

External Projects Team



Enterprise and Commercial Development

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CONTRACT REVIEW FACTSHEET

We aim (via the Contract Review Service) to expeditiously review Contract terms on your behalf. The process takes place to ensure that any potential liabilities attributable to you and the University are minimised or adequately contained.

As part of the Contract Review we also ensure that the terms agreed comply with Funder's requirements (for example the common policy objective in Education and Research of wide dissemination of knowledge, or preservation and exploitation of the researcher's intellectual property); and to show public benefit, either through academic publication or exploitation of any Foreground Intellectual Property arising from the Research.

Information required for Contract Review

The core information that we require in a Review is as follows:

An indication of the type of agreement you require (for example a Non-disclosure agreement (NDA), a Research agreement, a Consultancy agreement, a Subcontract, Studentship, Tender etc. We would assess the type of agreement you require, and what you would like to be included in the Agreement, following your enquiry, and after discussion with you.

General information required in a Review includes:

identity of the Academic, the Faculty, the Finance Contact;

identity of the other parties to the contract (perhaps an industrial party, or another academic institution or university - and their contact details);

- A Work Description – a short summary of the Research work – including a Summary of who will carry out the work – some of the Outputs and Research might be subcontracted;
- Financial details (usually contained within the Price clause of the Agreement) including payment dates if possible (usually contained within a Financial Schedule);
- Whether any Intellectual Property (inventions, publications, or copyright) is likely to arise from the Research.
- Whether you wish to preserve a Publication Right generally in the Research (recommended in order to show Public Benefit under current legal tests for educational charities);
- Any other information you consider of importance for the Contract Officer to know – including whether the parties have already entered into a Non-Disclosure Agreement.

Instructions and information at an early stage (ideally)

Instructions and information from the Academic and Faculty are encouraged at an early stage, including meetings where necessary, to gather information relevant to Review and negotiation.

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The negotiations

University research agreements do not, in the main, give rise to serious contention in the form of litigation. However, important obligations arise from Research agreements as in any other enforceable agreement – the Outputs, publications, Testing processes, Milestones and Reporting, the Funder’s conditions of grant, and the need to show public benefit under charity law. All of this requires scrutiny, along with the liability and indemnity clauses, and the general provision of adequate insurance for the work. All general information and instructions in relation to the same are always gratefully received.

Negotiations always include the following triumvirate:

The securing of an Academic Publication right;

Who owns the Foreground Intellectual Property created – which could include teaching materials, inventions, Designs, Software, Film, other Copyright materials (and whether licences (commercial and non-commercial) and the use of other legal mechanisms (assignments) could be granted to the parties for future use of the products of the Research – for public benefit or the benefit of the parties;

Freedom of Information Act disclosures and obligations under the Freedom of Information Act 2000.

The importance of the Funder and the Funder’s terms

‘Who pays the Piper, calls the tune’. We are generally required, when negotiating to a final agreement, to adhere to Funder’s terms. If the funder requires as wide a dissemination of the Results of the Research as possible (for example Research Council funding and many other charitable funders) we generally have to adhere to their requirements, including the securing of an publication right and preservation of intellectual property created – for the reasons previously stated – to show Public Benefit under the current legal tests.

Clearance for signature

We require an indication of the identity of the authorised signatory in funded work, where our general policies do not provide an identifiable candidate to sign on behalf of the University.

Upon ‘Clearance for signature’ we state that the Review has covered the terms of the agreement, but the Faculty still needs to be satisfied of the financial elements. We always recommend that Finance check the financial details within the agreement and confirm they are acceptable.

Contact Us

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Useful Links

www.staffs.ac.uk/researchfunding

On this site you can:

Get the latest on funding and research

Request a search for funding

Download a factsheet on how to use research professional

Get other information on finding funds for your project.

www.researchprofessional.com

www.ukro.ac.uk

The agreement going ‘live’

Following clearance for signature, and signature by the parties, the contract is effectively ‘live’, and we continue to monitor the agreement, its duration and any obligations under the agreement. The Academic and the Faculty can seek advice from the Contracts Officer at this stage on any issue of concern to them, including renewal, compliance with the terms of the contract, interpretation of terms, or any other issue.

If you have any queries regarding Contracts, or related matters, please do not hesitate to contact me at the addresses below:

Further Information

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