3 Ingenuity Labs Equity, Diversity, Inclusion, and Indigenization

The Ingenuity Labs Research Institute will take equity, diversity, inclusion, and Indigenity into account with respect to both its own member composition as well as that of its committees, working groups, and student groups.

3.0 Membership

The Ingenuity Labs membership comprises three types of members; namely, *Faculty Members, Affiliate Members, and Trainees*.

3.1 Faculty Members

Faculty Members are those with faculty appointments at Queen's University and whose expertise is deemed to be core to the Institute's vision and focus.

Ingenuity Labs recognizes the need for a set of basic criteria for the evaluation of initial membership, as well as for renewal of membership.

3.1.1 Eligibility

The principal qualifications are that the candidate is:

1. An active and demonstrably strong researcher;
2. That the candidate's expertise and focus are suitably aligned with the Institute's current mission and research focus; and,
3. That the candidate has current or potential collaborations with current Institute Faculty Members.

Candidates who become Members are expected to fairly contribute to activities that support the goals of the Institute, including maintaining a high level of research output, research collaborations with other Ingenuity Labs Faculty Members, graduate supervision/co-supervision, seeking research funding, and offering service within Ingenuity Labs.

3.1.2 Initial Faculty Membership Process

A candidate for Membership provides a CV and a list of anticipated contributions to the Institute, including intended research interactions and planned student supervision. At least one current Institute Faculty Member is required to provide a letter of support and list the anticipated contributions, collaborations, and advantages to the Institute.

The Institute's Steering Committee shall evaluate the file and make a recommendation to the Director. If the recommendation is positive, then the Director shall invite the candidate to present a seminar to Members of the Institute. Institute Faculty Members shall be asked to provide their input based on the candidate's file and seminar. The Steering Committee shall review all materials and make a recommendation about the proposed membership to the Institute Director, who shall then provide this recommendation to the Dean of the Faculty of Engineering and Applied Science ("Dean"). The Dean shall then write a response to the candidate. A copy of this letter shall also be sent to the candidate's home Unit Head and the Institute Director.

3.1.3 Faculty Membership Renewal Process

The set of criteria for renewal is the same as that of the initial membership. However, the renewal process is simpler and includes a re-evaluation of the member's contributions to the Institute over the previous term. All Faculty Members going through the renewal process shall be requested to submit a letter outlining a list of their contributions to the Institute (e.g., participation in collaborative research projects, seminars, graduate supervision, Institute committees and meetings, as well as other Institute initiatives and events). In addition, the letter must include any plans for future research contributions, collaborations with other Institute Faculty Members, and other activities within the Institute. The Steering Committee shall review the submitted materials and make a recommendation to the Institute Director, who shall then provide this recommendation to the Dean. The Dean shall then provide a written response to the candidate with a copy sent to the candidate's home Unit Head and to the Institute Director.

3.1.4 Term

All memberships with the Institute are for a five-year term.

3.1.5 Rights and Responsibilities

All Institute Faculty Members have voting rights on the General Committee.

It is generally expected that Members will lead or participate directly as named participants in collaborative research projects from which revenue flows to the Institute (e.g., a project from which overhead flows to the Institute as per the Faculty of Engineering and Applied Science's Overhead Policy, or similar arrangement).

3.1.6 Relationship to the Collective Agreement

Members are based in a home Unit at Queen's University but have prescribed and limited responsibilities in the Institute (similar to a cross-appointee, as described in Section 25.2.2.1 of the Collective Agreement). The filing of annual reports, applications for renewal, tenure, and promotion are directed to and handled through the Faculty Member's home Unit.

3.2 Affiliate Members

Affiliate Members are typically researchers who collaborate with Faculty Members and who may contribute to research and/or other Institute business, but whose specific expertise, focus, and/or contributions may lie outside the Institute's primary mission.

3.2.1 Eligibility

The principal qualifications for Affiliate Membership are that the candidate has current or potential collaborations with current Institute Faculty Members and that the candidate's interests and expertise align with the vision and mandate of Ingenuity Labs.

