

**BOARD OF REGENTS OF THE UNIVERSITY SYSTEM OF GEORGIA
COOPERATIVE GUIDING PRINCIPLE MEMORANDUM OF UNDERSTANDING**

This agreement is entered into this 24th day of May, 2010 by and between the University of Georgia herein after referred to as "the Institution" and the University of Georgia Research Foundation, Inc. herein referred to as the "Cooperative Organization", a non-profit tax-exempt corporation organized under the laws of the state of Georgia and Section 501 (c)(3) of the Internal Revenue Code, as amended.

WITNESSETH:

WHEREAS, the purpose of this Memorandum of Understanding is to guide and direct the parties respecting their affiliation, cooperation and working relationship, inclusive of anticipated future arrangements and agreements in furtherance thereof; and

WHEREAS, (the Institution) is a unit of higher learning of the University System of Georgia; and

WHEREAS, the Cooperative Organization is a legal entity separate from the Institution that was formally designated as a cooperative organization by the president of the Institution who has determined it to be in the best interest of the Institution to do so; and

WHEREAS, the Cooperative Organization was created for the express purpose of serving the interests of the Institution in carrying out its programs, activities and services including soliciting gifts, donations and grants for the purpose of supporting and enhancing Institution programs and the Cooperative Organization shall not engage in activities, programs and services that are in conflict with or inconsistent with the policies, mission and goals of the Board of Regents, the Institution or the Cooperative Organization.

NOW, THEREFORE, in consideration of the mutual covenants and promises set forth herein, and for good and other valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, the Cooperative Organization and the Institution do hereby agree as follows:

1. The Cooperative Organization agrees to abide by the Board of Regents policy section 11.5 (formerly section 1905) and the University System of Georgia Guiding Principles for Cooperative Organizations, which are attached hereto as Exhibits A and B and incorporated herein.
2. Neither the Cooperative Organization nor the Institution shall have any liability for the obligations, acts or omissions of the other party. The Cooperative Organization shall not accept any gift, donation or grant or enter into any transaction that creates any liability for the Institution, without advance written approval from the President.
3. The Institution shall make available to the Cooperative Organization its facilities, programs and services, subject to any established policies or procedures applicable to such facilities, programs, activities and services. There shall be separate agreements between the Institution and the Cooperative Organization concerning the use of each party's respective facilities by the other, and the programs, activities and services to be provided by each party to the other.
4. The Cooperative Organization may receive various administrative services from the Institution, which may enable it to provide a greater level of support to the Institution. If the Institution incurs expenses as a result of the Cooperative Organization's operations, then the Cooperative Organization shall reimburse the Institution for those expenses. This reimbursement shall not be required if the Institution would be conducting those operations and bearing the expense in the absence of the Cooperative Organization.
5. The Cooperative Organization shall use generally accepted accounting principles in its financial record keeping and reporting. The Cooperative Organization will provide, or cause to be provided, audited financial data in conformance with the reporting requirements of the State of Georgia. This data will be provided in a timely manner so that the reporting requirements of the State can be met. The Cooperative Organization shall present annually to the President the annual independent audit report of the Cooperative Organization. The audit report shall include financial statements, a management letter and an audit opinion, which addresses the conformance of the operating procedures of the Cooperative Organization to the provisions of this agreement and Board of Regents cooperative organization policy.

6. The Cooperative Organization shall be entitled to use the name, symbols and trademarks of the Institution during the term of this Agreement. Upon the termination of this Agreement, the Cooperative Organization shall be prohibited from using the name, symbols or trademarks of the Institution.

7. The Cooperative Organization shall clearly and conspicuously disclose the funds or other items of value donated are to be provided to the Cooperative Organization as distinct from the Institution and shall establish a procedure to ensure that funds and other items of value donated to the Institution are properly deposited in Institution accounts or transferred property.

8. This Agreement has a term of five (5) years. It may be terminated by either party upon 90 days written notice. If terminated, paragraph 11 of the Guiding Principles shall survive such termination. This Agreement may be amended by mutual consent from time to time at the request of either party. All amendments must be in writing and executed by the parties. The Cooperative Organization agrees to and shall transfer requested records to the Institution and assist, as needed with any transition requirements, in the event the Memorandum of Understanding is terminated.

IN WITNESS WHEREOF, the President of the Institution and the Executive Vice President of the Cooperative Organization by their signatures do hereby put this Agreement in force.

Michael F. Adams

President, University of Georgia

Date

6/3/10

David Lee

Executive Vice President, UGARF

Date

JKO/
Legal

EXHIBIT A



University System of Georgia
Creating A More Educated Georgia

Search the policy manual

11.5 Cooperative Organizations

Refer to Section 15.0, Affiliated Organizations, of the Business Procedures Manual for more information on affiliated organizations.

11.5.1 Definition

An organization is a cooperative organization if it:

1. Is organized or operated primarily
 - for the purpose of soliciting gifts or assisting a USG institution in soliciting gifts from third parties; or
 - for soliciting grants and contracts or accepting grants or entering into contracts for research or in conjunction with a USG institution or using the institution's facilities; or,
2. Bills or collects professional fees in the name of or in behalf of faculty members of a USG institution for services within the scope of their employment by the institution; or,
3. Includes officials, faculty, staff, or employees of a USG institution as ex officio members of the organization or other governing structure; or,
4. Is formally designated as a cooperative organization by the Board of Regents or by the president and of those formally designated, certain cooperative organizations will be required to follow the Guiding Principles of Cooperative Organizations. The Board of Regents and the president will determine the cooperative organizations that will follow the Guiding Principles.

