



PURPOSE:

This policy establishes a frame-work for understanding the specific types of contracts, review processes, signature authority and insurance required before a contract may be executed on behalf of the University.

Contracts create a legally binding obligation on the University. In order to clarify expectations and mitigate risks, the College has established a Contract Process Policy which will mirror the new Contract Process Policy that the University will be establishing soon. Examples of University contracts include, but are not limited to:

- Agreements for the purchase, lease or rental of goods or services; (procurement contracts)
- Nondisclosure agreements;
- Agreements which set the terms for gifts;
- Liability waivers;
- Releases;
- Letters of intent (LOI) or collaboration;
- Clinical Service agreements;
- Athletic agreements;
- Settlements;
- Licenses;
- Memorandum of understanding (MOU) or cooperation;
- Research agreements (subcontracts/subawards)
- Contracts with hotels or other facilities;
- Assignment of the right of a person, group or agency to use the University name, logo or resources;
- Student of faculty exchange programs

Delegation of Signature Authority: Authority is granted to individuals to execute contracts on behalf of the University as approved by the President and the Sr. vice President for Business & Finance and CFO as stated in University [policy BSJ-115](#) Purchasing and Contracting Authority. If an employee signs a contract which he or she is not authorized to sign, the employee will have acted outside the scope of his or her authority as an employee and doing so may result in disciplinary action, up to and including dismissal.

Policy:

Individuals wishing to initiate contract negotiations must have the approval of the Chair or Program Director or Center Director and Dean. The mechanism for approval is the contract cover sheet. The form can be retrieved from <https://umshare.miami.edu/web/wda/businessservices/forms-1/CONTRACT-APPROVAL-COVER.pdf>

For contracts not related to extramurally funded research, please submit (can be electronically) a signed contract cover sheet to Hector O. Silva in the College's fiscal affairs office.

- For contracts related to extramurally funded research, please submit (can be electronically) a signed contract cover sheet to Tracy Ehrlich in the College's research support services unit.

While most contracts will probably be for procurement, there are many contracts that are for different purposes. The non-procurement contracts will not follow the same process that will be described below. Hector O. Silva or Tracy Ehrlich (for extramurally funded projects) will provide guidance to you on non-procurement contracts upon receipt of the signed contract cover sheet. The example below is for procurement contracts only.

Process for Procurement Contract

Pre – ARIBA process

The following should be submitted to the Dean's fiscal affairs office (attention Nick Osborn).

1. Completed contract cover sheet signed by the Chair or Program Director or Center Director that can be retrieved from <https://umshare.miami.edu/web/wda/businessservices/forms-1/CONTRACT-APPROVAL-COVER.pdf> . This can be scanned and sent electronically.
2. Vendor Information (Name, address and contact)
 - a. Let us know if the vendor already exists in ARIBA or if the vendor needs to be vendorized.
3. In the event where the vendor may have sent a contract template then please submit that as well. It can be scanned or it can be an already existing electronic copy.
4. If the cover sheet is approved by the Dean, and if the vendor is not vendorized, then you can proceed by sending the vendor application form and W-9 information (electronically) to the vendor. The application form can be retrieved from <https://www6.miami.edu/purchasing/FORMS/VendorApplication.pdf>. The W9 form can be retrieved from <https://www6.miami.edu/purchasing/FORMS/W-9-Form.pdf>
5. Once the vendor forms have been completed (the vendor can submit it electronically) then please forward those forms to l.garcia14@miami.edu (purchasing contact in charge of

vendorization) with a copy to Nick Osborn. In the event that l.garcia14@miami.edu is no longer the person in charge of vendorization or leaves the University then please contact Nick to find out who is the new person in charge.

ARIBA Process

1. Nick Osborn will notify you when the vendor is ARIBA – ready.
2. Create the purchase requisition in ARIBA and attach the signed (by the Dean) contract cover sheet and the vendor's contract template, if provided and as a separate attachment.

What happens next?

