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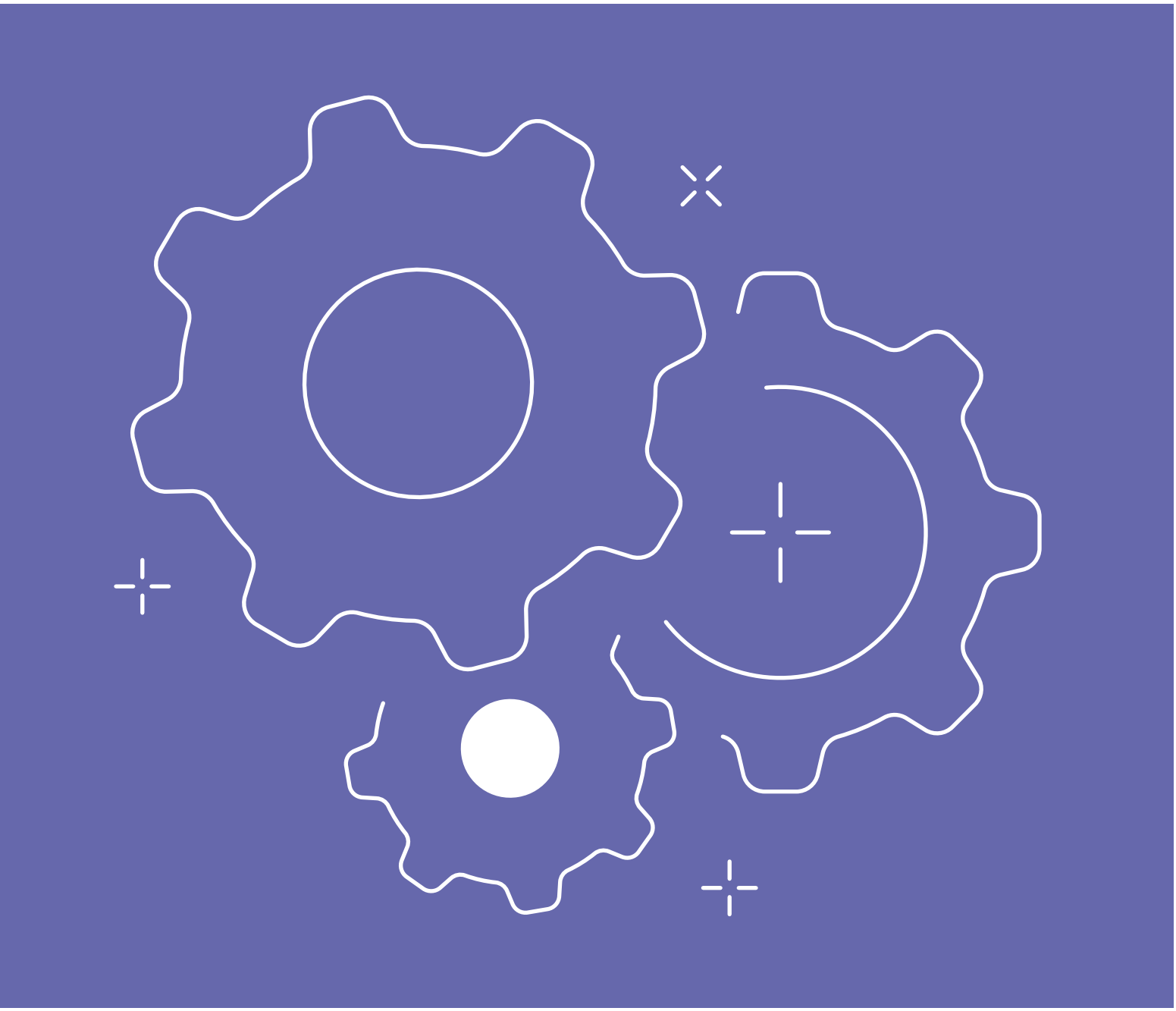
Researcher's Guide to Industry Partnerships

UNIVERSITY OF TORONTO



The University of Toronto (U of T) has a global reputation as a leading research university which attracts industry partners from across Canada and around the world.

Over the last decade, U of T has worked with over 600 different industry partners. Each partner may have their own rationale for working with a university, but most seek to: connect with U of T's research excellence and expertise, engage with students and trainees, and co-develop new ideas and innovations that can be moved into domestic and global markets.

Research partnerships between the academic and private sectors augment and enrich the training and research activities at the university and their broader impacts. Through these partnerships the university is able to secure resources and tools (e.g. materials, data, access to facilities) that help expand the scope of research and discovery efforts, while also helping prepare students for future careers and employment.

U of T has a long history of building successful partnerships with the private sector. From the initial discovery of insulin in 1921, and a subsequent partnership with Eli Lilly to help rapidly scale-up the production and global distribution of this life-saving medicine, to new partnerships exploring innovative medical developments, technologies for sustainability, smart cities, and beyond, U of T engages with companies to address important challenges and to bring new discoveries and technologies to Canada and the world.

For more information, contact:

University of Toronto
Innovations & Partnerships Office
Banting Institute, 100 College St, Suite 413
Toronto, Ontario M5G 1L5

E-mail: innovations.partnerships@utoronto.ca
Web: https://research.utoronto.ca/

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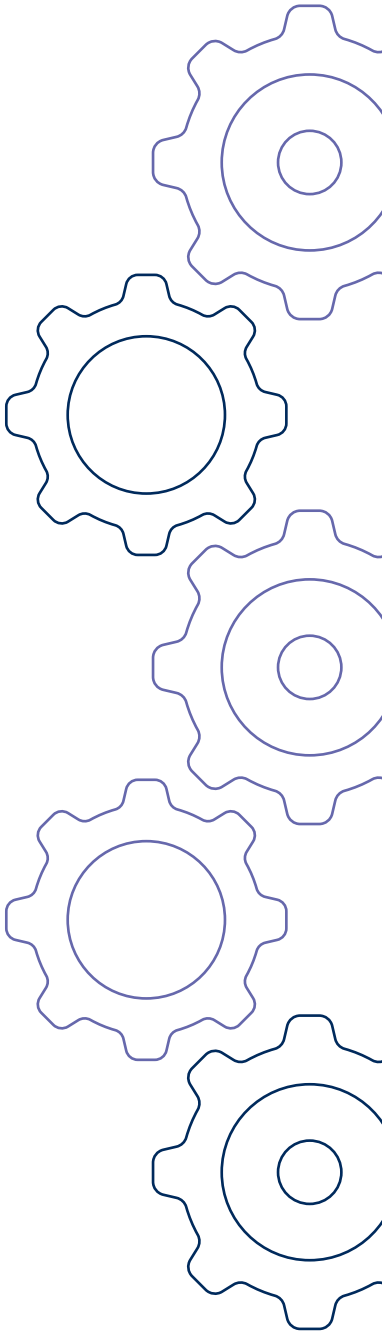

The University of Toronto (U of T) is one of the world's top research-intensive universities, with a community of researchers who have the talent and dedication to address pressing global issues. The Innovations & Partnerships Office (IPO) is available to help foster institutional partnerships with external organizations, to advance research knowledge, and to translate results into impactful benefits to Canadians and the rest of the world. Investments from industry partners in research and training are an important pillar in supporting researchers and the university to achieve economic, societal, and environmental change. If you are interested in engaging in a research partnership, you are encouraged to contact one of the many Partnership and Business Development professionals across the university, including those from your Academic Division and in IPO, to help facilitate connections with potential partners and provide guidance on research agreements.

