MN-GEMS

MN Grants Electronic Management System

MN-GEMS Reference Guide:

Agreements Guide - Funded B&I for the Research Administration Community

Last Updated March 13, 2024

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1 Introduction

This guide describes how members of the University of Minnesota (UMN) Research Administration Community will interact with the UMN Grants Electronic Management System (MN-GEMS) Agreements module, when processing funded, business and industry agreements. The Agreements module is used to create, negotiate, and execute funded and non-funded agreements.

Tip: You can access and open MN-GEMS records you have permission to based on your user role. Reference the Overview reference guide on the MN-GEMS website for general information on navigation, user roles, searching, and workflow. The Overview guide also contains a glossary of MN-GEMS terminology.

Note: Certain types of agreements will be initiated by the UMN Research Administration Community and other types of agreements will be initiated by Sponsored Projects Administration (SPA). Reference the Understanding Agreement Types and Initiation section of this guide for more guidance on agreement creation. While certain agreements may be initiated by the UMN Research Administration Community, they must still be routed to SPA for negotiation and finalization. SPA is the only authorized negotiator of terms and conditions and is the only signer authorized to endorse the final agreement on behalf of the Regents of the University of Minnesota.

2 Understanding Agreement Types and Initiation for Business and Industry Funded Awards

The table below outlines agreement types, agreement type definitions, and the typical initiator for each agreement type.

Agreement Type	Agreement Definition	Agreement Initiator
Clinical Trial Agreement	Clinical Trial Agreement (CTA) is an agreement between UMN and a sponsor to manage the relationship	PI/Department/Division

Agreement Type	Agreement Definition	Agreement Initiator
	in support of a clinical trial. This may include providing a study drug or device, financial support, and/or proprietary information including data, results, publication, and input into further intellectual property.	
Data Use Agreement	Data Use Agreement (DUA) is an agreement between the UMN and an external party to govern how data is shared. These agreements may address various legal requirements imposed by HIPAA or FERPA. They also generally outline use limitations to protect the parties. A DUA in MN-GEMS is a stand-alone agreement. If data sharing terms and conditions are included in a different agreement type, use the other agreement type instead. Note, unfunded DUAs are discussed in the UFRA Agreements Reference Guide	PI/Department/ Division
University-Wide Master Agreement	University-Wide Master Agreement is an agreement between UMN and a sponsor that is used to govern multiple projects over a period of time.	SPA
Sponsored Research Agreement	Sponsored Research Agreement (SRA) is an agreement governing a funded research relationship	PI/Department/ Division

Agreement Type	Agreement Definition	Agreement Initiator
	between UMN and a sponsor for a specific project.	
Other Funded Research Agreement (for SPA only)	Other Funded Research Agreement is an agreement with one or more funding sources that is a type other than those listed here.	SPA

3 Understanding Agreements Workflow and States

3.1 Agreements Workflow Diagram

The diagram below illustrates the agreements and amendment workflow.

3.2 Agreements Workflow State Definitions

The following table provides additional information about each of the workflow states:

System Workflow State	Workflow Map State	Description	Notes
Pre-Submission	Pre-Submission	Indicates the Agreement has been created but has not yet been submitted to SPA for review and negotiation.	Any user can create a new agreement.
Unassigned	Unassigned	Indicates the record (agreement or amendment) has been submitted to SPA, however it has not yet been assigned to an Agreement Owner.	The Agreement Owner is the SPA GCO assigned to the DeptID .
Clarification Requested	Clarification Requested	Indicates the Agreement Owner is requesting additional information from the agreement PI or Primary Contact.	Only PIs, the Primary Contact, or PI Proxy can submit changes when clarifications are requested. Clarifications can be requested during the Unassigned or Internal Review states.
Internal Review	In Review	Indicates the Agreement has been assigned to an	

System Workflow State	Workflow Map State	Description	Notes
		Agreement Owner within SPA for review. In this state, the Agreement Owner can: • Generate the agreement for review. • Edit the agreement or upload a revision. • Email the agreement to other users for review. • Setup correspondence reminders to follow up with internal, third party, or ancillary reviewers. • Add and notify ancillary reviewers of their reviews (if needed) and update ancillary reviews.	
External Review	In Review	Indicates the Agreement has been sent to the	

System Workflow State	Workflow Map State	Description	Notes
		contracting party for a review. In this state, the Agreement Owner can perform the same actions noted above in the Internal Review state. The Agreement Owner will move the agreement back and forth between Internal and External Review to reflect who is reviewing the agreement.	
Language Finalized	Signing	Indicates all parties have agreed on the agreement language, all required ancillary reviews are complete, and the Agreement Owner has approved the language.	
Internal Signature	Signing	Indicates all parties have agreed on the agreement language, all required ancillary reviews are complete, and the	

System Workflow State	Workflow Map State	Description	Notes
		Agreement Owner has approved the language. The record (agreement or amendment) has been routed within UMN for signatures. In this state, the Agreement Owner can upload the final version of the signed document if wet ink signatures were obtained (via the “Revise Agreement” activity) and can convert the agreement to a PDF file (if not done before receiving signatures).	
External Signature	Signing	Indicates the record (agreement or amendment) has been sent out to the contracting party signature(s). In this state, the Agreement Owner can perform the same	

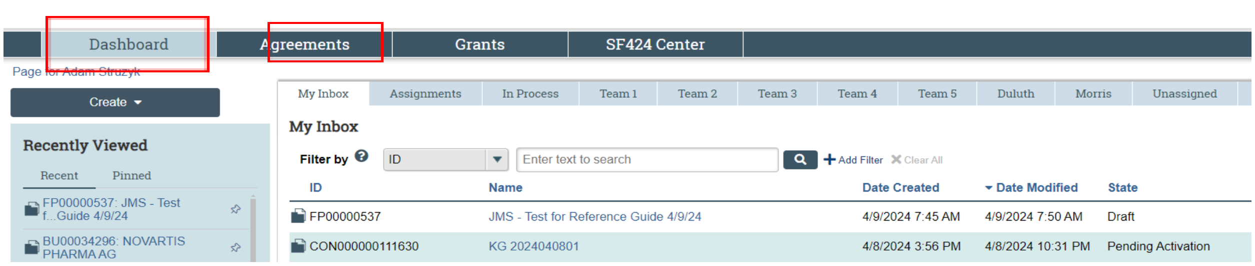
System Workflow State	Workflow Map State	Description	Notes
		actions noted above in the Internal Signature state.	
Active	Active	Indicates the Agreement has been signed by all internal and external parties and is in force. In this state: • The Agreement Owner can terminate the agreement. • The PI or Primary Contact or Agreement Owner can create an amendment (provided there is no other active amendment to the agreement).	Used for parent Agreement records.
Approved	Approved	Indicates the Amendment has been signed by all internal and external parties and is approved.	Used for Agreement amendment records.
Evergreen	N/A	Indicates the Agreement contains an evergreen	

System Workflow State	Workflow Map State	Description	Notes
		clause (language authorizing automatic renewal upon expiration).	
Discarded	N/A	Indicates the Agreement is no longer being processed and is removed from the workflow.	The “Discard” activity is available prior to the Active state.
Terminated	N/A	Indicates the Agreement has been terminated.	The “Terminate” activity is available after the Active state
Expired	N/A	Indicates the Agreement has expired.	

