International Memoranda of Understanding (MOU) and Memoranda of Agreements (MOA) provide a strategic opportunity to enhance Ohio State's international profile. MOUs and MOAs are motivated by scholarly or institutional requirements. They come into existence through the initiative of faculty and academic units that can benefit from formalizing collaborations with international institutions.

The following protocol for establishing international MOUs and MOAs has been determined in collaboration with The Ohio State University Office of Legal Affairs. So that the process and the documents remain consistent, the Office of International Affairs (OIA) provides the expertise and administrative support for these endeavors.

**Purpose**

The Ohio State University will selectively enter into cooperative agreements with international institutions to enhance Ohio State's international profile in teaching, research, and engagement through value-added activities in support of Ohio State's institutional goals defined in its Academic Plan and other institutionally guiding principles.

Memoranda of Understanding are entered into to explore opportunities to collaborate in areas that would be mutually beneficial to each institution. MOUs may lead to more specific activities and goals, which could then be expressed in the form of an MOA. MOAs provide a strategic advantage to Ohio State as umbrella agreements for concrete and specific activities of importance.

**Standards**

Any new international partnership will include an intent to collaborate and/or a concrete plan of action for the proposed activities and the commitment of adequate funding to reach or surpass the goals envisioned, depending on the type of agreement to be developed. All business conditions will follow standard practice with acceptable levels of risk. The Office of International Affairs (OIA) is the unit charged with coordinating the process leading to final
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approval and signing of any international Memoranda of Understanding or Agreement.

Detailed Instructions

1. Initiation of Project for International Partnership

Direct contact between Ohio State faculty or units and faculty members or units of an international institution leads to a proposed collaboration. The collaboration should be mutually beneficial and support the strategic objectives of Ohio State and its international partner. It is essential to involve all concerned academic and administrative units, as well as the Office of International Affairs, early on in the process to assure a well-defined concept for the proposed agreement as well as proper identification of resources and other obligations that may be necessary.

2. Contact the Office of International Affairs

Early on in the process, the Ohio State member(s) sponsoring a proposed MOU or MOA should contact OIA (Joanna Kukielka-Blaser, +1 614-292-9999) for initial discussion. The initial consultation will include assessment of institutional interest and appropriate procedures as well as a determination of the level of the proposed MOU or MOA (university, college, other unit).

3. General Conditions Regulating International MOAs

For the general terms regulating contracts such as MOUs and MOAs for international partnership, consult the contracts web page of the Office of Legal Affairs and the International Affairs checklist for developing well-formed contracts.

4. Standard Templates for International MOUs and MOAs

The following templates will be available for use and adaptation within the variable fields:

- Memorandum of Understanding - General agreement of cooperation
- Memorandum of Agreement - Agreement outlining specific activities, goals and outcomes
- Standard Agreement for Student Exchange (Undergraduate, Graduate/Professional, and Undergraduate and Graduate/Professional modules)

These templates are approved by the Office of Legal Affairs, and their use will facilitate the timely development and signing of an
international MOU or MOA; see the review and signing process under (9).

Deviations from the templates may be needed to achieve the specific purpose of a proposed MOA. The contract will in this case fall under the more detailed review and signing process in (10), including review by Legal Affairs and careful analysis of the proposed business conditions.

5. Jurisdiction

According to standard requirements for Ohio State contracts, the MOU and MOA is subject to Ohio law and cannot contain any provisions subjecting Ohio State to binding arbitration.

6. Start, Termination, and Alteration of the MOU or MOA

All MOUs and MOAs contain a start and termination date. The agreement will include provisions for renewal requiring review and/or renegotiation of the terms by both parties. OIA will be responsible for keeping the signatory units at Ohio State informed about upcoming termination and renewal dates sufficiently ahead of time to permit successful continuation and/or renegotiation of the agreement.

All agreements must contain a clause permitting the negotiated alteration or abrogation of the agreement before its termination date by either party.

