

University of Virginia Office of Sponsored Programs Contracts



The Contracts Team

- Contract Negotiators
- Senior Contract Negotiators
- Lead Negotiators
- Associate Director of Contracts



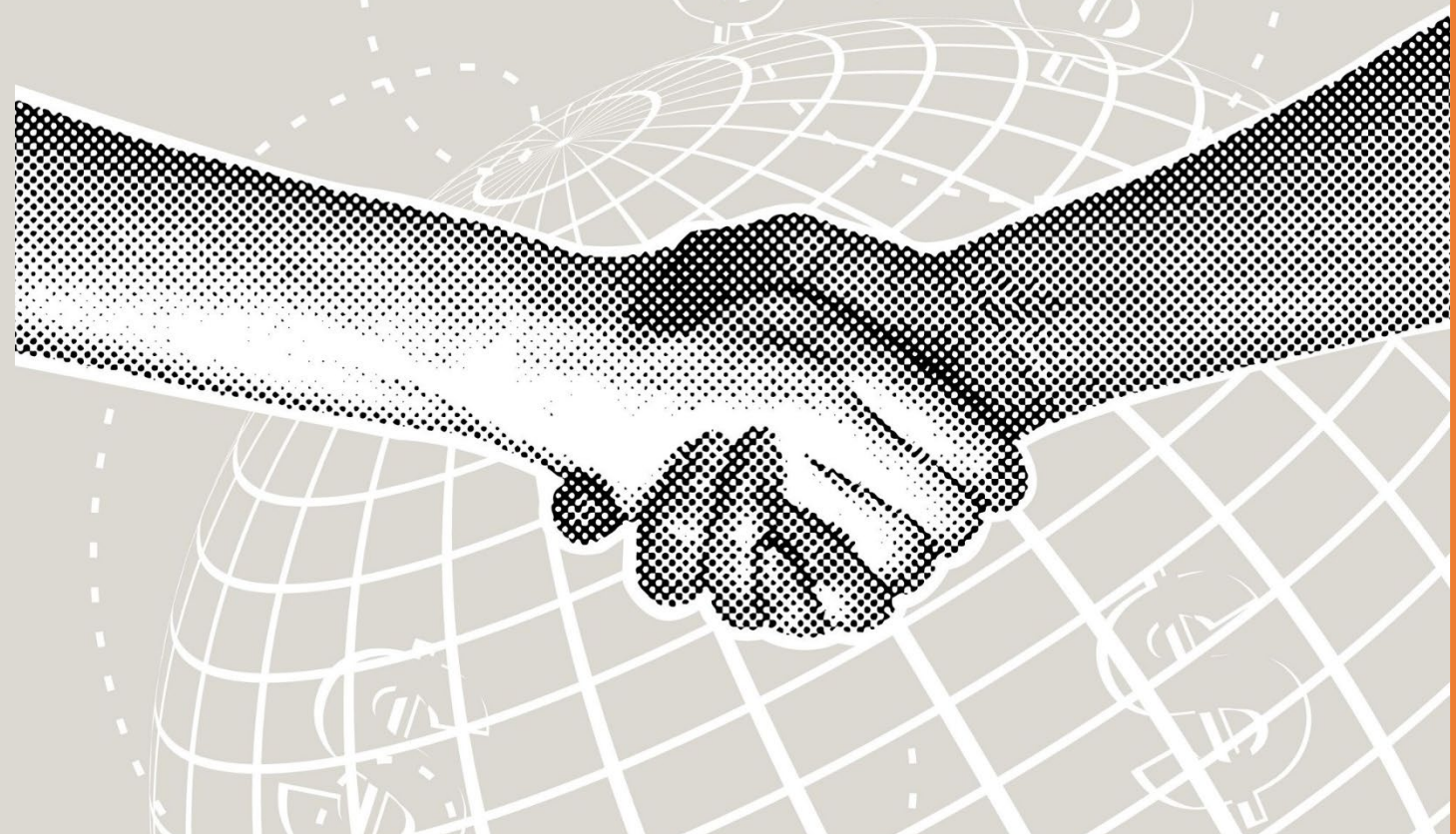


The Contracts Team - March 2025

- **Sharon Taraska**, *Interim Associate Director of Contracts (Signatory)*
- **Brent Gunsalus**, *Lead Negotiator (Signatory)*
- **Mia Abernathy**, *Lead Negotiator (Signatory)*
- **Vacant**, *Lead Negotiator (Signatory)*
- **Sarah Brown**, *Senior Negotiator*
- **Tiffany Crawford**, *Senior Negotiator*
- **Cooper Drady**, *Senior Negotiator*
- **Autumn Flores**, *Senior Negotiator*
- **Nathaniel Scott**, *Senior Negotiator*
- **Tim Spaulding**, *Senior Negotiator*
- **Sandy Ulmer**, *Senior Negotiator*
- **Laura Williams**, *Senior Negotiator*
- **Charis Link**, *Negotiator*
- **Celeste Chilton**, *Negotiator*
- **Julia Barrett, Cori Catto, Amy Roberts**, *Temp Negotiators*

The Contracts Team negotiates **funded** and **nonfunded** research agreements for all schools.

