

## Business Agreement Support: Scope of Services

### Overview

Scaling Curriculum Aligned Professional Learning Project works to expand access to bundled products and services by fostering partnerships between curriculum publishers and professional learning (PL) providers. The project team facilitates these complex partnerships while addressing concerns related to intellectual property and data sharing. This document outlines the scope of intellectual property (IP) support services offered by the Scaling Learning Project team in establishing and managing these agreements, as well as their limitations.

### Services Provided- What types of IP help can I expect?

**Document Facilitation:** To support partners in formalizing agreements, Scaling Learning Project provides template documents that partners may use or adapt as needed. These templates are offered as a convenience and do not constitute legal advice. Partners are responsible for reviewing and modifying these documents to meet their specific needs and should seek independent legal counsel as necessary.

- Non-Disclosure Agreements (NDAs)
  - A template of the RTI's standard NDA template is provided for the convenience of the partners to adapt to their specific need.
- Memorandum of Understanding (MOU)
  - A template of the RTI's standard MOU template is provided for the convenience of the partners to adapt to their specific need.
  - Note that an *MOU is not a requirement* for partnerships; rather it outlines the basic partnership intent and helps partners align on the shared purpose of the discussions.
  - In our experience, MOUs (Memorandums of Understanding) can be beneficial when the two parties do not have an existing working relationship and prefer to proceed step-by-step. However, we have also observed that parties can reach an agreement without an MOU. Therefore, having an MOU is not strictly required to finalize a deal.]
  - The Scaling Learning Project team can assist to develop a customized draft MOU using established templates and input from the partners.

- Customization is based on the parties' stated expectations and requirements, which must be documented and shared with the RTI team.
  - Typical timeline: The customized MOU can be delivered 3-5 business days from the date when all input from the partners is received.
- Business Agreements
  - The Scaling Learning Project team can:
    - Provide a generic high-level term sheet template
    - Collect and incorporate partner feedback to aide in filling out the term sheet completely
  - Develop draft business agreements, once a completed term sheet is received by RTI.
  - Typical timeline: 10-15 business days after all partner feedback is collected and documented in the term sheet.

### Process Support:

To support partners in formalizing agreements, the Scaling Learning Project team provides services that include:

- Initial distribution of draft documents
- Collection of initial feedback from participating parties (curriculum publishers or PL providers)
- Document revision based on consolidated feedback
  - NDAs and MOUs: typically 1 round of revisions
  - Business Agreements: typically multiple rounds of revisions depending on the complexity of the agreement

### Important Limitations- What are the boundaries of IP help?

#### Legal Boundaries

The Scaling Learning Project project team explicitly cannot and will not:

- Assume any legal liability for agreements
- Provide legal advice or interpretation
- Act as legal representation for any party
- Advocate for or against any party's interests

Partner Responsibilities (curriculum publishers or PL providers)

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All participating parties must:

- Review all documents independently
- Seek their own legal counsel as needed
- Take full responsibility for final agreement terms
- Independently verify all terms meet their requirements

### Next Steps

Partners seeking support should:

1. Clearly communicate their partnership objectives
2. Provide timely feedback on drafts
3. Maintain their own legal review process
4. Allow sufficient time for document preparation and revision

For questions about this scope of services, please contact your RTI Partner Liaison.