

## **Common Contracting Concerns**

### **Intellectual Property**

As a condition of employment, all University of Georgia (“UGA”) faculty and staff must agree to UGA’s Intellectual Property Policy. The University of Georgia Research Foundation, Inc. (“UGARF”) owns and manages patents & other intellectual property (“IP”) developed at UGA. In research agreements, UGARF’s position is that each party owns any IP developed solely by their respective personnel. Any IP developed by both sponsor and UGA personnel will be jointly owned. Licensing arrangements regarding access and use of UGARF IP are handled through Innovation Gateway.

UGARF acknowledges that special provisions may apply for Research Services Agreements.

### **Publication**

A primary responsibility of any institution of higher education is the development, cultivation and dissemination of new knowledge to the public. Therefore, UGARF will not agree to contract language requiring sponsor approval of publications. However, UGARF recognizes there may be a need to preserve intellectual property rights and protect sponsor confidential information. UGARF will agree to a period for review (usually 30 days), and will work with the sponsor to remove confidential information and/or to protect intellectual property. After this review period, if the sponsor has not responded with concerns, UGARF will move forward with the publication.

### **Use of Names**

UGARF and UGA occasionally provide lists of externally-funded research projects to stakeholders (board members, deans and other administrators, government officials, etc.). Unless requested otherwise, the name of the research project as well as the sponsor will appear on these lists. UGARF’s position is one of accountability and transparency to Georgia citizens.

### **Dispute Resolution**

The Attorney General for the State of Georgia handles all legal disputes involving state agencies (See Constitution of the State of Georgia, Article V Section II, Paragraph IV). Therefore, UGARF will not agree to binding arbitration since that decision can only be made by the Attorney General. UGARF will agree to nonbinding arbitration.

### **Governing Law**

UGARF, does not enter into industry sponsored research agreements that are governed by the laws of another state. The reason for this position is that UGA itself is a state agency and Georgia is a sovereign state. UGARF will agree to remain silent on governing law as an alternative.

### **Warranty/Guarantee**

University research is experimental in nature. Therefore UGARF will not make any warranties or guarantees with regard to the results of the research. However, UGARF is willing to agree to use reasonable efforts to perform the research as set forth in the statement of work and within the established budget.

**Indemnification**

Georgia's constitution prohibits the use of state funds for purposes other than what the legislature has authorized. Indemnification is an unfunded liability which would require the use of state resources. UGARF will agree to language which provides that each party shall be responsible only to the other party for the actions of its personnel in performance of the research project.

QUESTIONS? Contact Angela Steltzer at (706) 542-8014 or [asteltzer@uga.edu](mailto:asteltzer@uga.edu)