

Contracts and their importance in Research Projects

Office of Research Partnerships and Innovation

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University
of Regina

Outline

•Part 1 - Introduction to Contract Law - Anum Ghouri

- Importance of Contract Law
- Elements of Contracts
- Contracts Vs. MOU
- Types of Contracts in Research Project

•Part 2 – Navigating Research Contract – Victor Goodman

- Key Terms
- Consequences of not having a valid Contract
- Red flags

•Part 3 – Research Contract Management – Saurabh Kapoor

- ORPI Services
- Contract life cycle
- Researchers rights
- WWW approach

Part 1 - Introduction to Contract Law

- 1. Importance of Contract Law**
- 2. Elements of a Contract**
- 3. Contracts Vs. MOU**
- 4. Types of Contracts in Research Project**

Anum Ghouri, Research Contracts Officer



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What is a Contract?

Legally binding agreement between two or more parties that creates right and obligations.

Why do Contracts matter?

- Clarity
- Prevent disputes
- Offer legal protection
- Risk Management



Basic Elements of Contract

- Offer
- Acceptance
- Consideration
- Intention to create legal relations
- Capacity

What are the Elements of a Contract?



Memorandum of Understanding

- Non-Legally Binding document.
- Outlines board intentions, preliminary understanding, or collaborations goals.
- Carries the tone of mutual respect while documenting relationship of goodwill.

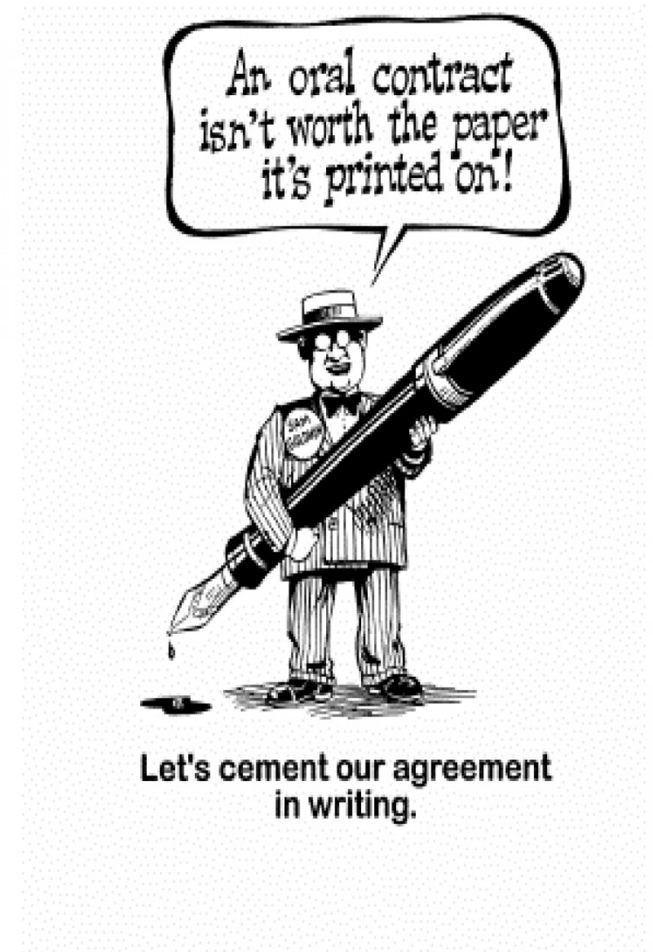


Difference between a Contract & MOU

Aspect	Contract	MOU
Legally Binding	Yes	No (unless specified)
Purpose	Formalizes specific enforceable terms.	General statement of intent
Enforceability	Enforced by law	Not typically enforceable
Level of Detail	Highly detailed, formal	Less formal, outline of terms
Example	Sponsored Research Agreement, IP agreement, NDA	Collaboration partnership between Universities, joint research MOU

Types of Contracts

- Written vs. Oral Contracts
- Express vs. Implied Contracts
- Bilateral vs. Unilateral Contracts



TO:

FROM:

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Types of Contracts in Research Projects

- Research Collaboration Agreement
- Sponsored Research Agreement
- Grant Agreement
- Material Transfer Agreement (MTA)
- Data Sharing Agreement (DSA)
- Non-Disclosure Agreement (NDA)

Examples of Non-Contract

- Social Arrangements
- Verbal handshakes agreements
- Preliminary negotiations
- Agreements missing essential elements
- Unauthorized signatures



