



AMERICAN UNIVERSITY
WASHINGTON, D C

MEMORANDUMS OF AGREEMENT AND ACADEMIC AFFILIATIONS AT AMERICAN UNIVERSITY

END USER GUIDELINES

This manual provides instructions concerning the preparation, review, approval, implementation, and record-keeping for partnership agreements as approved by the Office of the Provost.

Contents

BACKGROUND3

DEFINITIONS AND KEY TERMS3

MOA – PROCUREMENT – SPONSORED AWARD4

ENTERING INTO A PARTNERSHIP AGREEMENT6

RED FLAG SCENARIOS.....7

MOA TEMPLATES.....7

REQUIRED MOA PROVISIONS8

SUPPLEMENTS.....9

MOA RENEWAL.....9

USING THE MOA SHAREPOINT SYSTEM 10

 Access to the MOA System10

 Submitting MOAs for Review, Approval and Signature.....10

 Approval and Signature Process11

 Common Issues that May Delay the Process.....13

MOA PROVOST E-MAIL INBOX 13

MONITORING AND CLOSE-OUT PROCEDURE 13

 Monitoring Responsibilities14

 Close-out Responsibilities14

SHAREPOINT MOA REPORTS 15

DOCUMENT RETENTION 16

 Records Retention and Disposal Policy.....16

 Records Retention Responsibilities16

BACKGROUND

American University (AU) has partnerships with various educational institutions, government agencies, and private organizations for domestic and international programs in support of different initiatives and community outreach. These partnerships focus on academic programs, faculty research, and student exchanges. The relationship with each organization is formalized through a Memorandum of Agreement (MOA). All academic units are encouraged to create partnerships with other institutions to advance the University's mission.

These agreements define the extent to which the partner organization is entitled to use AU premises, resources, personnel, logos/branding, etc. or vice versa. They also establish AU's rights to use the affiliate organization's amenities or expertise for a cost or exchange of services.

This document was created with the purpose of helping units within Academic Affairs understand the University's policies and procedures regarding the establishment of a new partnership. Enclosed are guidelines concerning the preparation, review, approval, implementation, and record-keeping of affiliation agreements to ensure the process is uniform within all academic units.

DEFINITIONS AND KEY TERMS

Memorandum of Agreement (MOA)

An MOA is a written document describing a cooperative relationship between two parties wishing to work together, while detailing the obligations and commitments of the parties, and minimizing each party's risks.

Supplemental Agreement

Mutually consented agreement that modifies, but does not replace, an existing agreement. This is used by both parties to specify additional work to be accomplished in return for detailed consideration, funds and/or time.

Amendment

A change or modification required to an agreement that has already been fully executed by all parties.

Attachments

All documents appended to an agreement that is to be referenced and incorporated within the contents of the main agreement as part of the overall agreement.

Execution

The signing of an agreement by a person with contracting/signature authority.

Due Diligence

A comprehensive evaluation of the prospective partner undertaken to evaluate potential risks.

Required Provisions

Mandatory agreement language which must be contained in all University Academic Affairs' agreements.

Instructional Revenue Center (IRC)

An IRC is a specialized course offered on an experimental basis or a program contracted by an outside agency to offer credit or noncredit training.