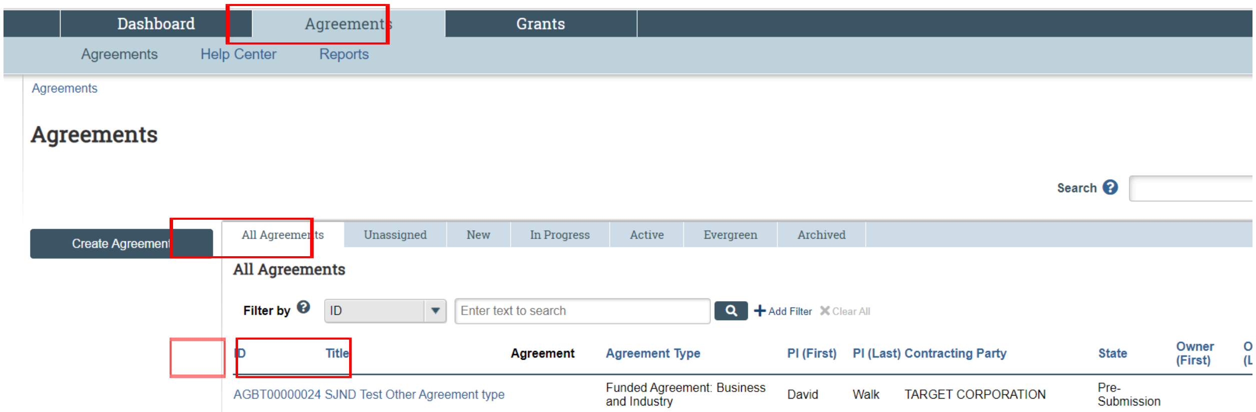
4 How to Access an Existing Record

Locate or search for existing records on the Dashboard or Agreements Module pages as shown below.

- **Dashboard, My Inbox page** – This page acts as your to-do list and contains records from any of the MN-GEMS modules (Grants and Agreements) that require an action from you. To access a record, select the record **Name**.



- **Agreements Module page** – Agreements records can be accessed on this page. To access a record, select the record **ID** or **Title.**



5 How to Create an Agreement

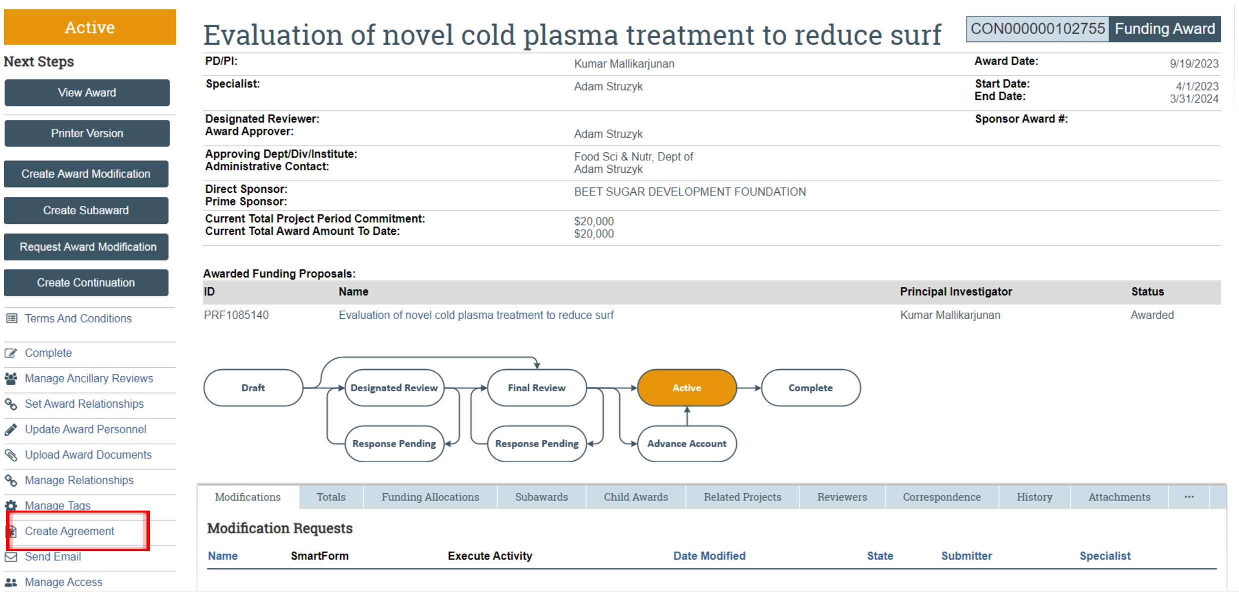
In most cases, Business and Industry Funded Agreements will be initiated by members of the UMN Research Community as detailed in section [1. Understanding Agreement Types and Initiation]. The instructions below cover the two common methods that members of the Research Community will use to create an agreement.

5.1 Create an Agreement from a Grants Module Record

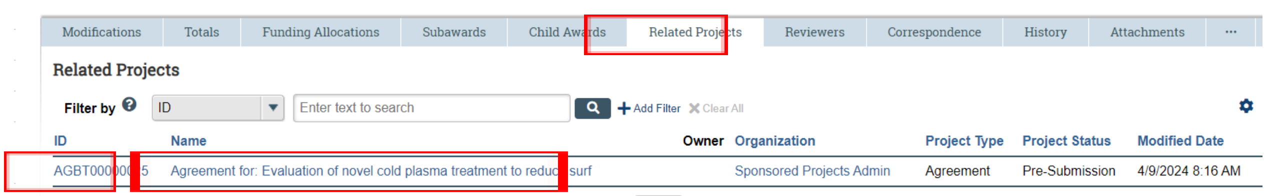
The University of Minnesota Research Community may need to create an Agreement from a Grants module record (Funding Proposal or Award).

Follow the steps below to create an agreement from a Grants module record:

1. Navigate to the Funding Proposal or Award Workspace that you will use to create the agreement record.
2. Verify you are the Administrative Contact or have edit rights to the record using the Manage Access activity. Assign edit rights if needed and if appropriate for your division's business processes.
3. On the Funding Proposal or Award Workspace, select **Create Agreement**.



