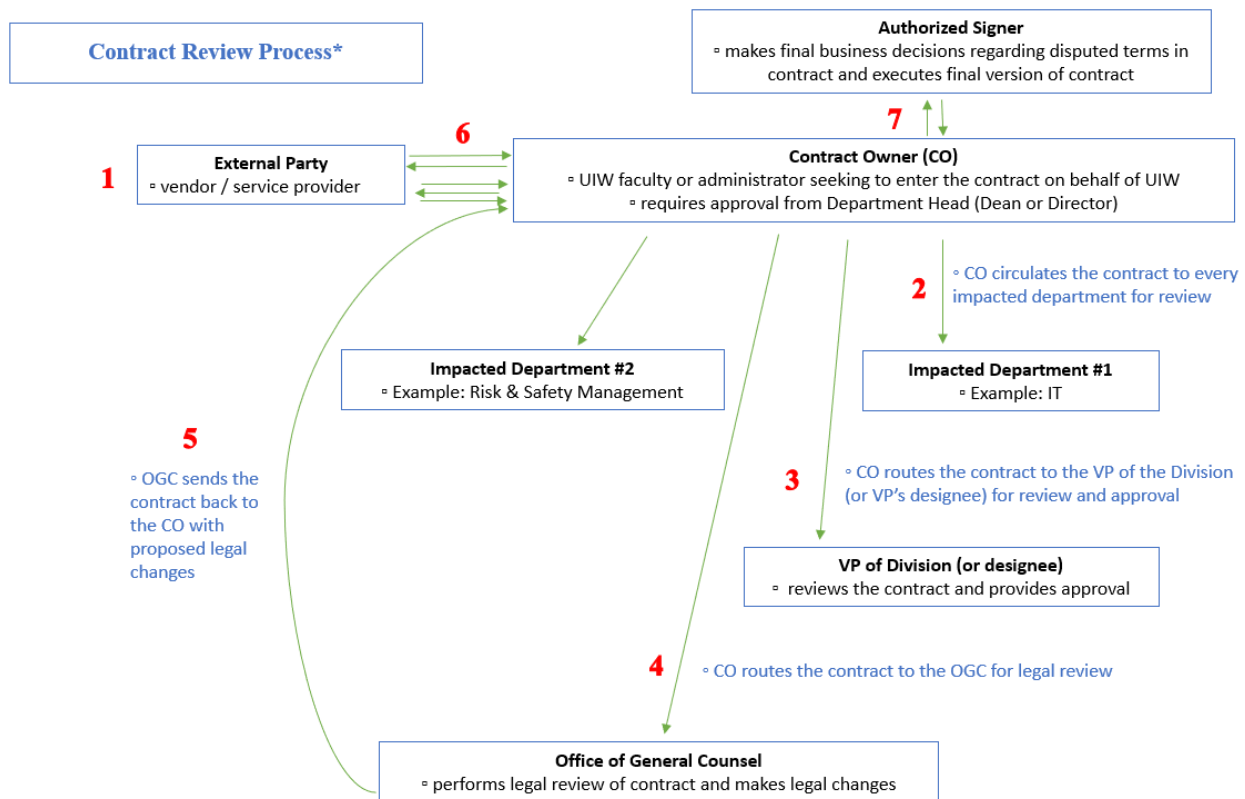


CONTRACT REVIEW AND APPROVAL PROCEDURE

Pursuant to the University's [Contract Approval Policy](#),¹ the contract review and approval procedure consists of seven (7) steps initiated by the University faculty or administrator seeking to enter into the contractual agreement on behalf of the University.

The [contract review portal](#)² provides a centralized and streamlined way of circulating proposed contracts for review and approval. The following procedure describes the seven steps of the contract review and approval process, how to use the portal, and the helpful resources available to complete the process.

Please consult the [Frequently Asked Questions](#) for common inquiries about the contract review and approval process. Any additional questions can be directed to the Contract Administrator, Marisa Vasquez (mfvasque@uiwtx.edu).



*overseen and administered by Contract Administrator, Marisa F. Vasquez (mfvasque@uiwtx.edu)

¹ Hyperlink to the Contract Approval Policy found in Section 1 of the Financial Policies and Procedures.

² Hyperlink to the contract review portal.