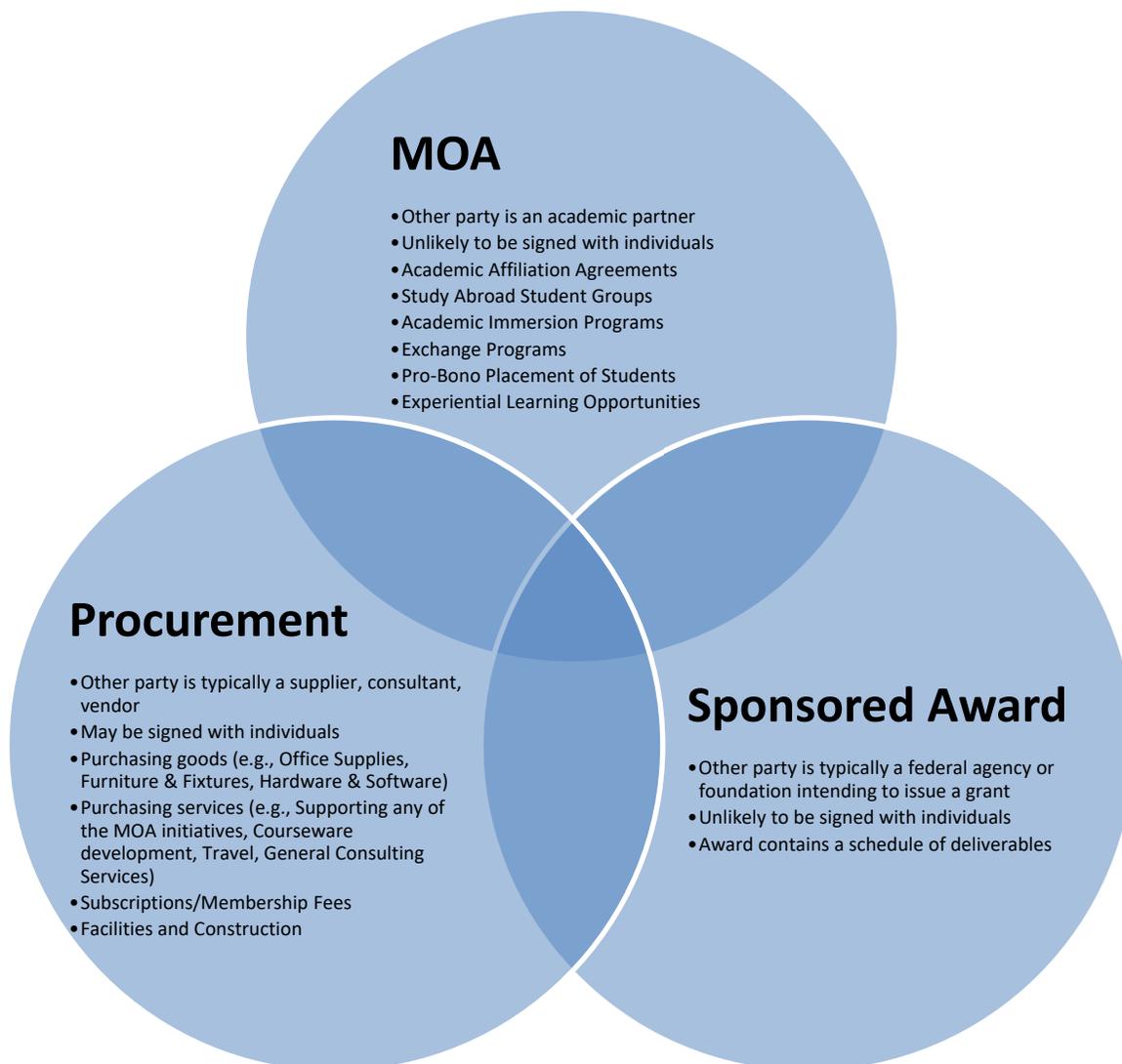
Most Commonly Used Types of MOAs at AU

- **Affiliations:** General agreements establishing a collaborative relationship between institutions without specified activities.
- **Educational Services:** A contractual relationship to provide academic and administrative services for students or employees of one or both institutions. E.g.: Customized programs exclusively designed for employees of a government agency.
- **Exchanges:** Agreements with partners/institutions for student or faculty exchanges with fee paying options usually through supplements to a general MOA.
- **Articulations:** Agreements to offer dual degrees, joint degrees, and transfer programs between institutions. E.g.: Student transfers from Community College if meeting the criteria on the transfer agreement; a student earns two degrees, one from each of two participating institutions.

MOA – PROCUREMENT – SPONSORED AWARD

- **The Office of the Provost** is responsible for managing partnerships with various educational institutions, government agencies, and private organizations for domestic and international programs in support of various initiatives such as academic programs, faculty research, student exchanges, and community outreach.