4. In the Create Agreement window, select the **Agreement Type** from the drop-down and select **OK**. This activity creates a related agreement in the Pre-Submission state.
5. To navigate to the Agreement that was created in the preceding step, select the **Related Projects** tab of the Proposal or Awards Workspace. Select the **Agreement ID or name** to navigate to the Agreement Workspace.



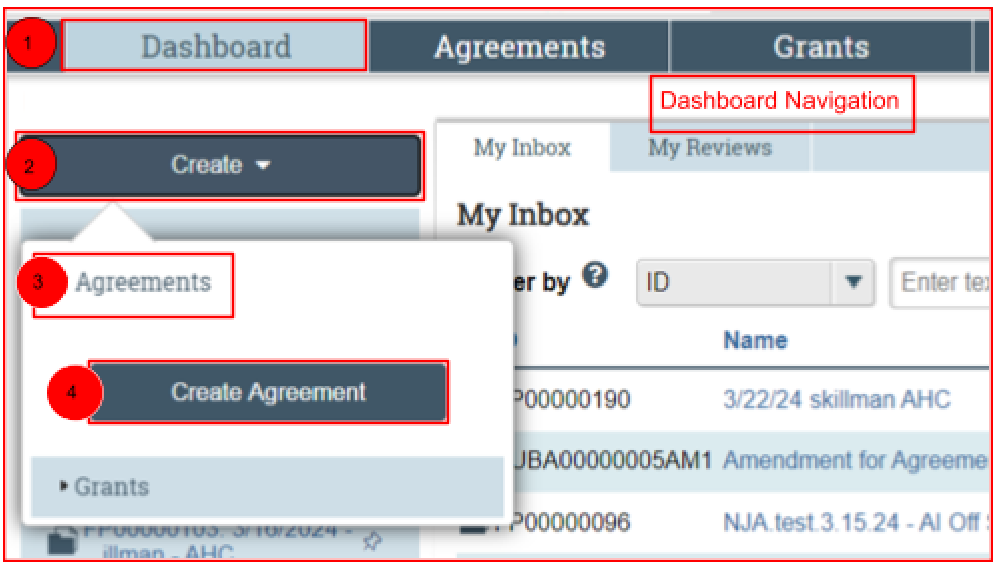
6. On the Agreement Workspace, select **Edit Agreement** to open and edit the agreement.
7. Complete the Agreement SmartForm pages and move the agreement forward in the workflow using the directions in the next section, [Create an Agreement in the Agreements Module]().

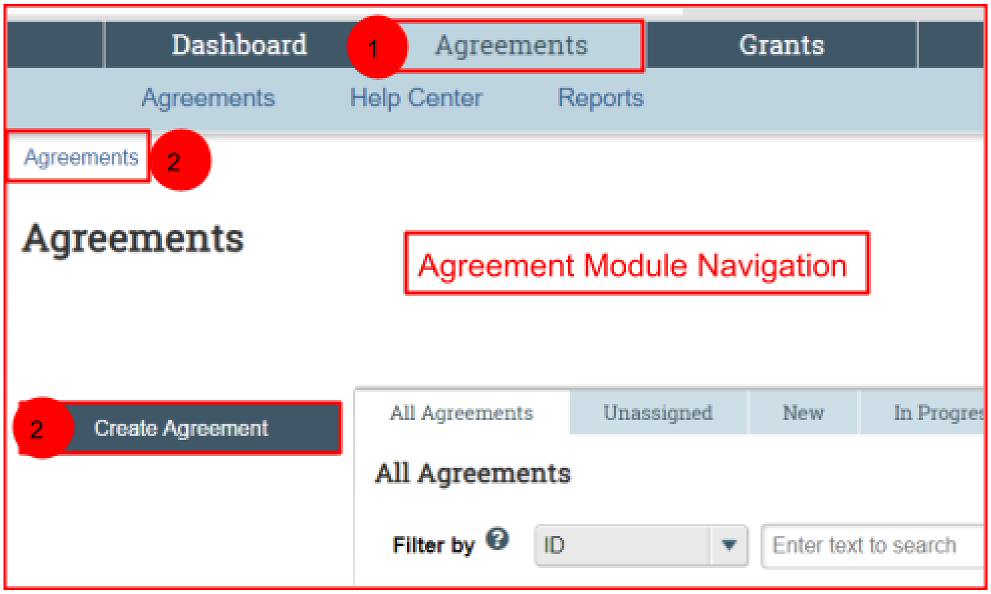
Note: Creating an agreement using these directions automatically establishes the relationship between a Grants module record and an agreement record; you will not have to link the agreement to an award using the Manage Relationships activity as described below. MN-GEMS automatically names agreements created from awards so you may want to change the default agreement title to a more appropriate title on the Agreement Upload page using the directions below.

5.2 Create an Agreement in the Agreements Module

Follow the steps below to create an agreement directly in the Agreements module:

1. On the Dashboard page or Agreements Module page, select the **Create Agreement** button.





2. Complete the Agreements SmartForm (series of agreement submission pages).

Note: All types of agreement records use the Agreement Upload, General Information and Completion Instructions pages. Additional agreement type specific SmartForm questions display after choosing the agreement type on the Agreement Information page . Complete the additional questions as directed in the question text and associated help text bubbles and select **Continue** Continue at the bottom of each page to navigate through the SmartForm pages (the Completion Instructions page has a Finish Finish button instead of a Continue button).

5.2.1 Agreement Upload Page

Complete the questions and note the following points and select **Continue** at the bottom of the page.

Tip: Select the **Help icons** throughout the SmartForm for additional information on how to answer the questions.

1. Principal Investigator – Enter or search for the PI's name.

2. Primary Contact – This field is automatically populated with the person who created the agreement but can be changed if necessary. Note that the person creating the agreement will need to add themselves as an editor to retain access to the record if they choose someone else as the Primary Contact.

3. Upload agreement draft – Upload a draft of the agreement document if available or use the **Request to have SPA draft Agreement** checkbox if SPA should generate the draft agreement.

4. Project Title – Enter the short title of the project the agreement is for (if a CTA, use the protocol number). The project title identifies the agreement throughout MN-GEMS, such as in the MN-GEMS Dashboard, Agreements Module page, and in reports.

5. Agreement type – Select the ***Funded Agreement: Business and Industry*** agreement type.

6. Project description (in lay terms) – Include the long title here and provide a succinct description of the agreement that is suitable for a lay audience.

7. Supporting documents –
Attach any supporting documents that may be required to review or issue the agreement. Documents uploaded here will also appear in the Documents tab of the Agreements Workspace.