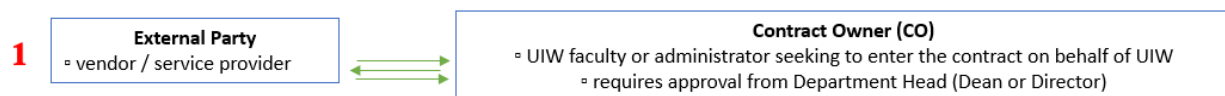
STEP 1: The University employee establishes the terms of the agreement with the external party and reviews the contract.

The University faculty or administrator seeking to enter into the contract on behalf of the University is considered the contract owner (“CO”). The CO is responsible for establishing the terms of the proposed contract with the external party, initiating and completing the contract review and approval process, and ultimately securing the final signatures on the contract from the University authorized signatory and external party.

When negotiating the terms of a proposed contract with the external party, the CO should contemplate the core terms outlined in the [Contract Checklist](#).³ Where possible, the use of [Contract Forms and Templates](#)⁴ that have been reviewed and pre-approved by the University’s Office of General Counsel is encouraged.

When performing the primary review, the CO’s objective is to ensure that the terms of the proposed contract conform to the requesting school’s or department’s needs and expectations. The CO is required to read the entire agreement to confirm that its objectives, definitions, terms, and content are clear and consistent; that the agreement accurately reflects the intentions of the parties; that the terms are in the best interests of the University and consistent with the University’s mission; that the contract complies with all applicable University policies; and that it does not contain requirements which the University cannot satisfy.

If the CO is not the dean of the school or the director of a department, the CO must obtain written approval from the dean or director affirming that the dean or director has reviewed and approved the contract, before pursuing approval from all impacted departments.



³ Hyperlink to the Contract Checklist.

⁴ Hyperlink to the OGC’s Contract Forms and Templates folder

STEP 2: The University employee circulates the contract to every impacted department at the University for review and approval.

The CO is required to obtain approval of the contract from every department that is expected to be directly impacted or affected by the terms, conditions, and obligations set out in the agreement. For example, a contract involving the installation of a software program impacts Information Technology (IT) and should be reviewed by IT's Director of Operations to ensure that the software program is compatible with IT's existing technology system. Likewise, a contract that obligates the University to maintain specific insurance coverage or name the external party as an additional insured under the University's insurance policy impacts Safety and Risk Management and should be reviewed by the Director of Environmental Health, Safety and Risk Management. The CO may consult the [Impacted Departments Guidelines](#)⁵ for general considerations on which departments are likely to be impacted by a contract.

The CO circulates the contract to all impacted departments through the [contract review portal](#) ("the portal"). On the portal, the CO first completes page one by providing the CO's identifying information and confirming that the contract has been reviewed and approved by their dean or director.

The CO completes page two by providing key information about the contract, (including the name of the external party, the purpose of the contract, the start date/end date, termination notice requirement, renewal notice requirement) and uploading the contract along with any documents made part of the agreement (including order forms, terms and conditions from an embedded link, policies incorporated by reference).

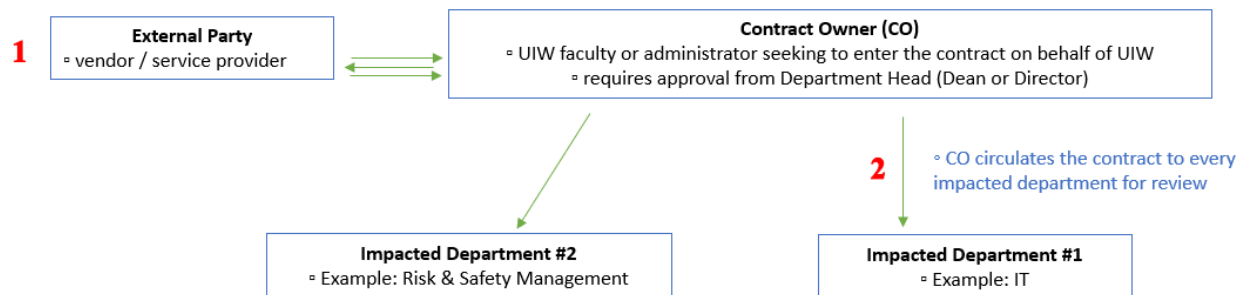
The CO completes page three on the portal by checking off the impacted departments that are to receive the contract for review. The questions on this page provide guidance to help the CO determine which departments are likely to be affected by the obligations set forth in the contract. If the contract is expected to impact a department that is not identified on the page, the CO can specify the department in the open box.

