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## A Faster, Easier Way to Create Best-Fit Material Transfer Agreements

Welcoming remarks will begin at  
11:55 a.m. Eastern Time.

The formal presentation will begin at Noon Eastern

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## A Faster, Easier Way to Create Best-Fit Material Transfer Agreements

### Speaker:

**Stephen G. Harsy**, *University of Wisconsin Madison*

November 20, 2014

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**Questions?**

**We will be taking questions at the  
conclusion of the presentation.**



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- Annual Meeting
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- *AUTM Better World Report*
- AUTM Salary Survey
- AUTM Technology Transfer Practice Manual
- AUTM Licensing Activity Survey (currently for United States and Canada)
- AUTM Update

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## Member Benefits

### In-person and Online Networking

- Special Interest Groups (SIGS)
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### Additional Benefits

- Updates on legislative activity and how it affects you
- Meeting proceedings and presentations
- Member discount on the AUTM Licensing Activity Survey (currently for United States and Canada)
- Access to post data on the [Global Technology Portal](#)



**Stephen G. Harsy, Ph.D.,**

*University of Wisconsin Madison,  
AUTM Assistant VP for MTAs*

## **The AUTM MTA Toolkit**

**A Faster, Easier Way to Create Best-Fit  
Material Transfer Agreements**

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## Learning Objectives

### **Attendees will learn about:**

- Selecting the best-fit MTA each transfer
- Speeding transactions and reducing costs by leveraging AUTM MTA templates
- Implementing best practices for transferring research materials between universities



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The following presentation reflects the personal views and thoughts of the presenter, and is not to be construed as representing in any way the corporate views or advice of the University Wisconsin-Madison, nor the views or advice of the Association of University Technology Managers (AUTM). The content is solely for purposes of discussion and illustration, and is not to be considered legal advice.



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## AUTM MTA Working Group

Laurie Tzodikov, Princeton University

Wendy Streitz, University of California

Cherry Joy Beyselance, HHMI

Svetlana Shtrom, University of Central Florida

Mike Mowatt, NIH/NIAID

Chikako Saotome, Kyoto University

Rupinder Grewal, MIT

Jaysen Rajkomar, Stanford University

Esther Allay, St. Jude Children's Research Hospital

Steve Harsy, University of Wisconsin

Eric Paulson, University of Utah

Anthony Cova, Addgene

Elizabeth Carlson, Boston University

Stewart Davis, ATCC

Sharon Lu, University of Florida

Alan Bentley, Vanderbilt University

David Giannantonio, Emory University

Alexandra Buga, Sloan-Kettering

Eric Payne, National Renewable Energy Lab

Martha Lubet, NIH/NCI

Susie Wong, Addgene

Shawn Hawkins, St. Jude's Children's Research Hospital



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## The Effort Involved

- 22 AUTM members from 20 different institutions
- Initial AUTM MTA survey effort began in 2009
- AUTM MTA Working Group first met in 2011





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## Applicability

Transfers of published materials  
between non-profit institutions

## The low hanging fruit



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## What is the AUTM MTA Toolkit?

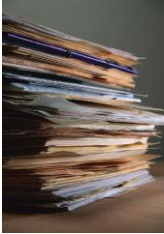


1. A **flow chart** to assist in choosing the best standard agreement
2. A readily available set of existing standard agreements as **fillable forms**
3. New **AUTM standard agreements** for use when existing standards aren't appropriate
4. **Principles that provide guidance** when new terms are needed



## Why Do We Need This?

- Hundreds of thousands of MTAs are processed around the globe annually



- The largest institutions manage several thousand MTAs annually and can have several professionals dedicated to the task
- Less than half of MTAs transferred in the US make use of standard agreements



### MANAGING UNIVERSITY INTELLECTUAL PROPERTY IN THE PUBLIC INTEREST

Committee on Management of University Intellectual Property, Lessons From a  
Generation of Science, Research, and Design

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Stephen A. Merrill and Anne-Marie Maza, Editors

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**“In the committee’s judgment,  
the use and complexity of  
[MTAs] and time consumed in  
negotiating them have become  
overly burdensome.”**



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**Our inability to effectively deal with  
this problem has been recognized by  
our clients (the scientists we support)  
and our leaders, and it can cast TTOs  
in a negative light**



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## What's the Answer?

# STANDARD AGREEMENTS

- The majority of transfers are not complex, and don't require complex negotiations
- Is the collective energy spent in negotiating everyone's favorite clarifying clause or added obligation really a value-added activity for these transactions?



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## NRC Report: Recommendation 8

To facilitate the exchange of scientific materials among investigators, especially those engaged in non-profit sector research, research sponsors should explicitly encourage and monitor compliance with requests for materials. Moreover, technology transfer offices should in the future either

- **cease requiring use of Material Transfer Agreements** when their investigators and colleagues at other nonprofit research institutions are exchanging non-hazardous or non-human biological material for in vitro research, or
- **use only the Uniform Biological Material Transfer Agreement (UBMTA) or the Simple Letter Agreement (SLA)** recommended by the National Institutes of Health.



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## NIH Research Tools Sharing Guidelines 1999

The majority of transfers to not-for-profit entities should be implemented under terms no more restrictive than the UBMTA. In particular, Recipients are expected to use the Simple Letter Agreement provided below, or another document with no more restrictive terms, to readily transfer unpatented tools developed with NIH funds to other Recipients for use in NIH-funded projects.