5.2.2 General Information Page

1. Contracting Party – select or enter the external party associated with this agreement. Enter the external party name if the contracting party name is not listed in the selector.

2-4. For Questions 2 – 4, enter the contact information for the external party.

5. Additional Contract Parties? Select Yes or No. If yes is selected, select the "+ Add" button and complete the organization information in the window. When complete, select OK or "OK and add another" and repeat the process for all additional contracting parties. **e**

6. Administering Department– This field will default to the DeptID of the PI entered on the Agreement Upload page. If the default field is not correct, select the UMN DeptID responsible for this agreement.

7. UMN personnel given edit permissions for this Agreement – Add any UMN team members or leadership that may need read/edit access for the agreement. If you are re-assigning the Primary Contact for any reasons add yourself to the collaborator list as well to maintain read/edit access to the agreement.

5.2.3 Agreement Information Page

Follow the steps below to complete this page:

1. Non-technical summary/abstract/executive summary – provide a brief summary of the research and what is hoped to be gained by performing the work.

2. Select the type of agreement you are requesting – The agreement options for industry funded agreements are Clinical Trial Agreement, Research Agreement, Data Use Agreement, Consortium/Membership, University-Wide Master and Other.

Depending on which agreement type is chosen, different questions will appear below. The below sections will walk through the specific questions for the specific agreement type.

3. Please provide any additional information that might be helpful in negotiating this agreement including any unusual issues you feel should be addressed or protected in this agreement- Provide additional detail as applicable.

5.2.4 Clinical Trial Agreement

The below questions display when Clinical Trial Agreement is selected as the Agreement Type (Question 2) on the Agreement Information page.

Clinical Trial Agreements are funded agreements and should be linked to a related funding proposal record. Reference the How to Manage Relationships section of this guide for instructions on how to link (or related) MN-GEMS records.

Follow the steps below to complete this page **(NOTE: SPA GCOs will depend on this information during contract negotiation and assume its accuracy)**:

A. Does the clinical trial involve – choose if this is an animal or human clinical trial.

B. Type of trial: – choose if this is a drug or device trial. If neither apply, choose other.

C. Who authored the protocol – choose sponsor, investigator or both.

D. Who is the IND/IDE holder – choose sponsor, investigator or unknown.

E. Will the sponsor be providing the drug/device – choose Y/N.

F. Is the University manufacturing the drug – select Y/N **.**

G. Will this study use a Contract Research Organization (CRO) – If yes, insert the name, contact, email and phone number here.

3. Please provide any additional information that might be helpful in negotiating this agreement including any unusual issues you feel should be addressed or protected in this agreement- Provide additional detail as applicable.

5.2.5 Research Agreement Information Page

These questions display when a Research Agreement is selected as the Agreement Type (Question 2) on the Agreement Information page.

Follow the steps below to complete this page:

a. Will software/source code be developed during or as a result of this project – Choose Y/N.

b. What is the maximum amount of time you will allow the sponsor to review your publication – Please choose the preferred option (30, 45 or 60 days).

c. What reporting frequency would you prefer – choose monthly, quarterly or yearly.

d. Are you using UMN background IP – choose Y/N.

e. Is the sponsor providing material - choose Y/N.

f. Is the sponsor providing data – choose Y/N.

g. Is the sponsor providing the equipment - choose Y/N.

3. Please provide any additional information that might be helpful in negotiating this agreement including any unusual issues you feel should be addressed or protected in this agreement- Provide additional detail as applicable.

5.2.6 Consortium/Membership Information Page

This page displays when Consortium/Membership Agreement is selected as the Agreement Type (Question 2) on the Agreement Information Page.

Follow the Follow the steps below to complete this page:

a. Is this related to – choose if this action is related to setting up a new consortium, or if it is an existing consortium. “Other” can be chosen if the situation does not apply to the first two options.

b. Is this for – select the appropriate option.

3. Please provide any additional information that might be helpful in negotiating this agreement including any unusual issues you feel

should be addressed or protected in this agreement- Provide additional detail as applicable.

5.2.7 Data Use Agreement Information Page

This page displays when Data Transfer and Use Agreement is selected as the Agreement Type (Question 2) on the Agreement Information page.

Follow the steps below to complete this page:

a. Types of data – select the appropriate answer from the list.

b. Data direction is – Choose if UMN is receiving the data, sending out data or both.

c. How will the data be sent to the recipient – select the method from the list.

d. How will the data be stored– provide a description as to how the data is to be stored.

e. Description of data – enter the description here. This section should provide sufficient information such that each party understands the information that will be transmitted under this Agreement. Do not include confidential information in this description.

f. Description of project – enter the description here. This section should provide sufficient information to describe the project, each party's role in the project and how the data will be used by each party.

g. What is the recipient to do with the data after termination or completion of the project - choose from the available options how the data will be handled after the project.

h. Who is permitted to access the data - choose from the available options

i. Who owns the data - provide information as to who owns the data

j. Publication Restrictions - choose Y/N as applicable

3. Please provide any additional information that might be helpful in negotiating this agreement including any unusual issues you feel should be addressed or protected in this agreement- Provide additional detail as applicable.

5.2.8 University Wide Master Agreement Information Page

This page displays when a Master Agreement is selected as the Agreement Type (Question 2) on the Agreement Information page.

Follow the Follow the steps below to complete this page:

a. Master agreement is for – select the appropriate answer from the list.

3. Please provide any additional information that might be helpful in negotiating this agreement including any unusual issues you feel should be addressed or protected in this agreement- Provide additional detail as applicable. If there are pending work orders awaiting execution of this agreement, add that information here.

5.2.9 Other Funded Agreement Information Page

This page displays when Other is selected as the Agreement Type (Question 2) on the Agreement Information page.

Follow the Follow the steps below to complete this page:

a. What are the primary objectives or anticipated outcomes of entering into the arrangement – enter the primary objectives and anticipated outcomes for this work as well as any details that may be helpful.

3. Please provide any additional information that might be helpful in negotiating this agreement including any unusual issues you feel should be addressed or protected in this agreement- Provide additional detail as applicable. If there are pending work orders awaiting execution of this agreement, add that information here.

5.2.10 Completion Instructions Page

This page is informational only and requires no data entry. When ready, select **Finish** to complete the SmartForm. The Agreements Workspace now displays.

6 How to Submit an Agreement

Agreements may be submitted to SPA for review and negotiation once the Agreement SmartForm has been completed and the corresponding Funding Proposal is complete (or, if the Funding Proposal was a true proposal that needed review and approval by sponsor, send the Agreement to SPA when the Award record is created). If the Agreement does not include a signature line for the PI, the PI's approval of the terms and conditions of the agreement will be requested by the SPA Specialist using the Manage Ancillary Reviews Activity.