Part 2 – Navigating Research Contracts

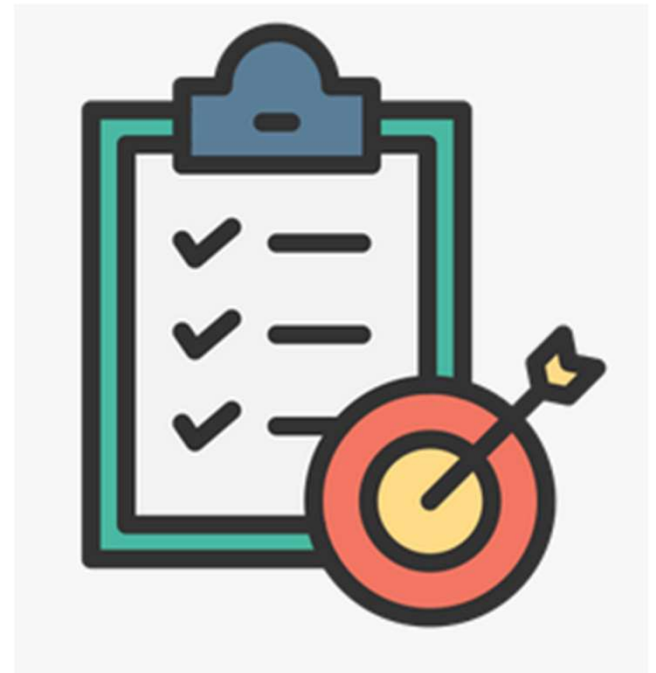
1. Key Terms
2. Consequences of not having a valid contract
3. Red Flags



Key Terms in a Research Contract

Scope

- Describes the objectives, deliverables, and research activities to be conducted



Key Terms in a Research Contract

Funding Deliverables

- Amount
- Payment schedule
- Allowable expenses
- Milestones
- Reporting obligations
- Payment terms
- Others



Key Terms in a Research Contract

Intellectual Property Rights

- Establishes the ownership of IP
 - Discoveries
 - Methodologies
 - Data
 - Inventions
 - Other



Key Terms in a Research Contract

Publication Rights

- Legal and ethical entitlement of an author or researcher to publish and disseminate the results, findings, or data derived from their work
- Rights may be limited by contractual agreements



Key Terms in a Research Contract

Confidentiality and

Non-Disclosure

- Obligations for protecting confidential information
- Time limits for such obligations

CONFIDENTIAL

Key Terms in a Research Contract

Governing Law

- Ensures compliance to applicable laws
 - Data protection
 - Ethics
 - Etc.



Key Terms in a Research Contract

Use of Research Results

- How the Sponsor and the University can use the research results



Key Terms in a Research Contract

Indemnity

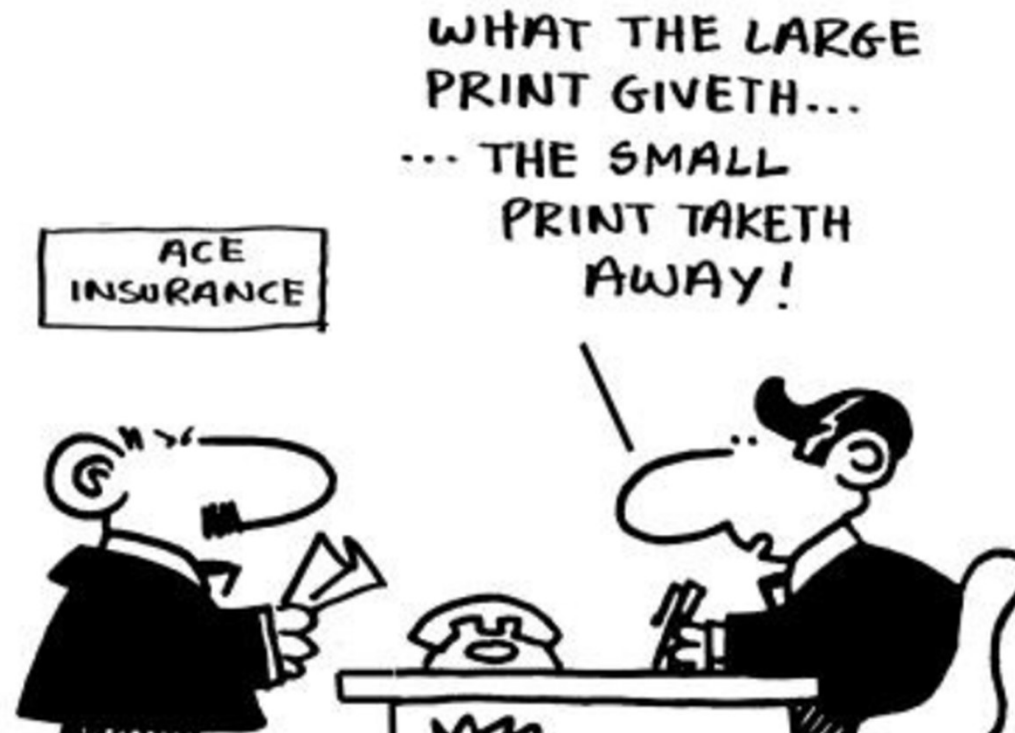
- Protection against financial or legal risk
- Obligation to compensate or reimburse another for losses, damages, or liabilities incurred



