Essentials of Research Administration

Material Transfer Agreements
Confidential Disclosure Agreements
Data Use Agreements
and Software Transfer Agreements

Jean Zwier
MTA/CDA Coordinator
MSU Technologies
Direct:  517-884-1650
cdamta@msu.edu

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CDA, MTA, DUA and STA Process

- **MTAs**: Complete the MTA Questionnaire and send it to the MTA/CDA Group. If the other party has sent their MTA (for incoming materials), also send that agreement.

- **CDAs**: Complete the CDA Questionnaire and send it to the MTA/CDA Group. If the other party has sent their CDA (NDA) also send that agreement.

- **DUAs**: Complete the DUA Questionnaire and send it with the other party’s DUA (if applicable).

- **STAs**: The STA Questionnaire under development. For now, please use the MTA Questionnaire for these agreements.

- **Send the completed Questionnaire and agreement (if applicable) to the MTA/CDA Group at cdamta@msu.edu**   The Group will work directly with the other party to request their agreement (if necessary) and to finalize agreement.

Questionnaires are available on our website at:
- [http://technologies.msu.edu/researchers/forms](http://technologies.msu.edu/researchers/forms)
CDA, MTA, DUA and STA Process (cont.)

• These agreements are routinely sent to MSU’s Export Control and Trade Sanctions (ECTS) office and MTAs are also sent to Environmental Health and Safety (EHS).

• ECTS ensures that MSU is in compliance with federal export control requirements, and works with the PI on a project if an access plan needs to be established, or if there are other export control concerns.

• EHS ensures that the lab on campus (for incoming materials) is set up and approved to receive the material, and that the PI is aware of possible required import certificates or other documentation needed for incoming materials. EHS also forwards information about incoming animals on to IACUC, and other regulatory groups. For outgoing materials, EHS can assist with the packaging and shipping of the materials.

• After negotiations are complete, and upon receipt of approval from ECTS, the agreement can be submitted for signature at MSUT.

• The Executive Director of MSUT is the MSU authorized signatory for these agreements.
Material Transfer Agreements (MTA)

Legal contracts that allow for the exchange of materials between universities and other organizations for scientific cooperation, while still protecting inventor’s intellectual property rights.

Materials may be exchanged between MSU and other non-profit organizations, or between MSU and a commercial entity.

When are MTA’s Used:
• Sharing proprietary materials without giving up ownership of shared material (i.e., not a gift or sale)
• Distributing materials described in publications
• Allowing someone to test physical embodiment of an invention

Examples of materials transferred are:
- Plant breeding materials
- DNA, antibodies
Material Transfer Agreements (continued)

Standard terms
• Restriction on use of the materials to only the recipient researcher’s lab.
• No transfer of the material to others without permission from the provider.
• Use for internal research purposes only, no commercial use.

The MTA/CDA Group uses information provided in the Questionnaire to review additional terms often included in an MTA, such as:

• Limiting use of the materials to a specific research purpose.
• Providing research result reports to the other party.
• Confidential information provided with the materials.
• The requirement to submit publications resulting from the use of the materials to the other party.
• Claims to ownership of IP ownership (of inventions) by the party providing the material.
• The grant of a license agreement if the research results in a commercially viable invention.
Material Transfer Agreements (continued)

Types of MTAs:

**Universal Biological Material Transfer Agreement (UBMTA)**

MSU uses the UBMTA for the transfer of materials whenever possible. Only an Implementing Letter (acknowledging that the terms of the UBMTA apply to the transfer) needs to be executed between the over 400 institutions that have already agreed the terms of the UBMTA. No review is needed allowing for faster execution of the MTA.

http://www.autm.net/Technology_Transfer_Resources/8395.htm

**Outgoing Materials:**
The MSU researcher sends the MTA Questionnaire to the MTA/CDA Group, who based on the information provided in the Questionnaire, chooses the appropriate MTA for the transfer.

**Incoming Materials:**
90% of the time the providing institution will use their MTA for the transfer. If no MTA has been received from the other party, the MTA/CDA Group can contact the other institution and request their MTA upon receipt of the completed MTA Questionnaire.
Confidential Disclosure Agreements or Non-Disclosure Agreements (CDA or NDA)

Legal contract entered into by 2 or more parties for the protection of confidential information disclosed between the parties. Exchanging or sharing confidential information to determine if parties want to enter into another type of transaction (SRA, License, Clinical Trial Protocols, Testing Agreement, etc.)

Mutual disclosure CDA: Used when both parties are exchanging confidential information to the other. Mutual disclosure CDAs are used for potential research projects, collaboration with another party on research.

One-way CDA: Used when only one party is disclosing confidential information to the other.
- Incoming one-way CDAs, for MSU’s receipt of confidential information, are often used for receipt of information for the review of clinical trial protocols for consideration of running a clinical trial; testing agreements to receive information to evaluate whether, or not to enter in to a testing agreement with the other party. No MSU confidential information is protected in this case.
- An outgoing one-way CDA might be used when disclosing information to a company considering licensing a technology with an unissued patent. Sometimes a researcher does not wish to receive confidential information in his/her research area.

CDAs are used for discussion purposes only, no material is transferred, and no work is done under these agreements.
Data Use Agreements (DUA) And Software Transfer Agreements (STA)

Legal contracts governing the transfer of data or software between universities or organizations for scientific cooperation, while still protecting the creator or inventor’s intellectual property rights.

Terms of a DUA or STA are often similar to those of a CDA or MTA, and no received data or software may be shared with another party.

DUAs will usually allow for the publication of research results using the data, but that do not include the data itself.

The party providing the data or software will usually use their agreement for the transfer.
Material Transfer Agreements/Data Use Agreements and MSU Institutional Review Board (IRB) Approval

MTAs that involve the transfer of human materials, and DUAs that involve the transfer of data involving human subjects should be sent to the MTA/CDA Group along with the IRB approval or exemption letter for the related research project.

http://hrpp.msu.edu/irb-office