Candidates who become Affiliate Members are expected to fairly contribute to activities that support the goals of the Institute, primarily through research collaborations, although other forms of productive engagement with the Institute are also welcome.

3.2.2 Initial Affiliate Membership Process

A candidate for Affiliate Membership shall provide a CV or resume and a letter expressing the reasons for their interest in affiliate membership, listing anticipated contributions to the Institute, including intended research interactions. At least one current Institute Faculty Member is required to provide a brief letter of support.

The Institute's Steering Committee shall evaluate the file and make a recommendation to the Director. The Director shall write a response to the candidate. A copy of this letter shall also be sent to the candidate's home Unit Head, if applicable.

3.2.3 Affiliate Membership Renewal Process

The set of criteria for renewal is the same as that of the initial membership. All Affiliate Members going through the renewal process shall be requested to submit a letter outlining a list of their contributions to the Institute. In addition, the letter must include any plans for future research contributions, collaborations with other Institute Faculty Members, and other activities within the Institute. The Steering Committee shall review

the submitted materials and make a recommendation to the Institute Director, who shall then provide a written response to the candidate with a copy sent to the candidate's home Unit Head, if applicable.

3.2.4 Term

All Affiliate Memberships to the Institute are for a three-year term.

3.2.5 Rights and Responsibilities

Affiliate Members have different rights and responsibilities than core Institute Faculty Members. Most significantly, Affiliate Members cannot serve on the Steering Committee but may attend General Committee meetings as non-voting attendees.

3.3 Trainees

Trainees are undergraduate students, graduate students, or postdoctoral fellows who are under the supervision of one or more Institute Faculty Members.

3.3.1 Elected Trainees

Three Elected Trainees shall represent the Institute's Trainees on the General Committee. Elected Trainees shall be MAsc, PhD, or Postdoctoral Fellows nominated and elected by the Trainees annually at the beginning of each academic year by a majority vote. These Elected Trainees shall represent the diverse academic backgrounds and interests of the entire Trainee group.

4.0 Administrative Structure and Policies

The Ingenuity Labs Research Institute is governed by two committees; namely, the *Steering Committee* and the *General Committee*. Associated with these committees are several leadership positions within the Institute, including the *Director*, *Associate Director (Administration)*, and Faculty Members that support the Institute's activities.

4.1 Director

The Institute shall have one Director, who shall be an Institute Faculty Member.

4.1.1 Role and Responsibilities

The role of the Director is to assume primary responsibility for executing the Institute's mission, including the scientific direction, management and operation of the Institute. Together with the Associate Director (Administration), all Members, and Trainees, the

Director shall work to create a positive and effective research environment that strives to realize the vision and objectives of Ingenuity Labs.

Specific responsibilities of the Director shall include:

- Overall administrative responsibility, including staffing and management of personnel and facilities to ensure that the objectives of the Institute are met and that the business of the Institute is carried out in accordance with all relevant policies and procedures of the Institute and of Queen's University;
- Represent the Institute within the context of the University, particularly in interactions with senior administration;
- Represent the Institute within the context of external relations, including in interactions with industry, agencies, government and other stakeholders;
- Take a leadership role in advancing the Institute's profile and visibility locally, nationally, and internationally.

4.1.2 Term

The Director shall be appointed by the Dean, shall serve a five-year term, and shall be eligible for reappointment.

4.1.3 Stipend

The Director shall receive an administrative stipend equivalent to that of a Department Head in the Faculty of Engineering and Applied Science and teaching relief equivalent to one term course per academic year.

4.2 Research Lead (Robotics)

A Research Lead (Robotics) shall support the Institute's vision to become a hub at Queen's University and a leader internationally in the domain of robotics-related research and its applications.

4.2.1 Role

Specific role of the Research Lead (Robotics) shall be to:

- Represent on the Steering Committee those Faculty and Affiliate Members whose primary research focus lies in the area of robotics and related research activities;
- Encourage and facilitate significant initiatives and collaborations amongst researchers and trainees; and,

- Support the Director and Associate Director (Administration) in Institute business that relates to robotics-related activities.

