

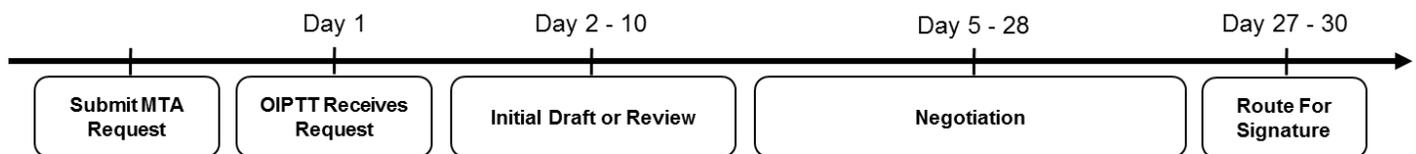


Material Transfer Agreement – What To Expect . . .

The purpose of a material transfer agreement (MTA) is to facilitate the transfer of materials between ISU and/or ISURF and another party. The MTA maintains a trail of ownership; defines allowed use; ensures compliance with laws, regulations, and funding obligations; and establishes intellectual property expectations. MTAs may be used to transfer biological materials (e.g. plasmids, germplasm, tissues), chemicals, prototypes, widgets, or data.

OIPTT negotiates ISU and ISURF MTAs for research and licensing purposes with all external entities (e.g. company, university, government). Primarily, the OIPTT negotiator identifies each party's obligations and rights, including ownership of the material, while ensuring that ISU complies with federal and Iowa laws and ISU policies. Differences of opinion on agreement terms are expected; the role of the OIPTT negotiator is to reach consensus on how to proceed.

While each MTA is different, OIPTT completes about one-third of the negotiations within 15 days and about two-thirds within 30 days of receipt of the request form. The following describes the process for negotiations completed within 30 days and provides information on factors that may lengthen the timeline.



Timeline (Days)



Pre OIPTT: Complete the MTA Request Form

Before OIPTT will negotiate an MTA, a request form must be submitted. If an inquiry is received outside of the request system (e.g. email or phone call), the requestor will be directed to the website to complete the request form. This form is located at <http://www.techtransfer.iastate.edu/for-isu/non-disclosure-agreements-and-material-transfer-agreements/>. This form collects important information needed to draft the agreement and address compliance considerations. Comprehensive and complete responses facilitate the timely execution of the MTA.



Day 1 : OIPTT Receives MTA Request Form

Once OIPTT receives a request form, a tracking number and negotiator are assigned. OIPTT will consult with ISURF for intellectual property matters, ORI for export control review, and ORR for other compliance questions.



Day 2 – 10: Initial Draft Preparation or Agreement Review

After the MTA has been assigned, the negotiator will send, via email, a draft or redline agreement to the contact at the other entity and ISU PI. When OIPTT's MTA template is used, it will take up to five (5) days to send a draft. When the other party provides a draft MTA, it will take up to ten (10) days to review and return a redline draft for consideration.





Day 5 – 28: Negotiation

After a draft MTA is provided, negotiations begin. Initially, negotiations take place via email, using track changes to provide a redline version of the MTA. Generally, after sending a redline back and forth, the negotiator will know if the MTA can be completed in a timely manner or if there are issues that require additional time. Often a phone call is used if any issues remain after the MTA has been exchanged twice. If a phone call does not resolve remaining issues, the MTA will likely take more than 30 days, and up to several months, to complete. During negotiations, PIs are notified if questions or issues arise.



Day 27 – 30: Route for Signatures

Once the MTA is final, the document is routed for signatures. The ISU PI does not have signature authority for MTAs, but signs as the recipient/provider scientist or in a “read and understood” capacity. If the other entity allows electronic signatures, the signature process usually takes 1 – 3 days. If original signatures are required, this could take 14 days or longer. The PI will receive a fully executed copy of the MTA. OIPTT will record the fully signed MTA in Quali Coeus (KC); however, the document is not accessible through KC at this time.



Factors that Affect the Negotiation Timeline

- Agreement – Typically, the provider of the material prepares the initial draft agreement. The UBMTA (Universal Biological Material Transfer Agreement) is used for university-to-university transfers that involve biological materials, and can be completed quickly. MTAs between ISU and non-university entities can be more complex. MTAs involving multiple parties are inherently more complex and usually take longer to draft and negotiate.
- Other Party – Long delays in negotiations on the other party's side may occur for the following reasons:
 - International. International entities have different laws, procedures, expectations, and languages.
 - Experience. Working with a university is different from working with another type of entity. For an entity with limited experience working with a university, it takes time to understand the differences.
 - Negotiator Turnover. Working with a new negotiator is similar to working with an inexperienced other party (above).
 - Organization. Some entities require multiple layers of approval. Negotiators at large entities may have to get approval for changes to an MTA. Some entities also require original signatures.
 - Workload. OIPTT sends reminders approximately every two weeks if we have not heard from the other party.
- ISU – Delays can occur at ISU for the following reasons:
 - Negotiator Workload. The beginning of the academic year (August), the end of the academic semester (December, May), and government fiscal year-end (September) are peak times for OIPTT. Peak time requests may take longer.
 - PI Availability. OIPTT may have questions that require the PI's input to proceed.
 - Pre-Negotiations. The PI is responsible for defining the material to be transferred and what it will be used for. All other negotiations are OIPTT's responsibility.

The most frequent agreement terms that may require additional time to resolve are:

- Indemnification/Liability – determining who is responsible if things go wrong with the material.
- Compliance – addressing ethics, safety, treatment of animals, human use, export control, IT security, etc.
- Data – determining who owns the data and what rights the data owners and non-owners have to the raw data.
- Background Intellectual Property – managing existing intellectual property related to the material.
- Foreground Intellectual Property – defining ownership of intellectual property developed using the material.
- Publication – addressing the publication of data/results generated using the material.

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