

University of Alabama Contracting Principles and Policies

Introduction

This summary of selected fundamental principles, which governs the manner of negotiated sponsored activity at The University of Alabama, is meant to serve as a guide to understanding the University's general policies on issues that arise during industry contracting.

Legal Identity

The University of Alabama is an agency of the State of Alabama and a component institution of The University of Alabama System, governed by the UA Board of Trustees. All sponsored activity agreements and related contractual agreements such as visiting scientist agreements, nondisclosure agreements, teaming agreements, material transfer agreements, etc. must be executed by an authorized official of The University and in The University's legal name: "The Board of Trustees of The University of Alabama, for on behalf of its constituent institution, THE UNIVERSITY OF ALABAMA." Individuals, Departments or Organized Sponsored Research Units may not directly enter into sponsored activity agreements or legally bind The University.

Purpose

Routine tasks of a commonplace type that do not contribute to the advancement of knowledge or The University's mission will not be undertaken. The University will not place its facilities or services in competition with services performed by the private sector. Therefore, tests, studies and investigations of a purely commercial character are undertaken only when University facilities are unique for those services and no satisfactory facilities for such services exist elsewhere or are not reasonably available to the sponsor.

Publication Policy

The University retains the right to publish and disseminate all work done under sponsored activity projects and cannot accept or undertake any sponsored project that provides for sponsor approval or undue control over the timing or content of University publications, or which prohibits the publication of the results of the project, except with limited restrictions.

Patents and Other Intellectual Property

Title to inventions and discoveries, including copyrightable software made or conceived by The University of Alabama under a sponsored project, is retained by The University. You can read and review the patent policy at:

http://ott.ua.edu/?page_id=211

Copyrights

It is the policy of The University of Alabama to encourage the creation of copyrightable works by its faculty, instructors and graduate assistants. Such works are an important contribution to the University's pedagogical, scholarships, and public service missions. Unless the University of Alabama has declared an exception creating shared ownership, the rights of ownership belong to the author exclusively.

Please reference Appendix H in the Faculty Handbook for additional information regarding copyrights of University work.

http://facultyhandbook.ua.edu/?page_id=226

Best-Efforts Nature of Sponsored Activity

Because research or sponsored activity results are unpredictable, The University performs its sponsored activities on a "best efforts basis" with no stated warranties or guarantees. The University will not accept contract provisions that require a warranty or guarantee of the results, provide for penalties due to failure to make progress by firm deadlines, or provide for withholding of payment if the sponsor is not satisfied with the results. Any resulting contract or agreement is expected to be on a cost reimbursable basis as opposed to a fixed price or time and materials/labor hour basis. http://osp.ua.edu/Effort_Policy.pdf

Use of The University of Alabama's Name

Under no circumstances shall a sponsor be permitted to use its name in any publication or other published announcement to state or imply that The University approves or endorses any product or service of the sponsor. The University also requires that its name not be used in connection with any advertisement, press release, or other form of business promotion or publicity, or refer to a sponsored activity agreement, without its prior written approval. Written approval must be obtained through University Relations, Office of Media Relations.

<http://universityrelations.ua.edu/mediarelations/>

Insurance and Indemnification

General Professional Liability – The University participates in two self-insured trust funds [Ala. Code 1975 § 25-5-8] that pay all general and professional liability claims. These self-insured trust arrangements are shared amongst all University of Alabama System institutions. In addition to the self-insured trust, there is an extensive excess insurance program to cover matters that exceed the obligations of the self-insured trust funds.

Automobile Liability – The University is in a traditional insurance program underwritten by The Charter Oak Insurance Company, which is a Travelers affiliate. This program has a \$1 million liability limit on owned, lease, non-owned and hired automobiles.

Worker's Compensation – The University is exempt from the Alabama workers' compensation statute [Ala. Code 1975 § 25-5-13] and does not carry traditional workers' compensation insurance coverage. To protect our employees in the event of a work-related injury or illness, The University maintains an On-The-Job Injury/Occupational (OJI) illness program. http://hr.ua.edu/empl_rel/policy-manual/oji-policy.htm

The University is a state institution. Under the Eleventh Amendment of the United States Constitution, States and state entities generally have sovereign immunity. As with other state entities, the University also receives sovereign immunity protection under the Constitution and laws of the State of Alabama. The sponsor will be expected to indemnify The University from any liability arising out of the activities carried out pursuant to the obligations of the sponsored program and for the sponsor's use of the sponsored activity results obtained from the activities performed by The University under the sponsored program. [Ala. Constitution 1901 Art. I § 14]

Termination

In the event a funding agreement is terminated for any reason, the sponsor will be expected to reimburse the University for all costs incurred to the date of termination and for all non-cancellable obligations.

Governing Law

As an agency and institution of the State of Alabama, The University of Alabama cannot accept a provision that provides that the agreement is governed by the laws of another state.

Conflicts of Interest

All UA faculty or staff who serve as Principal Investigators, Co-Principal Investigators, Project Directors, Co-Project Directors or in a decision making capacity on a grant, contract, cooperative agreement or other sponsored agreement, who have a five percent (5%) or more ownership in a company or receive \$10,000 or more income from the company will disclose that ownership to allow a review of potential conflicts of interest, conflicts of commitment, conflicts regarding employment and/or use of graduate students in the company.

The policy is to be administered in conjunction with laws and policies setting forth standards of conduct including Title 42 Code of Federal Regulations (CFR) Part 50, Subpart F; Title 45 CFR Part 94; the Ethics Act of the State of Alabama; and University of Alabama Faculty Handbook, Appendix E, On Preventing Conflicts of Interest in Government-Sponsored Research at Universities.

<http://osp.ua.edu/COI%20Final%20Version.pdf>

Conflict of Interest Form:

http://osp.ua.edu/UA%20COI%20Disclosure%20Form%20_2_interactive.pdf

Export Controls

Export Controls are federal regulations that apply to research areas sensitive to national security concerns and matters of protection of trade. The regulations apply to research done for industry or government agencies.

The regulations, which restrict the sharing of the specified technology or information, are triggered by foreign elements. Such foreign elements include sending materials or information to a foreign country (even if the recipient is a U.S. citizen), international conferences, foreign companies, or foreign recipients. Transmitting materials within the borders of the U.S. but to a recipient that is a non-citizen are classified as “deemed exports” and are also included in the regulations.

The general exception to these regulations pertinent to universities is the fundamental research exception. If the research is intended for publication for the greater scientific community or for the public at large, then the technology or information may not fall under the export controls restrictions.

Please see the Export Controls information page on the Research Compliance website for further information, including the University of Alabama’s policy:

http://osp.ua.edu/site/RC_Exc.html

Office for Sponsored Programs

The Office for Sponsored Programs (OSP) serves as the coordinating office for externally funded sponsored activity projects submitted by The University of Alabama. All proposals to external funding sources for sponsored projects must be submitted and negotiated through OSP, and all awards received for sponsored research must be processed by OSP. <http://osp.ua.edu/>

Further Information

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