The required review by the impacted department is the responsibility of the vice president or director of the impacted department. However, the vice president or

⁵ Hyperlink to the Impacted Departments Guidelines.

director may delegate the responsibility to a designated person within the department.

The objective of the required review by the impacted departments is to ensure that the terms of the contract comport with the department's policies and capabilities and do not contain requirements with which the department cannot comply. The vice president, director, or designated approver from the impacted department is required to advise the CO in writing if the proposed terms and conditions set forth in the contract are approved or if any changes are required.



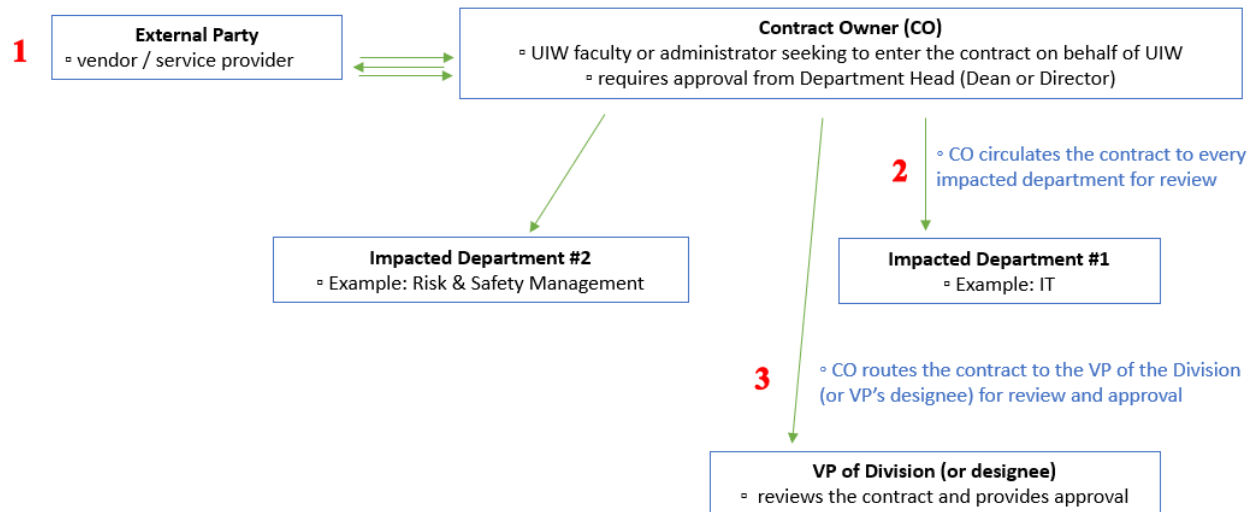
STEP 3: The University employee circulates the contract to the vice president of their division for review and approval.

The CO is required to obtain divisional approval of the contract from the vice president of the division that oversees the school or department seeking to enter into the contract. The CO may consult the University’s [organizational chart](#)⁶ to confirm the identity of their divisional vice president.

The CO circulates the contract to the divisional vice president (“VP”) through the [contract review portal](#). On the portal, the CO completes page three by checking off the VP that is to receive the contract for review.

The divisional review is the responsibility of the division’s vice president. However, the vice president may delegate the review and approval responsibility to a designated person within the division.

The objective of the divisional review is to ensure that the terms of the contract comport with the division’s policies and capabilities, and do not contain requirements with which the division cannot comply.



⁶ <https://my.uiw.edu/hr/docs/correct-org-chart-3.1.2024.pdf>

STEP 4: The University employee circulates the contract to the Office of General Counsel for legal review.

The Office of General Counsel (“OGC”) is required to perform a legal review of: (a) any contract that involves a “special risk” or (b) any changes made by the contracting external party to any of the University’s pre-approved contract templates or the [purchase order rider](#).⁷

A contract involves a “special risk” if it:

- (1) Requires the University to indemnify or insure an outside party.
- (2) Involves an external party’s use of the University’s intellectual property (such as the University’s logos, marks, symbols, or copyrighted materials).
- (3) Involves off-campus educational programs or activities (such as Clinical Affiliation Agreements and Educational Experience Affiliation Agreements) for which a University approved template does not exist or is being modified.
- (4) Gives an external party access to private or confidential information (such as information protected by FERPA, HIPAA or Gramm-Leach-Bliley Act).
- (5) Involves the sale or lease of real estate.
- (6) Involves the opening or maintaining of banking accounts for the University.
- (7) May expose the University to unusual risk or liability due to the involvement of a third party or unusual arrangement.

