Instructing the Research and Knowledge Exchange Contracts (RKEC) team - Departments

Introduction

RKEC receives requests to draft or review contracts through the contract module within Worktribe. Depending on the nature of the work or project involved, some requests come through from Research Operations, and some come directly from Departments.

This note is intended to provide colleagues within Departments with more information about how to populate contract requests to minimise the need for RKEC to request information and therefore increase efficiency.

This note supplements the existing Worktribe guidance provided by Research Support Systems Hub (RSSH) on their Wiki pages: https://wiki.york.ac.uk/display/RSSH/Worktribe+Contracts

Contents:

Part 1: Initiating a request for a contract to be reviewed/drafted

Where you have a contract for review/drafting

Every request for a contract to be reviewed/drafted by RKEC must be submitted using worktribe.

There are full instructions provided by worktribe support on how to do this, but as a brief summary once you are logged onto worktribe you go to the 'Contracts' tab at the top of the page then select 'Create a Contract'.

You will then be asked to complete details regarding your request, where you will provide RKEC with sufficient information (as detailed in Part 2) in order to perform the review or carry out the drafting.

Part 2: All Contract Requests

When you set up a request for a contract to be drafted/reviewed via worktribe you will be asked to complete specific details in order to submit the request. Some fields are mandatory and others are for additional information. Some further guidance from worktribe support is here: [Creating a contract request - Research Systems Support - York Wiki Service]

Depending on the nature of the contract or arrangement, it might be helpful to provide different information. However, the following fields apply to all contract requests.

NB: if a field does not appear for you, it may be due to your Worktribe user permissions. You can still add any relevant information in the free-text 'Description' field.

Part A - Fields to complete when creating a contract request:

Field	Explanatory Note
Project	If a Project exists on Worktribe, you can link the contract request to it. RKEC would encourage you to do so as another source of information/context. NB: if you create a contract request from within the Worktribe Project record i.e. using the 'Contracts' tab, the Project Lead and Project link will auto populate.
Title - Mandatory Field	This field is commonly used for searching so it is helpful to include words which would assist with that task. For example: **[Finance Code] [Type of Agreement] with [Party/ies] for [Project]/[Acronym]** *-Collaboration Agreement with the University of Leeds for project GRASS (R12345).* *-Sub-Contract with ABC Limited (York are the sub-contractor).* *-Studentship Agreement with Blue Sky PLC (PhD Student: Joe Bloggs) (GR98765).* NB: the finance code is helpful as it links with the Scheme of Delegation (who can sign what). Including the type of agreement in the title will allow you to easily distinguish agreements if there are many recorded under the worktribe project record.
Request Type - Mandatory Field	Make the appropriate selection. ● *Drafting:* RKEC to create the first draft ● *Review:* RKEC to review a draft created by someone else ● *Template:* RKEC to create a template for recurring use for routine business ● *Query:* question for RKEC to answer ● *Other:* anything which doesn't fit the above. You'll need to explain.
Description - Mandatory Field	Summarise what you need and what has happened so far. You might tell us about: ● Who you're working with and for what purpose; ● Funding sources and amounts;

	- Advising of any due diligence which needs to be completed before the contract can be signed; - Setting out deadlines (and reasons for those deadlines) and/or explaining how frequently responses should be chased; - Peculiarities regarding the contracting parties; - Any negotiations already had and the outcome; - Details of the budget (or confirmation that what is contained in a draft agreement is correct) - upload documents if needed. Be clear on if the payment will be in GBP or other currency and the VAT position (you should take direct advice from the VAT team if this is needed); If information is available in existing documentation (such as a scope of work, funding summary, award letter) attach it to the request but flag it in the description.
Project Lead and Other Editors - Mandatory Field	'Project Lead' is the person with responsibility over the activity, who can answer questions and make decisions. 'Other Editors' will be copied into emails (where instructed in the Description) and may also contribute to progress of the contract. NB: only contracts which have Departmental approval should be submitted and you will be asked to confirm that via a question in the request process. RKEC will rely on this answer and questions raised as to approval status will be directed to the Project Lead.
Lead Org Unit - Mandatory Field	The Lead Org Unit will be the Lead Org Unit of the costing, or the Org Unit associated with the Project Lead if you change this.
Related Contracts	Similar to above and is especially relevant for amendments and sub-contracts, where we would ask the original agreement be added to the Documents tab.
Deadline	Deadline can mean one of two things: **Firstly**, the date by which you require a substantive first response (i.e. RKEC to produce a draft contract or conduct a review). **Secondly**, the date by which you need the contract to be in place (typically guided by an external deadline). Only make one choice and explain it in either the Description field or using the comment function. It is important to note that meeting *any* deadline is not entirely within RKEC's control - it depends on the speed and quality of input from others, both internally and externally. Please avoid using this field as a way to get things done quicker. There is a reasonable expected waiting time, like any other university service. The Priority field in worktribe is auto populated as 'Medium' priority and only RKEC can move the priority to 'High' so please request this if needed. High priority would generally result in more frequent chasing for responses.
Value - Mandatory Field	This is the monetary value to York and is assumed to be in GBP (£) and excluding VAT. It is the responsibility of the Project Lead (or someone in the project team) to seek relevant advice as to VAT correct status (e.g. outside the scope of VAT).