In the case of a procurement contract, the University's purchasing department will work on the contract and determine if the contract needs additional reviews including but not limited to:

- General Counsel review
- Export Control review
- Controller review
- Risk Management review

Specific contracts require additional approvals if they involve any of the following:

- Contracts involving legal service, retention of outside counsel or settlement agreements must be reviewed and executed by the Office of the General Counsel
- Banking and financial agreements must have approval of the Treasurer's office
- Contracts with an accounting/audit, business process consulting, or tax firm must have approval of the Controller
- All acquisition of software, hardware and /or service must be approved by Information Technology
- Public relations firms or communications consultants must be approved by University Communications

The university has an established signature authority and approval policy which governs the execution of contracts on behalf of the University. The signature of one of these officers or administrators is required on any contract binding the University according to policy BSJ 115. <https://www6.miami.edu/policies/procedures/Purchasing/PDF-Version/BSJ-115.pdf> No University personnel, other than those who have specific authorization, may sign any agreements and/or contracts on behalf of the University. Administrators who have delegated authority to execute agreements and/or contracts shall ensure that:

- The transaction conforms to all University policies and procedures
- There are no conflicts of interest amount the parties to the transaction
- Liability to the University is minimized through an assessment of risk and insurance requirements
- The contract provides reasonable legal protection for the University

Once the agreement is acceptable, it will be executed on behalf of the University and returned to the Dean's fiscal affairs offices where it will then be forwarded to the vendor for signature (if applicable). A copy of the fully executed agreement will be submitted to the appropriate contract office.

References:

- a) [Signature Authority Policy – Purchasing BSJ 115](#)
- b) [Conflict of Interest Policy – Purchasing BSJ 025](#)
- c) [Conflict of Interest Policy – Sponsored Programs C8](#)
- d) [Business Conduct and Ethical Standards for Faculty and Staff](#)
- e) [Fraud Policy – Controllers B-003](#)
- f) [Internal Controls Policy – Controllers B-002](#)
- g) [Gift Agreements – Advancement Policy F16](#)

Below is a table of all authorized contracting units and the kind of contracts mapped to those units:

| <i>Type of Contract</i> | <i>Contracting Department</i> | <i>Contact Information</i> |
|--------------------------------|--------------------------------------|---|
| <u>Purchasing</u> | <u>Purchasing</u> | 1320 South Dixie Hwy. Gables One Tower, Suite 1230 Coral Gables 305- 284-5751 Purchasing@miami.edu |
| Consulting Agreements | | |
| Hotel Contracts | | |
| Lease or Rental Agreements | | |
| Letters of Intent | | |
| Loan or Trial Equipment | | |
| Maintenance Agreements | | |
| Purchase Agreements | | |
| Services Agreements | | |
| Software License | | |

| <u>Financial Operations (Non Procurement)</u> | <u>Financial Operations</u> | |
|---|------------------------------------|--|
| Affiliation Agreements | | 1320 South Dixie Hwy Gables One Tower, Suite 1230 Coral Gables 305- 284-9793 contacts@miami.edu |
| Confidentiality/NDA (non research or technology transfer) | | |
| Facility Use Agreements | | |
| International Agreements | | |
| Internships | | |
| Licensing (non IPSL or Real Estate) | | |
| MOU/Collaboration (non research) | | |
| New Revenue Stream | | |
| Observership | | |
| Performance Contracts | | |
| Photography/Filming Location Release | | |
| Physician Agreements | | |
| Professional Service Agreements | | |
| Releases | | |
| Retainers | | |
| Revenue Agreements | | |
| Service Agreements | | |
| Settlements | | |
| Sponsorships | | |
| Student and Faculty Exchange Programs | | |
| Use of University Name, Logo or Marks | | |
| Volunteer Agreements | | |

| Intellectual Property Strategy & Licensing (IPSL) | IPSL | |
|--|-------------|--|
| Assignments | | 1400 NW 10th Avenue Dominion Towers, Suite 1200 Miami Campus - R64 Tel: 305-243-5689 Fax 305-284-3510 |
| Collaboration | | |
| Confidentiality and Non Disclosures (NDA) | | |
| Equity | | |
| Intellectual Property | | |
| Inter Institutional | | |
| License & Amendment | | |
| License/Patents/Royalties | | |
| Material Transfer (MTA) - Non grant related, no animals studies and no clinical trials | | |
| Option | | |
| Power of Attorneys (POA) | | |
| Startups/Operating Shareholders | | |
| Office of Research Administration (ORA) | ORA | |
| Clinical Trials | | Gables One Tower |
| Data Transfer | | |
| Master Research Agreements | | |
| Material Transfer (MTA) - Research related and involves transfer of funds, animals or human subjects | | |
| Research Collaboration Agreements | | |
| Research Memorandum of Understanding (MOU) | | |
| Research/Ancillary Service Agreements & related equipment loan or purchase | | |
| Subcontracts (inbound/outbound research) | | |
| Teaming (Research) | | |