- **The Procurement and Contracts Department (PCD)** is the central purchasing and contracts authority for American University. PCD is responsible for managing the procurement and contract process on a university-wide basis, including approving contracts and any other legal agreements associated with the acquisition of goods and services that support American University’s educational, research, and business initiatives.
- **The Office of Sponsored Programs (OSP)** is responsible for all pre-award and non-financial post-award functions including proposal submissions, the negotiation and acceptance of all sponsored awards and agreements on behalf of American University.



Institutional level internship programs fall in the MOA Category. Individual students pursuing internship opportunities should contact the Career Center.

Some PCD agreements may have academic affiliation components. In these cases, please send the document to the Office of the Provost for review before PCD signs the contract.

When in doubt, it is best to consult with the above offices to ensure the agreement is reviewed by the correct unit.

ENTERING INTO A PARTNERSHIP AGREEMENT

Before discussing the structure and content of an MOA, it is important to bear in mind these two over-arching principles:

1. A mutual desire by both parties to enter into a partnership with a shared and equal commitment to working together.
2. Comprehensive due diligence needs to be conducted for any proposed new partner before an MOA is drafted.

The Due Diligence Process

Due diligence is a comprehensive appraisal of the prospective partner undertaken to evaluate any potential risks. Due diligence must be completed by all units to protect and preserve the University's reputation. The scope and extent of a due diligence will depend on the scale and nature of the partnership, but also on the location and the status of the prospective academic partner.

Conducting due diligence is important for ensuring that the University enters into or remains in partnerships with the appropriate institutions. Due diligence provides a range of valuable information about the other institution, especially financial status, standing and reputation. This information will help units with understanding the risks of the proposed collaboration. Similarly, conducting due diligence for an existing partnership helps to ensure that the University continues to collaborate with an appropriate institution.

Due diligence is a mutual exercise, and the potential partner may ask for similar information about the University as part of their own due diligence process. The results allow the University and prospective

partners to shape the partnership and better understand and evaluate the related risks.

AU Due Diligence Practice

Due diligence must be conducted for any new prospective partner before the MOA is drafted. For existing partners, due diligence should be conducted on an annual basis and when the expiration date of a current MOA approaches if a renewal is being considered. This will help determine a decision to continue or end the partnership.

Due Diligence Checklist

The Due Diligence Checklist will help all units with this process. Units are responsible for obtaining information from prospective or current partners.

Some of the criteria on the checklist may not be applicable for all partnerships, however it is recommended to collect as much information as possible that provides a clear picture of the institution's background, policies and procedures, academic standards, and legal and insurance information.

RED FLAG SCENARIOS

Red flag scenarios to avoid:

- Partnerships with institutions under OFAC Sanctions
- Partnerships with institutions without proof of good reputation and standing
- Concerns regarding personal safety and health of faculty and students in high-risk areas
- Unbalanced responsibilities in a proposed partnership
- Reports of problematic communication and financial disagreements with prior partners

MOA TEMPLATES

Units are encouraged to use the MOA templates as approved by the Office of the Provost and the Office of General Counsel (OGC).

Templates and guidelines can be found at the following link

<https://www.american.edu/provost/moa/resources.cfm>

In addition to the MOA templates, this site also contains these MOA Guidelines, Supplemental MOA Clauses, the Due Diligence Checklist, the Monitoring Checklist, the Close-out Checklist, and the Risk Management Review document for international MOAs.

MOAs which are created without these templates or with changes to the templates must be reviewed and approved by OGC before submission for approval. Requestors who need to obtain approval for changes to MOA template clauses, can access the OGC Contract Review Request link from the MOA SharePoint site or go directly to <https://americanuniversity.service-now.com/help>

The MOA Administrator will review MOAs for completeness and accuracy once submitted via the MOA SharePoint site.

REQUIRED MOA PROVISIONS

To obtain the approval signatures from the Office of the Provost, certain provisions must be contained in the agreements. No changes can be made to this language unless specifically approved by OGC and the Office of the Provost. The terms and conditions are noted below.