7. Support for International Agreements at Ohio State

Collaborative projects by Ohio State and international partner institutions should be developed in close contact with the sponsor(s) and their immediate supervisor. The supervising unit director(s) (typically, college dean for faculty-led initiatives) endorses the proposed MOU or MOA with a statement explaining the intent and significance of the agreement. This concept statement commits the sponsor(s) to any business terms contained in the agreement affecting their respective units.

8. Submitting Proposed Agreement for Final Review

OIA receives the final MOU or MOA text (in English and, where applicable, in an equivalent non-English version verified for translation accuracy; see item (11) below) and the concept statement.

9. Final Review and Signing of MOUs and/or MOAs following the Standard Templates
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(Appplies to review/signature process for agreements adhering to templates only)

Standard agreements with no substantive divergence from the template are reviewed and signed by:

a) Office of International Affairs (review and approve, no signature)
b) Office of Business and Finance (signature is mandatory)
c) Office of Academic Affairs (OAA) for additional signature by Provost (if appropriate)
d) President's office for signature (if appropriate)

Standard MOAs will be reviewed and approved by the International Partnerships subcommittee of the International Affairs Committee. Once approval is obtained, the agreement will be signed by:

a) Office of International Affairs (review and approve, no signature)
b) Office of Business and Finance (signature is mandatory)
c) Office of Academic Affairs (OAA) for additional signature by Provost (if appropriate)
d) President's office for signature (if appropriate)

If any aspect of the agreement requires revision, the process is reverted to the level where the issue can be addressed. OIA will assist the partners in this process.

10. Final Review and Signing of MOUs and MOAs with Special Provisions

(Appplies to review and signature process for MOAs diverging from templates)

Non-standard MOAs are reviewed and signed by:

a) Office of International Affairs (review and approve; no signature)
b) Office of Legal Affairs (review and approve; no signature)
c) Office of Business and Finance (signature is mandatory)
d) OAA for additional signature by Provost (if appropriate)
e) President's office for signature (if appropriate)

If any aspect requires revision, the process is reverted to the level where the difficulty can be addressed. OIA will assist the partners in this process.

11. Language and Translation

All agreements are written in English. Where an international partner
wishes the agreement to be available in another language, OIA will receive the two equivalent language versions for the final approval process (see (9) or (10) above). OIA will seek independent certification of the accuracy of the translation, with any associated cost borne by the initiating unit at Ohio State. Translated versions of an agreement will be treated as an original. The English and the translated version will be executed in two original sets consisting of one version in English and another one in the other language.

12. Level of Signatures

The signature of the Office of Business and Finance is required on all international agreements according to a policy of the Board of Trustees (Resolution 99-141). Other signatures are optional and should be added to authorize commitments and take responsibility for meeting the specific obligations contained in an MOA such as services to be performed and/or compensation to be received. The inclusion of signatures by the President and the Provost will be limited to cases engaging the institution in academic, operational, and/or representative objectives at the highest level. Signatures for all parties are expected to be at equivalent levels of hierarchy, e.g. President of Ohio State and President/Rector of the international institution.

13. Timeline for Approval and Signing Process at Ohio State

Once a standard MOU or MOA document is received by OIA for final processing according to (9), review by OIA and signing by the Office of Business and Finance (steps (9a) and (9b)) will be one to two weeks. Adding signatures by the President and Provost (steps (9c) and (9d)) will add one to two more weeks to the process. Modified MOAs (see (10)) will require additional time for review by Legal Affairs (one week). Any further modifications or renegotiation of terms will require additional time. Development of the agreement up to the approval process according to (9) or (10) will involve significant time determined by the actions of the negotiating parties at Ohio State and at the international institution.

14. Signing of the MOU or MOA

Signatures from the partner institution(s) may be added to the document before or after the Ohio State signatures are applied. In any case, signatures on either side may only be affixed after having received approval from OIA as per (9a) or (10b).

15. Archiving of the MOU or MOA
All agreements are to be executed in two or more original copies, one for each partner, of which one will be archived by OIA as well as entered into its database of international agreements. The text of the agreement will be made available in electronic format.

16. Database for International Agreements

OIA will maintain a searchable database containing all active and recently terminated international agreements including links to the full text of the document.