This guide covers the essential elements of sponsored research partnerships at U of T and provides information on some common questions regarding the development of a partnership with an industry sponsor. It also identifies the internal U of T resources available to help researchers successfully navigate and manage such partnerships. This guide is primarily focused on research partnerships with the private sector, but many of the principles are applicable to other types of partners such as non-governmental organizations (NGOs), non-profit organizations, community groups, federal and provincial governments, and others.

All research partnerships at the university are guided by the Statement of Research Partnerships, along with U of T policies and practices governing research administration and involvement of human participants, the Inventions Policy, the Policy on Conflict of Interest - Academic Staff, the Policy on Ethical Conduct in Research, and other university policies or guidelines that may be relevant in the circumstances. These policies may be revised from time to time as all research must comply with relevant national and provincial guidelines and regulations which may change.

Additional information may be found on the Division of the Vice-President, Research & Innovation (VPRI) website.

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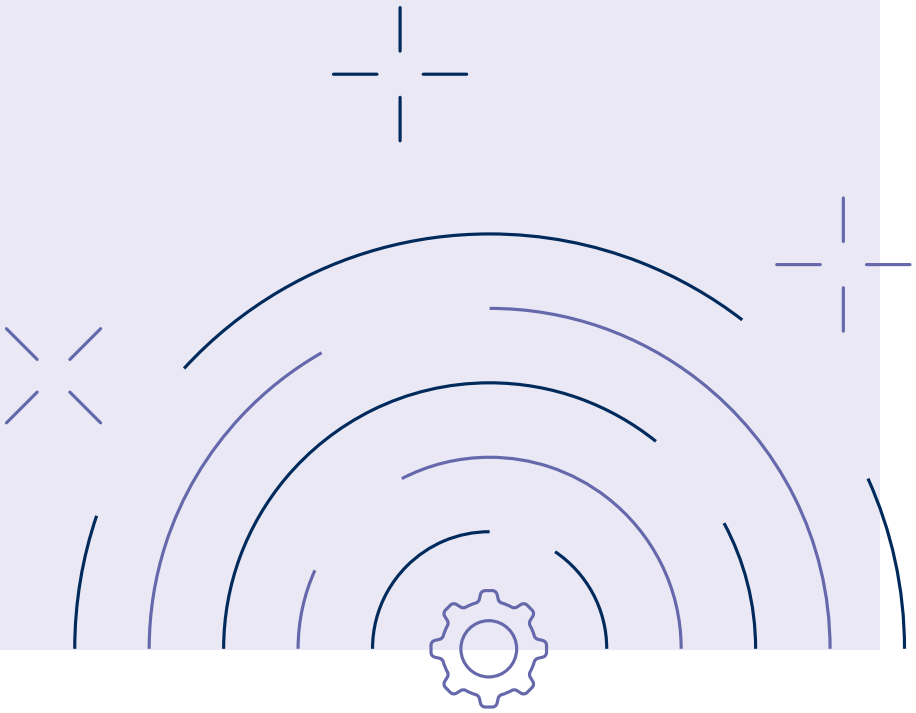


What are "industry research partnerships"?

For the purposes of this guide, industry research partnerships are engagements between U of T and a private sector organization(s) for the purpose of conducting research and development activities. This guide outlines key considerations for industry-academic research collaborations, which are distinct from other ways in which the university and researchers may interact with the private sector in engagements such as procurement, philanthropy, fee-for-service activities, or consulting.

Who can engage with industry partners?

A Principal Investigator (PI) is responsible for conducting research-related activity and authorizing expenses on an industry funded project. In most cases, only PIs can hold research funding, and only PIs will have access to the My Research Applications & Agreements (MRA) system, through which all U of T research applications must be submitted for approval. The University's Guidelines on PI eligibility should be consulted for further information on eligibility criteria. Students involved in a funded research project will work under the supervision of the PI.

How does U of T support industry partnerships?

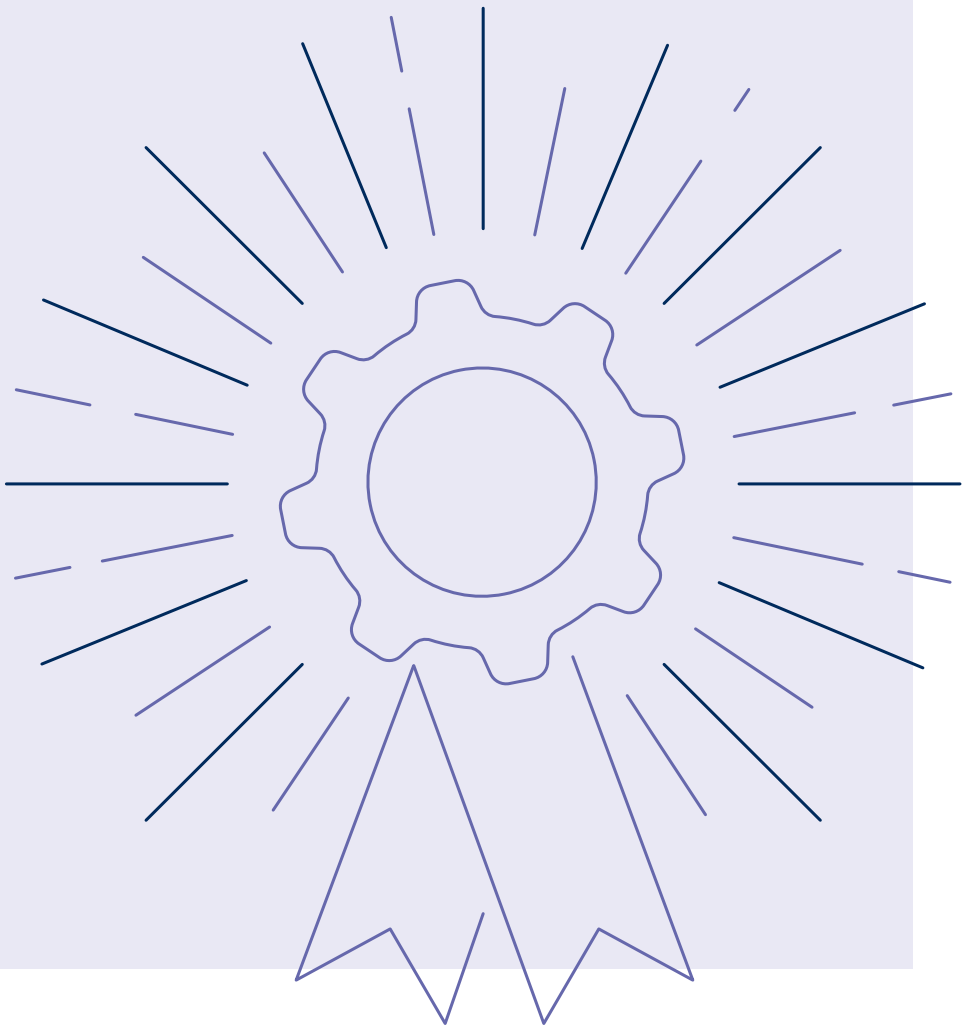
Across all three campuses and in many Divisions at U of T there are research facilitators and business development professionals that assist U of T researchers in activities such as identifying new partners, initial introductions, funding opportunities, advice on U of T policies and guidelines, support for research applications, and beyond. There are also numerous networking events, workshops and other in-person and virtual opportunities to establish new connections and partnerships. In addition, the university has launched a range of Institutional Strategic Initiatives which draw on U of T's deep research excellence, innovation and talent to ignite groundbreaking research in areas that will create a better future for the generations to come. These initiatives also have supports to assist with connecting to new partners and organizations.