- Defined start and end dates – Agreements become effective on the last date of signature by the Institutions
- Performance Period not to exceed 5 years (w/o approval from OGC)
- Written modification/amendment requirement
- Termination clause
- Protective language around AU logos or affiliates' use of AU marketing materials
- Foreign Corrupt Practices Act/Anti-Corruption, Office of Foreign Assets Control (OFAC), Export Administration Regulations
- Confidential information, data protection, and data transfer
- Non-Discrimination clause
- Dispute resolution
- Indemnification

- Direct damages clause
- Force Majeure/Emergency situations
- Non-assignment
- Insurance requirements
- Electronic signature

As applicable (some of these can be added in the MOA Supplement):

- Right to audit clause
- Payment terms
- HIPAA specifically for the Clinical Graduate Programs
- Language on reporting program progress

Note on terminations: Units must notify the Office of the Provost of any agreements that need to be ended before the termination date or that were never executed.

SUPPLEMENTS

There are currently no templates for Supplements since Supplements are tailored to the specific needs of the programs.

MOA RENEWAL

The MOA system sends automatic notifications 60 days and 30 days prior to an MOA end date. At this time, units should evaluate if continuing a partnership is beneficial for the University.

If the reasons for not seeking a renewal are relevant in consideration for future partnerships, a report should be prepared and shared with the Office of the Provost. This information will serve as a guide for other units considering a relationship with that institution.

If a renewal is desired, the unit should treat a renewal like a new MOA and go through the same process as with the initial MOA which includes a complete evaluation of the other organization and the completion of the due diligence checklist.

USING THE MOA SHAREPOINT SYSTEM

Access to the MOA System

Only designated persons have access to the MOA SharePoint system. A list of current unit representatives may be found on the MOA website. Staff and faculty members wanting to propose a new partnership must contact their MOA representatives to start the process and have agreements submitted for review, approval, and appropriate signatures.

In the case of staff changes, units can request access to the MOA system by contacting the MOA Administrator in the Office of the Provost.

Submitting MOAs for Review, Approval and Signature

Relevant documentation related to agreements includes but is not limited to (these documents should be obtained/completed prior to submission):

- Memo from dean or department head explaining reasons for which the partnership is recommended
- Completed Due Diligence Checklist
- Copies of agreements in English as the official MOA language and all other translations as needed by the other institution
- Communications (emails, memos, notes) reflecting approvals from OGC when applicable
- A University Budget Office (UBO) approved budget summary is required when the agreement includes an IRC component which was not previously approved in the school's fiscal year budget.
- Risk Management Review/Approval for MOAs with international travel. Please provide the Risk Management Department with the proposed MOA and supporting documentation as needed to obtain approval via e-mail. The Office of Risk Management (RM) monitors worldwide conditions and helps AU personnel in the process of preparing for international travel. RM is the main contact with regards to safety and security of all University personnel and students when traveling abroad. Units must comply with AU's International Travel Policy if the international MOA has a travel component.
- Additionally, any insurance issues should be addressed by RM.

The Global Safety website can be accessed at <https://www.american.edu/emergency/globalsafety.cfm>

Approval and Signature Process

- The approval and signature process can take a few days to complete. Please submit requests with plenty of time before the agreement start date.
- To submit an MOA for approval, please visit <https://myau.american.edu/dept/provost/MOA>, click on Submit New MOA and complete the form on the next page.
- Category: Choose New MOA, New Supplement, Renewal MOA, Addendum, Amendment, Termination Letter, or Other
- Type of Agreement: Choose Affiliation, Dual Degrees, Educational Services, Exchanges, or Intra-Institutional
- Degree Level: Select one of the degree levels. If the MOA applies to both undergraduate and graduate degree programs, select “Both”
- School/College: Select the applicable School/College at AU
- American University Department: Enter the applicable Department. There is no drop-down for this field. You can manually enter the Department the first time. This field will then auto-populate the next time after you type the first few letters of the Department.
- AU Contact Information: Please enter all the requested AU contact information for the MOA. The AU Contact should be someone from the department (instead of the VPAA).
- Other Institution Contact Information: Please enter all the requested contact information for the other institution for the MOA
- Other Institution Location: If the institution’s location is International, please enter the Risk Rating. The risk rating for the location can be obtained by clicking on the Destination Risk Rating Information link below the cell. This link will take you to the WorldCue Planner to look up the Risk Rating.
- Financial Information: Please check YES or NO for “Is there any Revenue generated from this partnership?”