4.2.2 Election and Term

The Research Lead (Robotics) shall be nominated and elected by the General Committee, shall serve up to a three-year term, and shall be eligible for re-election.

This position comes without stipend.

4.2.3 Acknowledgement of Service

Upon election of the Research Lead (Robotics), the Director shall provide a written notice to the home Unit Head of the Research Lead (Robotics) recognizing service to Queen's University and listing responsibilities associated with this role.

4.3 Research Lead (Artificial Intelligence)

A Research Lead (Artificial Intelligence) shall support the Institute's vision to become a hub at Queen's University and a leader internationally in the domain of applied artificial intelligence and related research.

4.3.1 Role

Specific role of the Research Lead (Artificial Intelligence) shall be to:

- Represent on the Steering Committee those Faculty and Affiliate Members whose primary research focus lies in the area of artificial intelligence and related research activities;
- Encourage and facilitate significant initiatives and collaborations amongst researchers and trainees;
- Support the Director and Associate Director (Administration) in Institute business that relates to the area of artificial intelligence.

4.3.2 Election and Term

The Research Lead (Artificial Intelligence) shall be nominated and elected by the General Committee, shall serve up to a three-year term, and shall be eligible for re-election.

This position comes without stipend.

4.3.3 Acknowledgement of Service

Upon election of the Research Lead (Artificial Intelligence), the Director shall provide a written notice to the home Unit Head of the Research Lead (Artificial Intelligence) recognizing service to Queen's University and listing responsibilities associated with this role.

4.4 Members-At-Large

Members-At-Large shall represent both the academic and individual diversity within the Membership of the Institute on the Steering Committee.

4.4.1 Election and Term

Members-At-Large shall be nominated and elected by the General Committee at the start of each academic term when there is a vacancy for one or more Members-at-Large on the Steering Committee, shall serve up to a three-year term, and shall be eligible for re-election.

The terms of Members-at-Large may be staggered to ensure continuity on the Steering Committee.

These positions come without stipend.

4.5 Associate Director (Administration)

The Associate Director (Administration) is a full-time University staff position. The Associate Director (Administration) manages the staffing, finances, operations, facilities, and business development activities for the Institute, is primarily responsible for implementing policies and initiatives established by the Steering Committee, and works together with the Director to create a positive and effective research environment that strives to realize the vision and objectives of Ingenuity Labs.

4.5.1 Responsibilities

The Associate Director (Administration) has these primary responsibilities:

- In collaboration with the Executive Director (Finance and Administration) of the Faculty of Engineering and Applied Science and the Director, contribute to the development of annual and long-term financial plans; develop and analyze financial, statistical, budgetary and staffing information needed for short and long-term planning;

- Oversee day-to-day financial processes, including budget oversight, accounts payable, researching accounting, and payroll maintenance;
- Administer the Institute's approved budget and accounts in accordance with the goals of the Institute and University financial policies;
- Research, develop and recommend effective policies and procedures that promote and maintain efficiency of operations throughout the Institute;
- Oversee the Institute's physical space in Mitchell Hall, and elsewhere, engaging with the Mitchell Hall building manager as needed on matters related to access, safety, maintenance, and IT;
- Lead marketing and outreach activities, including managing the Institute's website and working closely with the Faculty of Engineering and Applied Science's Communications and Marketing Team to effectively promote the Institute's social media and external profile;
- Act as a liaison between the Institute's faculty, students, staff, the University, and Institute-affiliated industry research partners/sponsors; ensure effective communications and decision-making between internal and external stakeholders;
- Support Institute faculty in the organization and administration of major grant applications and funds associated with collaborative projects within the Institute;
- Support Institute researchers (both students and faculty) in their work to fulfill research project objectives and to excel in research objectives and outcomes;
- Maintain official records associated with the Institute's business meetings, including Steering Committee and Advisory Board meetings;
- Lead the preparation of the Institute's annual report(s); and,
- Assist the Director on special projects related to Institute activities.