The university also maintains the Centre for Research and Innovation Support (CRIS) which is a researcher-centric resource hub providing access to tools, training, and expertise. CRIS is a partnership launched by the VPRI, the U of T Libraries, and Information Technology Services. The following services and supports are currently accessible through the CRIS website:

- **Programs:** Programming that aligns with key areas of research development
- **Resource Hub:** A self-serve catalogue providing access to tools to support researchers to conduct and administer research, and easily find services and offices that offer research and innovation expertise, including CRIS Spotlights, curated resources on issues identified by the U of T research community
- **Collaboration Consultations:** Support for planning and executing faculty-led workshops and strategic engagements
- **Research Roundup:** A weekly digest of key research & innovation communications
- **Training & Events Calendar:** A central point for accessing research and innovation-related training events

IPO supports researchers across the three campuses in all sectors and helps build successful partnerships between industry, business, government, and the U of T research community. IPO also manages U of T's portfolio of intellectual property (IP). For all industry research projects, IPO manages the negotiation and execution of agreements and provides access to the funds for the research. IPO can facilitate introductions between an industry partner and interested researchers and assist in coordinating researchers with various funding agencies to help augment the project budget. IPO will also provide the necessary support to identify and protect the IP of researchers, along with negotiating and facilitating IP rights with our partners.

Key Benefits



Many research programs at the university can be bolstered by additional support and resources made available through engaging with industry partners. These engagements help researchers, post-doctoral fellows, and students gain access to cutting-edge technologies, data, materials, and other tools to augment their research efforts and impacts. These partnerships can also support the costs associated with research and provide students with experiential learning opportunities that help prepare them for future careers.

How do researchers benefit from industry partnerships?

Individual faculty members are often the driving force behind any research engagement and may be supported by business development professionals and other individuals supporting the management and coordination needs of the research program. Researchers can expand their collaborative networks beyond the academic sector and seek out Canadian and international firms that can help advance their discoveries to have local and global impacts.

More tangibly, researchers directly benefit from industry partnerships through a combination of cash and in-kind contributions to a project:

- **Cash contributions** support the direct and indirect costs of conducting the research and can often be further augmented through various federal or provincial funding programs.
- **In-kind contributions** can include access to company resources such as equipment, samples, technologies, materials, and data. The partner may also contribute the time and expertise of their researchers, technical experts, and management support.

How do students benefit from industry partnerships?

As a complement to the individual outreach offered through the U of T Career Navigator, industry partnerships offer undergraduate and graduate students experiential learning opportunities by challenging them to apply their skills and training in applied and practical scenarios. Industry partnerships give students exposure to:

- Business and technical challenges that broaden their perspectives and the impact of their research and training;
- Networking opportunities with potential employers who may recruit them after graduation; and
- Practical experience that enhances their appeal to other employers.

How does industry benefit from working with the university?

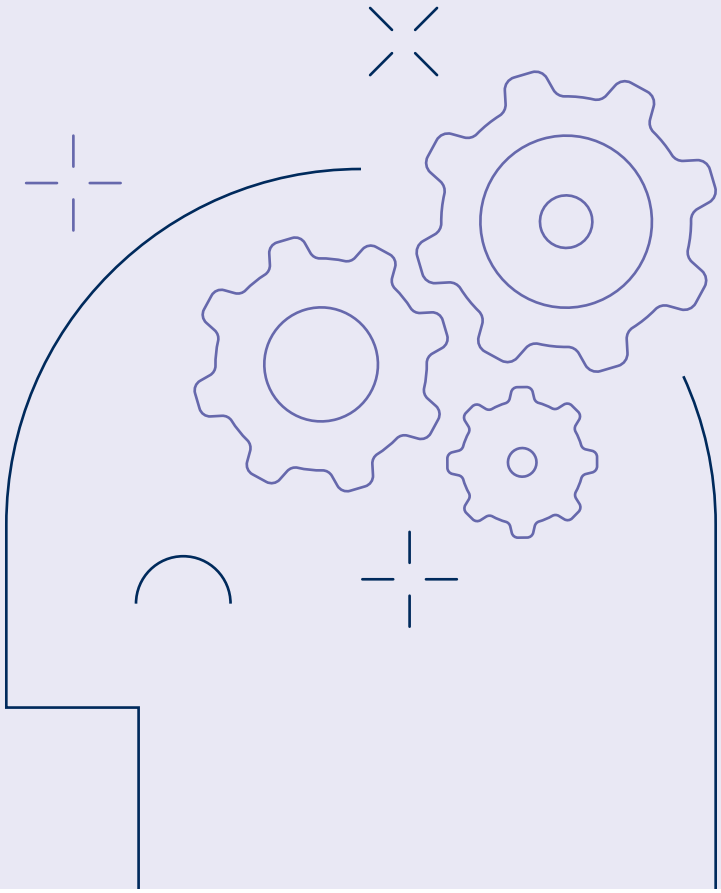
The number of industry research partnerships at U of T is a testament to the many benefits an industry partner can gain from working with a university. Companies are able to connect with world-leading researchers to help address important challenges and to participate in and support cutting-edge research in various areas of interest. Additional benefits can include access to research infrastructure or specialized equipment at the university and experts that can facilitate knowledge transfer. Working with the university also exposes the company to trainees and graduates entering the workforce.