- Process Dates: Enter proposed start date and end date (MOAs cannot exceed 5 years without approval by OGC), Date needed (this date cannot be in the past), Frequency of potential renewal (Annual, every 2 years, every 3 years, every 4 years, every 5 years, or other)
- Has the partner signed: Select YES or NO. If the partner has signed, please enter the partner signature date
- Document Status: The MOA will remain in pending status until it is signed by both parties
- In the next section, PLEASE ATTACH BOTH MOA AND DEAN'S MEMO and ALL APPLICABLE DOCUMENTS AS OUTLINED ABOVE
- Please note that SharePoint does not allow special characters such as (%&*{}<>?/+|\") in attachment names.
- Fully signed MOA uploaded? YES should only be checked if both parties have signed.
- Documentation Checklist: Please check YES/NO/N/A/PENDING as may be the case. Monitoring and Close-Out Checklists should be checked as Pending status until they are due.
- Press the SUBMIT TO DEAN button
- After the agreement is submitted to the SharePoint site, it is routed to the appropriate dean/designate.
- When the MOA is approved by the appropriate dean/designate, it will be routed to the next level.
 - If the MOA is an undergraduate level agreement, the request will be routed to the Dean of Undergraduate Education and VP for Academic Student Services.
 - If the MOA is a graduate level agreement, it will be routed to the Dean of Graduate and Professional Studies.
 - If the MOA is for undergraduate and graduate degrees, the MOA will be routed to both deans in that same order.
 - If the MOA is non-degree level, it will be routed to the Dean of Graduate and Professional Studies.
- As soon as the above reviews have been processed, the document will be routed to the Vice Provost for Academic Administration.
 - If the VPAA has questions, the matters will be resolved between the dean, VPAA, OGC, and the person who submitted the MOA. Once the issues are resolved, the VPAA will

approve the document and sign on behalf of the provost. MOA signature lines can come under the provost's name or the VPAA who has authority to sign.

- Once the documents are signed, the dean/designate and the original requestor will be notified by email of the documents' availability for countersignature by the proposed partner (if the proposed partner has not already signed).
- If the partner had not yet signed the MOA, please upload the countersigned MOA, and send an e-mail to the MOA Administrator. The system does not auto-generate a notification to the Administrator when the document is uploaded.

Common Issues that May Delay the Process

- MOA approved template was not used and OGC approval documentation has not been uploaded with the MOA
- Requestor answered YES to "I am using the MOA approved template" but modifications were made to the template and OGC approval was attached
- University Budget Office approved budget summary and communications has not been uploaded for MOAs with financial components
- The memo from the dean/designate is missing
- MOA has spelling, dates, and/or grammatical errors
- Supplemental agreement was not uploaded as a separate file in the system
- System indicates YES for "Fully signed MOA uploaded" but signature from both parties has not been obtained.
- Risk Management Office approval for international travel was not uploaded

MOA PROVOST E-MAIL INBOX

All notification e-mails from the SharePoint site related to MOA approvals go to the following e-mail inbox: moa.provost@american.edu.

Please do not send e-mails to this inbox. This e-mail address is only used to inform the requestors of needed or completed approvals.

If you are not receiving the applicable notifications, please check your junk folder. Please mark spam mail in the junk folder as 'Not Junk/Spam' or add moa.provost@american.edu to your trusted sender list.

MONITORING AND CLOSE-OUT PROCEDURE

AU's compliance requirements include close monitoring and proper close-out procedures with regards to all MOAs. The Office of the Provost has created checklists that units can use to comply with these requirements.

