

Types of Agreements

A “contract” is a legally binding agreement between two or more parties obligating parties to do or not to do a particular thing. A contract may be verbal or written, formal or informal, general or detailed. A contract can also be labeled under various names (agreement, contract, purchase order, terms and conditions, letter of intent, authorization to proceed, award, grant etc.). If the university is obligated in any way to perform a service or receive a service a contract should be negotiated by the appropriate university office. ***The only parties allowed to enter into a contract on behalf of the university are individuals that have been given signature authority by the Board of Trustees.*** The Office for Sponsored Programs negotiates contracts/agreements for research projects in conjunction with the Office of Counsel, the Office for Compliance and the Office for Technology Transfer. For more information contact Lauren Wilson, J.D. at (205)348-7812 or lawilson@fa.ua.edu.

Type of Agreement	Purpose for its Use	Office to Contact
Sponsored Research Agreement (SRA)	Used for a specific research project where the sponsor/funding source expects intellectual property rights or reports from the research project.	Office for Sponsored Programs
Non-Disclosure Agreement/Confidentiality Agreement (NDA, CDA)	Often companies ask PI's to sign a confidentiality agreement (can be called a CDA, NDA) when the work to be done involves exchange of proprietary property or information.	Office for Sponsored Programs or Office for Technology Transfer
Material Transfer Agreement (MTA)	Short contract that governs the transfer of tangible research property (often biological materials) for research use.	Office for Technology Transfer
Memorandum of Understanding (MOU)	Contract that outlines terms of the parties agreement or understanding of how they will proceed on a particular project or goal. Usually no money is exchanged between the parties. Parties are usually collaborating on ideas and proposals, pledging resources, hosting interns or giving access to resources.	Office for Sponsored Programs
Service Agreement	Contract that is usually considered a specialized service or “work for hire”, no	Office for Sponsored Programs

	<p>IP issues are involved and the sponsor/funding source has need of a special capability offered within the university. This can include specialized tests of materials, or special evaluations of test results. These agreements can also be used for course development or professional education services.</p>	
Clinical Trial (CTA)	<p>Contract regarding controlled clinical testing using human subjects.</p>	Office for Sponsored Programs and Office for Compliance
Collaborative Research Agreement	<p>Contract where the university and the funding source (or possibly more than one funding source in the same subject sector) agree to conduct research and development activities collaboratively. There are many ways this type contract can be constructed and IP issues must be addressed prior to beginning any collaborative project.</p>	Office for Sponsored Programs
Cooperative Research and Development Agreement	<p>A long term project involving multiple sponsors or the federal government, these agreements are useful because the scope of work may change as the project continues. A CRADA sets out how the parties are going to do business with each other and may include payment terms, IP ownership, and termination terms. The scope of work is usually separate from the CRADA, but refers back to the CRADA as the governing document.</p>	Office for Sponsored Programs
Amendments/Modifications	<p>When the terms of an executed agreement/contract need to be modified due to a change in scope, length of agreement, budget changes, etc. the agreement will need a modification or amendment to</p>	Office for Sponsored Programs

	be negotiated. The amendment/modification must be signed/executed by all parties. Once executed, it is incorporated into the original agreement.	
Purchase Orders/ Terms and Conditions	When performing a work for hire or other research for outside commercial companies, the authorizing document is often a purchase order. These are official contracts and must be reviewed by OSP.	Office for Sponsored Programs
License Agreement (for IP developed at UA)	Sets out the rights and responsibilities of a party related to the use and exploitation of intellectual property developed at the university.	Office for Tech Transfer and Office for Counsel
Small Business Technology Transfer (STTR)	Federal program that expands funding opportunities in the federal innovation research and development (R&D) arena. Requires public/private sector partnership to include the joint venture opportunities for small businesses and nonprofit research institutions. The unique feature of the STTR program is the requirement for the small business to formally collaborate with a research institution in Phase I and Phase II. STTR's most important role is to bridge the gap between performance of basic science and commercialization of resulting innovations.	Office for Sponsored Programs and Office for Tech Transfer
Small Business Innovation Research (SBIR)	Federal program that encourages domestic small businesses to engage in Federal Research/Research and Development (R/R&D) that has the potential for commercialization.	Office for Sponsored Programs and Office for Tech Transfer
Teaming Agreement	Used when a prime contractor and subcontractor agree to combine resources to bid on a major government procurement (contract).	Office for Sponsored Programs and Office for Counsel
Term Sheet	Document that outlines the material terms and conditions of a business agreement. After a	Office for Sponsored Programs and Office for Counsel

	<p>term sheet has been signed, it guides in the preparation of a proposed final agreement. It is not necessarily binding, as negotiations may continue until the final agreement is reached by all parties.</p>	
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