



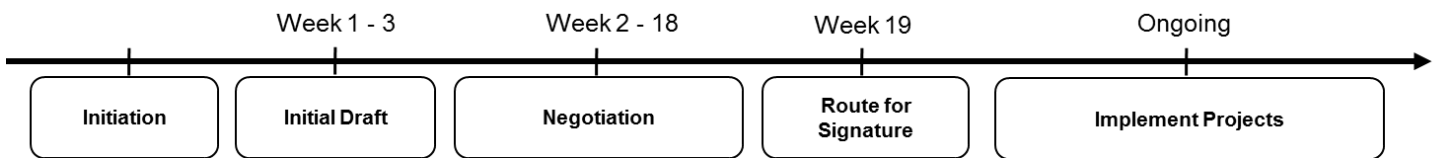
Master Sponsored Research Agreement – What To Expect . . .

A master sponsored research agreement (Master) is used to facilitate a long-term strategic relationship with a company that funds ISU research on a frequent basis by streamlining the negotiation process. The approved terms are applied to every project performed under the Master without the need to negotiate. Individual projects are implemented through a project exhibit sometimes referenced by ISU as “Exhibit A.”

The OIPTT negotiator’s primary responsibilities are to protect the ISU principal investigators’ (PIs) ability to publish, continue to do research, and have students graduate in a timely manner, while ensuring ISU complies with federal and Iowa laws and university policies. Each Master represents a balance of risk and opportunity. Differences of opinion on agreement terms are expected; the role of the OIPTT negotiator is to reach consensus on how to proceed.

A Master will take longer to negotiate than an individual sponsored research agreement because the terms will be applied to all projects across campus. The negotiator must take into consideration the broader implications for all researchers and not focus solely on the interests or needs of one research group.

While each Master is different, approximately half are signed within four months of OIPTT’s initial contact with the company. Some Masters take a year or longer to negotiate. The following describes the negotiation process and provides information on factors that may lengthen the typical timeline.



Timeline



Initiation of a Master Agreement

Entering into a Master is a strategic, mutual decision between a company and ISU. A Master is typically entered into after a relationship has been established, multiple projects have occurred, and more are anticipated. This allows both parties to better understand their working relationship, the nature of most projects, and the most appropriate terms. Anyone can initiate the discussion to create a Master, but because the terms will be applied across campus, the negotiation cannot focus solely on the interests or needs of one research group. In some scenarios when the relationship is new, the OIPTT negotiator may suggest starting with several individual project agreements before negotiating a Master.



Initial Draft

The OIPTT negotiator will send an email to their company counterpart to make an introduction. Negotiations proceed more quickly when starting with an OIPTT template. When OIPTT is initiating the agreement, it will take up to two (2) weeks to send a draft. When the company provides a draft, it will take up to three (3) weeks to review and return a redline draft. During this time, the negotiator gathers company contact information, evaluates which Flexible Solutions (intellectual property terms) should be included, reviews other Masters done with similar companies, considers what colleges might use the Master, and consults with other university offices.



Negotiation

After a draft agreement is provided, negotiations begin. Initially, negotiations take place via email, using track changes to provide a redline version of the agreement. A conference call with the company is used if any issues remain after the agreement has been exchanged two or more times. If a conference call does not resolve remaining issues, the agreement will likely take more than four (4) months to complete. Because Masters cover multiple projects, deviations from standard language receive a higher level of review than in individual project agreements. OIPTT consults with the ISU Research Foundation, Office of University Counsel, Office of Research Integrity, Office for Responsible Research, and Office of the Vice President for Research as needed. During negotiations, PIs involved with projects related to the Master are contacted if questions or issues arise.



Route for Signatures

Once the agreement is final, the document is routed for signatures. OIPTT signs the Master on behalf of ISU. If the company allows electronic signatures, this process usually takes less than one (1) week. If original signatures are required, this could take three (3) weeks or longer.



Implementing Projects under a Master ("Exhibit A")

When implementing a project under a Master, the PI must route a GoldSheet. The OIPTT negotiator will prepare an Exhibit A, which incorporates the project into the Master. An Exhibit A typically includes the title, scope of work, budget, contact information, project period, payment schedule, applicable Flexible Solution, and reporting requirements. An Exhibit A may include other terms and conditions required by the project that are not addressed or differ from the Master. Because no or minimal negotiation is required, implementing a project under a Master typically takes 1 – 3 weeks from approval of GoldSheet to full signature.



Master Agreements for Other Types of Projects

Masters can be implemented for many types of projects, including:

- Indefinite Delivery Indefinite Quantity ("IDIQ"). Most IDIQs negotiated by OIPTT are subcontracts from a company under a government contract. IDIQs are similar to a Master but flow down terms from the prime funding source, without specifying a project or funding amount. A PI or department requesting an IDIQ should submit a zero-dollar GoldSheet.
- Non-Disclosure ("NDA"). A Master NDA is used when ISU and a company enter into frequent research discussions with exchange of confidential (unpublished) information; an Exhibit A is completed and signed to document each discussion.
- Material Transfer ("MTA"). A Master MTA is used when ISU and a company frequently exchange proprietary materials; an Exhibit A is completed and signed to document each transfer.



Factors that Impact the Negotiation Timeline

There are many factors that impact the negotiation timeline. See the handout *OIPTT Working with Industry-What to Expect-Sponsored Project Agreement* for additional details.

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