

Proposals Submitted to For-Profit Sponsors

Guide for Sponsored Research Agreements

INTRODUCTION

The University of Akron has prepared the following information as a summary of selected fundamental principles governing the conduct of research and other sponsored programs at The University as well as to facilitate and expedite the negotiation of research agreements between The University and external for profit sponsors.

LEGAL IDENTITY

The University of Akron is an instrumentality of the State of Ohio and governed by a Board of Trustees. All research agreements and related contractual agreements such as visiting scientist agreements, nondisclosure agreements, teaming agreements, material transfer agreements, etc. must be executed by an authorized official of The University and in The University's legal name: "The University of Akron." Individuals, Centers, Institutes, Departments or Colleges may not directly enter into sponsored research agreements or legally bind The University.

SELECTED PRINCIPLES GOVERNING RESEARCH AT THE UNIVERSITY OF AKRON

The University of Akron seeks to encourage and support research that will enhance the reputation of the university as a seat of higher learning. Additionally, meaningful participation of university students is expected in all sponsored research projects.

The University will not enter into activities or agreements that could jeopardize its nonprofit tax-exempt status or conflict with its required state of Ohio or federal cost principles and/or accounting methods. Nor will The University enter into activities or agreements that could jeopardize its eligibility to receive federal or state funds.

The University will not place its facilities or services in competition with services performed by the private sector. Tests, studies, and investigations of a purely commercial character are undertaken only

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when University facilities are unique and satisfactory facilities for such services do not exist elsewhere or are not reasonably available.

PUBLICATION POLICY

The University retains the right to publish and disseminate all work performed under sponsored agreements and cannot accept or undertake any sponsored project that provides for sponsor approval or undue control over the timing or content of University publications, or which prohibits the publication of the results of the project except with limited restrictions.

PATENTS AND OTHER INTELLECTUAL PROPERTY

The University of Akron retains title to inventions and discoveries, including copyrightable software, made or conceived by University personnel under a sponsored agreement. A time-limited first option to negotiate an exclusive or nonexclusive royalty-bearing license may be granted to a sponsor. The sponsor will be required to pay the cost of securing and maintaining patent protection for any licensed invention or discovery. In addition, The University requires retention of an irrevocable royalty-free license to all inventions, copyrights and other intellectual property developed under sponsored agreements for internal academic and research purposes. The University does not perform research services on a “works-for-hire” basis.

BEST-EFFORTS NATURE OF RESEARCH

Due to the unpredictable nature of research results, The University of Akron performs research activities on a "best efforts basis" without stated warranties or guarantees. The University is unable to accept agreement provisions that require a warranty or guarantee of results; provide for penalties due to failure to make progress by firm deadlines; or provide for withholding of payment if a sponsor is not satisfied with the results.

USE OF THE UNIVERSITY'S NAME

It is University of Akron policy that under no circumstances shall The University permit a sponsor to use its name in any publication or other published announcement to state or imply that The University

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approves or endorses any product or service of the sponsor. The University also requires that its name not be used in connection with any advertisement, press release, or other form of business promotion or publicity, or refer to a research agreement, without its prior written approval.

INSURANCE AND INDEMNIFICATION

The University of Akron is self-insured for Workers' Compensation Insurance. The University is a State of Ohio educational institution created under Ohio Revised Code Chapter 3359. As such, its liability in Ohio can only be determined pursuant to Chapter 2743 of the Ohio Revised Code (referred to as the Ohio Court of Claims Act). The University of Akron maintains an insurance program for liability coverage with \$1,000,000 per occurrence/\$2,000,000 aggregate limits. In addition the University maintains a lead umbrella policy with liability coverage in an amount of \$4,000,000 excess of the \$1,000,000 primary layer.

Research sponsors are expected to indemnify The University from any liability arising out of the activities carried out pursuant to the obligations of their sponsored programs, and for their use of the research results obtained from the activities performed by The University under the sponsored program. The University is not permitted to indemnify a sponsor, except under rare circumstances, per a ruling of the Ohio Attorney General.

TERMINATION

In the event a funding agreement terminates for any reason, the sponsor is expected to reimburse the University for all costs incurred to the date of termination and for all non-cancelable obligations.

GOVERNING LAW

As an agency and institution of the State of Ohio, The University of Akron cannot accept a provision that provides that the agreement is governed by the laws of another state.

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OFFICE OF RESEARCH ADMINISTRATION

The Office of Research Administration (ORA) serves as the coordinating office for sponsored project proposals submitted by The University of Akron. All proposals to external funding sources for sponsored projects must be submitted through ORA and all awards received for sponsored research must be processed by ORA.

FURTHER INFORMATION

For further information about the policies and procedures set forth in this outline, or to request information on sample University agreements for use with industrial organizations, please contact ORA at 330-972-7666.