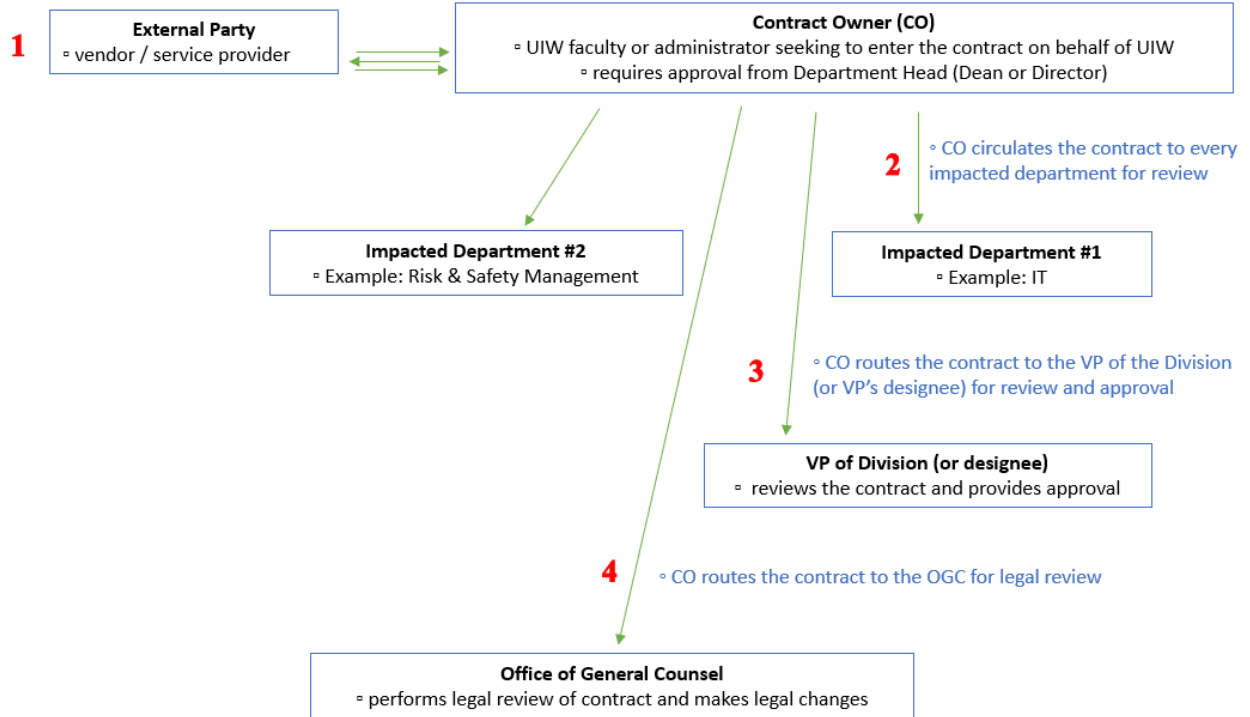
The OGC is not required to perform a legal review of a contract if the contract: (a) does not involve a “special risk” as described above; or (b) utilizes any of the University’s pre-approved templates and the legal provisions have not been rejected or changed by the contracting external party.

If legal review is required, the CO circulates the contract to the OGC through the [contract review portal](#). On the portal, the CO completes page three by checking off the OGC to receive the contract for review.

By completing all three pages on the portal and submitting the form, the CO effectively circulates the contract to the checked off impacted departments, the VP of the division, and the OGC. Each one of these intended recipients receives an email notification with a link to access the contract. The contract resides on the University’s SharePoint site where it can be reviewed and modified. Any proposed

⁷ Hyperlink to p.8 of Procurement and Contract Approval Policy.

