



Cornell University

# Non-Financial Agreements (NFAs)





Cornell University

## Examples

- Material Transfer Agreements (MTAs)
- Non-Disclosure Agreements (NDAs)
- Data Use Agreements (DUAs)
- Other (Collaboration and other agreements with no funding involved)



# Requesting an NFA

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Please fill out the following form. Highlight Existing Fields

Office of Sponsored Programs Clear Form

### NON-FINANCIAL AGREEMENT ROUTING AND APPROVAL FORM [From instructions](#)

Material Transfer Agreement (MTA)  Data Use Agreement (DUA)  Non-Disclosure Agreement (NDA)  Other

Provider	Provider/ Sponsor:	<input type="text"/>	Mailing address OR	<input type="text"/>
	Email:	<input type="text"/>	Website:	<input type="text"/>
Representative of Provider:	Representative of Provider:	<input type="text"/>	Mailing address OR	<input type="text"/>
	Email:	<input type="text"/>	Website:	<input type="text"/>

PI	Principal Investigator:	<input type="text"/>	Net ID:	<input type="text"/>	Title:	<input type="text" value="Choose a title"/>
	Dept/Ctr Admin- istering Project:	<input type="text"/>	Org Code:	<input type="text"/>	Other PI Title:	<input type="text"/>

MTA	Material to be transferred:	<input type="text"/>	Where will material be used:	<input type="text"/>
	Please list the source(s) of funding that will be used to support the research:			
	Sponsor:	<input type="text"/>	Title OR OSP#:	<input type="text"/>
	Complete if material will be used in conjunction with other material(s) received from a third party:			
	Provider:	<input type="text"/>	Material OR OSP#:	<input type="text"/>
Please email the completed form to <a href="mailto:osp_mta@cornell.edu">osp_mta@cornell.edu</a> .				

DUA	Project Title:	<input type="text"/>		
	Description of Data:	<input type="text"/>		
	Where will the data be secured? (i.e., CRADC, Office and Room #):	<input type="text"/>	Location of Data Access(i.e., Office / Room #):	<input type="text"/>
	Complete if data will be used in conjunction with sponsored award:			
	Sponsor:	<input type="text"/>	Title OR OSP#:	<input type="text"/>



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Please fill out the following form. Highlight Existing Fields

NDA	<p>Sponsor: <input type="text"/></p> <p>Title OR OSP#: <input type="text"/></p> <p>Please email the completed form to <a href="mailto:osp_dua@cornell.edu">osp_dua@cornell.edu</a>.</p>								
	<p>Complete if the NDA is related, or will be related, to a sponsored award or agreement:</p> <p>Sponsor: <input type="text"/></p> <p>Title OR OSP#: <input type="text"/></p> <p>If the NDA is related to a Cornell Invention, please consult <a href="#">Center for Technology Licensing (CTL)</a>.</p> <p>Please email the completed form to <a href="mailto:osp_nda@cornell.edu">osp_nda@cornell.edu</a>.</p>								
COMPLIANCE	<p>Will this activity involve any of the following (check all that apply):</p> <table border="0"> <tr> <td><input type="checkbox"/> <a href="#">Human participants: use of data, biomaterials from humans (IRB)</a></td> <td><input type="checkbox"/> <a href="#">Live vertebrate animals (IACUC)</a></td> </tr> <tr> <td><input type="checkbox"/> <a href="#">Recombinant or synthetic nucleic acid molecules (r/sNA); genetically or synthetically modified organisms (GMOs) (IBC)</a></td> <td><input type="checkbox"/> <a href="#">Human and mammalian cell lines, human tissue and blood (IBC)</a></td> </tr> <tr> <td><input type="checkbox"/> <a href="#">Biological pathogens or biotoxins: regulated or restricted plant pathogens or pests (IBC)</a></td> <td><input type="checkbox"/> <a href="#">Hazardous Chemicals / Controlled Substances</a></td> </tr> <tr> <td><input type="checkbox"/> <a href="#">Ionizing radiation, radioactive isotopes (Rad. Safety Committee)</a></td> <td><input type="checkbox"/> <a href="#">None</a></td> </tr> </table> <p>The Principal Investigator is responsible for ensuring that approval for all necessary research protocols is in place before funds are released and that any financial interests related to the design, conduct or reporting of this research have been disclosed.</p>	<input type="checkbox"/> <a href="#">Human participants: use of data, biomaterials from humans (IRB)</a>	<input type="checkbox"/> <a href="#">Live vertebrate animals (IACUC)</a>	<input type="checkbox"/> <a href="#">Recombinant or synthetic nucleic acid molecules (r/sNA); genetically or synthetically modified organisms (GMOs) (IBC)</a>	<input type="checkbox"/> <a href="#">Human and mammalian cell lines, human tissue and blood (IBC)</a>	<input type="checkbox"/> <a href="#">Biological pathogens or biotoxins: regulated or restricted plant pathogens or pests (IBC)</a>	<input type="checkbox"/> <a href="#">Hazardous Chemicals / Controlled Substances</a>	<input type="checkbox"/> <a href="#">Ionizing radiation, radioactive isotopes (Rad. Safety Committee)</a>	<input type="checkbox"/> <a href="#">None</a>
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<input type="checkbox"/> <a href="#">Ionizing radiation, radioactive isotopes (Rad. Safety Committee)</a>	<input type="checkbox"/> <a href="#">None</a>								
SIGNATURES	<p>In signing this statement, I acknowledge that I am responsible for adhering to the requirements for the use, storage and disposal of the material(s)/data/information and will ensure that all other authorized users abide by the terms and conditions of this agreement.</p> <p>Principal Investigator: Signature: <input type="text"/> Typed Name: <input type="text"/> Date: <input type="text"/></p> <p>The receipt of the material(s)/data/information under this agreement is compatible with the objectives and policies of the Department/Chair.</p> <p>Dept. Chair/Center Director: Signature: <input type="text"/> Typed Name: <input type="text"/> Date: <input type="text"/></p> <p>Please list other Key Personnel who have independent responsibility on the MTA, DUA, or NDA agreement.</p> <p>Name: <input type="text"/> Net ID: <input type="text"/> Name: <input type="text"/> Net ID: <input type="text"/></p>								

