

Research Brown Bag

Legal Review of Research and Procurement Agreements



SLIDES

1. TOPIC

2. BACKGROUND

3. MEET OSP & THEIR PETS

4. SCENARIO

5. AGREEMENT TYPES

6. SIGNATURE AUTHORITY

7 – 8. SCENARIO

9 – 11. OWNER RESPONSIBILITIES

12 – 14. TERMS

15. SCENARIO

16. PROCUREMENT REVIEWS

17. QUESTIONS/FAQS

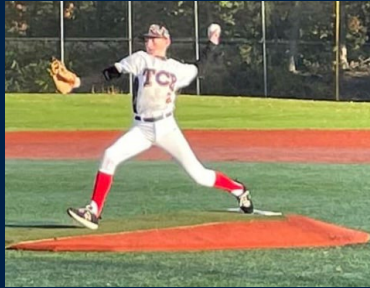
Carol A. Connolly

Associate General Counsel for Research, Export Controls, & Compliance, URI

Former In-House ITC Counsel, Pratt & Whitney

Former Director of ITC, UConn

carolconnolly@uri.edu



The Office of Sponsored Projects (OSP)

OSP is responsible for reviewing, negotiating, and finalizing
Sponsored Research Agreements



Dr. Ted Myatt
Associate Vice President for Research

Franca Cirelli
Associate Director For Preawards

Experts: Ellen McVey, Jean McCullough,
Kate Barber, Megan Totten, and Lorie Smith

[Agreements – Division of Research and
Economic Development \(uri.edu\)](#)

SCENARIO 1

URI Professor wants to enter into a Memorandum of Understanding (MOU) to conduct research with Company A.

No money will be exchanged.

Does she need to send this type of Agreement to OSP for review?



Can she sign it on behalf of URI?



RESEARCH AGREEMENT TYPES

Written document between two or more parties

Binding (mutual exchange of promises that creates legally enforceable rights)

May go by different names

Content should determine whether a document needs legal review

OSP Examples:

- Grant
- Contract /Subcontract
- Collaboration Agreement
- Educational Partnership
- MOU
- CRADA
- Amendment

University wide examples: https://web.uri.edu/general-counsel/wp-content/uploads/sites/461/Contract-Review-Protocol-AS_POSTED_TO_WEBSITE_01-06-23.pdf

SIGNATURE AUTHORITY

An individual authorized to
sign binding documents on
behalf of the
University of Rhode Island
and/or the
University of Rhode Island
Board of Trustees

*Draft Policy on Contract Approval and Signature Authority

Narrow Group of Leaders at
URI Authorized to Sign
Agreements

Approved Signature Authority
Examples:

Research Agreements:
SNYDER, MYATT, and NATH

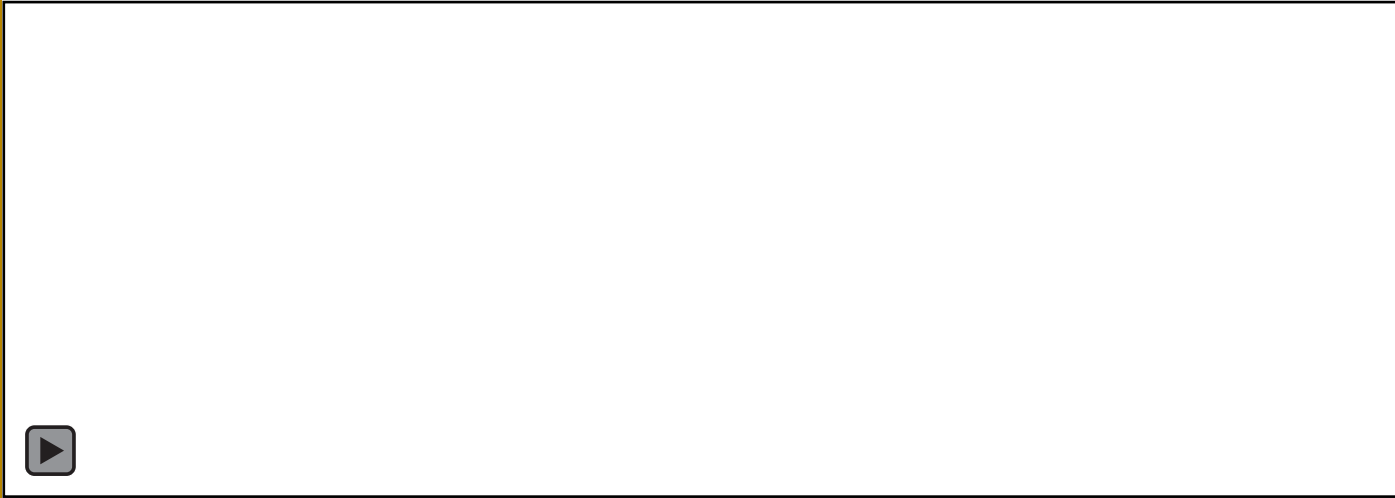
Purchasing Documents:
RIDER, ANGELL, LEE,
SORIANO, BELLOTTI, and
TURANO

https://web.uri.edu/wp-content/uploads/sites/461/Updated_Signature_Authority_9-23-22-1.pdf

SCENARIO 2



URI Professor sends her MOU to OSP for review and signature. What happens next?