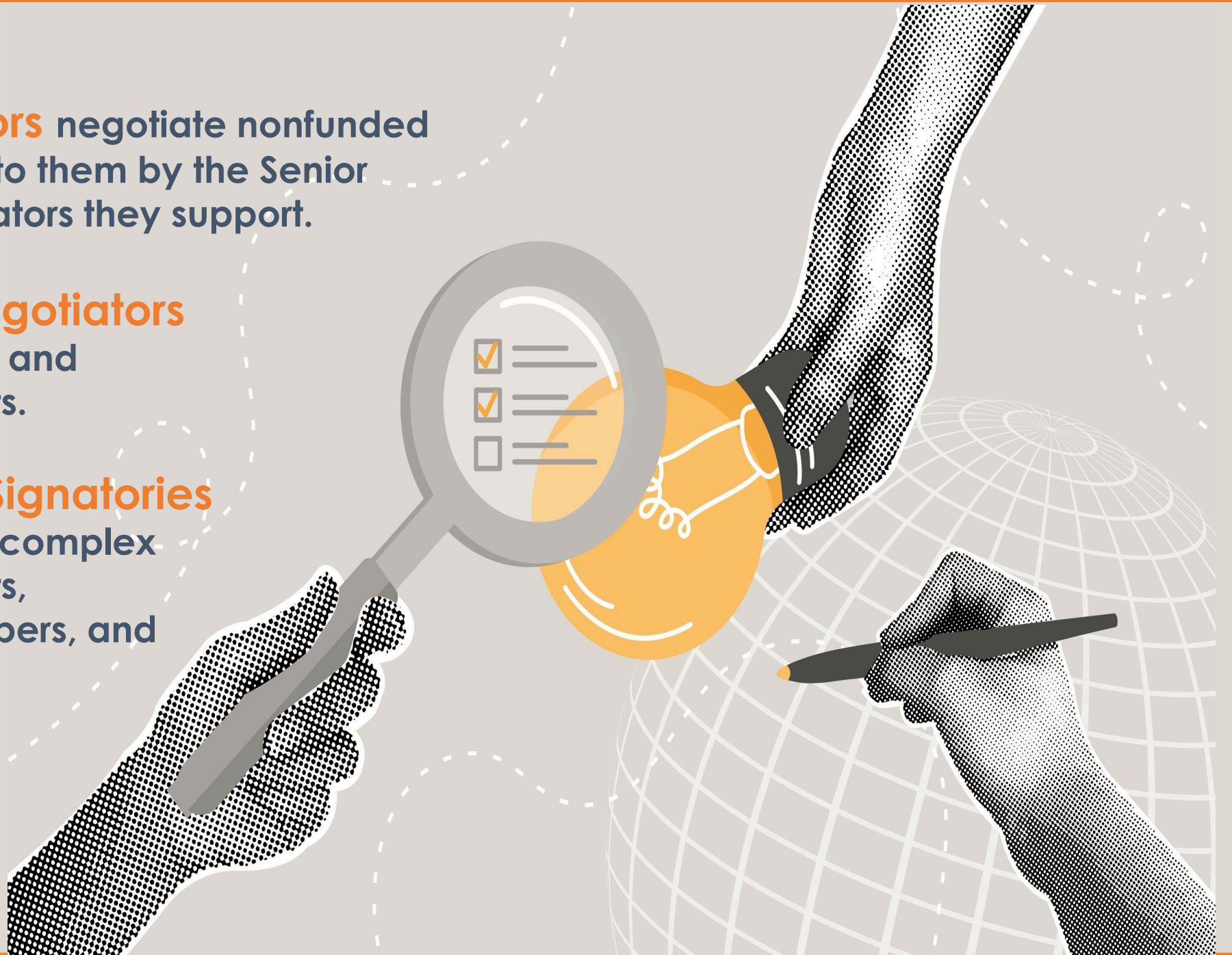
SPONSOR



Contract Negotiators negotiate nonfunded agreements assigned to them by the Senior Contract/Lead Negotiators they support.

Senior Contract Negotiators negotiate both funded and nonfunded agreements.

Lead Negotiators/Signatories negotiate funded and complex nonfunded agreements, train/assist team members, and sign agreements.



Pre-Award & Contract Team Delegation

Type of Agreement	Original Agreement	Amendments	Exceptions/Notes
Master Agreements	Contracts Team	Contracts Team	An amendment only extending term → Pre-Award
Task Orders Master	Contracts Team	Contracts Team	Any Rolls Royce, Consortium, Cooperative Task Orders (ECOG, NRG), Amendment only extending term → Pre-Award Team
Non-Funded Agreements	Contracts Team	Contracts Team	N/A
Industry Sponsor Agreements	Contracts Team	Contracts Team	An amendment only extending the term → Pre-Award Team
Non-Federal CTAs	Contracts Team	Contracts Team	An amendment only extending the term → Pre-Award Team
Foreign Sponsor Agreements	Contracts Team	Contracts Team	An amendment only extending the term → Pre-Award Team
Federal Contracts or OTAs	Contracts Team	Contracts Team	An amendment only extending the term → Pre-Award Team
