CRS - CONTRACT & RESEARCH SYSTEM:

RESEARCH CONTRACTS
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What are Research Contracts?

The term “Research Contract” in CRS refers to all non-funded research-related agreements. Examples of non-funded agreements are non-disclosure or confidentiality agreements (NDAs/CDAs), memorandums of understanding (MOUs), intellectual property management plans (IPMPs), data use agreements/licenses (DUAs/DULs), teaming agreements, and joint appointments. These are the most common Research Contracts ORA negotiates and executes on behalf of Mines and its faculty. No research dollars are received by non-funded agreements because these agreements are not for the performance of research but are used to support and enable research activities.

- **Non-Disclosure Agreements**: Sometimes also called Confidential Disclosure Agreements or Proprietary Information Agreements, NDAs are solely for the purpose of exchange of information that is protected from the public’s knowledge. Usually Mines does not have confidential information to exchange. The NDA is usually between Mines and an industry sponsor that wants to share its confidential information with Mines.

- **Memorandums of Understandings**: MOUs outline general understandings or ideas between Mines and a sponsor. It is not a legal commitment like a contract but rather statements that set the foundation for our relationship with a sponsor. For example, an MOU may state that Mines and the sponsor may work together to develop research projects in the field of additive manufacturing. The statements in an MOU are usually broad and open ended.

- **Intellectual Property Management Plans**: Intellectual Property Management Plans (IPMPs) outline Mines’ and a sponsors’ ownership, rights, and license options to intellectual property developed under a research project at Mines.

- **Data Use Agreements**: DUA or Data Use Licenses grant Mines the right to use a sponsor’s data set for a research project. This type of agreement can come with terms regarding confidentiality requirements and/or ownership by the sponsor of any data derived from the data set. The Office of Research Administration will negotiate confidentiality and ownership rights in a DUA, as these terms can affect publication and can be governed by Mines IP policy.

- **Teaming Agreements**: Teaming Agreements are used when Mines and a sponsor want to solidify their responsibilities in developing a proposal together. Sponsors may feel more confident that the proposal will be a success if the parties are held to a legal commitment to work together to develop the proposal. A teaming agreement will also commit the sponsor to contracting with Mines should the proposal be funded by a funding agency.

- **Joint Appointments**: Joint appointments allow faculty at Mines to collaborate more freely with national laboratories. Under a joint appointment, Mines’ faculty are viewed as a quasi-employee of the lab, making it easier for the faculty to access the lab and its resources. The initial agreement to establish the joint appointment will be non-funded; however, the lab may want to engage faculty in the performance of research and fund the faculty under a separate funded agreement.
Getting Started: Home Page

CRS is found on the web at: **crs.mines.edu**

Use your Mines MultiPass to log in to the system.

From anywhere in CRS, the Home tab appears and can be clicked to return to this screen.
Select **My Research Contracts Without Funding**
The following screen will show Research Contracts and related details.

<table>
<thead>
<tr>
<th>Contract Number</th>
<th>Mines Contact Name</th>
<th>Contract Type</th>
<th>Contract Title/Description</th>
<th>Contract Start Date</th>
<th>Contract End Date</th>
<th>Contract Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>44498</td>
<td>Fred Research</td>
<td>Master</td>
<td>DisneyWorld / Cleaning up Oil Spills</td>
<td>03/01/2019</td>
<td>02/28/2020</td>
<td>Hold for Compliance</td>
</tr>
<tr>
<td>R180036</td>
<td>Fred Research</td>
<td>Nondisclosure Agreement</td>
<td>Debbie’s Testing of the Research Contract</td>
<td>10/01/2019</td>
<td>09/30/2021</td>
<td>Inactive</td>
</tr>
<tr>
<td>R180033</td>
<td>Fred Research</td>
<td>Data Use</td>
<td>Data Use Agreement</td>
<td>04/22/2019</td>
<td>04/21/2027</td>
<td>Active</td>
</tr>
<tr>
<td>R180034</td>
<td>Fred Research</td>
<td>Nondisclosure Agreement</td>
<td>NDA for a big DOE project</td>
<td>04/22/2019</td>
<td>12/31/2019</td>
<td>Active</td>
</tr>
<tr>
<td>R180030</td>
<td>Fred Research</td>
<td>IP Management Plan</td>
<td>Master IP Plan</td>
<td></td>
<td></td>
<td>Signing</td>
</tr>
</tbody>
</table>

To find a Research Contract, such as an NDA, filter the list by clicking Contract Type.

