Contracting at UA

An introduction to the Contract & Research Support Program (CRSP)
WHAT IS A CONTRACT?

A “contract” is a legally binding agreement between two or more parties. The terms and conditions of a contract specify what is actually being agreed to.

“Ye who has the gold... makes the rules!”
WHO HANDLES WHAT CONTRACTS AT UA?

Contract & Research Support Program (CRSP)
• Handles all contracts that involve money coming TO the University.

Procurement and Contracting Services (PACS)
• Handles all contracts that deal with money going OUT of the University.

Sponsored Projects Services (SPS)
• Handles Outgoing Research Subawards
IN VISUAL TERMS

In CRSP

ARIZONA

Out PACS

Out Subawards SPS
WHAT’S THE DIFFERENCE BETWEEN CRSP & SPS?

• CRSP negotiates and signs awards on behalf of UA

• Sponsored Projects Services (SPS) assists with proposals and administers the awards

CRSP and SPS work closely together throughout the contracting process.
COMMON TYPES OF CONTRACTS

- Research Agreements
- Confidentiality Agreements
- Material Transfer Agreements
- Clinical Trial Agreements
- Government and Non-Profit Agreements (IGA’s, ISA’s)
- Subawards (Incoming & Outgoing)
CAN ANYONE SIGN CONTRACTS ON BEHALF OF UA?

NO!

Three people in the entire university are authorized to sign research awards:

• Mark Drury - Government
• Melissa Kramer - Industry
• Juliet Burnett - Clinical Trials
WHY CAN’T EVERYONE NEGOTIATE & SIGN?

- Contracts and the negotiation process can be complex, and, if done incorrectly, can put the University and its employees at risk.
- CRSP specializes in the contracting process so that UA faculty can focus on research.
WHAT DOES CRSP DO?

CRSP ensures that the University and its employees do not commit to terms and conditions that are:

- illegal
- too risky
- or that would prevent the University from fulfilling its mission as an academic institution
WHAT DOES CRSP DO? (cont.)

CRSP drafts and negotiates the terms and conditions to contracts and awards (3,383 for FY2014) for the purpose of securing research funding.
THE INHERENT CONFLICT

**Sponsors want:**
- To protect their proprietary rights and information
- To maximize their economic gain/profit
- Rights in data or results
- Access to intellectual property

**Universities want:**
- To freely disseminate scientific knowledge
- To openly collaborate with other scientists by retaining rights to data or results
- Maintain rights to intellectual property
Achieve a balance of timely negotiation of agreements while minimizing the risk of liability to the University, its employees, and students.
The Negotiation Process
HOW LONG DOES IT TAKE?

It depends on the complexity of the agreement and the responsiveness of the sponsor!

- Standard Agreements
- Sponsor initiated CTAs
- PI initiated CTAs
- Master Agreements

Approximate number of months

Best case

Or it could take this long...
The Negotiation Process

Depending on the type and complexity of the contract, the negotiation process may include any of these entities:

- Principal Investigator
- Department/College
- Technology Transfer Arizona
- Office of the General Counsel
- Risk Management
The Negotiation Process

TROUBLEsome CLAUSES

The following clauses are common sticking points and often need to be negotiated:

- Indemnification
- Intellectual Property
- Data Ownership
- Publication
The Negotiation Process

TROUBLESONE CLAUSE

Indemnification
An obligation to pay another party’s damages.

• By Arizona Law, the UA cannot warrant, indemnify or hold harmless.
Intellectual Property (IP)

A work or invention that is the result of creativity, and which may be copyrighted, patented, or trademarked.

- UA cannot assign or grant a license to IP developed by UA employees without receiving compensation for these rights.
Data Ownership

- UA retains ownership of all original/raw data. An Industry partner or Sponsor may own the deliverable or report.
The Negotiation Process

TROUBLESOME CLAUSES

Publication

• UA must be able to freely disseminate and publish results without restrictions.
• Sponsors have a thirty day right to review manuscripts prior to publication.
The Negotiation Process

TROUBLESOME CLAUSES

Governing Law
• The University cannot typically sign an agreement governed by the law of another state or country.

Confidentiality
• The University’s records are subject to inspection by the public per the Public Records Act.
The Negotiation Process

TROUBLESOME CLAUSES

Mandatory State of Arizona clauses:
- Conflict of Interest
  - A.R.S. § 38-511
- Arbitration
  - A.R.S. § 12-1501
What You Can Do to Help

How do I get my award in the “Best Case” column?
BEST PRACTICE TIPS

Contact CRSP and SPS as early in the process as possible, and especially in the following circumstances:

• If you are establishing a new or different relationship with an external entity – explaining the business context is important!
• If the project is large and/or complex
BEST PRACTICE TIPS

• Have an approved proposal in UAccess Research or one en route.

• Obtain and email an editable version of the agreement to sponsor@email.Arizona.edu & crs-ord@email.arizona.edu. Include the Proposal Doc #, email information of the Sponsor, any deadlines, any acceptable/unacceptable terms
BEST PRACTICE TIPS

- Be responsive to requests from CRS, especially PI Acknowledgment emails

- Status of pending agreements can be viewed on the Negotiation Log Dashboard in UAccess Analytics
Proposal processing within UAR and Financials
Why isn’t my fully executed agreement set up?

• Has the institutional proposal been fully routed?

• Have there been any major scope or budget changes to the signed award that are not reflected in the IP?
Why isn’t my fully executed agreement set up?

- Is the sponsor or prime sponsor a federal entity?
  - If so, are all key personnel associated with the award compliant with the universities COI guidelines?
- Was there a COI clause within the agreement?
Unilateral Agreements

• Reviewed by SPS and sent to CRSP if excessive terms and conditions exist.
• Concurrence needed from dept./PI before SPS will process.
• If needed, COI will need to be up to date before processing.
• If Institutional Proposal is needed, SPS will hold until it is fully routed.