

THE UNIVERSITY OF ALABAMA IN HUNTSVILLE

SPONSORED RESEARCH AGREEMENTS FOR NON-DISCLOSURE/PROPRIETARY INFORMATION, TEAMING AND INTELLECTUAL PROPERTY

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| <u>Number</u> | 07.02.01 |
| <u>Division</u> | Office of Sponsored Programs |
| <u>Date</u> | December 27, 2013 |
| <u>Purpose</u> | There are several miscellaneous agreements related to sponsored research that are required on an "as needed" basis. These include non-disclosure/proprietary information agreements, teaming agreements, and intellectual property agreements that cover patents, royalties or copyrights. |
| <u>Policy</u> | All of these agreements must be processed through OSP and signed by a University official who has signature authority from the Board of Trustees. |

Definitions:

- A. Non-disclosure/Proprietary Agreements: These agreements are to protect the information provided by the parties involved from being distributed to others not involved in the agreement. These agreements are usually used by companies which team with the University on proposals or research awards. Most companies wish to hold confidential any technical or cost information related to the company. This is particularly important if patentable data will be used for the research. It also protects the University if information developed by University personnel will be used in the project. All proprietary information belonging to either party/parties must be marked as such or it is not considered proprietary for the project.

The agreement is usually drafted by the company, but the University has a sample agreement that can be used as is or modified. All agreements must be reviewed by OSP and, if necessary, Office of Technology and Commercialization (OTC), Office of Research Security (ORS) and/or the legal office. The UAH technical contact, with the help of OSP, will negotiate the terms and conditions with the other party/parties and the agreement will be signed by the Research Administrator. An agreement signed by the Principal Investigator is not valid. After the proprietary information status has been determined and the agreement is in place, each individual authorized to receive or give information under the agreement will sign an individual non-disclosure agreement in which they agree to abide by the terms of the Proprietary Information Agreement.

- B. Teaming Agreements: These agreements are developed when two or more parties (usually the University and a company/companies) decide to join together to develop a proposal or to work together on a project, either funded or unfunded. Companies usually request an "exclusive" agreement but, as a public entity, the University cannot accept exclusive agreements. The University will only accept "non-exclusive" agreements. The parties involved work out the details together, draft a copy of the agreement, and send it to OSP for review, and the university legal office if necessary. Both of these offices are available to help draft the agreement but usually the company prefers to develop the draft. All agreements must be reviewed by OSP and, if necessary, Office of Technology and Commercialization (OTC), Office of Research Security (ORS) and/or the legal office. If a Proprietary Information/Non-disclosure Agreement has been signed, this usually becomes part of the Teaming Agreement.
- C. Intellectual Property Agreements: Intellectual Property Agreements include patents, copyrights, data rights, license agreements, and other intellectual property materials. These agreements must be processed through OSP if they are related to sponsored projects. OTC is the administrative office for intellectual property agreements. All intellectual property disclosures and agreements must be reviewed by OTC. Disclosure forms, instructions and other intellectual property information can be obtained from the Director of Commercialization and Technology, (256)824-6620.

Procedure

All agreements must be submitted to the Director of OSP for review and approval. Once the Director, OSP completes the review, the document will be forwarded to Office of Counsel and/or Director of Commercialization and Technology for review/concurrence.

The UAH point of contact for the agreement will provide to the Director, Office of Sponsored Programs the contact information for the agency.

All agreements are reviewed to ensure the following:

- (1) Purpose of the agreement
- (2) Length of the agreement period. UAH will not (unless otherwise agreed upon) sign any agreement with an effective period in excess of 5 years.
- (3) UAH will not accept any agreement which has indemnification clauses.
- (4) UAH will not accept any agreement which requires it to be governed by another state/country law.
- (5) UAH will not in most instances, accept any agreement which have an exclusivity clause.

After review and coordination with the appropriate units, the Director of OSP will prepare a letter to the agency noting UAH's exceptions (if applicable) and

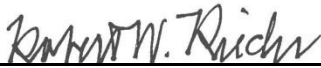
requesting a revised agreement be returned. If no changes are required, the signed agreement will be sent to the agency for signature, requesting a fully executed copy is returned.

Upon receipt of a fully executed agreement, an Acknowledgment of Non-Disclosure Agreement and/or Contract Covenant and copy of the fully executed agreement will be sent to the UAH principal point of contact/disclosure for review and signature. The signed acknowledgment form will be returned to the Director, OSP. This form must be signed by every UAH employment that may have contact with agency proprietary data.

Copies of UAH [Teaming Agreement](#) and [Non-Disclosure Agreement](#) are located on the OSP website.

Review The Office of Sponsored Programs is responsible for review of this policy every four years, (or whenever circumstances require).

Approval



Chief University Counsel



Vice President for Research and Economic Development



Office of Sponsored Programs

APPROVED:



President