Engaging with universities may provide access to funding opportunities through grants or other programs that help support the costs of a research project. For instance, companies can leverage their contributions with government funded programs, including:

- Alliance program with the Natural Sciences and Engineering Research Council of Canada (NSERC)
- Ontario Research Fund: Research Excellence with the Ministry of Colleges and Universities (MCU)
- Mitacs
- Sustainable Development Technology Canada
- Genome Canada
- Ontario Centre of Innovation, and many more.

Canadian companies are also eligible for federal and provincial tax credits based on their research expenditures. Programs such as the federal Scientific Research and Experimental Development Tax Incentive Program provide preferential credits and refunds for research expenditures, including those at postsecondary institutions.

Intellectual Property Rights



U of T has a flexible approach to Intellectual Property (IP) that ensures all parties benefit from the creation of new ideas and knowledge. IP developed in a research project can include inventions, technical information, know-how, models, drawings, prototypes, and software. For any successful research partnership, it is important to ensure there are balanced IP rights that encourage full participation from all the partners. It should be noted, that while U of T seeks to provide IP rights to our partners, the university always reserves the right to continue to use any newly developed IP for research and teaching purposes to help extend the impact of the research results.

At the outset of any collaborative project, it is important to ensure all parties understand and agree on IP ownership and licensing rights. IP is typically categorized in terms of 'Background' or 'Foreground'.

'Background IP'

This refers to any proprietary knowledge, techniques, and know-how developed prior to the start of research project, or independent of the research project. It is important that all parties identify any background IP they plan to use during the project and how the other party may (or may not) use this background IP.

Clearly identifying background IP in the agreement avoids any uncertainty over which background IP is being made available for the research and helps distinguish background IP from any IP created during the project (Foreground IP). In many cases, each party will provide the other with limited rights to use their background IP for the performance of the project. If either party desires extended access to the background IP after the project is completed, that is typically arranged through a separate discussion and license agreement.

'Foreground IP'

This refers to any proprietary knowledge, techniques, and know-how developed, generated, created, or reduced to practice through delivering on the industry sponsored project scope of work using project funding. Foreground IP includes research outcomes or deliverables, and patentable inventions, and is often of interest (e.g. for commercial use or other knowledge translation purposes) to the industry partner.

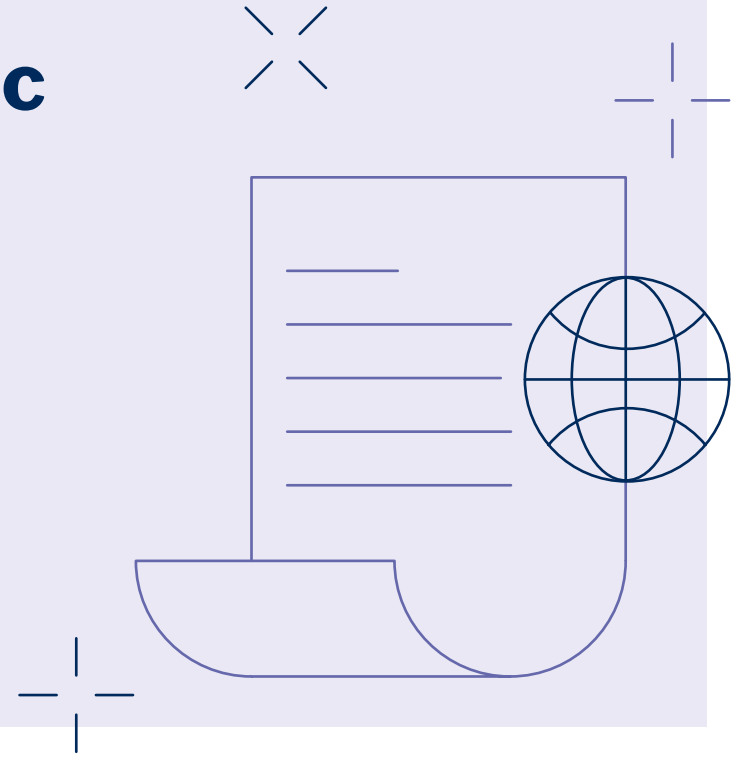
It is important to note that IP inventorship, ownership, usage rights, and revenues/ royalties are separate issues. For instance:

- **Inventorship** – The individuals who contributed to an essential element of the invention are the inventors. Inventorship is determined by patent law. Inventors can include the U of T researcher and students, and external collaborators.
- **Ownership** – Refers to the legal owner(s) of the IP. Whereas inventors are always individuals, IP ownership may be held by individuals, organizations, corporations, NGOs, government, or other registered legal entities.
- **Use Rights** – The owner(s) of IP may grant others the right to use their IP. This is typically done through a license agreement.
- **License Agreement** – A legal agreement in which the owner grants rights to other parties, individuals, or organizations. These rights may be exclusive or non-exclusive and limited for example, by time, a particular field of use, or region of the world.
- **Revenues/Royalties** – In exchange for the rights to use a technology/invention, a license holder may be required to compensate the owner(s) of the IP. Revenues could be related to the sale of products utilizing the IP, upfront fees, annual fees, or other pre-defined payment amounts. "Royalties" generally refers to payments linked to product sales.

Funding provided by a partner covers the direct and indirect costs of performing the scope of work. Covering the costs of the research does not grant automatic rights to the IP developed. Compensation for IP rights is determined in a license agreement.

For more information on IP rights, please see: Inventor's Guide to Technology Transfer, The University of Toronto Commercialization Framework, VPRI Entrepreneurship's IP Education Program, and VPRI webpage Protect Intellectual Property.