6.1 Submitting Agreement Record to SPA

Follow the steps below to submit a funding proposal for SPA review:

1. Navigate to the Agreement Workspace for the agreement that is ready to route to SPA for review and negotiation.
2. Ensure the associated Grants module record (Funding Proposal/Award record) is associated or linked with the agreement. Use the Manage Relationships activity on the Agreements Workspace to link the records, if needed.
3. Select the **Submit** activity and then select **OK** on the Submit slide-in window.
4. You are now finished with the agreement creation process. After submitting your agreement to SPA, the state will update to Unassigned.

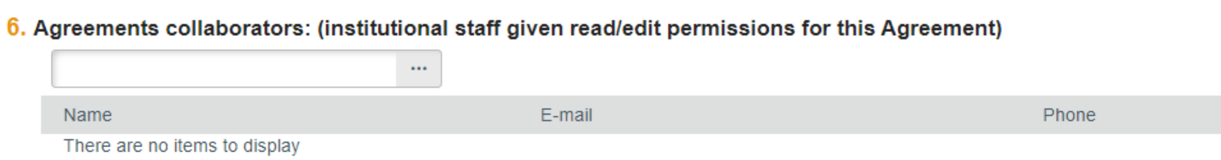
7 How to Add an Agreement Collaborator

Follow the steps below to add an Agreement Collaborator (someone who needs read/edit access).

7.1.1 When the Agreement SmartForm is Editable

Follow the steps below to add an Agreement Collaborator via the Agreement SmartForm when the agreement is in an editable state (Pre-Submission state):

1. Navigate to the Agreements Workspace.
2. On the Agreements Workspace, select the **Edit Agreement** button.
3. Select the **Continue** button to navigate to the second page of the SmartForm (General Information page).
4. On the General Information page, add the Agreement Collaborators to Question 7.



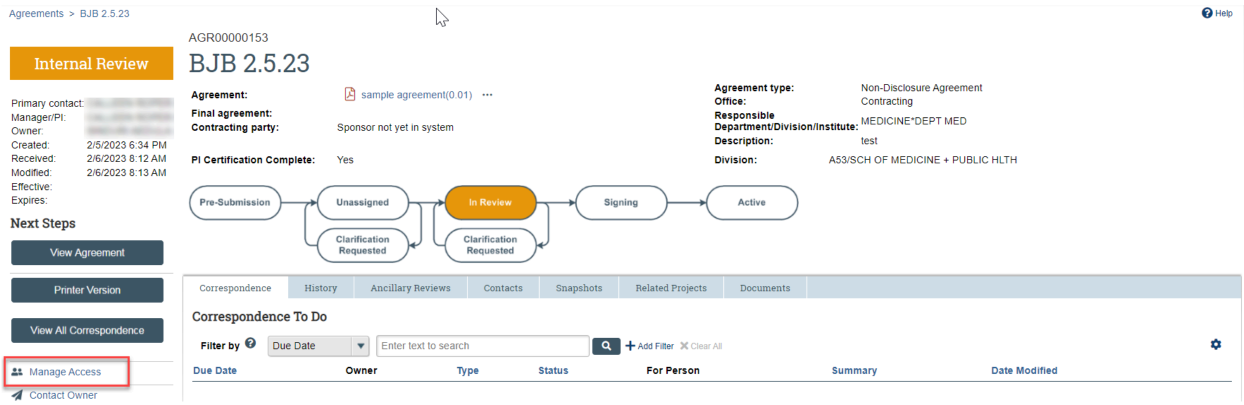
5. When complete, select **Save** and **Exit**.

7.1.2 When the Agreement SmartForm is Not Editable

The Manage Access activity can be used to update the administrative contact and funding proposal editors and readers when the Proposal SmartForm is not editable.

Follow the steps below to manage access to the agreement record:

1. Navigate to the Agreements Workspace.
2. On the Agreements Workspace, select the **Manage Access** activity.



3. In the Manage Access window, enter the individual's name or use the three dots ("…") to search for an individual to be added as an Agreement Collaborator (under Question 2).
4. When complete, press **OK** to return to the Agreement Workspace.

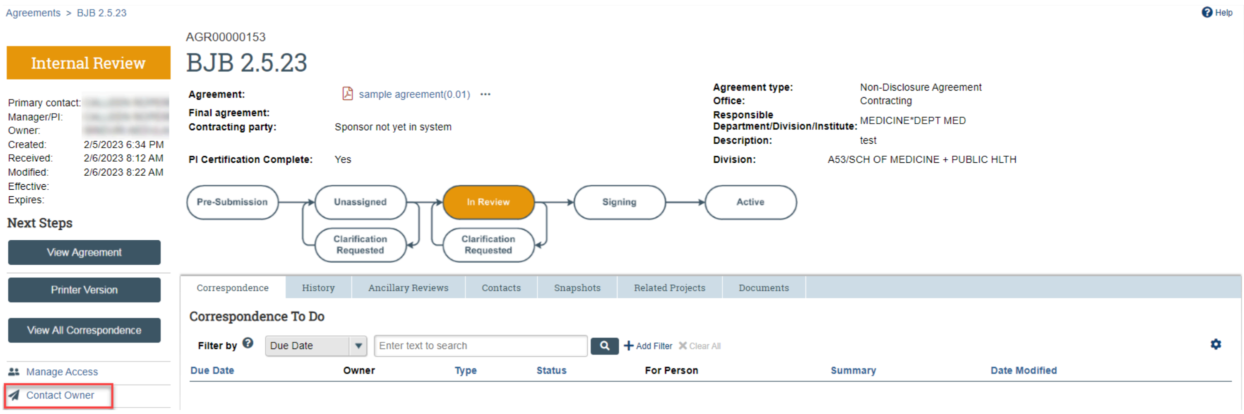
8 How to Contact the Agreement Owner

Once an Agreement Owner has been assigned to an agreement, you may contact the Agreement Owner within the system.