Monitoring Responsibilities

When entering into a partnership, units must conduct periodical monitoring of the activities taking place during the term of the MOA to ensure all conditions and regulations established in the agreement are followed. Units should also make sure that the other institution's responsibilities are executed accordingly and that no AU policies are inadvertently or intentionally violated by the partner.

The following monitoring activities should be conducted by the units:

- Use of AU or affiliate logo.
- Review of financial activity.
- Review of program content.
- Procedures surrounding protection of AU IP and/or confidential information policy.
- Documenting performance metrics, including student attendance, marketing activities, and other key metrics, as well as conducting a periodic review of those metrics.
- Documenting incidents, disputes, and/or disagreements, their status, and outcome.
- Documenting course competition, certification receipts, certificates copies, and student tracking methods for all certification programs.
- Student/faculty/staff evaluations and evidence of follow-up for any issues noted in the evaluations.
- Requesting periodic (typically annual) assertions that the affiliate is maintaining required insurance and licensing as required by the agreement.
- Documentation of requirements for onboarding students.

Monitoring activities should be performed every 3 months for 1-year agreements and annually for all other MOAs.

Close-out Responsibilities

As the termination date of the agreement approaches, units must start reviewing the monitoring documentation collected throughout the term of the agreement and initiate the close-out process. The MOA system sends automatic notifications 90 days, 60 days, and 30 days prior to an MOA end date. It is recommended that this process starts at least 30 days before the end of the agreement.

The close-out process should include:

- Assessing expenditures
- Verifying payment status and following up to ensure all payments are made/received
- Retaining all evaluations
- Verifying all data/deliverables are completed and received/provided
- Verifying access is removed (physical, data, etc.)

SHAREPOINT MOA REPORTS

The MOA Homepage contains a listing of all MOAs by school.

<https://myau.american.edu/dept/provost/MOA/SitePages/Home.aspx>

The status of MOAs for each school can be viewed by clicking on “School” next to the applicable school. This action will show an expanded list of MOAs sorted by status (Active, Non-Active, Pending).

Clicking on “Doc Status” will further expand the listing for each category and show a complete listing of MOAs in the applicable category.

Clicking on “View Doc” will open the MOA entry showing all MOA details and documents. Once opened in this view, the MOA entry may also be edited by clicking on “Edit Item”.

Additionally, tailored reports can be generated via the below link.

<https://myau.american.edu/dept/provost/MOA/Lists/MOA/By%20Status.aspx>

- Once at this site, you can click on the three dots next to the “Find Item” field and Choose “Create View” in the drop down
- You can create a report by using one of the existing views on this page and modifying it or creating a new view
- Name the view and check “Create a personal view”
- In the Columns section, you can choose the columns you would like to see in your reports by checking or unchecking them
- In the Sort section, you can choose the order in which you would like to sort the columns
- In the Filter section, you can choose to “View All Items” or “Show items only when the following is true”. For example, you can generate a view/report for Doc Status is equal to Pending to only see pending MOAs
- Once these parameters have been set up, click on OK to see the report

Excel Reports

- To export any report into Excel, once you have generated the applicable view/report, click next to the very first Status line.
- This will bring up the Browse/Items/List Menu in the left upper corner of the page.
- Click on List. This will generate a task bar including the Export to Excel option.
- Click on Export to Excel
- Click on OK in the window which opens
- Click on Open File in the Download list and save the Excel file

DOCUMENT RETENTION

Records Retention and Disposal Policy

The Office of the Provost follows the University's Records Retention and Disposal Policy as a standard process for all Memorandums of Agreements. Please refer to this policy for definitions and general information regarding document retention. The Policy can be found online at

<https://www.american.edu/policies/au-community/records-retention-and-disposal.cfm>

Records Retention Responsibilities

Units are responsible for the preservation, maintenance, retention, and correct disposal of all original fully signed agreements.

The Office of the Provost manages the repository of Memorandums of Agreements on its SharePoint site. This system was created to preserve the historical records of the University's academic affiliation agreements. Besides using this system to submit MOAs that need to be reviewed and approved by the provost, units are responsible for uploading electronic versions of ALL fully signed and executed agreements and relevant documents into the MOA repository SharePoint site.