4.6 Steering Committee

The Steering Committee composition shall be:

- Director (as Chair)
- Associate Director (Administration)
- Research Lead (Robotics)
- Research Lead (Artificial Intelligence)
- Three Members-at-Large

4.6.1 Role

The Steering Committee shall make decisions regarding the Institute's operations, including, but not limited to, making decisions about operating and capital budget

expenditures, Institute policies, and Institute membership. The Steering Committee shall also provide general guidance regarding the definition and realization of the vision and objectives of Ingenuity Labs.

The Steering Committee shall meet monthly.

4.6.2 Voting

All members of the Steering Committee are entitled to vote at Steering Committee meetings. The quorum for a Steering Committee shall be a majority of the Steering Committee members. A majority of the votes cast by those members at the meeting shall be sufficient to carry a motion.

4.6.3 Recusing

Steering Committee members who are directly impacted by decisions being considered by the Steering Committee shall recuse themselves from all discussions and meetings regarding such decisions.

4.7 General Committee

The General Committee composition shall be:

- Director (as Chair)
- Associate Director (Administration)
- All Faculty Members
- Two senior trainees (i.e., PhD students or postdoctoral fellows)

All Affiliate Members are welcome and encouraged to attend the General Committee meetings and participate in discussions, however they do so in a non-voting capacity.

4.7.1 Role

The primary role of the General Committee is to provide a forum for regular interactions between all Members about Institute business, governance, and research-related activities and initiatives. Every General Committee meeting shall include a brief report from the Director and the Associate Director (Administration).

All General Committee Members are permitted to submit items for a meeting's agenda prior to the meeting date. Although motions may be made at General Committee meetings, motions related to operating and capital budget expenditures, Institute policies, and Institute membership are reserved for the Steering Committee.

It is, however, the responsibility of the General Committee to elect the two Research Leads and three Members-at-Large to the Steering Committee. If there are more willing nominees for any of these positions than available spots, then the General Committee shall select who shall serve by way of a secret ballot.

The General Committee shall meet once per academic term.

4.7.2 Voting

All members of the General Committee are entitled to vote at General Committee meetings. The quorum for a General Committee shall be a majority of the General Committee members. A majority of the votes cast by those members at the meeting shall be sufficient to carry a motion.

4.8 Advisory Board

The Advisory Board composition shall be:

- Six External Advisory Board Members
- Associate Dean (Research), Faculty of Engineering and Applied Science (or their delegate)
- Director
- Associate Director (Administration)

4.8.1 External Advisory Board Members

External Advisory Board Members shall be individuals external to Ingenuity Labs. These individuals may be employed in other departments within Queen's University. Ingenuity Labs shall also strive to appoint External Advisory Board Members who reflect the diversity of Canadian society.

4.8.2 Advisory Board Chair

One of the six External Advisory Board Members shall:

- Be nominated and elected by the Advisory Board as the Advisory Board Chair by a majority vote;
- Collaborate with the Director and Associate Director (Administration) on setting the agenda for Advisory Board meetings; and
- Call the Advisory Board meetings.

4.8.3 Role

The role of the Advisory Board is to:

- Provide non-binding strategic advice to the leadership of the Institute;
- Provide independent and unbiased input that leverages the Advisory Board's significant domain knowledge and/or expertise that is of relevance to the Institute's core objectives and to its success;
- Strengthen key relationships with Advisory Board Members who may have influence and belong to strategic external networks;
- Offer wise counsel about issues raised by the Institute leadership; and,
- Monitor performance and progress of the Institute.

The Advisory Board shall meet twice per calendar year.

4.8.4 Appointment and Term

External Advisory Board Members shall be nominated by Members of the Ingenuity Labs community and elected for nomination to the Director by the Steering Committee. The Director will subsequently submit successful nominees for official appointment by the Vice-Principal (Research).

External Advisory Board Members shall serve up to three-year terms and shall be eligible for reappointment.

4.8.5 Advisory Board Equity and Diversity

In the process of nominating Advisory Board Members, Ingenuity Labs Members shall actively seek out and promote potential candidates who reflect the diversity of Canadian society, with particular attention toward including individuals from designated groups, as defined by the [Queen's University Employment Equity Policy](#).