	Where the value is zero (e.g. in a Confidentiality Agreement) enter 0. Where there is a value but it is more complicated than a single number, enter the information in the description or attach appropriate documentation.
Term - Mandatory Field	Intended start date and end date of the contract. This includes if the contract should have started on a date in the past or in the future. For example, the project period in a Collaboration Agreement, Sub-Contract or Studentship or the dates when services should start and finish in a Consultancy or Services Agreement. Typically DD/MM/YYYY to DD/MM/YYYY or [XX] months or years from a clear start date. There is also an optional field for 'Effective Date'. RKEC would recommend you leave this blank.
Tags	These may be added by the initiator if they provide useful information, but the workflow tag (1) will not be maintained as the negotiations progress.

Part B: variable information which might be relevant

Non-Disclosure Agreements / Confidentiality Agreements

- The purpose of the discussions or if you're satisfied with the purpose as drafted
- If confidential discussions have already taken place
- If any University subsidiary company is involved

Material Transfer Agreements

- The materials which are being transferred (name/volume)
- Who is receiving and who is sending
- Costs of the materials and/or postage (if any)
- Nagoya Protocol compliance (if necessary) – see here for more information

Where an amendment is required

- The contract that we are amending should be attached to the Documents tab
- Instruction as to what it is we are amending

Where an arrangement involves money

- Who is receiving what amount of money
- If VAT is included or excluded (more guidance and contacts for advice are provided here)
- Payment terms (default will be 30 days from receipt of invoice)
- Instalments, frequency and/or dates for payment

Where IP is involved

- What Background IP will the university be contributing
- What has been discussed around who will own the results of the project
- Any options or licences that may have been discussed

Where personal data or special category data is involved

- Details of the data (see here for more information from the DPO)
- Flow of the data (who to/from and where in the world)
- Initial thoughts as to roles of controller and processor

Where a licence needs to be granted

- Who needs the licence (York or a third party)
- For what? (usage/restrictions)
- If existing licences already exist and with who

Worktribe doesn't provide specific boxes for all the above information. If it suits, answers could be typed in a Word document and attached. If the information you need to provide is confidential or sensitive, send an email to the RKEC team member who is allocated as 'Contract Liaison'.

The provision of information is not isolated to the initial contract request and further information might need to be added as the contract progresses. If a contract is no longer needed or you receive a fully signed contract directly, please inform your Contract Liaison as soon as possible to avoid wasted time and effort.

Part C: Additional Mandatory Information

In addition to the key fields to complete there are other tabs that must be completed before the request can be submitted:

Parties

Before your request can be submitted worktribe will require you to enter the details of the Parties who will sign the contract.

The first party you should enter will be the UoY, then you should add all other Parties who will sign the agreement (requesting for them to be added if they are not already available on worktribe).

It is essential that you provide a contact name and email address for the external party/parties that RKEC will need to contact in order to progress the negotiations.

If we are the lead party (i.e. we are receiving funding and distributing to collaborators) then we will need contact details for all parties. If we are not the lead party then we will only need the contact details of the lead party.

Documents to add when creating a contract request

This will differ according to the type of contract or arrangement, and it may be that you need to attach nothing at all.

If the type of request is a review, then you should provide the draft contract(s) which require review and any associated documents (such as schedules) or linked agreements (such as funding terms).

Other examples of relevant documents may include:

- Invitations to tender (including the contracting terms if applicable);
- Agreements to be reviewed
- Copies of correspondence/emails containing background information
- Quotes;
- Proposal/application;
- Data management plans;
- Project descriptions/statements of work;
- Approvals and licences;
- Heads of terms;
- Applications;
- Budget breakdown for collaborating parties
- Existing contracts with the same contracting party for similar activity;

You can rename documents as well as adding a type and description.

As a minimum where we are being asked to draft an agreement, then we need to receive a copy of any head terms/funding terms (if applicable) and a proposal/application which sets out what activities the UoY or collaborating parties are contributing to the project.

If we are the lead party drafting an agreement then we will need to receive a budget breakdown for your collaborators as you would wish it to appear in the contract and a statement regarding your expectations of the agreed payment terms.

Please provide a pdf copy of any background information, including emails, that may be helpful to the contract officer who is processing your request.

You can also adjust the ‘visibility’ to narrow or widen who can see what you have added. Note that the ‘Contract Officers’ group is wider than just RKEC and you cannot specify a single person.

