

MONTCLAIR STATE UNIVERSITY POLICY AND PROCESS REGARDING USE OF MATERIALS TRANSFER AGREEMENTS AND CONFIDENTIALITY AGREEMENTS

BACKGROUND

A Material Transfer Agreement (“MTA”) must be signed by all parties before the exchange of Biological Materials. Often, the MTA must be preceded by the negotiation and approval of a Confidential Disclosure Agreement (“CDA”). All University employees must obtain a signed CDA before discussing an invention within anyone outside of the University, disclosing sensitive information, or exchanging biological materials developed or refined in the University laboratory. **INVENTORS SHOULD NEVER RELY ON OR ANTICIPATE THAT A COURT WILL ENFORCE AN ORAL AGREEMENT.**

There are 2 types of MTAs:

1. For-profit MTA is used when sending Biological Material to a for-profit or commercial entity.
2. Non-profit MTA is used when sending Biological Material to a non-profit organization, such as universities and/or research laboratories.

There are 2 types of CDAs:

1. One-Way CDA is used when only one party is receiving confidential information.
2. Mutual CDA is used when both parties will be receiving confidential information.

The MTA and CDA must be signed by the Dean of the College applicable to the employee or student. No person other than the Dean may sign an MTA or CDA on behalf of the University.

The following process shall be followed by Faculty when an MTA or CDA is required:

1. Determine the appropriate agreement form, i.e., MTA for-profit, MTA for not-for-profit, CDA by third party, CDA by third party and MSU.
2. Advise Dean of the applicable College if biological material is to be received by the University. Consult with the Director of Environmental Health & Safety if the University will receive hazardous materials.
3. Send the form MTA and CDA to the parties for review.

4. If the party does not request changes to the MTA or CDA, obtain the party's signature to both and forward to the Dean of the applicable College for counter-signature.
5. If the party requests changes to the MTA and CDA, provide their comments to the Dean of the applicable College who shall consult with University Counsel. University Counsel will advise when the MTA and CDA are in final form and the employee shall obtain the party's signature and Dean's countersignature.
6. The Dean shall maintain the MTA with original signatures, and employee shall retain a copy. Return a fully executed copy of the MTA and CDA to the party.