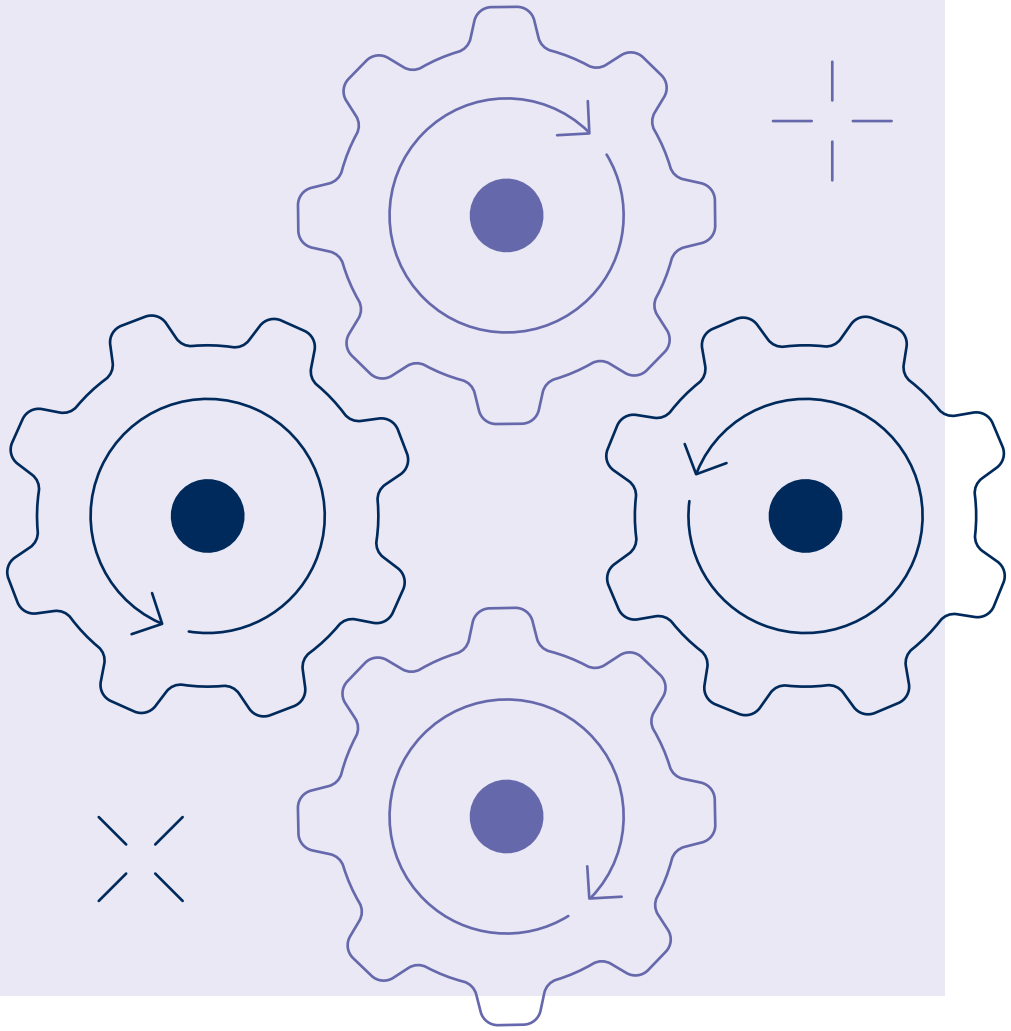
Publications and Academic Freedom



Academic freedom is a key principle for any research at a public university, as all research is undertaken towards creating new knowledge and public dissemination. As described in the U of T Publication Policy: "Since the dissemination of knowledge is one of the primary functions of the university, university research should be such that the results may be freely published or otherwise promptly disseminated." The publication of research results can take the form of print or electronic media, including peer-reviewed journals, posters, websites, and in-person or virtual conferences and presentations.

As with all research activities, in any industry partnership the university will retain the right to publish the research findings on behalf of the researchers. However, there are a limited set of circumstances in which a delay of a publication may be accommodated. For example, if IP rights arise from a research project, and their public disclosure might affect patentability, the publication may be delayed for a limited amount of time to allow for a patent filing. The university will also work with our partners to ensure publications do not inadvertently disclose the partner's confidential information. To ensure academic progression of students is not affected, U of T retains the right to have a thesis reviewed and defended without delay.

Models of Engagement



U of T engages in many forms of research partnerships and there is no "one size fits all". The university takes a flexible approach in working with industry and other types of partners. Collaborative projects may range from a relatively short-term engagement to tackle a specific challenge, to larger multi-year engagements with more open-ended goals. Some partnerships may span a few months while others can extend for years, or even decades. Projects may also range from fundamental research to applied research with specific goals and commercialization objectives.

Many partnerships involve a single researcher or group working with a single company. Others may include teams of researchers across U of T and possibly other Canadian or international universities working as a network. Engagements may also include a consortium of industry partners. These models are further described below:

Lead Researcher with Single Industry Partner

Most engagements are investigator-led and conducted on a project-to-project basis with a single company. These engagements typically range from six months to a few years, with the option to renew or expand in scope, budget, and timeline.

There can be a significant range in the budgets associated with these projects based on the nature of the work, scope, and timelines, ranging from tens to hundreds of thousands of dollars per year. Many of these projects are eligible for additional funding support through matching programs such as NSERC-Alliance, Mitacs, Ontario Centre of Innovation, and others.

Multiple Researchers with a Single Industry Partner

Larger and more complex initiatives may span multiple disciplines and involve teams of researchers. These researchers may be from across U of T and include other Canadian or international universities and other research organizations, hospitals, and centres. Given the large scope and scale of these types of initiatives, they tend to be multi-year and involve significant investment from the company, and often there are additional supports in the form of international, federal, and provincial grants, or other sources.

These engagements require project management and coordinating functions, typically from the lead institution, to help engage and coordinate across the various research teams and institutions. Strong project management and administrative functions are important in the project proposal, adjudication, and ultimately the success of such an initiative. At U of T, researchers can take advantage of internal supports for such functions through the Major Research Project Management Fund (MRPM) program. For eligible research engagements, the MRPM program provides funding to enhance the competitiveness of U of T-led research projects and helps to ensure effective administrative oversight of the project.

Consortia: Multiple Universities and Multiple Companies

These broad-based engagements consist of a network or consortia of researchers, universities, and industry partners. The consortium partners share common goals and objectives towards a complex, or grand challenge. The company partners may be collaborators and/or competitors in the marketplace, but have identified an area of common interest, which is typically early-stage research or addressing a common issue. In some arrangements, the companies seek to help guide the activities and research topics to be addressed by the network, and all partners seek early access to new knowledge or technologies developed. The university can assist with facilitating discussions with the members to identify areas of common interest, programs that can financially support the network, and help with the overall coordination of the network. In most cases, the network is supported by a combination of membership fees and contributions along with other government or NGO partners.

