PREPARED BY: Alexis Hernandez	**APPROVED BY:**

DOCUMENT TITLE: Material Transfer Agreement Job Aid	**DEPARTMENT:** IAG	**EFFECTIVE DATE:** October 31, 2020

Purpose

To explain how Material Transfer Agreements ("MTA") are to be reviewed and processed by the Office of Industry Agreements Group ("IAG").

Scope

- Process   MTAs are managed by IAG.

- Documents   Documents will be maintained and updated in ERA.

- Roles/ Responsibilities   Industry GCO will manage all of MTAs for ASU.

Definitions

- Arizona State University ("ASU")   The university where the transfer will be taking place

- Electronic Research Administrator ("ERA")   Electronic data base that houses all Agreements

- Material Transfer Agreement ("MTA")   Type of Agreement where materials are being transferred to ASU, from ASU, or both

- Grant and Contract Officer ("GCO")   Designated party at ASU for reviewing the Agreement

- Industry Agreements Group ("IAG")   Group responsible at ASU for approving the MTA for transfer

- Principle Investigator ("PI")   The named researcher from ASU

- Sponsor   The outside party named in the MTA

- Skysong Innovations ("SI")   ASU's technology transfer office

- Internal Request Form ("IRF")   A form for MTA where the ASU PIs provide the required information to complete or review an MTA

- Point of Contact ("POC")

Responsibilities

The assigned GCO is responsible for drafting, reviewing, negotiating, and executing the MTA and moving the MTA through ERA to a submitted state. The GCO is to review for compliance with ASU and Sponsor policies and requirements. The GCO is responsible for communicating any issues with the MTA to the PI.

Requirements / Steps

1. Login to ERA and click 'Agreements' tab in the top right corner of the screen.

2. Search ERA to confirm that there is not an existing task — if task is existing, skip to number five (5).
3. If no task is existing determine if GCO has a completed Internal Request Form. If GCO does not have the Internal Request Form—send to the PI for completion. The PI will need to complete the following:

   a. ASU PI Information
   b. Outside Party Information
   c. Type of Transfer
      i. If Incoming (Sponsor/Outside Party is Provider; ASU is Recipient) provide Name and Description of Material(s) Sponsor/Outside Party providing and Description of how ASU will use Material;
      ii. If Outgoing (ASU is Provider; Sponsor/Outside Party is Recipient) provide Name and Description of Material(s) ASU providing and Description of how Sponsor/Outside Party will use Material; or
      iii. If Outgoing/Incoming (Both Parties are Providing/Receiving) provide Name and Description of Material(s) ASU providing, Description of how Sponsor/Outside Party will use Material, Name and Description of Material(s) Sponsor/Outside Party providing and Description of how ASU will use Material.
   d. Length of Time Material(s) will be in use (maximum of 10 years);
   e. Research Compliance Information (all required);
   f. Conflict of Interest Information;
   g. U.S. Export Control Information;
   h. Sponsored Research Application Information; and
   i. Intellectual Property Information.

4. Once the GCO receives the IRF from the PI, save the MTA Internal Request Form as "PILastname_Sponsorname_MTA_IRF".

5. Once GCO has obtained the IRF click 'Create Task Request'.
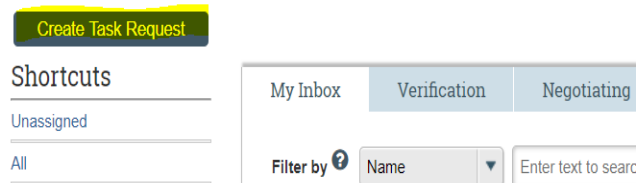
   a. Complete all fields with information obtained in the IRF.

   b. Click 'Continue in the bottom right of the screen.

   c. GCO will be taken to a Task Confirmation page. Once task is submitted, it will be in an 'Unassigned' state.

   d. A GCO workload manager will review the task and assign an owner, or GCO will be requested to assign to themselves.

6. If the task has already been created, confirm that all required information is included within the task. If more information is needed send IRF or specific questions to PI prior to moving forward.

7. The task will be in 'Verification' state once assigned to the proper GCO.

8. Once the GCO has been assigned a task, the GCO will then determine the type of transfer. It is preferable to use ASU's standard template for any type of MTA (outgoing, incoming, mutual, multi-party), but it is customary to accept the form from the Sponsor owning the material.

9. Regardless of the type of MTA, the GCO will then send the IRF to ORIA at Research.Integrity@asu.edu for their approval of all compliance matters.

   a. The email to ORIA should read "Dear Research Integrity: Please find attached the IRF for an MTA requested by **INSERT PI NAME** between Arizona State University (ASU) and **INSERT SPONSOR NAME** for your review. At your earliest convenience, please review and confirm all the compliance matters for the transfer have been met."

10. If the MTA has any Outgoing materials, the IRF will need to be sent to SI at ip@skysonginnovations.com. SI will review the IRF to ensure that no unprotected proprietary materials are being sent to the Outside Party.

a. The email to SI should read "Attached please find the IRF from (INSERT PI NAME) who will be providing materials to (INSERT SPONSOR NAME). At your earliest convenience, will you please let me know if you find any issues with the materials being sent out?

