

The purpose of this guide is to provide general information about the unique aspects of like Carnegie Mellon to streamline CMRA's contracting process with Educational Partners. To that end, Carnegie Mellon has developed a contract template tailored for the educational programming provided by CMRA, which provides a balanced approach to the types of common issues that may arise during negotiations.

#### Understanding the Goals of Higher Education and Educational Partners

As a nonprofit, tax-exempt 501(c)(3) organization of higher education, Carnegie Mellon's primary goal is to create and disseminate knowledge. By comparison, Educational Partners understandably seek to achieve goals of developing programs and services that will serve the needs of their customers and increase shareholder value through growth and competitive advantage. Bridging the gap between the parties' respective goals is essential to forging a successful relationship. In addition, acknowledgement and respect of their distinct cultures and perspectives will help ensure that the contracting process is not derailed.

A potential obstacle to establishing a successful collaboration is the parties' disparate views of the fundamental objective of the alliance. A university's driving goal is to create a collaborative environment in which the exchange of knowledge is encouraged. In contrast, an Educational Partner may view the relationship as a means of obtaining tangible deliverables and/or specific services. While it has been Carnegie Mellon's experience that a traditional "customer-vendor" contracting approach does not meet both parties' goals, early understanding of certain key concepts can clear the path for the creation of an execution education agreement with mutually-agreeable terms.

#### Understanding the Structure of the CMRA Education Program

Ownership and Use of Course Materials As a tax-exempt organization, Carnegie Mellon is expected to use its resources to perform activities related to its exempt purpose. Essentially, in consideration for not having to pay taxes on income, tax-exempt organizations are not expected to behave like private companies or use their resources to benefit private companies. As such, Carnegie Mellon is not supposed to use its resources (e.g., money, personnel, intellectual property, facilities) to provide "private benefit" to individuals or entities. To avoid jeopardizing its exempt status, Carnegie Mellon does not engage in "work for hire" types of agreements that are typical for for-profit companies and consultants, nor does the university offer ownership to the work product that it produces.



commercial purposes. To make any warranties or accept risks associated with infringement claims, Carnegie Mellon would have to conduct worldwide intellectual property due diligence to assure that third party intellectual property rights have not been violated. This would be burdensome and cost prohibitive to the university

Although Carnegie Mellon does not offer the contractual protections of a typical profit consulting firm, Carnegie Mellon Robotics Academy's e