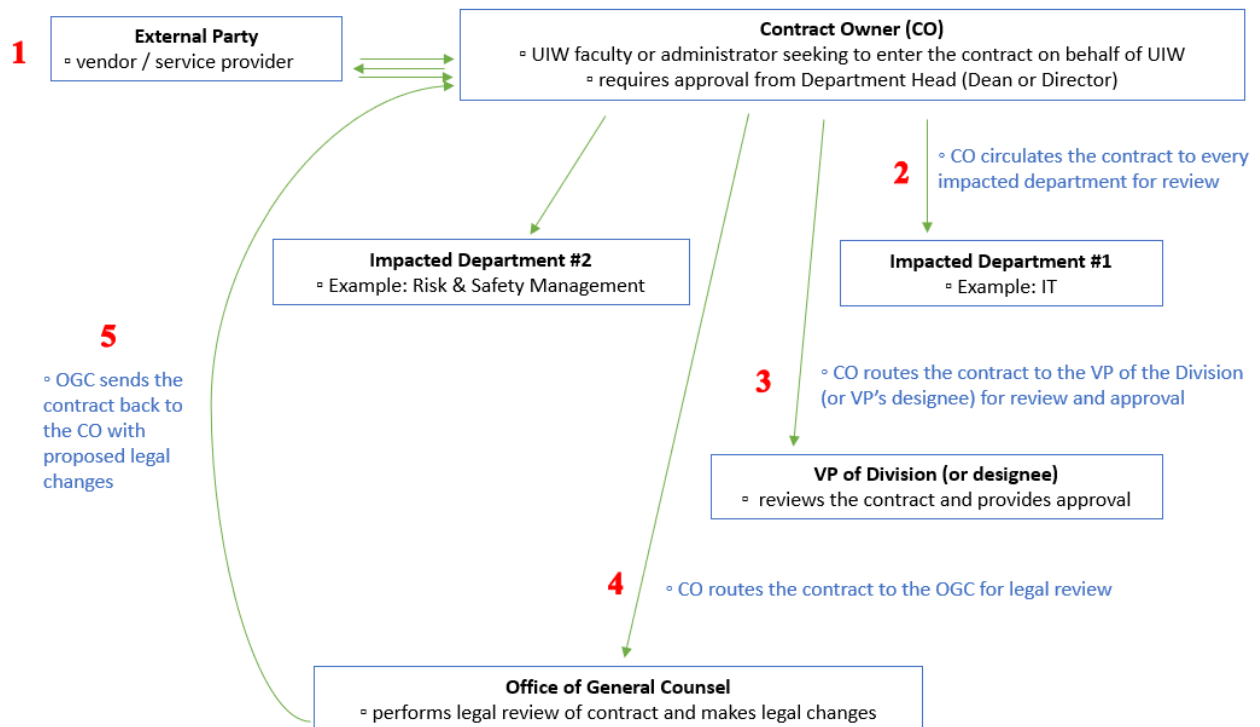
changes to the contract should be made using the track-changes feature or red font to easily identify the edits.



STEP 5: The Office of General Counsel circulates the contract back to the University employee with proposed legal changes.

In performing its legal review, the OGC’s objective is to ensure that the contract is legally enforceable, appropriately allocates risks among the parties, protects the University’s interests and rights, and complies with applicable statutes, regulations, and University policies. The OGC’s legal review focuses on the legal terms and conditions of the agreement and is not an approval of the business terms or an authorization to proceed with the transaction.