4.9 Capital Purchases and Procedures

As an interdisciplinary initiative focused on the design and use of intelligent systems and robotic machines, Ingenuity Labs recognizes the need for utilizing institute funds for the purchase of capital equipment and infrastructure for use by all members of the Institute.

4.9.1 Guiding Principles

1. All capital purchases must be such that the equipment to be acquired supports active research and fits within the research mandate and themes associated with Ingenuity Labs. Proposed purchases that are deemed by the Steering Committee or the Director to not support the research scope of Ingenuity Labs are not suitable.
2. All capital purchases must, in some way, support the collaborative nature of Ingenuity Labs where equipment and infrastructure are to be used for research by multiple members, with rare exceptions. All capital purchases shall be approved by the Steering Committee.
3. Except for special circumstances approved by the Steering Committee, all purchased equipment shall reside in the facilities managed by Ingenuity Labs. To the extent possible, proposed equipment purchases should not duplicate existing equipment available on campus, unless such equipment is not easily accessible or there is a high demand for frequent use of the proposed equipment by Ingenuity Labs members.

4.9.2 Purchase Proposal

A Faculty Member (“Proposer”) may submit a proposal for the purchase of capital equipment to the Associate Director (Administration) to support a research opportunity.

The Associate Director (Administration) shall put the proposal for consideration by the Steering Committee at the earliest convenient Steering Committee meeting.

4.9.3 Purchase

Upon approval by the Steering Committee, the Director shall invite the Proposer to initiate the purchase process according to the procurement policies of Queen’s University and with the assistance of the Associate Director (Administration).

Should the Proposer cease to be a member of Ingenuity Labs, all equipment purchased using Ingenuity Labs funds shall remain with Ingenuity Labs and shall not be moved to other facilities within or outside of Queen’s University upon the departure of the Proposer. Any equipment deployed for field or off-site research shall be promptly returned to Ingenuity Labs by the Proposer.

4.10 Space Policies and Procedures

Ingenuity Labs is fortunate to operate and provide access to unique and world-class research tools and facilities. This space and shared infrastructure allocation policy supports several key guiding principles of the Ingenuity Labs Research Institute.

4.10.1 Guiding Principles

1. All research conducted at Ingenuity Labs is to support its primary mission, “To bolster interdisciplinary research focused on the design and use of intelligent systems and robotic machines to enhance human productivity, creativity, safety, performance, and quality of life, for the benefit of society as a whole.”
2. All space and research infrastructure associated with Ingenuity Labs is shared and supports multidisciplinary and collaborative research teams.
3. Annual space and shared infrastructure reviews are conducted to provide an opportunity to evaluate current projects and to prepare for upcoming projects or anticipated demand. Annual reviews are intended to ensure that space and infrastructure allocations are fair, transparent, effective, and relevant.

4.10.2 Procedure Regarding the Allocation of Space or Shared Infrastructure

1. Any Institute Faculty Member wishing to utilize office space, laboratory space, field space, or shared infrastructure at facilities operated by Ingenuity Labs for an upcoming or existing research project must submit an electronic “Request for Space or Infrastructure” form to the Associate Director (Administration).
2. Any Institute Faculty Member wishing to obtain access for a member of their individual research team to Mitchell 245 or 395 must submit an electronic “Student Access and Shared Workspace Request” form to the Associate Director (Administration).
3. All project-specific requests for space allocation in the open laboratory space in Mitchell 395 will be presented to the Institute’s Steering Committee, which will review space allocation requests at least bi-annually and, in turn, make recommendations to the Institute’s Director for allocation. Projects that do not require physical space in Mitchell 395 may be submitted directly to the Institute’s Director for approval.
4. All requests for individual FOB access, assigned individual workspace in the Mitchell 245 open workspace, and in the Mitchell 245 or 395 offices will be managed on an as-needed basis at the discretion Associate Director (Administration).

