

# HARVARD UNIVERSITY



## Negotiating and Signing Authority for Agreements Related to Research

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Responsible Office: Office for Sponsored Programs Office

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### Introduction

This document is to be used as a guide when determining the responsible parties for coordinating the review and signature of research-related agreements at Harvard. To the extent an agreement type listed herein arises outside of the research context, the named parties may still be consulted for guidance.

Please note that, pursuant to University policy, certain agreement types mandate review by additional stakeholders within the University (e.g. review by the Office of the Vice Provost for International Affairs is required for all agreements with foreign sovereign governments). In addition to any such required review, the responsible parties shall consult with the appropriate offices within the University, including the Office of General Counsel and the Office of the Vice Provost for Research, on an as needed basis to ensure the terms and scope of all agreements align with the University's mission and applicable policies.

*Table 1: Agreement Type and Review Process*

Contract	Review and Signature
<b>Agreements to hire external Consultants or other Independent Contractors to perform work at or for Harvard</b> <ul style="list-style-type: none"><li>under a Sponsored Research/Collaboration Agreement<sup>i</sup></li></ul>	<b>Review:</b> Relevant school or unit official, in consultation with local HR and OSP/ORA <b>Signature:</b> Relevant school or unit official
<b>Clinical Trial Agreements/Clinical Research Agreements</b> <ul style="list-style-type: none"><li>with industry</li></ul>	OTD, in consultation with OVPR
<b>Clinical Trial Agreements/Clinical Research Agreements</b> <ul style="list-style-type: none"><li>with non-profits, government (domestic), or universities</li></ul>	OSP/ORA, in consultation with OVPR

Contract	Review and Signature
<p><b>Confidentiality Agreements or Non-Disclosure (NDA) Agreements</b></p> <ul style="list-style-type: none"> <li>disclosing Harvard IP, including for purposes of entering into a business or licensing relationship with industry</li> </ul>	<p><b>Review:</b> OTD</p> <p><b>Signature:</b> OTD, with faculty member acknowledgement</p>
<p><b>Confidentiality Agreements or Non-Disclosure (NDA) Agreements</b></p> <ul style="list-style-type: none"> <li>relating to third-party confidential information to which a Harvard researcher requires access for research-related purposes</li> </ul>	<p><b>Review:</b> OSP/ORA</p> <p><b>Signature:</b> OSP/ORA and/or faculty member<sup>ii</sup></p>
<p><b>Consulting or related Service Agreements through the University<sup>iii</sup></b></p> <ul style="list-style-type: none"> <li>Harvard acting as consultant to a third party</li> </ul>	<p><b>Review:</b> OSP/ORA and/or OGC</p> <p><b>Signature:</b> OSP/ORA or relevant school or unit official</p>
<p><b>Data Use Agreements</b></p>	OSP/ORA
<p><b>Equipment Loan Agreements<sup>iv</sup></b></p>	Relevant school or unit official
<p><b>Fellowship Agreements</b></p> <ul style="list-style-type: none"> <li>Harvard accepting and managing the funds<sup>v</sup></li> </ul>	OSP/ORA
<p><b>Gifts/Pledges</b></p>	<p><b>Review:</b> ADS and relevant school/unit official</p> <p><b>Signature:</b> ADS</p>
<p><b>Incoming Beta Use Agreements</b></p> <ul style="list-style-type: none"> <li>with industry for use by faculty related to research (for software/products w/IP rights to provider)</li> </ul>	<p><b>Review:</b> OTD</p> <p><b>Signature:</b> OTD (or relevant school/unit official for incoming licenses with no IP rights to provider)</p>
<p><b>Incoming Software License Agreements<sup>vi</sup></b></p>	<p><b>Review:</b> OGC and HUIT/relevant School IT official</p> <p><b>Signature:</b> Relevant School or unit official</p>
<p><b>Intellectual Property License Agreements (outgoing or incoming)</b></p>	<p><b>Review:</b> OTD</p> <p><b>Signature:</b> OTD (or relevant school/unit official for incoming software licenses with no IP rights to provider)</p>

Contract	Review and Signature
<b>Intellectual Property Management Agreements/Plans</b>	OTD (and OSP/ORA if required in connection with a sponsored agreement from non-profit/government)
<b>Inter-Personnel Act (IPA) Agreements and Billing Agreements</b> <ul style="list-style-type: none"> <li>• under a sponsored award</li> </ul>	OSP/ORA
<b>Material Transfer Agreements</b>	OTD
<b>Outgoing awards under Gift funding</b>	Relevant school or unit official, in consultation with local OSP/ORA <sup>vii</sup>
<b>Outgoing Subaward Agreements</b> <ul style="list-style-type: none"> <li>• to all subrecipients under a non-profit, government, or educational institution sponsored agreement</li> </ul>	OSP/ORA
<b>Outgoing Subaward Agreements</b> <ul style="list-style-type: none"> <li>• to industry under an industry sponsored agreement</li> </ul>	OTD
<b>Outgoing Subaward Agreements</b> <ul style="list-style-type: none"> <li>• to an educational institution or non-profit under an industry sponsored agreement</li> </ul>	OSP/ORA
<b>Secondment Agreements<sup>viii</sup></b>	Relevant school or unit official, in consultation with local HR
<b>Services Provided by an approved Core Facility or Service Center</b>	Relevant school or unit official
<b>Sponsored and Non-Funded Research/Collaboration Agreements</b> <ul style="list-style-type: none"> <li>• with industry<sup>ix</sup></li> </ul>	OTD
<b>Sponsored and Non-Funded Research/Collaboration Agreements</b> <ul style="list-style-type: none"> <li>• with non-profits, government (domestic) and educational institutions</li> </ul>	OSP/ORA