SCENARIO CONTINUED

Are there actions the Professor can take to help the process go more efficiently before she sends her MOU to OSP?



AGREEMENT OWNER RESPONSIBILITIES

Obligations Include:

- Provide Detailed SOW
- Negotiate Business Terms
- Ensure Adequate Funds
- Obtain Other Department Reviews
- Oversee Performance
- Monitor Compliance of Terms
- Keep Fully Executed Copy
- InfoEd #



OTHER DEPARTMENT REVIEWS

Experts Likely Include:

- Information Technology
 - Involves computer software or equipment
 - Consult with IT john.brindamour@uri.edu
- Insurance
 - Involves insurance terms
 - Consult with ERM (Enterprise Risk Management)
 - <https://web.uri.edu/riskmanagement/>
- IP
 - Involves non-standard IP terms
 - Consult with IP briannath@uri.edu
 - [Office of Intellectual Property and Economic Development – URI Technology Transfer – Division of Research and Economic Development](#)

INSURANCE EXPERT EXAMPLES

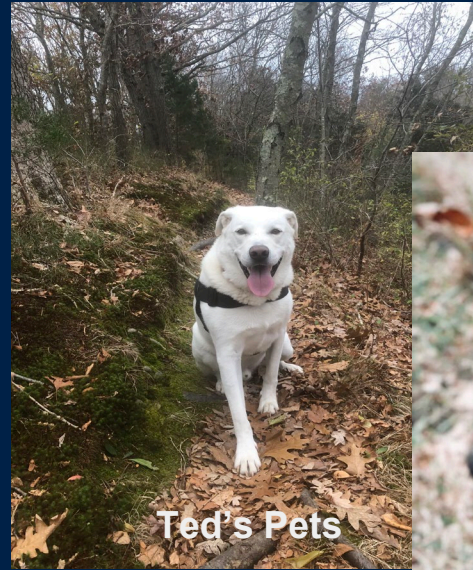
URI's Commercial General Liability insurance policy (ies) shall name Company A as an additional insured.

URI shall have Cybersecurity Liability Insurance in an amount of at least \$1,000,000.

URI shall procure and maintain Pollution Liability Insurance in the amount of at least \$5,000,000.

TERMS

- Contract Name
- Independent Contractor
- Term/Termination
- Governing Law/Venue
- Indemnification
- Confidentiality
- Entire Agreement



TERMS CONTINUED

INDEPENDENT CONTRACTOR. The University hereby engages X to act jointly and/or severally as an Independent Contractor to work on behalf of the University. Nothing herein shall create any principal/agent or employer/employee relationship between X and the University and none of the provisions set forth in this Agreement shall be interpreted to make the other party liable for the debts, responsibilities and/or obligations of the other party. The parties agree not to undertake or exercise any action or perform an act that (i) causes any obligation to arise with the other party or (ii) causes any third party to believe one of the parties is a representative of the other or is authorized to act on its behalf. Notwithstanding the above, neither party can execute contracts or obligations on behalf of the other.

TERMS CONTINUED

TERM AND TERMINATION: The term of this Agreement shall begin on the Effective Date and continue for a period of two years. The term of the Agreement may be extended by later mutual written agreement of the parties. Performance under this Agreement may be terminated by either party for any reason upon thirty (30) days written notice. Upon termination by either party, URI will be reimbursed for all costs and noncancelable commitments incurred in the performance of the Project prior to the date of termination.

SCENARIO 3

URI Professor wants to purchase special software using her grant funds. Should she contact OSP to review this type of Agreement?



PROCUREMENT AGREEMENTS

Work with your URI Purchasing Specialist for the purchase of goods or services.

Purchasing Policies, Procedures, and Regulations:
<https://web.uri.edu/purchasing>

1. **Signature Authority for Purchasing Documents:** RIDER, ANGELL, LEE, SORIANO, BELLOTTI, and TURANO
2. **OGC Contract Cover Sheet:**
https://web.uri.edu/wp-content/uploads/sites/461/Contract_Cover_Sheet.pdf
3. **OGC Appendix A:**
https://web.uri.edu/wp-content/uploads/sites/461/Contract_Cover_Sheet_Appendix_A.pdf

QUESTIONS?

FAQ: How do I determine who is the appropriate authorized signatory?

You can find information about currently authorized signatories in the contract review protocol section on Authorized Signatory and Final Approval and those authorizations will be updated from time to time on the URI Board of Trustees website, particularly if there are changes in personnel leadership.

Ordinarily, you should turn to the authorized signatory who is most closely within the line of command of your college, division, or department.

For more OGC FAQs: <https://web.uri.edu/wp-content/uploads/sites/461/FAQs-re-Contract-Review-Protocol-5-3-22.pdf>

THE UNIVERSITY OF RHODE ISLAND



Sara's Pets



Jean G's Pets



ogc_service_request@etal.uri.edu