Incoming Subawards w/Federal, OTA or Industry as Prime	Contracts Team	Contracts Team	An amendment only extending the term → Pre-Award Team
Service/Consulting Agreements	Contracts Team	Contracts Team	Consulting Agreements - OSP reviews only for SOM
Capstone Agreements	Contracts Team	Contracts Team	N/A
Federal Grants	Pre-Award Team	Pre-Award Team	Complex Negotiation → Escalate to Contracts
Federal Cooperative Agreements	Pre-Award Team	Pre-Award Team	Complex Negotiation → Escalate to Contracts
Intergovernmental Personnel Act	Pre-Award Team	Pre-Award Team	Complex Negotiation → Escalate to Contracts
Incoming Subawards with Federal Grant or Cooperative Agreement as Prime	Pre-Award Team	Pre-Award Team	Federal flow through SBIR/STTR w/industry prime → Contracts Complex Negotiation → Escalate to Contracts Federal funded clinical trials on FDP temp → Pre-Award
Domestic Foundation Sponsor	Pre-Award Team	Pre-Award Team	Complex Negotiation → Escalate to Contracts
State Sponsor Agreements	Pre-Award Team	Pre-Award Team	Complex Negotiation → Escalate to Contracts
PO w/Terms & Conditions	Pre-Award Team	Pre-Award Team	Example: Rolls Royce Pos → Pre-Award Team consults w/Contracts Team as needed
Virginia Catalyst Agreements	Cooper/Sharon & Zach	Cooper/Sharon & Zack	UVA as Prime, multiparty agreement as SRA; UVA sub, multiparty agreement as OTH. Incoming sub is SRA