Key Terms in a Research Contract

Insurance

- Risk mitigation



Key Terms in a Research Contract

Termination

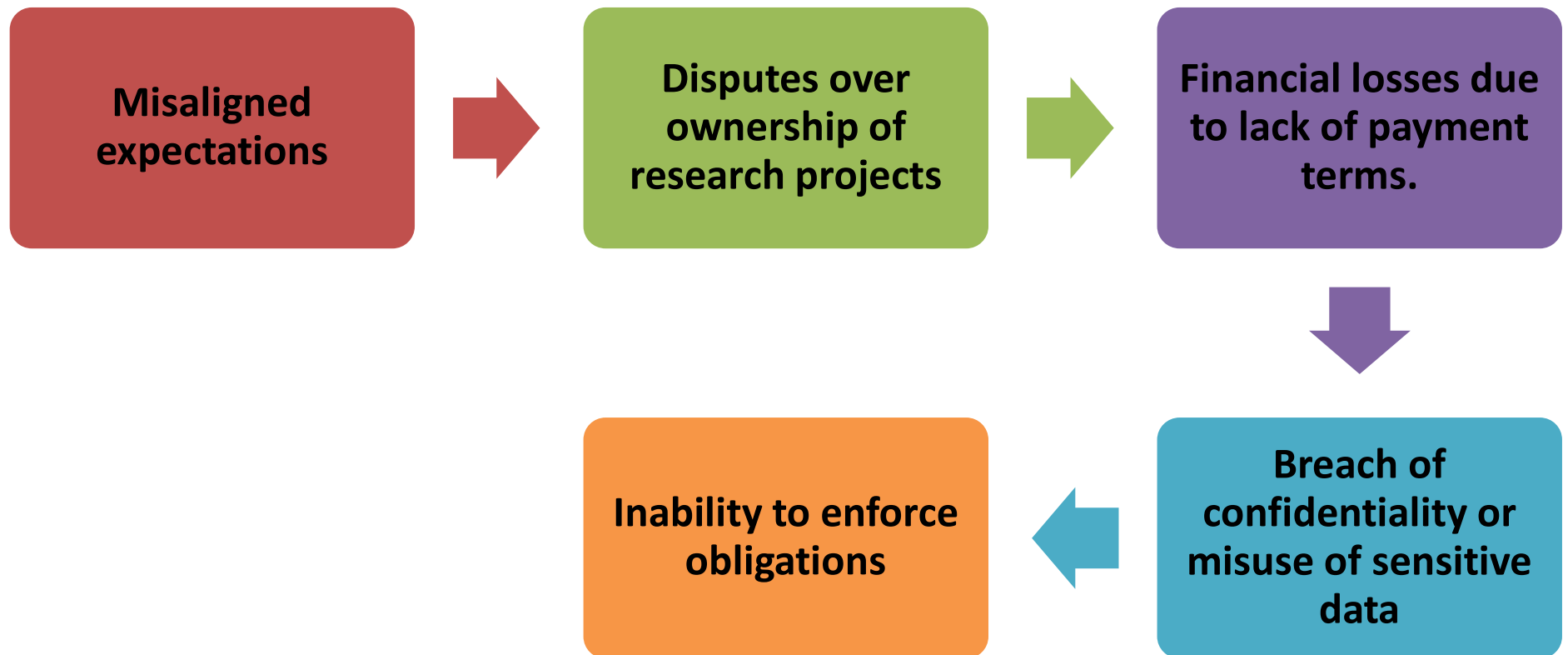
- How and why to terminate an agreement (mutual consent, breach)
- Process for winding up and handling of remaining funds and IP



Key Terms in a Research Contract

- Scope
- Funding Deliverables
- Intellectual Property Rights
- Publication Rights
- Governing Law
- Confidentiality and Non-Disclosure
- Use of Research Results
- Indemnity
- Insurance
- Termination

Consequences of Not Having a Valid Contract



Contract Red Flags

Ambiguity

Risk: Leads to differing interpretations and disputes later

- Undefined terms or vague language
- Unclear scope of work, deliverables, or timelines

Imbalanced Obligations

Risk: Creates unfair expectations or legal exposures

- One party bears disproportionate risks or responsibilities
- Overly favorable terms for one party (e.g., unilateral termination rights)

Contract Red Flags

Intellectual Property (IP) concerns

Risks: Disputes over ownership, loss of rights to commercialize research.