Like Research Contracts will group together.
To view the administrative details of the Research Contract, click on the underlined **Contract Number**.

**Research Contract Details**

The following screen will show the details of Research Contract.
The first section has a variety of information including the ID and Contract Number, Contract Status and Date, Fiscal Year, and the Contract Administrator responsible for the negotiation of the Research Contract.

<table>
<thead>
<tr>
<th>ID</th>
<th>719</th>
</tr>
</thead>
<tbody>
<tr>
<td>Contract Number</td>
<td>R180038</td>
</tr>
<tr>
<td>Contract Status Date</td>
<td>09/20/2019</td>
</tr>
<tr>
<td>Fiscal Year</td>
<td>18</td>
</tr>
</tbody>
</table>

The ID is the record within CRS. The Contract Number is an identifier for the Research Contract. Use the Contract Number for searches and references in emails and discussions.
Active status means the Research Contract has not expired and its terms and conditions are still in effect. The Research Contract can be in six other statuses: Pending Review; In Review; Negotiations; Compliance Hold; Signing, and Inactive.

- **Pending Review**: the Research Contract has been received and is in the Contract Administrator’s queue for review.

- **In Review**: Contract Administrator has started reviewing the Research Contract’s terms and conditions for compliance with Mines’ policies and/or federal or Colorado State laws.

- **Negotiations**: Contract Administrator has contacted the sponsor to request revisions or the sponsor has responded to the Contract Administrator’s initial revisions with alternative language.

- **Hold for Compliance**: An example of a compliance hold would be if the sponsor wants to disclose export controlled information. Disclosure of export controlled information would require further review and protective measures within Mines.

- **Signing**: The Research Contract is being signed by either Mines or the sponsor.

- **Inactive**: The Research Contract’s has expired and its terms and conditions are no longer in effect.

Contract Status Date is the last date that either this record or the Research Contract was updated.

The second section shows more administrative information. Mines Contact Name is the PI on campus initiating the Research Contract. Primary Party is the sponsor’s name.

<table>
<thead>
<tr>
<th>Research Contract Information</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mines Contact Name:</td>
</tr>
<tr>
<td>Primary Party:</td>
</tr>
<tr>
<td>Multi-Party Contract:</td>
</tr>
<tr>
<td>Primary Party Contract Name:</td>
</tr>
<tr>
<td>Contract Title/Description:</td>
</tr>
<tr>
<td>Contract Type:</td>
</tr>
<tr>
<td>Contract Start Date:</td>
</tr>
<tr>
<td>Contract End Date:</td>
</tr>
</tbody>
</table>

Information that may be of the most important in this section is Contract Title/Description; Contract Type; and Contract Start and End Date.

Contract Type identifies the type of agreement. Contract Start Date is the date the Research Contract became effective. In the case of a nondisclosure agreement, the parties may exchange confidential information on the Contract Start Date. However, after the Contract End Date, no confidential
information may be exchanged. The Contract End Date is the expiration date for the terms and conditions of the Research Contract.

The following sections are topics for the Contract Administrator’s review.

### Period of Confidentiality

- **Confidentiality Terms Included**: Yes
- **Basis of Confidentiality**: Date of Disclosure
- **Period Length (years)**: 8

### Intellectual Property

- **IP Type**: Silent

### Liability & Indemnification

- **Liability/Indemnity Type**: Standard

### Negotiation Topics

- **Research Contract Negotiation Topics**: Confidentiality

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**Confidentiality Terms Included** Yes

Confidentiality requirements are not limited to NDAs. Other types of Research Contracts may incorporate confidentiality provisions as well.

#### Basis of Confidentiality

- **Date of Disclosure**
- **Period Length (years)**: 8

Basis of Confidentiality is the date from which confidential information must be protected. It can be the contract start date OR another date. For this Research Contract, the protection of confidential information from public disclosure begins on the date it was received from the sponsor.

Period Length (years) is the amount of time the confidential information must be protected. For this Research Contract, confidential information from the sponsor was received on 9/1/2019 and must be protected from public disclosure beginning 9/1/2019 through 8/31/2027.

The Contracts Administrator will highlight specific requirements in the Confidentiality Note text box.

