

Guidelines on Agreements and Contracts Outside the U.S.

In general, the following central administration units are responsible for funded collaborations, donor agreements, clinical research, procurements, and academic programs.

*Importantly, where a faculty member or department contacts **any** of these central administrative units, the central administration should take the lead on ensuring that appropriate resources are involved. A faculty member or department need only to contact one central administration unit, and the central administration will work behind the scenes and directly with the department and faculty member toward a smooth and efficient review of each opportunity.*

Sponsored Projects Administration (SPA) is responsible for funded collaborations with governmental, academic, and non-profit organizations. SPA oversees the preparation, negotiation, final approval and execution of subaward agreements other than clinical trials.

Columbia/Technology Ventures (CTV) works with commercial entities to explore collaborations. SPA and CTV coordinate as appropriate where there is overlap between their treatments of any individual relationship.

The **Office of Alumni and Development (Development)** reviews and enters into agreements with donors both in the U.S. and overseas. Where guidance is needed for international gifts, Development works with the International Gift Committee led by the Provost.

The **Clinical Trials Office (CTO)** at the College of Physicians & Surgeons (P&S) is responsible for the preparation, negotiation, final approval and execution of agreements relating to subawards for clinical trials.

The **Purchasing Department** handles orders of services, software, and goods with external vendors, both in the U.S. and internationally.

The **Office of the Provost** approves new academic collaborations and agreements.

Each of these offices works with the **Office of General Counsel** in negotiating and drafting external agreements.

Types of arrangements that require central administration review and signature include:

Letter of Intent to Collaborate (even if purported to be nonbinding): Expression of the parties' intent to collaborate in one or more areas where business terms are not yet defined. Funding may not yet be available.

Memorandum of Understanding (MOU) or Memorandum of Agreement: The parties' operational document for specific programs or activities.

Affiliation Agreement: Similar to an MOU, and often used synonymously. Legally binding contract typically entered into by two educational institutions for the purposes of directly furthering the parties' respective educational missions.

Sponsored Research or Service Agreements: require the signature of an authorized institutional official to accept formally the terms and conditions of the award. Sponsored Projects Administration (SPA) is responsible for providing the appropriate institutional signature.

Principal Investigators may not sign University agreements for sponsored support, patents or copyright licenses, biomaterials, equipment loans, materials transfer, or clinical trials. These agreements may only be signed by authorization of the University Trustees through the President and senior University officers. These may include: Awards, Cooperative Agreements or Contracts.

Signed agreements/contracts ensure that Columbia and its partners and subcontractors begin a project with clear expectations of their respective roles and responsibilities and prevent future confusion. They can also help protect Columbia and its faculty and staff from liability. In addition to employment contracts, there are three major types of agreements or contracts that may be executed between Columbia and international partners:

Grant Subcontract/Sub award designates a sub-recipient (third-party organization) to perform a portion of a sponsored project. Columbia may be either the primary recipient overseeing the sub-recipient or a sub-recipient on a grant issued to another organization. A Grant Subcontract is often used to delegate in-country management to an organization with local knowledge or infrastructure. For further information please refer to Sponsored Projects Administration [Subawards](#).

Service Agreement or Consulting Agreement is between Columbia and a vendor (a business, university, non-profit, or individual) who agrees to provide a service in exchange for a fee, but does not assume responsibility for a project beyond the deliverables specified in the agreement.

The authority to enter into and sign goods and services contracts on behalf of the University is limited to University personnel who have been authorized by the Trustees or a specific written delegation. In most cases, the **Vice President for Procurement Services** is the officer authorized to sign goods and services contracts on behalf of the University. For additional guidance on roles and responsibilities for the development, completion and management of contracts related to procurement of goods and services, please refer to [Purchasing](#) section of Procurement Services.

Collaboration Agreement or Memorandum of Understanding (MOU) is an agreement between two parties who share administration of a program. Sometimes an MOU articulates a standard arrangement that may apply to many programs. The MOU clarifies the nature of the work, the expectations and obligations of the parties, ownership of the work product, and allocation of costs and liabilities. The [Office of the General Counsel](#) reviews these agreements, and any MOU with a foreign government agency is reviewed by the Vice Provost for International Affairs.