Master/Framework Agreements

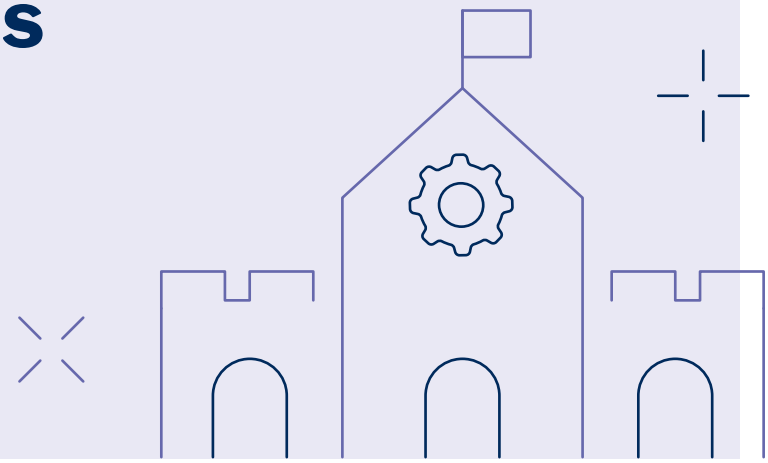
Established companies may engage with numerous researchers on distinct projects over a longer period. A master or framework agreement is a streamlined approach that provides a mechanism for companies to partner with U of T for multiple projects. A master or framework agreement consists of predetermined contractual terms that define the rights and responsibilities of each party. These agreement terms will act as the governing document for all projects, leaving only the particulars of each project to be negotiated, which include the scope of work, budget, and timeline. Project-specific information can be included as an addendum or a statement of work (SOW). Master/framework agreements can be beneficial as they achieve consistency in contractual terms and increase efficiencies in pre-and post-award administration. Under this partnership model, the sponsor and researcher may reach out to one another directly to discuss potential projects, or the sponsor may issue calls for proposals on an annual or rolling basis.

Student Engagements with Industry

The student and their supervisor should identify projects and potential industry partners that align with the student's research interests and academic progression. Often graduate students or other forms of trainees participate in the research undertaken at the university and a project may involve the student spending time at the company's premises. For more information regarding students engaging with industry and research partnerships please refer to the School of Graduate Studies at U of T.

There are provincial and federal funding programs which can assist in supporting trainee costs or internships at various levels: undergrad, graduate, post-doctoral fellow. Mitacs, for example, is a national non-profit organization that operates research and training programs to allow trainees to engage with industry on partnership projects.

How the University Supports Industry Partnerships



There are numerous supports across the university to assist researchers in finding company partners and creating successful engagements. Many Departments and Divisions help connect researchers to partners through business development professionals, events and receptions, and invited lectures. Blue Door provides a single point of entry for organizations wishing to work with U of T, by identifying academic expertise and pioneering research opportunities, as well as talent recruitment, all to provide a seamless partnership experience.

Divisions and Departments across the university may have business development professionals and other roles to support the creation of new research engagements, in addition to the Office of the Vice-President International and the Institutional Strategic Initiatives.

The Innovations & Partnerships Office (IPO) supports successful partnerships between industry and the U of T research community in the following key areas:

The **Business Development Team** (part of the broader Blue Door team) can help facilitate introductions between an industry partner and interested researchers at U of T and identify funding programs and opportunities.

The **Partnerships Team** supports the negotiation and execution of all industry research agreements and facilitates access to the funds for the research. The Partnerships Team also supports the pre- and post-award administration of industry and related government funding agencies.

The **Innovations Team** receives invention disclosures, supports IP protection and patenting, and negotiates licensing agreements to facilitate the transfer of the research output to an appropriate partner.

Engaging with an Industry Partner

Know Your Strengths and Know Your Partner

As a researcher, identify your key areas of expertise that may be of interest to potential partners. You should be ready to discuss your research and capabilities in general terms, as they relate to a potential partner seeking solutions to a particular problem, and who may not have deep scientific or technical expertise in-house. Researchers should think about what competitive advantages they have, with regards to their experience and lab capabilities, which differentiates them from others in their field.

It is also important to seek out partners and areas for collaboration that are aligned with your own research interests, as the relationship should be mutually beneficial. Understanding your partner's research objectives and engaging in preliminary discussions will provide a better foundation for the relationship with an aim to fulfill both the university's and the partner's needs and expectations.

Networking

Many researchers maintain their own networks of potential collaborators within and beyond academia. Introductions and connections are often made at scientific meetings, conferences, correspondence via publications, social media, and through academic colleagues. Maintaining a broad network of contacts from diverse organizations can help you identify partnership opportunities and individuals within potential partner organizations. Researchers can participate in multi-disciplinary networks or consortia to expand their networks.

Start the Conversation

Once an initial connection has been established with a potential partner, preliminary discussions regarding a proposed project are typically the next step. These often take place via email, phone, virtually, and in-person meetings.

As discussions become more detailed, some partners may require a non-disclosure or confidential disclosure agreement (CDA). Similarly, if the university researcher is disclosing any unpublished, proprietary, or confidential information, a CDA should be requested by the researcher. Further details regarding CDAs can be found on the VPRI website and Types of Partnerships Agreements section of this guide.

Initial discussions may eventually progress into the proposal development and planning stages, so be prepared to identify realistic goals, timelines, and budgets. It will also be important to clarify how the partner(s) will contribute to the research in terms of time commitments of their staff, contributions of data, materials, use of company equipment, and other details. There should also be discussions regarding the direct and indirect costs of the project that will be incurred at the university.

These project-specific details will eventually become part of a Sponsored Research Agreement (SRA) between the university and the company. The SRA will define the expectations of all parties and govern their respective rights and obligations. Further details regarding SRAs can be found on the VPRI website and Types of Partnerships Agreements section of this guide

Identify Funding Opportunities

There are various federal and provincial programs that are designed to support and help co-fund industry-university research partnerships. These programs can expand the scope and scale of the research engagement by supplementing the industry cash and in-kind contributions. Some examples include the Alliance program with the Natural Sciences and Engineering Research Council of Canada (NSERC), Mitacs, and Ontario Centre of Innovation, to name a few.

Researchers can also learn about potential partnership opportunities through U of T's Research Alerts and the Funding Opportunities Database or contact IPO to help identify eligible funding programs related to industry partnerships.

Developing the Research Proposal

A concise and well-written research proposal is an important framework for any collaboration with an industry partner as it outlines the agreed upon activities, timelines, budget, and responsibilities of each participant. The development of the project proposal is often a joint effort with the partner. A project proposal typically includes the following key elements:

A Project Description or Scope of Work

The project description or scope of work (SOW) should clearly outline the nature of the project, research goals, and deliverables. It should identify the problem to be addressed and the overarching collaborative purpose of the project. This section will also describe the activities each party will be responsible for carrying out. It is important to agree upon the full scope of work as this will impact the requirements for ongoing reporting, meetings, publications, and how the outputs (i.e. prototypes, reports, IP) are to be developed.

Research itself is inherently uncertain and experimental in nature. It is important to be clear with sponsors that despite best efforts, the university cannot guarantee any particular results or outcomes.

Timelines

The project timelines should be linked to the scope of work and indicate the anticipated completion dates for key components of the project. The timeline can also help identify areas of the project that might be dependent upon other deliverables and help to identify potential risks or challenges that could be encountered. The timelines should also indicate any reporting requirements of the partner or other sponsors.