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# BREAKING NEWS

- OSP is revamping the routing and approval process for NFAs
- OSP will no longer required Department Chair/Center Director signatures on the NFA form
- OSP has signed a Master Reception Agreement that allows OSP to pre-approve MTAs originating from the Addgene repository
  - OSP will no longer administer individual MTAs from the Addgene repository
  - OSP will no longer require an NFA form for Addgene MTAs or track Addgene MTAs in the Sponsored Portal. Addgene will inform OSP of each request for material made by Cornell PIs.
  - The PI will acknowledge the applicable terms of use and certify that required protocols are in place on the Addgene website.
  - OSP will have the ability to create monthly reports of all Addgene orders that have been filled.



## Material Transfer Agreements

- Govern the transfer of tangible items for research purposes
- Incoming material is handled by OSP
- Outgoing material is handled by CTL
- Includes material repositories such as Addgene (but Addgene will no longer be administered through OSP)
- Uniform Biological Material Transfer Agreement (UBMTA) –  
Implementing Letter (Public Health Service)
- Simple Letter Agreement for the Transfer of Non-Proprietary Biological Material (Public Health Service)



## MTA Terms to Watch For

- Material Definition
  - Should not include modifications or “anything relating to the material”
- Permitted Use of Materials
- Intellectual Property
  - Provider will retain ownership of original material, progeny, unmodified derivatives
  - Cornell will own modifications and any IP resulting from the research (that is solely developed by Cornell)
- Publication
  - Same standard as financial agreements – Cornell must always retain the right to publish
- Disposal of Material



## Non-Disclosure Agreements

- Govern the transfer of intangible *proprietary* information for research purposes
- Include information exchanged in meetings, conferences, phone calls, emails, etc.
- Remember that Cornell is a fundamental research institution, so NDAs are often initiated by an outside entity
  - The results of fundamental research are ordinarily broadly disseminated and not proprietary





## NDA Terms to Watch For

- Definition of Confidential Information
  - Should not include fundamental research results
  - Watch for “shall include” vs “may include”
- Exclusions from Confidential Information
  - Independently developed
- Acknowledgment by staff working under the NDA
- Trade Secret language
- Export Control language
- Data Use language masquerading as an NDA
- Intellectual Property language
  - Not appropriate in an NDA



## Data Use Agreements

- Govern the transfer of restricted data
- Common data providers: BLS, Nielsen (from the U of Chicago), DHHS, US Dept of Education
- Often contain specific storage requirements
- Require a data security plan – approved by IT or CRADC
- Require IRB approval
- Require SOW
- Inappropriate data handling can have severe consequences
- Faculty PI always required



## DUA Terms to Watch For

- Intellectual Property
  - Same as other agreements
- Publication
  - Same as other agreements
  - Expect prepublication review to ensure no restricted data is disclosed
- Confidentiality affidavits
- Storage and access requirements
- HIPAA
  - Cornell is not HIPAA compliant
- No personally identifiable information or protected health information (PII/PHI)
  - Data must be de-identified



## Other Non-Financial Agreements

- Agreements with no funding involved
  - Collaboration agreements
  - MOUs, MOAs
  - Equipment Loan agreements
  - Teaming agreements



## Terms to Watch For

- How are costs being covered if no funding is provided?
- Data security requirements
- Material transfers
  - Outgoing material provisions-contact CTL
  - Equipment-contact risk management
- Watch for provisions allowing collaborator to work from Cornell
  - Generally not permitted and would constitute private use
- International collaborations
  - RPS
  - Export control issues
  - Tax considerations (US tax withholding on patent royalty payments with entities in certain countries)



## Agreement Monitoring

- The location of Material, Confidential Information and Data is contractually determined
  - Do not change the location unless you have received permission from your GCO
  - GCO will obtain permission from the Provider if required
- Reporting requirements
- Advance copies of publications
- Adding/removing users
  - Must receive permission from your GCO
  - GCO will obtain permission from the Provider if required
  - Compliances may need to be updated
- Providing Material, Confidential Information or Data to a collaborator
  - Must receive permission from your GCO – even if collaborator is at Cornell
  - GCO will obtain permission from the Provider if required



## Agreement Termination

- The Agreement almost always contains a destruction or return provision
  - The majority of providers require that a certification be made. Ex:
    - All material has been destroyed
    - All confidential information has been returned (agreement MAY allow for one backup copy on the server)
    - All data has been returned and no additional data has been copied or retained at any location
- Allow for plenty of time for end date extensions
  - Notify your GCO
  - Consider publication cycles, comment and review periods



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**Questions?**



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