



WEB-BASED AGREEMENT IDENTIFICATION TOOL

Web-based Agreement Identification Tool (WAIT) User Guide

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Introduction

WAIT (**Web-based Agreement Identification Tool**) is a web-based application designed to assist researchers, faculty and administrators with the identification and internal routing of legal agreements. The tool presents users with a series of straight-forward questions about an unclassified agreement, the responses to which result in both the identification of the agreement type and the point of contact responsible for such agreements at Harvard.

Developed by members of Harvard University's Research Administration community (the "WAIT Team") with funding received from the National Council of University Research Administrators, WAIT aims to (i) reduce delays in the contract negotiation process, (ii) reduce valuable time spent by research administration staff triaging contracts, and (iii) increase the level of customer service and administrative transparency research administration offices are able to provide to their investigators. This User Guide outlines the definitions and process for utilizing WAIT for purposes of agreement identification and routing.

Definitions

Confidentiality/Non-Disclosure Agreement (CDA/NDA)

An agreement under which a party ("Disclosing Party") agrees to give a second party ("Receiving Party") confidential information about its business or products for a particular purpose, usually evaluation of a future business opportunity, purchase, or collaborative engagement. A non-disclosure agreement may be mutual, providing for the exchange of information by both parties, or specify that only one party will be providing information. The Receiving Party agrees to hold the information in confidence, often for a specified period of time, and to use it only for the stated purpose. No funds are exchanged.

Data Use Agreement (DUA)

An agreement under which a party (“Data Provider”) agrees to give a second party proprietary or confidential data for a specified research or academic purpose. A data use agreement will specify the scope of data to be disclosed, the access requirements and non-disclosure obligations, and the purpose for which the data is to be used. If human subjects data is to be disclosed, the data use agreement may detail IRB and other applicable regulatory requirements. Data Providers may charge for data access, or the data may be provided at no cost.

Federal Sponsor

A U.S. federal agency or other division of the U.S. federal government that has issued a Sponsored Research Agreement to the University.

Gift

A contribution of funds or property by one party (“Donor”) to a second party (“Recipient”) without the promise of anything in return. A gift agreement or letter may specify the purpose of the gift (e.g. general research support) and that funds be used solely for such purpose, but the donation is not predicated on performance of the Recipient. A gift does not incorporate detailed financial reporting requirements, intellectual property license terms, a requirement to return unexpended funds, or otherwise place obligations on the Recipient, beyond good stewardship, as a condition of receiving the contribution.

Material Transfer Agreement (MTA)

An agreement under which one party (“Provider”) agrees to give a second party (“Recipient”) materials for use for a specified research or academic purpose. The agreement defines the rights, obligations, and restrictions for both the Provider and Recipient with respect to the materials being exchanged. Material transfer agreements are not used for the purchase of commercially available materials.

Memorandum of Understanding (MOU)

A non-binding agreement, letter or similar document that sets forth two or more parties’ intent to collaborate or pursue some future activity. A memorandum of understanding may provide a description

of the proposed collaboration or future activity, but does not obligate the parties to perform or deliver the project, except as may be set forth in a subsequent legally-binding agreement. A memorandum of understanding may expressly state that it is non-binding or otherwise reference the parties' lack of legal obligation.

Services Agreement

An agreement under which one party ("Purchaser") procures the services of another party ("Service Provider") to complete a specified scope of work. The services procured are generally of the type provided by the Service Provider to a range of customers in its normal course of business. Payment is contingent on the Service Provider's performance. Work is conducted pursuant to the specifications of the Purchaser, and the Purchaser typically will own all outputs delivered by the Service Provider in performance of the agreement.

Sponsor/Prime Sponsor

The entity that is the source of funding under a Sponsored Research Agreement.

Sponsored Research Agreement (SRA)

An agreement (which may be classified as a grant, contract or cooperative agreement) under which one party ("Sponsor") provides funding to a second party ("Awardee") to support the performance of a specified research project or related activity (e.g. conference, policy development). The Sponsor may be a foundation, government agency, for-profit entity, research institute, or another university. A sponsored research agreement will contain a statement of work, budget, and period of performance, and will stipulate reporting requirements, intellectual property rights, and any other Sponsor terms and conditions applicable to the funding. Funds must be spent in accordance with the budget, and the agreement may require that any funds not expended towards the project be returned to the Sponsor.

Unfunded Research Agreement

An agreement under which two or more parties agree to collaborate on a defined research project. The agreement will typically contain a statement of work, period of performance, and IP ownership terms,

and may provide for the commitment of effort, provision of resources, visiting researchers, or other exchange of value in support of the collaboration. Each party is responsible for its own costs in connection with the research.

Process

In order to use WAIT, you will need two things:

1. An agreement in need of classification
2. Up to five (5) minutes of time

[Log into WAIT.](#)

Beginning on the introductory screen, WAIT will ask a series of “Yes-No” questions, the responses to which will generate either an additional question, or an agreement type once sufficient agreement attributes have been identified.

Does your agreement include the exchange of money in any way?

Yes

No

For certain results, prior to agreement identification, the system will ask whether the counterparty is a federal or industry entity to assist in appropriate classification.

Is the sponsor or prime sponsor of your agreement a federal agency?

Yes

No

Once the tool has classified the agreement type, you will be presented with the agreement identification and appropriate contacts for routing, as determined by Harvard's Negotiating and Signing Authority for Agreements Related to Research documentation.

Your agreement is a **Non Fed SRA**.

If your agreement is affiliated with a University Area school/department, please contact: awardsmgmt3@harvard.edu

If your agreement is affiliated with Harvard Medical School, please contact: SPA_Award@hms.harvard.edu

If your agreement is affiliated with Harvard School of Public Health, please contact: nga@hsph.harvard.edu

If you do not agree with the agreement type identified, please contact: WAIT_Assist@harvard.edu

General questions regarding the tool or agreement type identified may be submitted to WAIT_Assist@harvard.edu.

Resources

- [Negotiation and Signing Authority for Agreements Related to Research](#)