Total Project Costs

The total project costs are those required to carry out the research project, including all personnel, consumables, equipment, facility access fees, publication costs, travel, and any other costs of the project. The total costs should also include the indirect costs (also referred to as overhead) for the research activities taking place at the university.

Research budgets should be created with a clear and realistic assessment of the resources required to reach the desired outcome(s). The various allocations should be considered, often in consultation with the partner. Typical budget categories include:

- **Salaries (for students, research associates, PDFs, and others);**
- **Equipment (purchase or usage fees);**
- **Materials and consumables;**
- **Travel;**
- **Publication; and**
- **Indirect costs.**

Developing the Research Proposal Continued...

U of T is committed to the full recovery of research costs, and each research project should include the full recovery of the associated direct and indirect costs of the proposed activities. These principles are outlined in U of T's Research Administration Policy and the accompanying Guideline on Full Cost Recovery in Research. Some common examples of direct and indirect research costs are outlined in sections 1.2 and 1.3 of the Research Administration Policy.

Indirect costs of research are those necessary expenditures incurred during the conduct of research at the university, though not directly attributable to an individual project. Indirect costs include, but are not limited to:

- **Infrastructure – building upkeep, power, communications network;**
- **Common equipment depreciation, life cycle costs;**
- **Environmental and safety monitoring, security, hazardous waste disposal;**
- **Ongoing regulatory and certification requirements (e.g., ethical reviews, biohazard or radiation safety, environmental assessments, provincial and/or municipal regulations and by-laws);**
- **Financial and agreement management; and**
- **Insurance.**

For details on accounting for and recovering indirect costs, please see Indirect Costs (Overhead) Recoveries: Accounting, Distribution, and Reporting on the U of T Financial Services website.

Develop the Partnership Agreement

Funded (e.g. cash support) and non-funded (e.g. the exchange of data, materials, time of personnel) research engagements with an external partner require an agreement executed by the VPRI to ensure that all research activity performed at the university is in compliance with the university's policies and practices.

For all industry research agreements, IPO manages the negotiation and execution of partnering agreements and facilitates access to the funds for the research. IPO can also assist in coordinating researchers with various funding agencies to help augment the project budget. IPO will also provide the necessary support to identify and protect the IP of researchers, along with negotiating and facilitating IP rights with our partners.

For further information on how to apply for research funding and obtain institutional endorsement on research agreements and applications, please see Partner with the Community / Industry for a Funding Application.

Maintaining the Partnership

Once the research agreement has been finalized and executed between the partner and U of T representative, the project can begin. A restricted research fund will be set up by the Partnerships team in IPO for ongoing management of project expenses and sponsor reporting requirements. The researcher is responsible for ensuring expenses are within the project budget and eligible period.

Throughout the project, the researcher should be cognizant of their responsibilities under the terms of the agreement and U of T policies. Typically, a researcher will be expected to communicate with the partner during the project and provide progress and/or final reports. Intellectual property developed through the project must be disclosed to IPO. Researchers may need to provide publications to the partner for review to determine whether there is patentable IP that should be protected, and to ensure confidential information of the partner is not inadvertently disclosed. If the partner decides to file a patent based on the publication, it is an indication that an invention has been created and disclosure to IPO is required.

It is beneficial for researchers to manage expectations with industry partners, as the university's reliance on graduate students and researcher's teaching responsibilities place constraints on the conduct of a project, both in terms of timelines and the ability to pivot.

Successful projects build trust with the partner, foster long-term relationships, and open opportunities for future collaborations.

Engaging with an Industry Partner

Know Your Strengths and Know Your Partner

- Identify key areas of expertise that are of interest to you and your potential partners

Networking

- Maintain a broad network of potential collaborators within academia and beyond
- Participate in multi-disciplinary initiatives to expand your network

Start the Conversation

- Understand current partner priorities, IP
- Share/exchange information, sign NDA

Identify Funding Opportunities

- Maximize your budget potential by leveraging partner funds against various federal and provincial programs specifically designed to help support research collaborators within industry

Developing the Research Proposal

- Develop a well thought out research proposal with your partner that identifies the scope of work, responsibilities of each partner, timelines and total project costs (including indirect costs)

Negotiate Partnership Agreement

- All research agreements (funded and non-funded) must be reviewed and signed by the VPRI
- IPO will facilitate the negotiation and execution of all research contracts with industry

Maintaining the Partnership

- Restricted research funds are created by VPRI for access to funding
- Ensure consistent communication and transparency with your partner regarding progress and the project

Review Outcomes and Consider New Engagements

Types of Partnership Agreements

There are numerous types of research agreements depending on the nature of the project. Non-funded collaborations and exchanges of materials or data will require a Collaboration, Material or a Data Transfer Agreement (MTA, DTA). For funded research projects, the university and sponsor typically enter into a Sponsored Research Agreement (SRA). Details on each type of agreement are included below.

Research applications and agreements at U of T seeking approval and endorsement are initiated by the researcher via the My Research Applications & Agreements (MRA) online system. This is required for a variety of reasons, including:

To ensure a consistent process for securing the university's endorsement of an application

To ensure only eligible researchers apply for funding

To help ensure research projects comply with applicable laws, policies, regulations, guidelines, and sponsor requirements

To support the review of an application/ agreement

The most common types of agreements used in industry partnerships:

Confidential Disclosure or Non-Disclosure Agreement (CDA/NDA)

A CDA/NDA is used to help facilitate detailed discussions by ensuring that the confidential and/or proprietary information of either, or both, parties is protected. These agreements describe the confidential information and the context in which the information is being disclosed, along with intended uses of the information, how the information is to be handled and secured, and the duration of the confidentiality obligations. CDA/NDAs may range from a simple document outlining the exchange of materials for a meeting or discussion, to more complex arrangements that result in a collaborative research partnership.

To find out more about confidentiality agreements at U of T, see: https://research.utoronto.ca/research-innovation-agreements/confidential-disclosure-agreements

Material or Data Transfer Agreements (MTAs, DTAs)

In order to send or receive materials or data with an external party for research purposes, an agreement is required to define the terms and conditions regarding the use of the materials or data to be transferred. MTAs and DTAs define the rights of the provider and recipient with respect to the original material/data transferred and any derivatives or arising results. They may also outline the permissible uses of the materials/data and specify if the data or material is to be returned at some point. These agreements also include terms concerning IP and publication rights among other responsibilities and obligations.

For more information on MTAs and DTAs, see: https://research.utoronto.ca/research-innovation-agreements/material-transfer-agreements

Sponsored Research and Collaboration Agreement (SRA)

Sponsored Research Agreements (SRA) govern funded research partnerships between the university and sponsor. These agreements include the contractual rights and obligations of the parties and the agreed upon project-specific details. These terms include any confidentiality obligations, publication rights, intellectual property ownership, and licensing rights. The agreement will also cover the parties' liabilities, indemnities, and any insurance requirements.

