

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 the Research Grant Operations (RGO) team, 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>

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Part 1: All Contract Requests

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.

Fields to complete when creating a contract request:

Field	Explanatory Note
Title	<p>This field is commonly used for searching so it is helpful to include words which would assist with that task. For example:</p> <p>[Type of Agreement] with [Party/ies] for [Project]/[Acronym] [Finance Code]</p> <p>-<i>Collaboration Agreement with the University of Leeds for project GRASS (R12345).</i> -<i>Sub-Contract with ABC Limited (York are the sub-contractor).</i> -<i>Studentship Agreement with Blue Sky PLC (PhD Student: Joe Bloggs) (GR98765).</i></p> <p>NB: the finance code is helpful as it links with the Scheme of Delegation (who can sign what).</p>
Request Type	<p>Make the appropriate selection.</p> <ul style="list-style-type: none"> ● <i>Drafting:</i> RKEC to create the first draft ● <i>Review:</i> RKEC to review a draft created by someone else ● <i>Template:</i> RKEC to create a template for recurring use for routine business ● <i>Query:</i> question for RKEC to answer ● <i>Other:</i> anything which doesn't fit the above. You'll need to explain.
Contract Type	<p>'Contract Type' is helpful to indicate the overall structure of the arrangement. There are several pre-scripted choices for you to select from. Most contracts have a title at the beginning - this is a good place to start looking for the 'Contract Type'. Examples include Collaboration, Sub-Contract and Consultancy. If you don't have a contract to look at, use the option which best fits how you would describe the arrangement to someone verbally.</p>
Activity Type	<p>RKEC receives (a) research contracts (b) research related contracts and (c) non-research contracts. To ensure the right people are involved and the right signatory is approached, it is useful to know the type of activity which the contract relates to. The project finance code should assist with this selection. Note that only the RGO uses "Research - R Coded RGO created".</p>
Priority	<p>Choose from high, medium and low. This links to 'Deadline' below.</p> <p>High should only be selected where the contract is of genuine institutional importance (e.g. student recruitment or an imminent external funding deadline) and such reasoning is explained in the 'Description'. RKEC can only prioritise based on the information it receives.</p> <p>Avoid using this field as a way of bumping something 'up the list' unless it is necessary.</p>
Description	<p>Summarise what you need and what has happened so far. You might tell us about:</p>

	<ul style="list-style-type: none"> ● Who you're working with and for what purpose; ● Funding sources and amounts; ● Reasons for deadlines; ● Peculiarities regarding the contracting parties; ● Any negotiations already had and the outcome; ● Please add in any funder reference numbers; ● Tell us if we are the lead or a collaborator. <p>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.</p>
Project Lead and Other People	<p>'Project Lead' is the person with responsibility over the activity, who can answer questions and make decisions. 'Other People' will be copied into emails and may also contribute to progress of the contract.</p> <p>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.</p>
Project	<p>If an existing 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.</p>
Related Contracts	<p>Similar to above and is especially relevant for amendments and sub-contracts.</p>
Deadline	<p>Deadline can mean one of two things:</p> <p>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.</p> <p>It is important to note that meeting <i>any</i> deadline is not entirely within RKEC's control - it depends on the speed and quality of input from others, both internally and externally.</p> <p>Similar to setting the 'Priority', avoid using this field as a way to get things done quicker. There is a reasonable expected waiting time, like any other university service.</p>
Value	<p>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).</p> <p>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.</p>
Term	<p>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.</p> <p>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</p>

	<p>Services Agreement. Typically DD/MM/YYYY to DD/MM/YYYY or [XX] months or years from a clear start date.</p> <p>There is also an optional field for 'Effective Date'. RKEC would recommend you leave this blank.</p>
Tags	<p>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.</p>

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);
- Quotes;
- Proposal/application;
- Data management plans;
- Project descriptions/statements of work;
- Approvals and licences;
- Heads of terms;
- Applications;
- Existing contracts with the same contracting party for similar activity;

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

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.

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.

Part 2: 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 3: 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 usually organises signatures, but there are exceptions. 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).