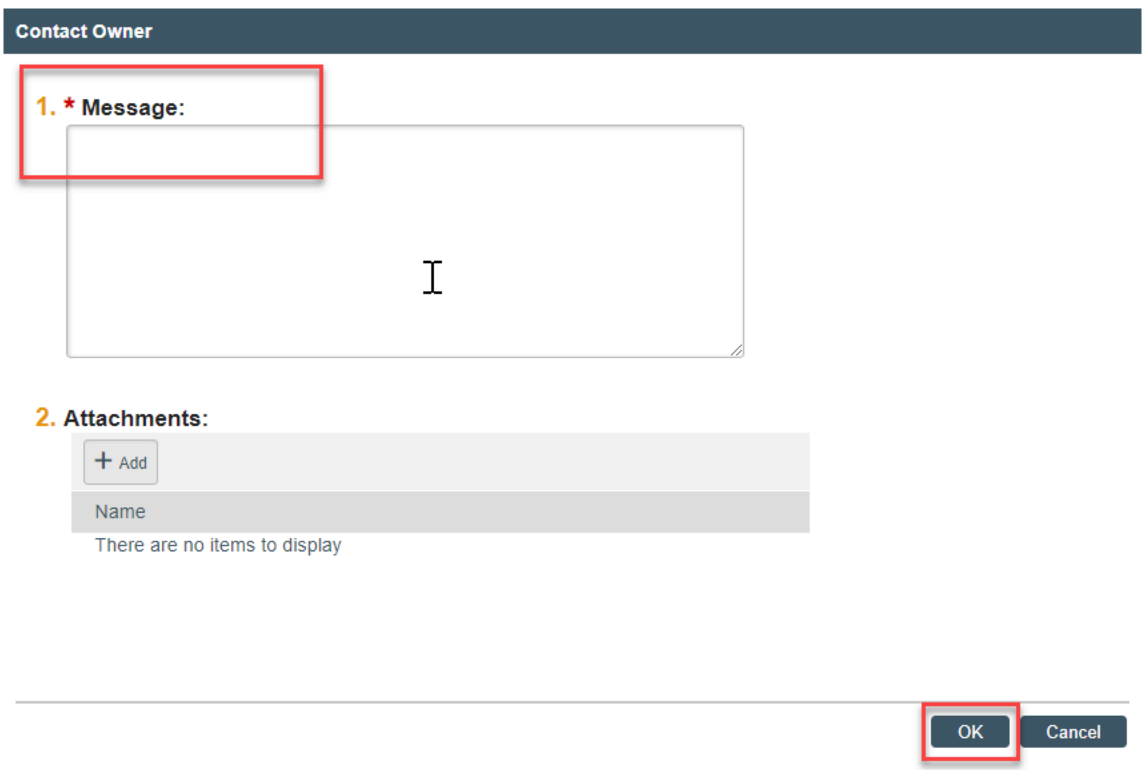
Note: The Agreement Owner is the SPA Business and Industry GCO designed as the owner of a specific agreement.

Follow the steps below to contact the Agreement Owner:

1. Navigate to the Agreements Workspace.
2. On the Agreements Workspace, select the **Contact Owner** activity.



3. In the Contact Owner window, enter a message and include any attachments (if applicable).
4. When complete, select **OK**.



5. The Agreement Owner will receive an email with the message and attachments included.

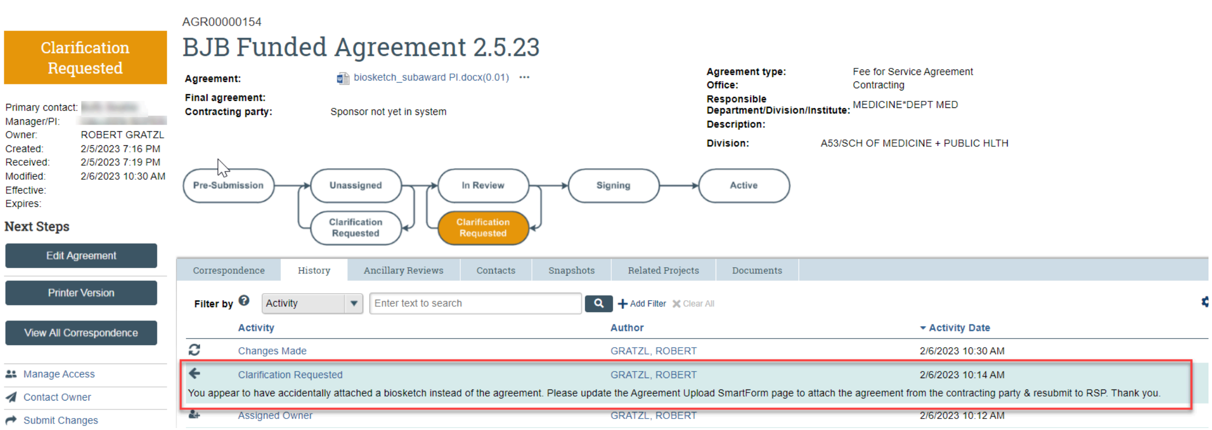
9 How to Submit a Response when Clarification is Requested

Follow the steps below to submit a response for clarification to the Agreement Owner:

Note: Only PIs or the Primary Contact can submit changes when clarifications are requested. **The email notification requesting clarifications will go to the PI only.**

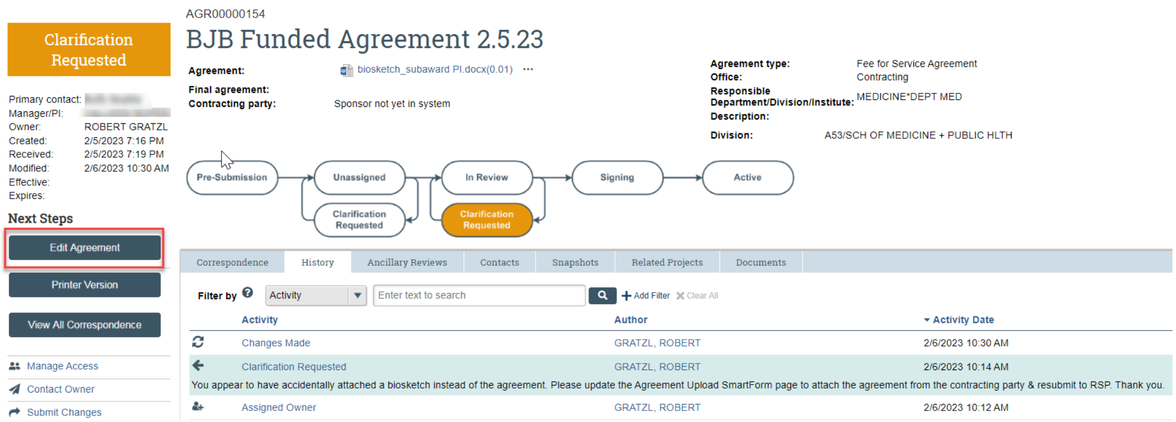
1. Access the agreement in one of three ways:
    a. From the system generated email, select the Agreement ID **Link**, or
    b. Select the agreement name on the Dashboard,
    c. Navigate to the Agreement Workspace.
2. On the Agreements Workspace, review the “Clarification Requested” activity listed on the History tab. This activity includes comments from the Agreement Owner with the additional information needed.

    Tip: Select the name of the Activity (e.g., “Clarification Requested”) to view additional details about the activity.