(BoR Minutes, June 2004)

[return to top](#)

11.5.2 Relationship Between Cooperative Organizations and USG

A relationship, whether formal or informal, between a USG institution and a cooperative organiza

1. The relationship between the cooperative organization and the USG institution is in the best determined by the Board of Regents and the president of the institution in consultation with (2004); and,
2. The financial records of the cooperative organization, including any audits, are available for USG institution or the president's designee; and,
3. Any use by the cooperative organization of the name of the USG institution, or of a symbol approved in advance by the president of the USG institution or the president's designee; and,
4. The cooperative organization annually presents evidence satisfactory to the president of the designee that the cooperative organization is adequately capitalized for any activities undertaken, or in conjunction with the USG institution; and,
5. The cooperative organization annually presents evidence satisfactory to the president of the designee of insurance or self-insurance adequate in form and amounts to cover foreseeable undertaken in the name of, for the benefit of, or in conjunction with the USG institution; and,
6. There is a written general agreement or memorandum of understanding between the USG institution and the cooperative organization describing each party's responsibilities so that it is clear to third parties dealing that the organization is acting as a legal entity separate from the USG institution; and,
7. Actions of the USG institution's officials, faculty, staff, or employees pursuant to the relationship established by the Board of Regents and the USG institution regarding conflicts of interest, (BoR Minutes 1988-89, pp. 150-151).

[return to top](#)

Exhibit B
University System of Georgia
Guiding Principles for Cooperative Organizations

Cooperative Organizations have been extraordinarily beneficial in supporting the institutions of the University System of Georgia in a variety of ways such as providing scholarships for students, endowments for faculty, acquiring real estate for institution, and enhancing funds for research programs and athletics. The following guiding principles are proposed to clarify the roles and responsibilities of the institution and the Cooperative Organizations as they seek to enhance the reputation and quality of the University System of Georgia.

1. The mission of the Cooperative Organization shall be closely aligned with the mission, functions and activities of the institution it supports.
2. It is the responsibility of the Board of Regents of the University System of Georgia to provide guidance for and approval of the strategic direction of each institution. It is the responsibility of each institution to carry out its mission as articulated by the Board of Regents. It is the responsibility of the Cooperative Organization to support the institution at all times in a cooperative, ethical, and collaborative manner, engage in activities in support of the institution and its president, and, where appropriate, assist in securing resources, administer assets and property in accordance with donor intent, manage its assets and resources so that the property, resources and funds hold their purchasing power into the future.
3. The priorities of the institution, as set by the President, shall be integrated into the operation, activities, efforts, and priorities of the Cooperative Organization. Institutional priorities shall be set by the President and it is assumed the president will develop these in consultation with all appropriate constituencies.
4. The Cooperative Organization's Board and Executive Committee shall include the institution's president or the president's designee, as a voting member. Institutional officers designated by the president also should be included on the Cooperative Organization's Board and its committees as either members or ex-officio members (voting and/or non-voting) to foster and maintain productive relationships, to ensure an open and ongoing dialogue between the institution and the Cooperative Organization and to ensure the alignment of priorities. Of equal importance, the volunteer chair/president of the Cooperative Organization shall have direct access to the institutional president.
5. Cooperative Organizations shall have a comprehensive strategic plan to guide them in their mission to support the institution. It is expected that the President of the institution shall have input and shall be consulted in this process.
6. Cooperative Organizations have a responsibility to remain current with accounting and investment practices and ensure they follow sound financial polices, practices and procedures.

7. The Cooperative Organization shall develop policies to ensure that its business, governance and programming activities are conducted in an open and responsible manner, consistent with the laws of the State of Georgia.
8. The Cooperative Organization shall be accountable, its financial transactions transparent, and it shall disclose the following to the institution: the financial audit by outside firms, the annual report of its activities and results (not donor information), list or report of the Cooperative Organization's priorities, operating budget, policies on disbursements (including expenditure policies), investment policies, operational costs, and policies regarding the establishment of all priorities, in accordance with all applicable laws.
9. The Cooperative Organization shall develop policies and procedures to establish ethical standards to ensure that no conflict of interest occurs between its members and employees and the activities of the cooperative organization and the institution.
10. All usage by the Cooperative Organization of the institution's name, symbols, or trademarks is subject to approval by the institution or Board of Regents.
11. The Cooperative Organization should always operate in a manner that is consistent with the best interest of the institution. The Board of Regents of the University System of Georgia and the president of the institution in consultation with the Chancellor may determine that the Cooperative Organization's operations and activities are not in the best interest of the institution and/or Board.
12. Notice to and concurrence of the Board of Regents or institution is required for change of name, change of mission, or change of governance documents or structure of the Cooperative Organization.
13. Should a cooperative organization cease to exist, all obligations regarding existing resources must be fulfilled in accordance with donor's intent, and any remaining assets and property of the cooperative organization must be transferred to another entity in support of the mission of the institution.
14. No employees of the institution, or member of their immediate family, may receive remuneration (salary, stipend or gifts for service) from the Cooperative Organization without the approval of the institutional president or, in the case of the president or the president's immediate family, the Chancellor, or in the case of the Chancellor or the Chancellor's immediate family, the Board.
15. All Cooperative Organizations must execute a Memorandum of Understanding that meets the letter and spirit of the Board of Regents Official proposed Memorandum of Understanding with Cooperative Organizations.
16. Cooperative Organizations must agree to comply with all Board of Regents' policies that pertain to Cooperative Organizations.