

Consulting Agreement – any agreement in which a UT Southwestern employee agrees to provide services of an advisory or consultative nature to an outside entity for compensation, including without limitation speaker agreements, scientific advisory board agreements, and other similar agreements.

To assist and ensure faculty members' compliance with UT Southwestern and UT System rules and policies, the [UT Southwestern Medical Center Uniform Terms and Conditions](#) must be attached to any faculty consulting agreement, and the following language included in the agreement itself:

"Attached to this Agreement are the uniform consulting agreement terms and conditions required for approval of this activity by UT Southwestern Medical Center (the "Uniform Terms and Conditions"). The parties agree that the Uniform Terms and Conditions are an integral part of this Agreement, and this Agreement shall have no force or effect unless these Uniform Terms and Conditions are signed by both parties. In the event there is any conflict between this Agreement and the Uniform Terms and Conditions, the Uniform Terms and Conditions shall govern."

Special Requirements Related to Faculty Consulting Relationships

1. Faculty members must not sign consulting agreements (as defined below) without prior institutional approval as required under this policy.
2. Consulting agreements with outside entities are personal agreements, signed in the faculty member's individual capacity and not as a UT Southwestern employee. Faculty members have no authority to alter their obligations under UT System or UT Southwestern rules and policies through the terms of their consulting agreements. Nor do faculty members have the authority to bind UT Southwestern to any commitments or obligations through their consulting agreements. Therefore, it is the faculty member's responsibility to advise outside entities with which they consult that their consulting agreements are not binding on UT Southwestern or the UT System, and of their obligations as an employee of UT Southwestern and the State of Texas.
3. Faculty members are not permitted to disclose confidential or proprietary information of UT Southwestern through personal consulting relationships, such as:
 - a. Current research being conducted in the faculty member's laboratory and any unpublished information;
 - b. The direction or potential outcome of future research to be conducted in the faculty member's laboratory;
 - c. Research being conducted or discussed with the faculty member by others at UT Southwestern; or
 - d. Any information disclosed to the faculty member on a confidential basis by third parties.

4. Many consulting agreements provide that any new inventions or ideas related to the scope of consulting will be assigned to the outside entity retaining the faculty member as a consultant. Under the UT System Regents' Rules and Regulations, however, rights to inventions or ideas within the scope of an employee's responsibilities to UT Southwestern, or that are developed using any UT Southwestern resources (including facilities or funding), are automatically owned by the UT System Board of Regents on behalf of UT Southwestern irrespective of the terms included in any consulting agreement. All individuals subject to Rule 90101 and 90102 of the Rules and Regulations of the UT System Board of Regents must assign and have assigned their rights in such intellectual property to the UT System Board of Regents. Consequently, faculty members are responsible for ensuring that no UT Southwestern facilities or resources are used in any way in the performance of outside employment, outside board service, or other outside activity, and that the subject matter of any inventions to be assigned to a business entity is not within the scope of the individual institutional responsibilities to UT Southwestern.
5. To assist and ensure faculty members' compliance with UT Southwestern and UT System rules and policies, the [UT Southwestern Medical Center Uniform Terms and Conditions](#) must be attached to any faculty consulting agreement, and the following language included in the agreement itself:

"Attached to this Agreement are the uniform consulting agreement terms and conditions required for approval of this activity by UT Southwestern Medical Center (the "Uniform Terms and Conditions"). The parties agree that the Uniform Terms and Conditions are an integral part of this Agreement, and this Agreement shall have no force or effect unless these Uniform Terms and Conditions are signed by both parties. In the event there is any conflict between this Agreement and the Uniform Terms and Conditions, the Uniform Terms and Conditions shall govern."

6. Except for consulting agreements with documented approval before the effective date of this policy, agreements that do not include these Uniform Terms and Conditions are not considered approved, regardless of whether an approval has otherwise been obtained under the procedures set forth in this policy.