Nonfunded Agreements

- Material Transfer Agreements (MTAs)
- Data Use Agreements (DUAs)
- Confidential Disclosure Agreements (CDAs)
- Consortium Agreements
- Teaming Agreements
- Licensing Agreements
- Multipurpose Agreements
- Amendments
- Collaboration Agreements
- Intellectual Property Agreements
- Equipment Loan Agreements
- Internally funded outgoing awards
- Memorandum of Understanding (MOUs)
- Cooperative Research & Development Agreements (CRADA)
- Educational Partnership Agreements



Funded agreements

- Clinical Trial Agreements
- Research Funding Agreements
- Licensing Agreements
- Subcontracts
- Master Agreements
- Service Agreements
- Consulting Agreements
- Amendments
- Small Business Innovation Research (SBIRs)
- Small Business Technology Transfer (STTRs)
- Other Transaction Agreements (OTAs)
- Intergovernmental Personnel Agreements (IPAs)



A negotiator must ensure:

- Contracting party is correctly named
- PI is not a party
- Sponsor indemnification/liability
- Publication rights
- IP ownership and protection
- Protocol, SOW, Budget align
- HIPAA, FERPA, or other privacy rights
- F&A/overhead
- Use of UVA's name
- Confidentiality
- Ownership of materials, equipment
- Disposition of data
- Use of data and results
- Flow down provisions
- Insurance requirements



What we can't agree to

- Statutory prohibitions (indemnification, binding arbitration)
- Waive requirements for legal/equitable actions
- Restrictive publication terms and delays
- Liability for employee conduct outside scope of employment
- Give up right to use study data and results
- GDPR, other foreign privacy laws
- Foreign governing law or venue
- Waiver of sovereign immunity
- Terms that are inconsistent with VFOIA



Compliance/Approvals

- IRB determination (human subjects)
- COI management plan
- CITI training/disclosures are current
- Export Control/Research Compliance
- IACUC approval (animal research)
- Policy waivers
 - i. risk assessment for foreign law
 - ii. publication restriction
 - iii. nonconforming ICF or HIPAA language
 - iv. lack of indemnification or subject injury language
 - v. nonconforming safety notification
 - vi. execute before IRB determination
 - vii. detrimental IP provisions
 - viii. F&A waivers
 - ix. risk management approval on insurance provisions
 - x. risk letter for consequential damage provisions
 - xi. approval for noncompliance with UC mandates

- SBCA (clinical trials)
- material transfer approvals
- data security plan/IT approval
- data certification (outgoing HS data)
- Insurance issues



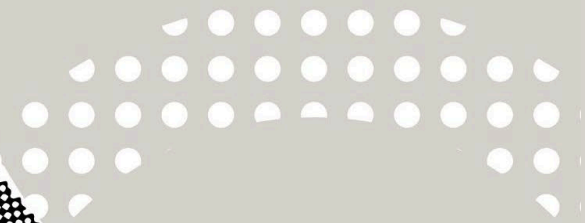
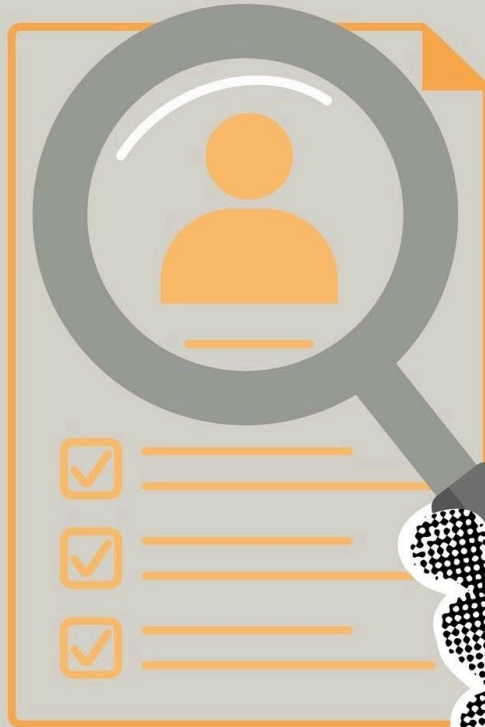
Agreement Terms