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**Confidentiality Note**

Sponsor may request return or destruction of confidential information in possession of Mines. We must comply within two weeks of the request.

The Intellectual Property section gives brief details regarding IP provisions in the Research Contract.
Mines’ standard IP policy is Yours, meaning if the sponsor solely creates it, the sponsor solely owns it; Mine, meaning if the IP is solely created by Mines, we retain ownership; and Ours, meaning if Mines and the sponsor create the IP together, it is owned by both parties.

Similar to a Confidentiality Note, the contracts administrator may make a note regarding the IP provisions in the Research Contract. A notation in the IP Terms is usually for the Office of Research Administration’s and the Office of Technology Transfer’s benefit. If an action is needed from the PI, the Contracts Administrator will contact the PI.

<table>
<thead>
<tr>
<th>Liability &amp; Indemnification</th>
</tr>
</thead>
<tbody>
<tr>
<td>Liability/Indemnity Type</td>
</tr>
<tr>
<td>Liability/Indemnity Note</td>
</tr>
</tbody>
</table>

Liability and Indemnification are legal terms regarding monetary damages to a party should one of the parties cause harm to the other or an individual or breach a provision of a Research Contract. Because Research Contracts are non-funded, an amount owed for harm or breach is usually not a part of the contract. Mines will negotiate a provision for monetary damages out of the Research Contract. If the provisions cannot be negotiated out, the Liability/Indemnity Type will be considered “Nonstandard.” The Liability/Indemnity Note explains why “Nonstandard” had to be selected for this Research Contract.

**Research Contract Negotiations**

On the Research Contract main tab, the last two sections highlight any negotiations of the Research Contract.

**Negotiation Topics**

The final section makes a note of all the provisions of the Research Contract that had to be negotiated by Mines. The screen above references the negotiations taking place between the sponsor and Mines. The screen below shows the majority of possible negotiation topics for a Research Contract.

**Negotiation Timeline** identifies the negotiated item and date negotiated; when an ID is clicked, notes, if available will show.
Research Contract Modifications

Modifications to the Research Contract are found under the Research Contract Mods tab.

After clicking on Research Contract Mods, the following screen will appear.

The first section of the screen mirrors the first section of the Research Contract tab. Information related to the modification is under the header Research Contract Modifications on the table.

Mod Number identifies the number of modification to a Research Contract. The modification can be in one of the seven statuses identified earlier. The Description of Action is a great way to determine why the Research Contract is being modified.

Select the magnifying glass under View for more complete modification details.
The magnifying glass opens the record to show more complete details.

The sections above gives the date the modification was received by the Office of Research Administration and the date the modification was signed by both Mines and the sponsor. The Notes section includes any pertinent details.

**Research Contract Modification Negotiations**

On the Research Contract Mod main tab, the last two sections highlight any negotiations of the Research Contract.

The Negotiations Topics section makes a note of all the provisions of the Research Contract Mod that had to be negotiated by Mines. The screen below shows the majority of possible negotiation topics for a Research Contract.

Negotiation Timeline identifies the negotiated item and date negotiated; when an ID is clicked, notes, if available will show.
**Related Project or Consortia**

Related Project or Consortia now provides a way to link Research Contracts to funded agreements.

**Research Contract Documents**

Research Contract Documents will have all the documents associated with the Research Contract or the Research Contract Modification.
**Tips & Tricks**

**Looking for a specific type of Research Contract?**

Sort research contracts by clicking on **Contract Type** to group like research contracts together.

**Want a status update?**

Use the Contract Status Date to determine when the contract administrator was last working on the Research Contract.

**Trying to determine what a Research Contract is for?**

The Contract Title/Description should be as descriptive as possible. Knowing the purpose for a Research Contract helps connect it to a proposal or a funded project.

**Search for Contract Number**

Select **Contract Number** from the first drop down menu. Set the second drop down menu to **equals=**, type the contract number in to the open text field, and select **Go**.

All pertinent details for the Contract are available, just click on the Contract Number to open the record. Depending on the number of negotiation topics identified by Mines, signing of the Research Contract could be delayed while the sponsor contemplates requested revisions.

**Negotiation Topics**

- Confidentiality
- Indemnification
- No Negotiation
- Publication
- Default
- Intellectual Property
- Other
- Special Provisions
- Governing Law
- Liability
- Payment