Research, Service, Consulting, Material Transfer Agreements… Oh My!

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Goals

• Types of Agreements to use
• The importance of using the correct agreement
• What are the differences between the agreements

Participant Exercise

• Examples of agreements
• Review agreements
• Discuss as a group the type of agreement it is

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Types of Agreements

• Teaming Agreement
• Collaborative Research Agreement
• Service Agreement
• Consulting Agreement
• Material Transfer Agreement
• Nondisclosure Agreement

By no means an exhaustive list

Teaming, Collaborative Research and Service Agreements

Trudy Riley, Director
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Teaming Agreement

The purpose of a teaming agreement is to allow the parties to work collaboratively on a proposal while sharing possible proprietary and/or confidential information.
**Teaming Agreement**

- Typically used with an industrial partner
- Indicates willingness of the parties to collaborate on a proposal for a specific project, for a set period of time.
- Sets the guidelines for sharing proprietary/confidential information
- No funding involved
- Is not an award document

**Collaborative Research Agreement**

The Collaborative Research Agreement is used to clarify for the parties what they are trying to accomplish together and to clearly set forth the rules that will govern the collaborative effort. It allows the parties to work collaboratively on a fundamental research project while, at the same time, protecting each parties rights.

- Sponsor specifies activity objectives and deliverables
- A defined start and end date (usually 1 year)
- Provides a set funding level and the payment terms
- Has a reporting requirement
- Clearly states the publication and intellectual property rights of the University.
- Export Control language
- Becomes the award document when signed by both parties.
Service Agreement

A service agreement is a negotiated agreement between two parties wherein one is the customer and the other is the service provider. This type of agreement should be used when there is no applied or basic research involved and therefore it is not likely that there will be creation of new knowledge and/or technologies by University personnel.

Consultant Agreements

A consultant is defined as an individual (not a company) contributing his or her expertise to a research project for a determined fee.

Kathy Lyons, Contract and Grant Specialist
What is a Consulting Agreement?

- An agreement between UD and an individual
  - (not an employee of UD)
  - Can be an agreement with consulting company
- It engages the individual in work related to the sponsored project
- The agreement identifies the work to be performed, the hourly charge, the length of time the agreement is in force, and reporting requirements

When do we use a consulting agreement?

- When there is not a UD employee who has the expertise needed for the project
- The person (consultant) is NOT involved in the design or execution of the project
- The person does not expect to retain any rights to Intellectual Property and/or will not be included in publishing the results
- The person provides expert advice, reviews outcomes or analyzes results, or possibly serves as an advisor
- Often the consultant works on the project for a short period of time

A Consultant Agreement or a Subaward Agreement

- Complete the Provider Category Determination Worksheet
  - You will know that you need a consultant agreement if the answer to #8 is YES.
- Complete the 9 questions in the consultant agreement – this should be completed by the PI
- The relationship between UD and the consultant cannot be an employee/employer relationship
- The consultant is in business for themselves and has no connection with UD other than through the Consultant Agreement
Completing the Consultant Agreement

- PI completes the 9 questions
- Complete the entire Consultant Agreement Form; Attach the Statement of Work
- Route the form within the department/college for appropriate signatures
- Send that partially signed form to your C&G Specialist
- Once President Harker signs the agreement it will go to the consultant for final signature

One more thing …

For all consulting agreements the Research Office will include a copy of the Debarment Statement with the notification of award, according to OMB Circular A-133 guidelines. This will allow the Consultant to sign the statement when the Consulting Agreement is signed.

Material Transfer & Non-Disclosure Agreements (MTAs & NDAs)

Cordell Overby, ScD.
Associate Provost for Research & Regulatory Affairs
There are regulations for ....

- Safety
- Shipping
- Sharing
- Traveling
- Ethical Conduct

Safety

- Environmental Health and Safety
  - Training Programs
  - Safety Committees
    - Biosafety
    - Radiation Safety
    - Chemical Hygiene
    - Laser Safety

Shipping

- Need to be aware of the regulations – things that are:
  - Dangerous
  - Toxic
  - Regulated
Regulated Shipments

- EHS assistance
- Approval for IP or Export issues
- May require an MTA

What is an MTA?

A material transfer agreement is a contract that governs the movement of research materials between two organizations. Materials are generally tangible things.

Why use an MTA?

- Protect intellectual property rights
- Review for safety issues
- Review of Regulatory issues
- Tracking
When to use an MTA

- An MTA should be used whenever materials are being shipped on and off campus
- Webforms and Attachments

Non-Disclosure Agreements (NDA)
(aka - Confidentiality Agreements)

Types of Non-Disclosure Agreements

- Individual NDA
- Institutional NDA
Issues with Non-Disclosure Agreements (NDA)

- Term/Period
- IP Ownership
- Approval
- Management Plan

Questions?

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