11. If no Agreement was provided by Sponsor click 'Generate Agreement' on left of screen"

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a. If ASU is sending material, choose MTA Outgoing.

b. If ASU is receiving material, choose MTA Incoming.

c. If ASU is receiving and sending material, choose MTA Outgoing/Incoming.

d. Click 'OK'. Agreement will be generated and a link for the .doc will be provided. Download generated agreement and check all highlighted information for accuracy.

12. In the alternate, if the Sponsor would prefer to use their own Agreement, we would accept and review the document. GCO will ensure that the following provisions are identified within the Sponsor Agreement:

a. MATERIAL(S)—name and description

b. PURPOSE/USE—description of how and length of time material will be in use

13. GCO will then update the following fields under the Negotiation Information Tab:

a. 2.0 Brief Task Status with any negotiation comments; and

b. 12.0 ASU groups contacted during negotiations and/or support requested

c. Click 'Save' on top of screen and once saved click 'Exit'

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Save | Exit | Hide/Show Errors | Print | Jump To ▾

14. On Task Summary Page, select 'Move to Internal Parties' on the left side of the screen under My Current Actions to update task status.

15. Once ORIA/SI approval is received, GCO uploads approval email as "PILastname_Sponsorname_MTA_ORIA/SIApproval" in task.

    a. If the material, PI, purpose, or export control language is changed/altered in any way during the negotiation process, ORIA must be contacted for additional approvals. GCO will email ORIA the most recent version of the redlined MTA highlighting the concerning language with the email body.

    b. If any Intellectual Property or Patent provisions are changed/altered during the negotiation process, that is outside the scope of what ASU generally would accept, SI must be contacted for additional approvals.

16. Once all internal approvals have been received, GCO sends an email with attached draft MTA to the Sponsor POC requesting their review and signature with copy to the ASU PI.

    a. Select 'Edit Task Request' under My Current Actions on left of screen.

    b. Choose 'Negotiation Information' from drop-down menu.

    c. Update 2.0 Brief Task Status and 3.0 Internal Review/Negotiation Comments fields with any relevant comments and pertinent information. Follow-up every two weeks with sponsor POC with copy to PI requesting a status update or if there are any outstanding questions/concerns.

    d. Click 'Save' on top or bottom of screen. Click 'Exit' on top or bottom of screen.

    e. On Task Summary page, select 'Move to External Parties' under My Current Actions on left of screen to update task status.

17. If Sponsor requests any changes, GCO will review and redline and negotiate the Agreement in accordance with the Contract Negotiation Guidance, all while updating the 2.0 Brief Task Status and 3.0 Internal Review/Negotiation Comments fields with any relevant comments and pertinent information.

    a. If substantial revisions are required or there are non-standard terms which require business decision(s), GCO will clarify said terms and upload approval(s) under 'Negotiation Information' under the following fields:

    i.   6.0 Non-standard Negotiated Terms;

    ii.   7.0 Business Decision(s) made to accept non-standard terms; or

    iii.   8.0 Negotiation Justification file documenting all Non-Standard Negotiation and Business Decisions.

18. If negotiations reach an impasse, the GCO will advise their Assistant Director and the Assistant Director will determine if a negotiation should be terminated.

19. Once negotiations are finalized, verify all changes have been accepted in final version. Depending on the type of transfer the ASU PI, the Sponsor PI, or both will need to acknowledge that he/she has read, understands, and accepts their obligations under this agreement, and sign the Agreement.

20. GCO will route the finalized agreement to their authorized signatory for review and signature.

21. Once the Agreement is fully executed, GCO saves fully executed MTA as "PILastname_Sponsorname_MTA_Fully" in .pdf format. Determine if the Sponsor needs a hard copy of agreement or if electronic is acceptable. If hard copy is requested, update under Negotiation Information field 4.0 Mailing/Distribution Instructions to include the appropriate address/shipping instructions.

22. Once the MTA is fully executed, GCO will send email with attached fully executed agreement to PI, Sponsor, Contracts@exchange.asu.edu, and any other respective parties.

23. GCO will then complete the following fields under Finalize Task Request in ERA:

    a.   1.0 Attach Executed/Awarded document(s) – upload fully executed agreement and distribution email

    b.   2.0 Start Date, End Date, Fully Executed Date

24. Click 'Continue' at bottom right of screen.

25. On Finalize Instructions page, click 'Save' at bottom or top of screen, then 'Exit' at bottom or top of screen.

26. On Task Summary page, click 'Finalize Agreement' under My Current Actions.

    a.   If there are any incomplete fields, Error/Warning Messages will pop-up here. GCO will have option to 'Jump To' appropriate page to fix error.

    b.   Status will change to Executed/Awarded.

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References / Related Documents

- UBMTA (Uniform Biological Material Transfer Agreement) Job Aid

- Addgene—national, nonprofit plasmid repository Job Aid