4.10.3 Limitations and Expectations

1. Allocations associated with projects or activities that are collaborative and involve multiple Institute Faculty Members will be given the highest priority. Other projects or activities will be given lower priority.
2. Allocations associated with activities that directly contribute to the Institute's operating budget (e.g., project that generate overhead or directly pay for costs associated with Institute facilities or activities) will be given priority.
3. Principal Investigators and other supervisors are responsible for ensuring that their research staff and students adhere to the University's Code of Conduct, follow all Federal, Provincial, and University rules, and strictly adhere to all relevant University and other applicable safety policies.
4. This policy covers only space and shared infrastructure requirements. It does not cover any associated expenses (e.g., salaries, consumables, tools, etc.).
5. All space allocations expire and may be reasonably terminated or adjusted at any time by the Institute Director.

5.0 Relationship to the University

Ingenuity Labs is governed by the policies and regulations of the Senate of Queen's University. The Director shall report to the Dean of the Faculty of Engineering and Applied Science at prescribed intervals in accordance with the policies of the Senate.

6.0 Confidentiality and Intellectual Property

6.1 Confidentiality

As a collaborative research institute that promotes an open work environment that encourages information and knowledge sharing, Ingenuity Labs members will likely be exposed to information or unprotected intellectual property of other Ingenuity Labs members or third parties.

In order to ensure that all Ingenuity Labs members are aware that, while working at Ingenuity Labs, they may be exposed to information or unprotected intellectual property which should be considered sensitive or must be kept strictly confidential, all faculty members, affiliate members, students, and staff will be required to agree to and sign the Ingenuity Labs Confidentiality Agreement (Appendix A).

6.2 Dissemination of Research

In general, the policy of Ingenuity Labs will be to disseminate advances in knowledge by presentation by researchers at academic and professional conferences and by publication in appropriate academic journals, news publications, and other media.

6.3 Intellectual Property Policy

Ingenuity Labs will comply with the intellectual property policies of the Queen's University Senate and the Queen's University – QUFA Collective Agreement.

7.0 Amendments

7.1 Proposals for Amendment

All proposals for amendments to this constitution shall be submitted to the Director and shall be considered at a Steering Committee meeting.

7.2 Amendment Approval

Amendments shall require the approval of the Steering Committee and the Senate of Queen's University.

8.0 Conflict of Interest

The Ingenuity Labs Advisory Board Members, Faculty Members, Affiliate Members, Directors, Officers and employees ("Personnel") shall disclose any activities or association that could create a conflict of interest ("COI"). Queen's University Faculty Members shall follow the procedures outlined in the Queen's University Senate Conflict of Interest and Conflict of Commitment Policy (Faculty) and the Queen's University – QUFA Collective Agreement. The non-faculty Personnel shall report any COI to the Chair of the Board (if serving on a Board) and refrain from voting on matters related to that conflict. Employees shall inform their immediate supervisor when a COI arises. Affiliate Members shall report a COI immediately to the Director of Ingenuity Labs.

9.0 Protection of Directors, Staff, and Faculty

9.1 Insurance

Ingenuity Labs is an operating unit within Queen's, so is not a direct employer. All individuals employed at Ingenuity Labs are employees of Queen's University - or of a partner institution or organization - and as such are covered under the respective insurance policies of either Queen's or the other institutions or organizations.

9.2 Limitation of Liability

Personnel engaged in Ingenuity Labs activities shall not be liable for the errors, acts, or omissions made by any other person engaged at Ingenuity labs. Personnel are not liable for any loss, damage, injury or expense however caused, arising from the performance of their prescribed duties unless such occurs through their own gross negligence or willful misconduct.

9.3 Indemnity

All Personnel of Ingenuity Labs and their heirs, executors, administrators, assigns and personal representatives shall be indemnified by Queen's University from or against all costs, charges and expenses that Personnel may sustain or incur due to any action, suit or proceedings that is brought, commenced or prosecuted against him/her arising from the performance of their prescribed duties; except if such costs, charges or expenses as are due to his/her own gross negligence or wilful misconduct. All indemnified Personnel shall cooperate fully with Queen's University in the defense of such proceedings and are subject to any such direction the University may deem appropriate.

Appendix A

Ingenuity Labs Confidentiality Agreement