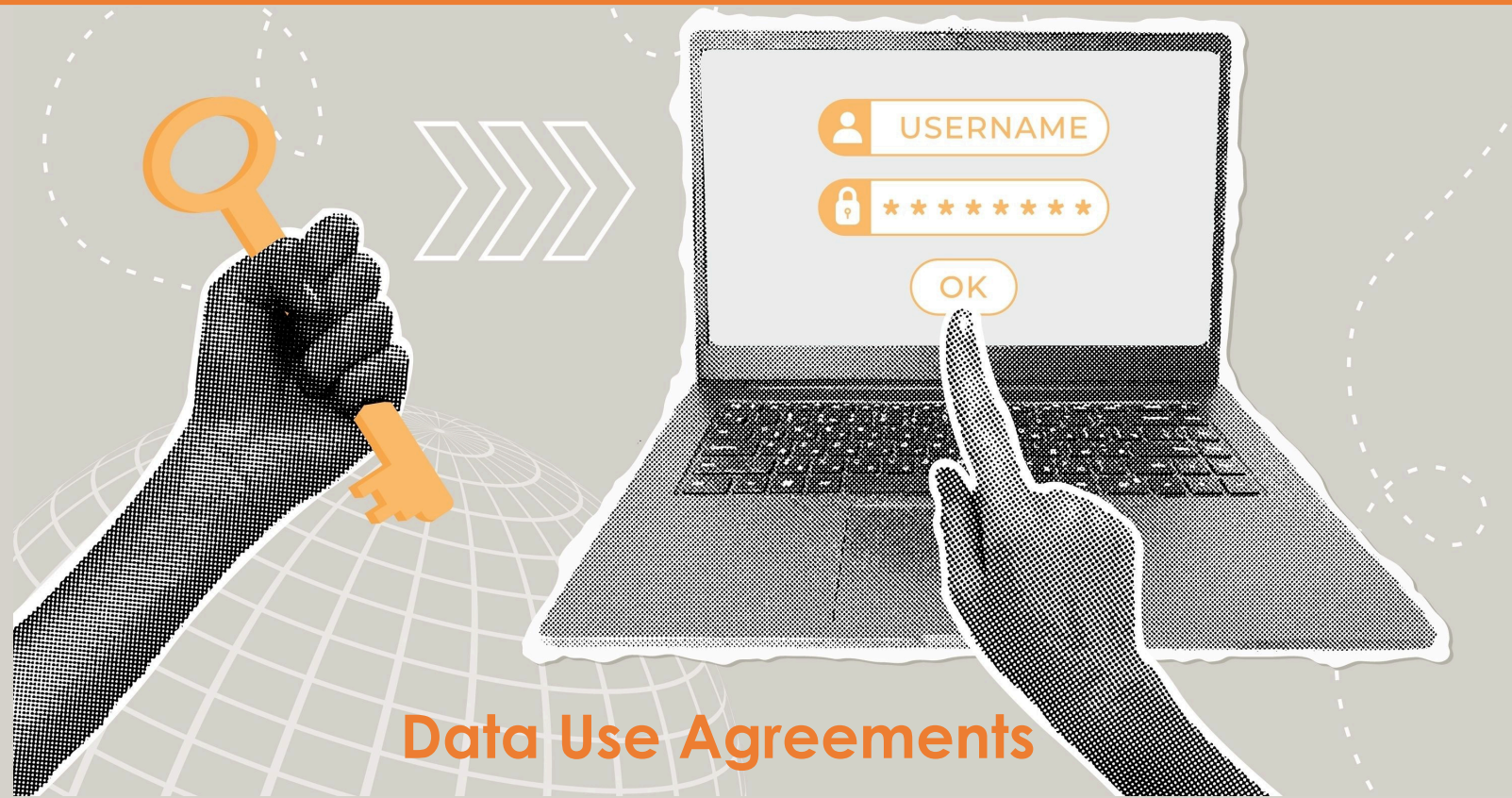
Clinical Trials

- Sponsor indemnification
- Liability
- HIPAA provision
- Study Subject Injury (AAHRPP)
- Safety Notification (AAHRPP)
- Publication rights (AAHRPP)
- Budget and payment terms
- Confidentiality
- Ownership of medical records
- Record retention
- IP rights
- Insurance
- Use of name
- Right to use data and results
- No warranties



Association for the Accreditation of Human Research Protection Programs (AAHRPP), subject injury provisions, publication rights, and safety notifications





Data Use Agreements

- Unilateral or bilateral exchange
- Data ownership and permitted use
- Confidentiality
- Publication rights
- Liability
- Use of name
- No GDPR (personal data EU residents)
- Description of data
- Project description
- Transmission
- Data security
- Disposition of data
- FERPA/HIPAA (human subjects)
- Right to use data and results

Material Transfer Agreements

- Publication rights
- Modified material transfer rights
- Identification of material and permitted use
- No commercial purposes
- Ownership of original material
- IP rights
- Liability
- Use of name



Research Funding Agreements

- SOW
- Budget
- IP rights
- Liability
- Animals, materials, equipment
- Insurance
- Indemnification
- Confidentiality
- Right to use data and results





What takes extra time

- Internal approvals (IRB, data certification, IT/data security plan, LVG review)
- Seeking waivers, ancillary reviews in Huron, risk assessments
- Negotiating essential terms (IP ownership, data rights, liability, HIPAA, publication, governing law, etc.)
- Revisions to SOW, protocol, budget