Assessment

Before the request can be submitted three questions must be answered by the person requesting the contract review/drafting:

Q1 Documents - Have you uploaded all relevant documents?
Please see section above regarding documents that are required.

Q2 Use of non-human genetic materials
We need to understand if the activity involves the use of non-human genetic materials as there is some legislation (Nagoya Protocol) that needs to be complied with which needs to be flagged to RKEC for contract drafting purposes and the department need to take further advice. Due to the nature of the protocol this may not be relevant to some departments.

Q3 Departmental approval of activity (non-R code contracts)
In this section please confirm that you have obtained all necessary departmental or school approvals required by local policy for the RKEC team to proceed with this contract.

Q4 Intellectual Property
In this section please confirm if there are any existing issues relating to intellectual property that you are aware of and might be helpful to RKEC to feed into the contract drafting/review, including if you have been consultation with the commercialisation team.

Part 3 – Submitting your request

Once a contract has been created it will have a status of **Initiating** until it is submitted. **Please don't forget to click on 'Submit Request'.**

Once submitted the contract moves into the status of **'Allocation'** where it will be picked up by a Contract Officer/Contract Assistant in RKEC. RKEC will not look at contracts that are at a status of **Initiating**.

The RKEC team's work is generally allocated as set out in this page: Who to contact in Research and Knowledge Exchange Contracts - Staff home, University of York

Further details on how to submit your request are set out here: Creating a Contract request - Research Systems Support - York Wiki Service

Part 4 - Monitoring progress of your contracts

Please see our Worktribe Status Guide (PDF , 81kb) for information on how Worktribe now provides up-to-date information on where your contract is up to.

In summary:

- if the records status is 'Awaiting Response' RKEC are waiting for an internal/external party to reply;
- if the record status is 'In Progress' there is an action with RKEC to respond;
- if the record is 'Complete' the contract has been signed and a copy of the agreement has been saved to the Worktribe record under the Documents tab.

The RKEC admin team will follow up on records which have a status of 'Awaiting Response' which are where possible chased every 3 weeks for a response from an internal party and every 4 weeks for an external party. Chasing is generally done weekly if a record is marked as 'High' priority.

Part 5 – Contract Completion

Once all negotiations are concluded then RKEC will proceed to get the contract signed by the authorised signatory. RKEC will include a 'Note for Signatory' under the 'Notes' section in the worktribe record providing the signatory with key information regarding the contract.

Once the contract has been signed, RKEC will send a notification providing a copy of the signed agreement either via DocuSign (the contract signing software that RKEC uses) or by email to all the internal individuals set out in the worktribe record (the Project Lead, Other Editors, and the Created By individual).

Part 6 – RKEC processes

It may be helpful for you to know a little more about some of RKEC's processes.

We don't undertake costing exercises and will assume that any activity submitted to us has been costed in line with the University's costing policy. Unless something is obviously incorrect, we will not review or check the financial information we are supplied.

Furthermore, where we receive an instruction from a department, we will proceed with this instruction on the basis that the activity being undertaken has either been through some form of departmental approval or that its submission is in accordance with departmental policies. There is now a statement on Worktribe to this effect. Where more information may be required in relation to this, there is also space within Worktribe for you to add this additional information.

There are institutional boundaries and tolerances which RKEC must work within (i.e. contracting governance). Where a contract goes beyond such governance, an escalation and/or checking process will follow which may add delay or even lead to withdrawal of approvals. Two such examples are noted below:

- Negotiating a reasonable and contextual limit on the University's liability (in most cases).

- Negotiating English law to be the governing law and disputes to be heard by the courts of England (in most cases).

The service provided by RKEC works in conjunction with other areas of the University such as data protection, insurance, finance, commercialisation and procurement. Some contracts may require input from these specialist areas and where you know this to be the case, advice should be sought from these areas prior to making a contract request. Where it becomes apparent that we require input from a specialist area after a contract request is made, we may signpost you to obtain advice from that department - though this can slow down the progress of the agreement.

We will close a contract request when six months have passed, and we haven't been able to reach you or the outside party(ies) after three attempts to make contact.

There is a structure of authorised signatories for contracts in the university's Scheme of Delegation. It is unlikely that the 'Project Lead' or 'Other People' will be authorised to sign. RKEC will organise signatures where we have carried out a review of the contract, but there may be exceptions where RKEC has not any involvement in the review process. Our preference for York's signature is electronic via an established e-signing platform (e.g. DocuSign). Please note that there is a special process managed by Governance for the execution of 'deeds' (special type of contracts).

QUESTIONS

If you have any questions about this document or what you're being asked to provide, please email rkec@york.ac.uk. If you have any questions relating directly to Worktribe or your access/user permissions, please email worktribe-support@york.ac.uk.