Project-specific details are often included in an appendix that includes a description of the project, reporting requirements, milestones, deliverables, financial support, payment schedule, and eligible expenses. The appendix should also list any background IP owned by a party that is being used in the project.

For more information on Sponsored Research and Collaboration Agreements, see: https://research.utoronto.ca/research-innovation-agreements/sponsored-research-collaboration-agreements

Confidential Information & Intellectual Property (CIIP) Agreements

It is the responsibility of the researcher to ensure that all project participants, whether or not paid from the research agreement funds, are aware of the terms and conditions associated with their research activities. The university has developed the Confidential Information & Intellectual Property (CIIP) agreement as a tool for researchers to document the agreement of each project participant towards compliance with the terms of a research agreement.

The CIIP is to be signed by all projects participants to confirm that they have read and understood their rights and responsibilities under the agreement to which the CIIP refers. This is an internal document which the Principal Investigator should retain in their records.

Inter-Institutional Agreements (IIA)

An IIA describes the terms under which two or more institutions (typically other universities and/or teaching hospitals) will collaborate on a research initiative. The IIA may cover areas such as the transfer of funds, the project proposal and scope of work, reporting and financial obligations, and other matters.

Intellectual Property License Agreements

IP license agreements provide rights to use IP owned by the university and define the responsibilities related to their use. During a research project, or at the conclusion, the university may provide the partner with rights to IP developed at the university. License agreements may include obligations on the university or company to help prepare patent applications, payment of patent filing fees, and the sharing of potential revenues.

License agreements with the university usually stipulate that the licensee (i.e. the partner) should make best efforts to bring the IP into the market or commercial use for the public good and along with potential future revenue sharing to U of T.

Service Agreements

A service agreement is an agreement to undertake a well-defined scope of work within a fee-for-service model. Typically, this includes applying existing techniques and knowledge towards a particular problem and may include the use of established testing protocols, analytical services, or existing research tools.

Given the nature of the work under a service agreement, there will typically be no expectation that the project activities will be publishable in peer-reviewed journals or generate patentable inventions. In this regard, these activities are generally not considered "research" and so student involvement in service agreements should be limited.

Service agreements are subject to the Provostial Guideline for Academic Divisions on Contracts, and each Division may have guidelines for their review and execution of these agreements. Service agreements, along with any funds received through service work, are administered by the academic Division. The researcher should consult with the appropriate offices of their Department and Dean/ Associate Dean, Research and CAO before engaging in service work. Although service agreements are administered and approved at the divisional level, IPO can assist in the review of service agreements to ensure compliance with university policies and guidelines.

Note that service agreements differ from consulting activities which may be undertaken by a researcher independently from the university. Consulting engagements should not include significant use of university facilities or resources.

For more information on Service Agreements, see: https://research.utoronto.ca/research-innovation-agreements/service-contracts-agreements

Safeguarding your Research

Researchers can benefit significantly from international partnerships of all types, including with international companies which may, or may not have a presence in Canada. By partnering internationally, faculty members can develop significant collaborations which enhance their research, contribute to effective knowledge translation, and can benefit the broader community. Partnerships also provide opportunities for undergraduate and graduate students to engage in research and learning collaborations that broaden their experience and perspective.

However, some international partnerships have risks associated with them, and it is important for faculty members to understand and mitigate these potential risks. Information and resources have been developed to help researchers be proactive in assessing potential risks and in addressing potential concerns expressed about international partnerships and relationships.

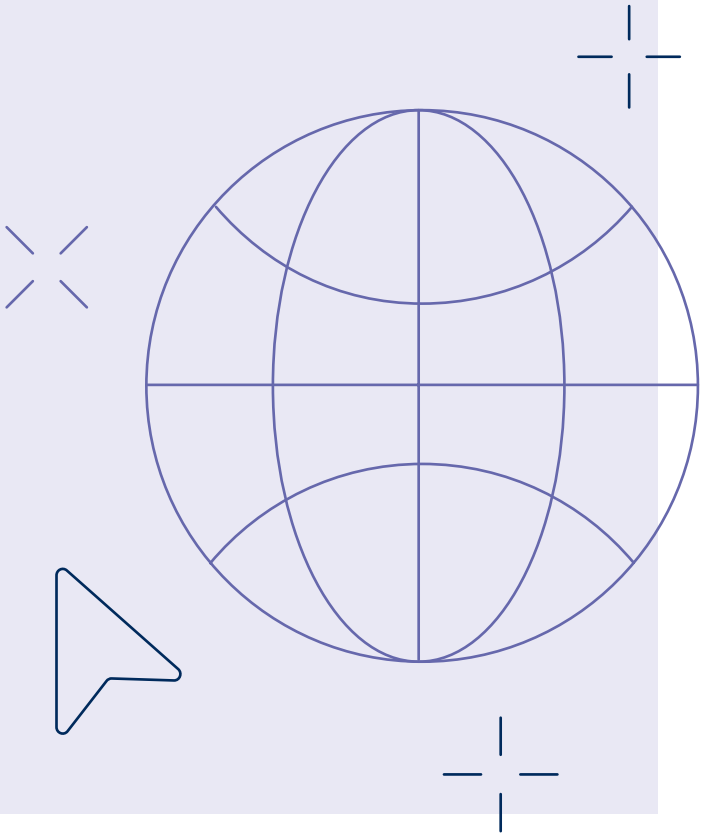
The Government of Canada – Universities Working Group has developed specific risk guidelines to integrate national security considerations into the evaluation and funding of research partnerships.

U of T has also developed guidance documents, which provide information on international partnerships and the associated risks, and include a set of principles for researchers and Divisions to consider when pursuing an international partnership. Before beginning a project, a researcher engaging with an international partner will need to complete the Research Partnership Security Information Document for International Partnerships. The information provided will be reviewed by the Office of the Vice-President, International.

Note that various sponsors (e.g. NSERC, NIH) may have their own specific requirements with regards to research security and engagement with international partners, and researchers should ensure they are in compliance.

For more information on safeguarding your research, see: https://global.utoronto.ca/safeguarding-your-research/. For questions about a potential or current international partner, contact: researchsecurity@utoronto.ca.

Useful Links



- Sponsored Research and Collaboration Agreements
- Establish a Partnership with Industry
- National Security Guidelines for Research Partnerships
- Safeguarding Your Research
- Inventors Guide to Technology Transfer
- U of T's Invention Policy
- U of T's Publication Policy

UNIVERSITY OF TORONTO

University of Toronto
Innovations & Partnerships Office
Banting Institute, 100 College St, Suite 413
Toronto, Ontario M5G 1L5

innovations.partnerships@utoronto.ca
https://research.utoronto.ca/