- Ambiguity about who owns research outputs, data, or inventions.

Unfavorable Payment Terms

Risk: Disputes over payment terms and timing

- No specifics on payment schedule or milestones
- Unjustified penalties for late delivery

Contract Red Flags

Excessive Liability

Risk: Exposure to significant legal or financial risks

- Unbalanced liability for one party

Confidentiality & Data Protection

Risk: Exposure of sensitive information or non-compliance with regulations

- Weak or missing confidentiality clauses.
- Ambiguous terms for handling sensitive information or data

Contract Red Flags

Termination Provisions

Risk: Difficulty in terminating an unfavorable agreement or protecting against breach

- No clear termination terms or notice period
- High penalties or restrictions for early termination
- Lack of provisions for breach of contract

Publication Rights

Risk: Delay in student or researcher's ability to publish results or present thesis

- Excessive review timelines
- Unreasonably long embargo periods that hinder timely dissemination of research

Part - 3

University Research Contract Management

A guide to research contracts and the role of ORPI

Saurabh Kapoor, Research Partnerships Officer
ORPI – Office of Research Partnerships & Innovation



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ORPI Services

Contract Drafting

Sponsored research agreements, NDAs, MOUs, DSAs, MTAs, collaborative research agreements, IP assignment deeds, licensing deeds, equity sharing agreements, and IP agreements.

Negotiation and Review

IP terms, publication clauses, licensing clauses, and finalizing agreements.

ORPI Services (cont.)

Record Keeping

Tracking and managing all research-related agreements.

Guidance and Partnerships

Advice on contract aspects, exploring new collaborations, and commercializing IP.

Contract Life Cycle

1

Grant Success

Agreement needed or direct industry partner engagement.

2

FRAF Sharing

Project details, partners, budget, ethics requirements, IP generation, and funds transfer.

3

Initial Review

Project information gathering, initial draft or sponsor agreement review.

4

Researcher Review

Draft shared with researchers, a legal clause explanation.





Contract Life Cycle (cont.)

ORPI Finalization

Agreement finalization, draft shared with sponsor.

5

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Execution

Clean copy for execution, saved in Converis, financial services for FOAPAL creation.

7

Negotiation

Negotiating terms with sponsor, adhering to university policy.

Researcher Rights

- 1 Research Scope**
Defining objectives, deliverables, and research direction.
- 2 Budget and Expenses**
Following funding agency or sponsor policy, considering university overhead and publication expenses.
- 3 IP Ownership**
Clearly defining IP ownership and rights.





Researcher Rights (cont.)

4 **Project Timeline**

Defining project start date and total duration.

5 **Funds Transfer**

Transferring funds to other organizations for specific project tasks.

6 **Team Selection**

Choosing students and research assistants for the project.

University Research Contracts Guide: The WWW Approach

When, Why, and Whom to Contact for Research
partnership contracts



The WWW of Research Contracts



When to Contact

- Project startup requires contract
- Confidentiality protection needed
- MOU for broader terms
- Pre-settlement with third parties



Why to Contact

- Access FOAPAL
- Protection from liabilities
- Intellectual property rights
- IP commercialization



Whom to Contact

Saurabh Kapoor, Research Partnerships Officer

Responsible for:

- Engineering & Applied Science projects,
- Commercialization agreements
- PTRC projects, and Projects without REB or AUP

Victor Goodman, Research Contracts Officer

Responsible for:

- all projects that have a requirement for REB/AUP certification

Anum Ghouri, Research Contracts Officer

Responsible for:

- MTAs, DSAs, MITACS agreements and Indigenous agreements.

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Key Takeaways

ORPI plays a crucial role in research contract management, providing guidance and support to researchers.

- ✓ A well-structured contract builds trust and ensures a successful research partnership
- ✓ Understanding contract terms help protect your rights and avoid legal risk
- ✓ Always pass it by the contracts team at ORPI to navigate legal complexities
- ✓ Early engagement is more effective
- ✓ When in doubt, seek clarification
- ✓ Contracts management – Drafting, reviewing, negotiating, finalization and record keeping
- ✓ Understanding researcher rights
- ✓ WWW Approach – When.Why.Whom to contact?

Questions



Contacts

- Victor Goodman, Research Contracts Officer:

Victor.Goodman@uregina.ca

- Saurabh Kapoor, Research Partnerships Officer:

Saurabh.Kapoor@uregina.ca

- Anum Ghouri, Research Contracts Officer:

Anum.Ghouri@uregina.ca



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Office Admin email: Research.Partnerships@uregina.ca