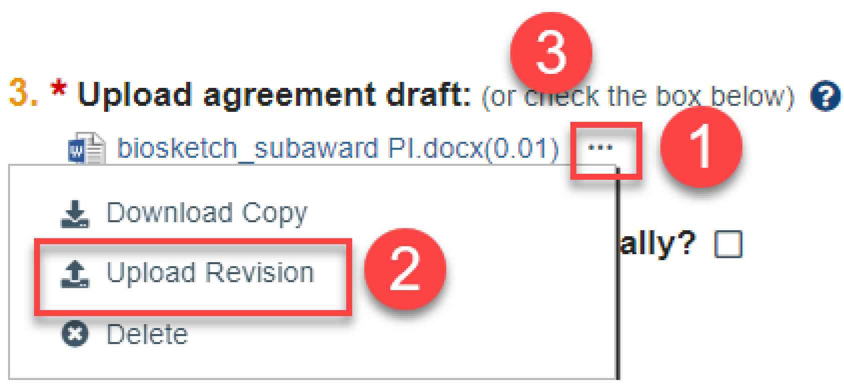


3. Provide the information for the clarification requested and note the following points:
    a. **Editing the Agreement** – When the Agreement Owner requests clarification the agreement SmartForm unlocks and is in an editable

state again. Select the **Edit Agreement** button in the Agreements Workspace to open the SmartForm and edit any fields.



i. If updating a document within the SmartForm, use the **Upload Revision** button to upload the revised version of the document. A new version number and Track Changes (for MS Word documents) will be automatically generated for easy review.



4. When you are ready to submit the updates, select the **Submit Changes** activity located on the Agreements Workspace. A Submit Response dialog box displays where additional Notes and/or Supporting documents can be provided. When finished, select **OK**.

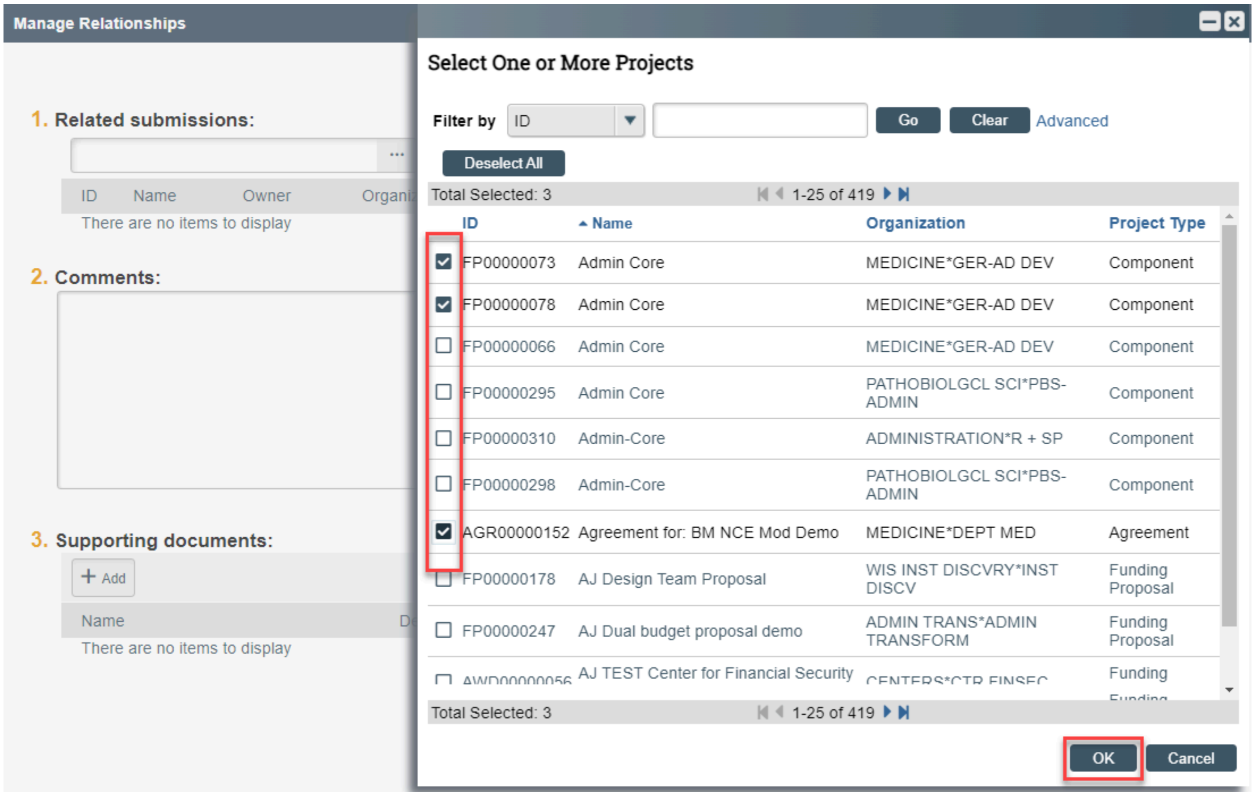
5. The agreement state returns to its prior state of either Unassigned or In Review and an email is sent to the Agreement Owner to notify them of the update.

10 How to Manage Relationships

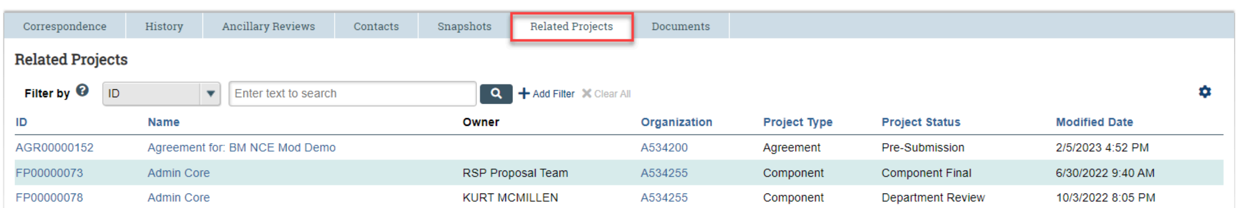
Agreement records can be linked to related records in the Grants module or to other agreements in the Agreements module.

Follow the steps below to manage relationships between records:

1. Navigate to the Agreements Workspace.
2. On the Agreements Workspace page, select the **Manage Relationships** activity.
3. In the Manage Relationships window, use the Related Submissions field to either enter the ID or use the ellipsis or three dots ("…") to search for the record.
4. Check the boxes next to the record(s) you want to relate with the agreement.