### Don't kid yourself...

- Any changes to a standard agreement eliminate the value of standardization
- Changes that are buried in standard language take time to find, evaluate, and negotiate



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**“Each iteration in a negotiation over the terms of a ...materials transfer agreement delays the moment when a research tool may be put to use in the laboratory.”**

NIH Research Tools Guidelines,  
1999



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## **This Is An Easy Win For Everyone**



- We spend less time tediously trying to spot and tease out the nuances of slight changes in standard language, and more time creating ways to move technology into the marketplace

- Scientists get to do their experiments sooner
- Discoveries get made more quickly
- Institutions save money
- Technology transfer professionals are seen as facilitators rather than barriers



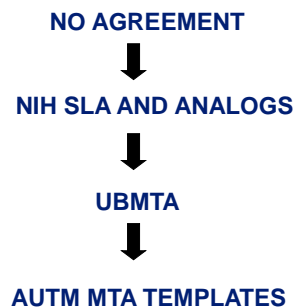
## How Do We Make It Happen?

- The tools are available – use them
- Lobby the decision-makers to make an institutional commitment to adopt this as policy
- When you receive a non-standard MTA, ask if you can use a standard agreement
- Communicate the availability of these tools to all levels of your institution



## The AUTM MTA Toolkit Decision Tree

*Use simplest approach that is appropriate for the transfer*



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## The AUTM MTA Toolkit:

[http://www.autm.net/Material\\_Transfer\\_Agreements/12632.htm](http://www.autm.net/Material_Transfer_Agreements/12632.htm)



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## MTA Toolkit - New Templates

- Free-standing agreements that can be immediately used by institutions who are not signatories to the master agreement
- Templates have been developed for materials that do not easily fit within the UBMTA's definition of biological materials
- References specific to US law and agencies have been broadened to allow the agreement to be readily used by non-US institutions
- Optional additional terms are collected in an appendix, making such modifications to the UBMTA easily found
- Those additional terms that were frequently requested are presented as standard language to minimize the need for negotiation
- Provision is made for the inclusion of custom clauses when the parties deem it necessary





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**The AUTM MTA Templates:**

[http://www.autm.net/AUTM\\_MTA\\_Templates/12639.htm](http://www.autm.net/AUTM_MTA_Templates/12639.htm)



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**MTA Guiding Principles**

**Best Practices in Non-Profit to Non-Profit Transfers of  
Published Research Materials**

- Consensus guidelines from MTA Working Group
- Based in part on UBMTA, NIH research tools guidelines
- Important to note:
  - Transfers between non-profits
  - Published materials



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### The AUTM MTA Guiding Principles:

[http://www.autm.net/MTA\\_Guiding\\_Principles/12666.htm](http://www.autm.net/MTA_Guiding_Principles/12666.htm)

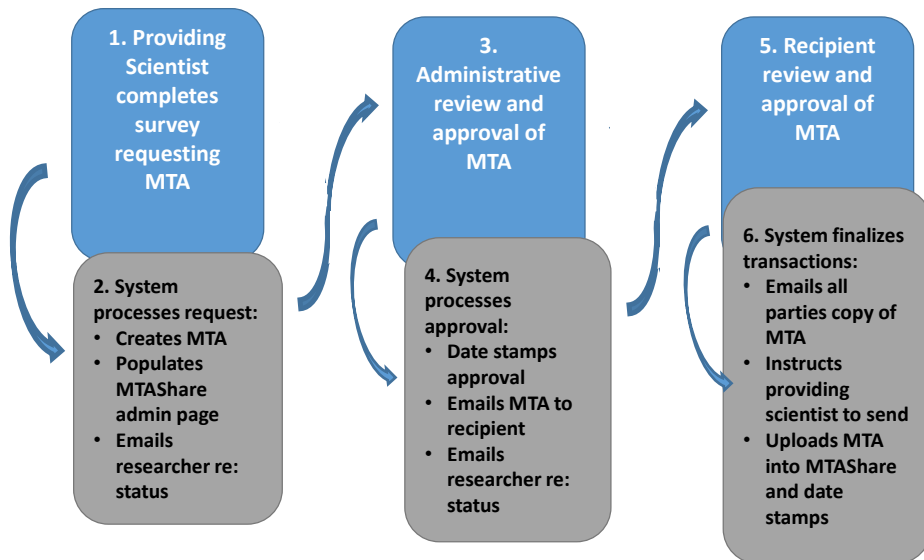


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## MTAShare

- Developed at Vanderbilt University by Alan Bentley
- Comprehensive, scalable automated system for processing and managing MTAs
- Utilizes standard MTA documents created by the NIH and by AUTM





## MTAShare Status

- In use at Vanderbilt since February, 2014
- Testing at 6 other sites just wrapping up
- Roll out to small group (~12 institutions) November, 2014
- Available to all comers Spring 2015
- Go to <http://vanderbilt.edu/cttc/mtashare> or Contact [alan.Bentley@vanderbilt.edu](mailto:alan.Bentley@vanderbilt.edu) for more information



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Questions?



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Basic Patenting 101

Copyright Law and Content/Software Licensing

Equity Based License Agreements

Financial Conflicts of Interest

Marketing: Whether By Traditional or Social Media, the Value

Need to Know Basics of Technology Transfer for Support Staff

Negotiation of License Agreements

Nuts and Bolts for Compliance Under Federal Funding Awards

The Basics of Open Source Licensing

Tips for Managing MTAs

Triage

Valuation of Inventions and Patents

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#### AUTM Central Region Meeting

July 20 – July 22, 2015  
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Nashville, TN USA



#### AUTM Eastern Region Meeting

Aug. 31 – Sept. 1, 2015  
Raleigh Marriott City Center  
Raleigh, NC USA



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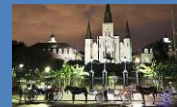
### AUTM Annual Meeting



#### AUTM 2015 Annual Meeting

Feb. 22 – 25

New Orleans, LA USA



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