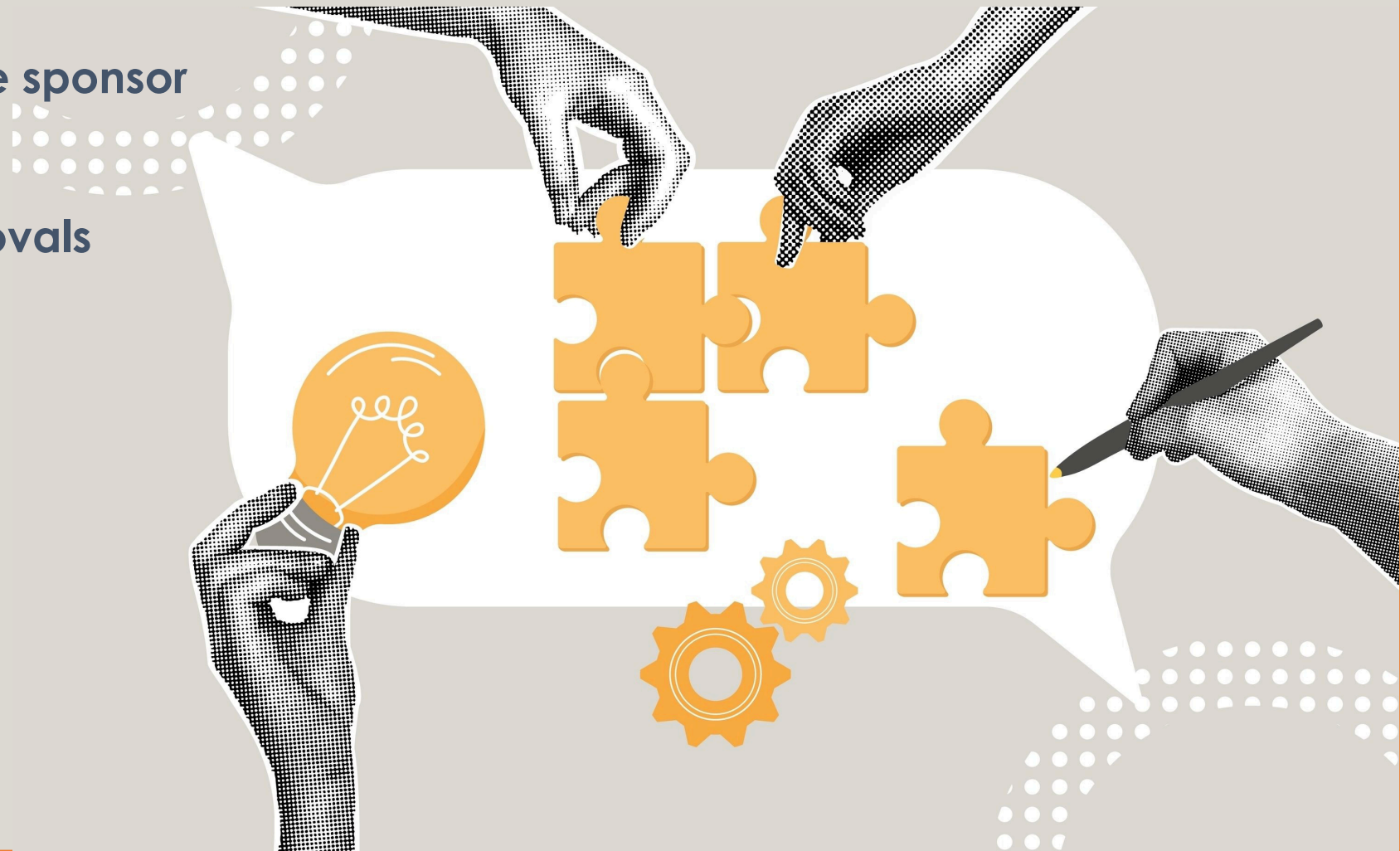
What causes delays

- Volume per negotiator
- Compliance/approvals and documentation
- Huron submissions (missing or inaccurate information)
- Sponsor delay, non-responsiveness, inflexibility
- Urgent, deadline-driven, complicated contracts



What's needed every time

- An agreement request in Huron
- An adequate description of research
- Budget/proper F&A
- Contact information for the sponsor
- Appropriate supporting documentation
- Appropriate internal approvals