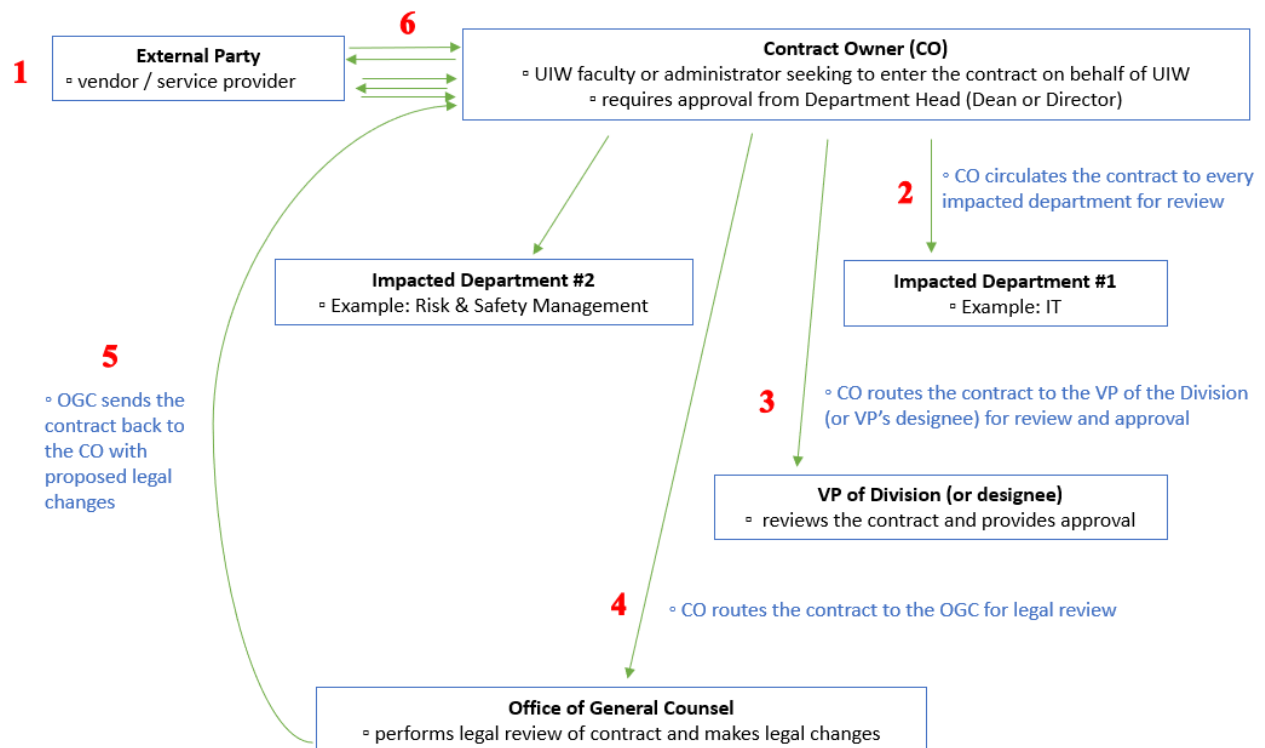
After performing its legal review and making proposed legal changes to the terms and conditions of the contract, the OGC circulates the contract back to the CO through the [contract review portal](#).



STEP 6: University employee sends the contract with the University’s proposed changes to the external party for review.

After obtaining approval of the contract from all impacted departments, the vice president of the division, and the OGC, the CO emails the contract with the University’s proposed changes to the external party for review. If the external party accepts the University’s proposed changes, the contract may proceed to Step 7 for final review and execution by an authorized signer.

If the external party rejects or modifies the **business terms**⁸ in the contract, the CO must consider whether the rejections or modifications are acceptable. If the external party rejects or modifies the OGC’s proposed **legal terms**,⁹ the CO is required to send the contract to the OGC for further legal analysis of the legal modifications. The OGC will offer a final legal opinion for the University’s authorized signer to consider regarding the implications of the external party’s legal modifications. It is ultimately the authorized signer’s business decision whether to enter into the transaction under the terms set forth in the contract.



⁸ Hyperlink to p.15 of the Procurement and Contract Approval Policy.

⁹ Hyperlink to p.15 of the Procurement and Contract Approval Policy.

STEP 7: University’s authorized signer makes the final business decision regarding any disputed terms and executes the final version of the contract.

As the last step, the contract must undergo final review and consideration by a University authorized signer. The CFO and vice president for administrative services (“CFO & VP”) is an approved signatory and may execute a contract or legal agreement on behalf of the University.

In performing the final review, the authorized signer evaluates the contract as a whole, considers any disputed terms and the OGC’s legal opinion regarding the proposed changes, and makes the final business decision whether to commit the University to the transaction under the outlined terms.

If the authorized signer decides to commit the University to the transaction, the contract is executed and emailed back to the CO. The CO submits the signed contract to the external party. The CO also emails a copy of the executed contract to the contract administrator (mfvasque@uiwtx.edu) for record-keeping and retention. Fully executed contracts are to be maintained by the CO for the period of the contract. Copies of the fully executed contracts (in electronic form) are to be maintained by the contract administrator for a period of six (6) years after expiration of the contract.