Contract	Review and Signature
<b>Sponsored and Non-Funded Research/Collaboration Agreements</b> <ul style="list-style-type: none"> <li>with foreign government or foreign quasi-government entities</li> </ul>	<b>Review:</b> OSP/ORA <b>Signature:</b> OSP/ORA and Provost's Office <sup>x</sup>
<b>Sponsored Research/Collaboration Agreements</b> <ul style="list-style-type: none"> <li>with industry under a federal prime grant or contract</li> </ul>	OSP/ORA
<b>Vendor Agreements</b> <ul style="list-style-type: none"> <li>under a Sponsored Research/Collaboration Agreement<sup>xi</sup></li> </ul>	<b>Review:</b> Relevant school or unit official and Procurement, in consultation with OSP/ORA and/or OTD (if with industry or if IP involved), <b>Signature:</b> Relevant school or unit official
<b>Visiting Scientist Agreements</b> <ul style="list-style-type: none"> <li>with industry</li> </ul>	OTD
<b>Visiting Scientist Agreements</b> <ul style="list-style-type: none"> <li>with non-profits, government (domestic) and educational institutions</li> </ul>	OSP/ORA
<b>Visitor Participation Agreement</b> <ul style="list-style-type: none"> <li>visitors to Harvard</li> </ul>	<b>Review:</b> Relevant school or unit official, in consultation with OVPR (no institutional signature)

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## Contact/Responsible Office

- [Office of General Counsel](#)
- [Office for Sponsored Programs](#)
- [Office of Technology Development](#)

<sup>i</sup> All other consulting and independent contractor agreements are reviewed by the relevant school/unit official in consultation with local HR and signed by the relevant school/unit official. In order to qualify as an individual consultant, a person must not be in any employment relationship with Harvard, and must meet the requirements for a consultant (as opposed to an employee) under Harvard's applicable [Independent Contractor Policy](#).

<sup>ii</sup> If a faculty member is the only individual receiving and reviewing information under the NDA, such researcher may sign in an individual capacity following review by OSP/ORA. All agreements signed by OSP/ORA require a

faculty signed acknowledgment. To the extent information received under an NDA is to be stored at or accessed by a broader group at the University, such NDA may be signed by the applicable Center/School and/or on behalf of the Institution, as determined by OSP/ORA.

<sup>iii</sup> Please refer to the University policy on [Consulting or Related Service Agreements](#). OSP/ORA shall perform the initial review and negotiation of all such incoming agreements. In the event OSP/ORA is unsuccessful in revising the agreement to reflect terms consistent with a sponsored research engagement, the policy requires consultation with and review by OGC before the University may agree to accept the work as a consultant or service provider.

<sup>iv</sup> To the extent an Equipment Loan Agreement is for purposes of beta testing such equipment, it should be treated as a Beta Use Agreement for purposes of this document.

<sup>v</sup> While supporting the academic work of an individual researcher, Fellowship Agreements may stipulate that the funds are to be accepted and managed by the fellow's home institution. In such cases, or in instances where the Fellowship Agreement otherwise requires institutional signoff on the award terms, OSP/ORA.

<sup>vi</sup> If the License Agreement requires the University to grant the software provider a license back to derivatives, OTD should also review. OTD may be consulted in making this determination.

<sup>vii</sup> OSP/ORA should be consulted to establish an appropriate template for awards under a gift.

<sup>viii</sup> Agreements "seconding" fellows to Harvard under a Marie Skłodowska-Curie Research Fellowship or similar program should be treated as a Fellowship Agreement through Harvard for purposes of this document.

<sup>ix</sup> Grant agreements from industry that do not involve the development and/or licensing of inventions or software (e.g. sponsorship of a conference; funding to produce a white paper) may be reviewed and signed by OSP/ORA. All contracts and other research collaborations with industry should be routed through OTD.

<sup>x</sup> All sponsored research and research collaboration agreements with foreign sovereign governments require the signature of both (i) OSP/ORA (for itself and as a decanal designee for sponsored research purposes) and (ii) the Vice Provost of International Affairs. Unless otherwise determined by UCIPS (University Council on International Projects and Sites), all other non-sponsored agreements for non-research purposes with foreign sovereign governments shall require signature by both the Vice Provost of International Affairs and the dean of the cognizant school, if any.

<sup>xi</sup> School/unit officials should consult the [Subrecipient vs. Contractor Guidance](#) as needed to determine whether a subaward or vendor agreement is appropriate under a Sponsored Agreement. All other vendor agreements are reviewed by the relevant school/unit official in consultation with Procurement and signed by the relevant school/unit official.