

Understanding the Differences:

Research vs. Service Agreements & Institutional vs. Private Consulting Agreements

ORA Office Hours

September 12, 2024

11:00 AM

What We Will Cover Today

- Review the differences between:
 - Sponsored Research Agreements (SRA)
 - Service Agreements
 - Consulting Agreements
 - Institutional
 - Private
- Q & A with ORA panelists

Sponsored Research Agreements & Service Agreements

Similar, but different.

Summary: Dollars or Deliverables?

Sponsored Research Agreement:

JHU seeks to gain scientific knowledge through a study funded by a mutually interested sponsor organization. JHU owns the results of study and permits sponsor to use data. Deliverables.

Service Agreement:

Sponsor pays JHU to perform specific portion(s) of sponsor's own study. Sponsor owns deliverables that JHU is paid to generate and deliver. Dollars.

Sponsored Research Agreements

Sponsored research means all research and development activities that are sponsored by Federal and non-Federal agencies and organizations.

“Research” is a systematic study for the purpose of gaining fuller scientific **knowledge or understanding** of the subject studied.

“Development” is a systematic use of knowledge and understanding gained from research directed toward the **production of useful materials, devices, systems, or methods**, including design and development of prototypes and processes

Sponsored research awards may be used to support research activities; to maintain facilities, equipment and/or operation of a facility to be used for research; for the writing of books, when the purpose is to publish research results; for data collection, evaluation, analysis and/or reporting.

Service Agreements:

- JHU performs non-research related services pursuant to the specifications of Sponsor and in exchange for a specific fee.
- Sponsor owns service deliverables that JHU is paid to generate and deliver.
- Services JHU performs are generally the type JHU provides to numerous sponsors in the ordinary course of business.
- Interpretation of deliverables and scientific conclusions are made by Sponsor.

Sponsored Research Agreement and Service Agreement Terms

Sponsored Research and Service Agreements will include terms governing:

- Scope of Work and Budget
- Reporting or deliverable requirements
- Payment terms and invoicing schedules
- Publication rights
- Intellectual property generated
- Use and treatment of confidential information disclosed
- Compliance with regulations
- Termination provisions
- Other items as appropriate for the specific project

Consulting Agreements: Private or Institutional?

Private or Institutional Consulting?

- **Private Consulting:** When JHU faculty act as an expert advisor or consultant with an outside entity in a capacity that does not involve the use of any JHU resources or property, including but not limited to its: facilities, intellectual property, data, equipment, material AND it is not anticipated that such consulting will lead to a publication for the JHU faculty member.
- **Institutional Consulting:** When JHU faculty act as an expert advisor or consultant with an outside entity in a capacity that does involve the use of any JHU resources or property (including data and materials) OR it is anticipated that such consulting will lead to a publication for the JHU faculty member.

Institutional consulting agreements must include a detailed SOW.

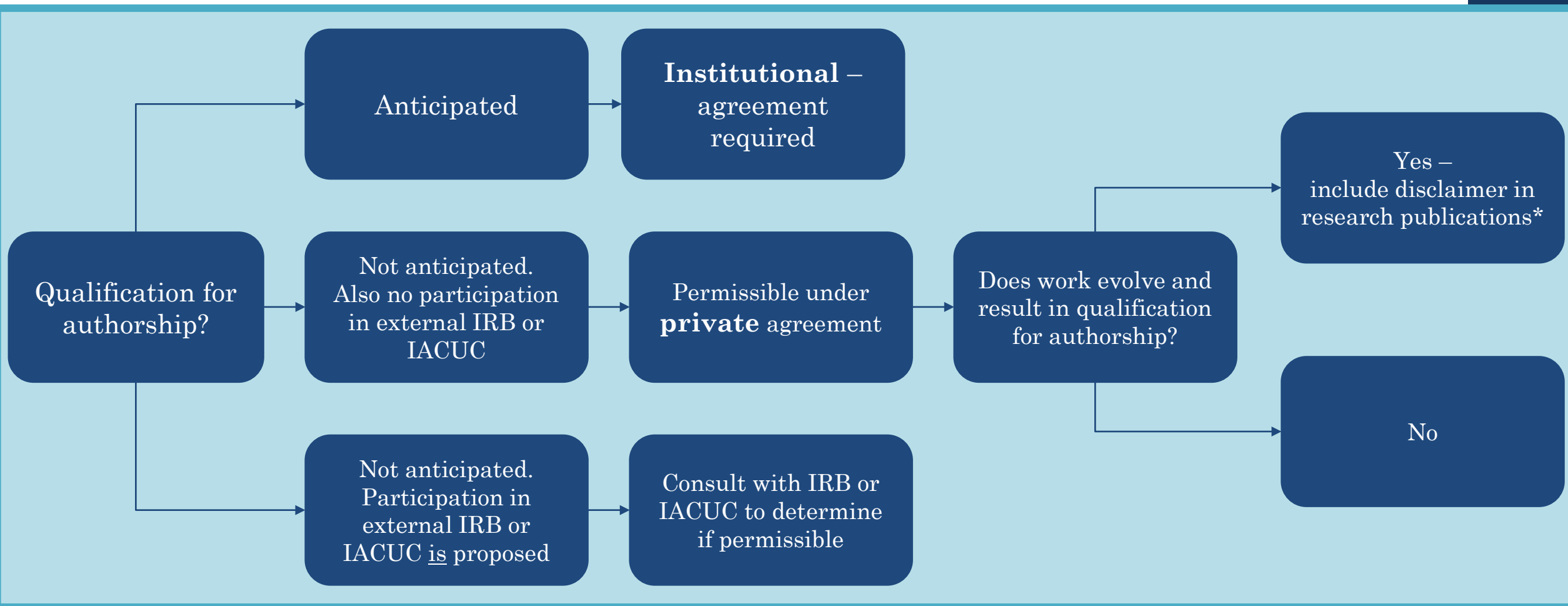
Private Consulting Examples:

- Provide opinion on potential directions or potential indications for Sponsor's products.
- Provide subject matter expertise on how to communicate research results from Sponsor to scientific community.
- Brainstorm on potential questions and concerns from disease specialists on publicly available information, along with any confidential data of Sponsor's shared with Consultant, regarding diagnosis and management of oncological diseases, port delivery system for Sponsor's product, and other molecules in the Sponsor's pipeline.

Institutional Consulting Examples:

- Provide feedback on a Company's assay that a JHU faculty member will test at a JHU facility.
- Advise on the design of Sponsor's Clinical Trial, titled: "_____", including but not limited to study design, patient population, protocol development (this activity often qualifies for consultant to be an author on any publication regarding the Clinical Trial).
- JHU Faculty Member will assist in analyzing the study results of the now completed Phase 2 Trial titled: "_____". All of the data that will be reviewed will be a limited data set.
- JHU Faculty Member will chair the Steering Committee for Sponsor's multi-center Clinical Trial titled "_____" and review the study data including toxicity data and will make recommendations on patient safety.

Private vs. Institutional Consulting Flow Chart



Q & A with ORA Panelists

- Daryl Carson, Associate Director (Contracts)
- Mike Harmon, Assistant Director (Contracts)
- Adam Sosnik, Sr. Contracts Associate (Contracts)
- Jessica Atlass Roscoe, Sr. Operations Manager