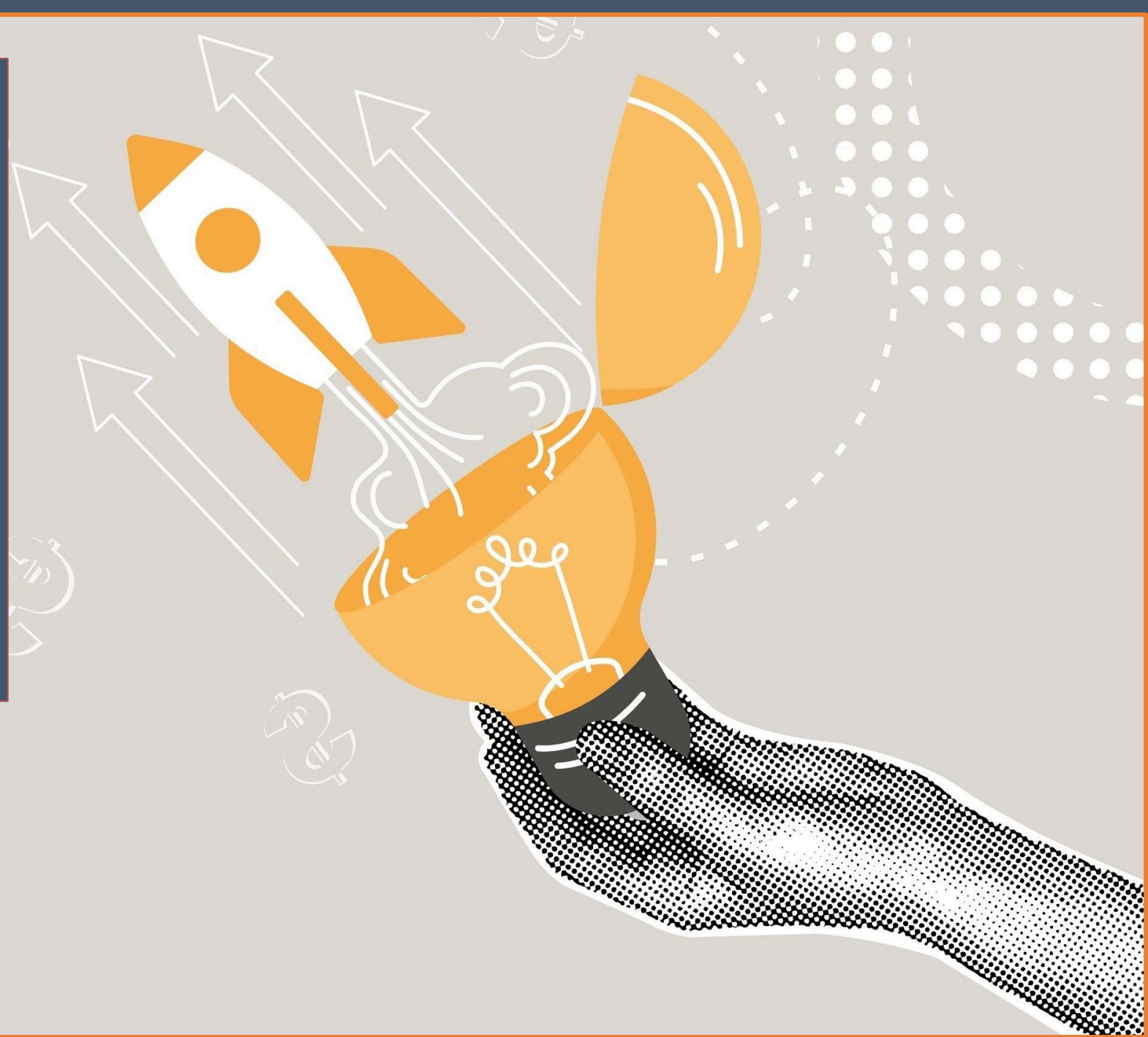


What you can do to help

- Huron and other training
- Preliminary discussions with the negotiator
- Provide required compliance and other documentation
- Assume every agreement needs to be negotiated
- Do not sign any agreements!

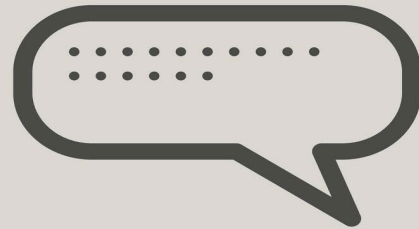
What we're doing to improve efficiency

- Reviewing the waiver process
- Streamlining our processes (individually and as a team)
- Reassigning/reallocating portfolios
- Collaborating with other units
- Outreach/training to research community
- Better communication and transparency

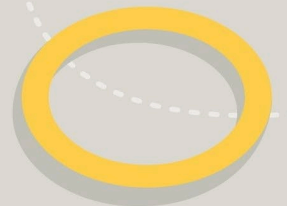


In 2024, the Contracts Team negotiated nearly **2,000** agreements

Approximately **140** agreements per negotiator



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Additional Information

- <https://osp.research.virginia.edu/resources/institutional-information>
- <https://osp.research.virginia.edu/research-administration/research-contracting>