5. When complete, select **OK**. Linked records can be reviewed on the Related Projects tab of the Agreements Workspace.

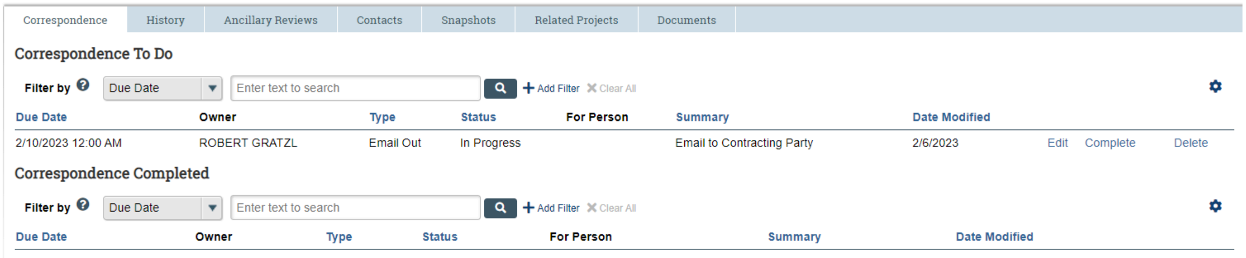


11 Reviewing Correspondence

Agreement Owners (SPA Business and Industry Team) can log correspondence items on an agreement to track to-do tasks or completed tasks, such as emails and phone calls with the contracting party. All users can view correspondence.

Correspondence logged by the Agreement Owner can be reviewed on the Communication tab within the Agreements Workspace and is organized into “To Do” and “Completed” sections.

Below is an example correspondence logged by the Agreement Owner:



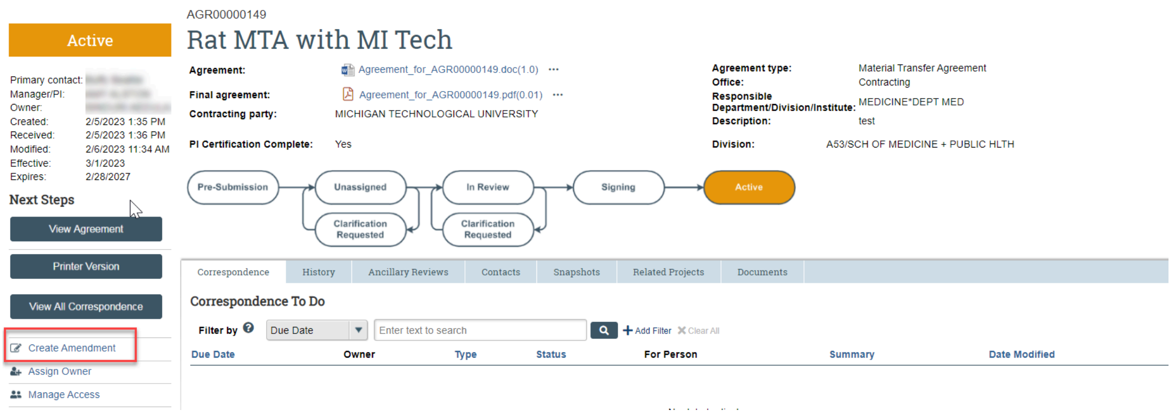
12 How to Create and Submit an Agreement Amendment

Amendments can be created for Agreements in the Active, Expired, and Evergreen states.

Note: MN-GEMS only allows one amendment to be in the review and negotiation process at one time. Once the in-progress amendment moves to the Active state, you will be able to create a new amendment. If you need to edit the in-progress amendment for some reason, contact SPA or use the Withdraw activity to move the amendment back to the pre-submission state. DO NOT use the Discard activity as that will permanently remove the Amendment from the workflow and you will need to start over with a new amendment. MN-GEMS does not limit the overall number of amendments for an agreement record.

Follow the steps below to create and submit an agreement amendment:

1. Navigate to the Agreements Workspace.
2. On the Agreements Workspace page, select the **Create Amendment** activity.



3. MN-GEMS navigates to the first page of the Amendment SmartForm, which mirrors the Agreements SmartForm. Notice the Amendment has the same ID as the Agreement, but is suffixed with “AMX”, where “X” is the Amendment number

Editing: AGR00000149AM1

4. On the Amendment Information page, upload any applicable documents and enter an Amendment Description.

   Note: If a draft amendment is uploaded, signatures are typically necessary, and the amendment will follow the same workflow as an agreement.

5. Update the pages of the Amendment SmartForm as necessary and select the **Continue** button on each page. On the Completion Instructions page, select the **Finish** button to navigate to the Amendment Workspace page.
6. On the Amendment Workspace, note the amendment is in the Pre-Submission state.
7. Complete any additional tasks as necessary. When you are ready to submit the amendment, select the **Submit** activity to begin the amendment workflow.
8. The amendment workflow is the same as the agreement workflow.

13 How to Withdraw an Agreement

Use the Withdraw activity to remove an agreement or amendment from the workflow. Completing this activity will return the agreement to the Pre-Submission state and the Submit activity will become available again (for when the record is ready to be resubmitted into the workflow). Potential reasons to withdraw an agreement include change in the scope or nature of the project, changing the agreement type, sponsor communication indicating the need for delay, etc. This list is not exhaustive.

Note: This activity is only available to the PI or Primary Contact.

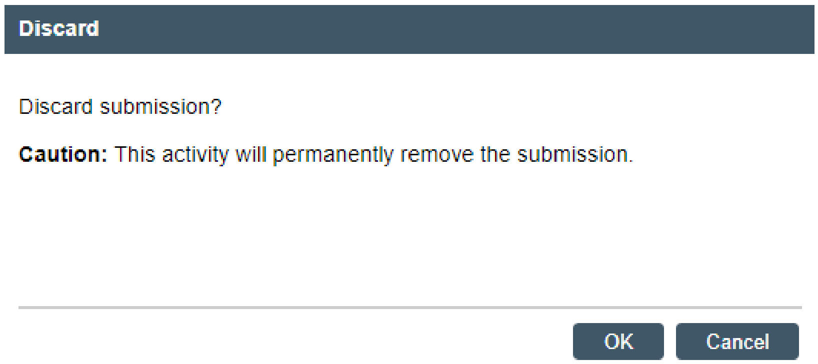
14 How to Discard an Agreement

Use the Discard activity to remove an agreement or amendment from the workflow before it has been moved to the Active or Approved state. Completing this activity will **permanently remove the submission from the workflow**. Potential reasons to discard an agreement include departing PI, acquiring materials from another source, or the agreement is no longer needed. This list is not exhaustive.

Note: This activity is available to all roles and results in a permanent action. **The SmartForm data is deleted and cannot be resubmitted after using this activity. Instead users must submit a completely new request.**

Follow the steps below to discard an agreement:

1. On the Agreements Workspace, select the **Discard** activity.
2. In the Discard window, select **OK**.



3. When the system returns to the Agreements Workspace, the state is updated to Discarded.