

Georgia College Procedures on Contract Review and Approval

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Section 1. GENERAL

This procedures handbook defines the general process by which a contract involving the Board of Regents of the University System of Georgia (“Board”) by and on behalf of Georgia College & State University (“University”) might be (1) created; (2) reviewed and approved; (3) appropriately signed by an authorized University official; (4) administered and (5) retained for records retention purposes and to ensure the purpose of the contract is performed.

Contracts must satisfy three basic criteria in order to be approved by an authorized University official:

- The contract must be appropriate to the mission and operation of the University.
- The funds and other resources must be available to carry out the obligations of the contract.
- The terms of the contract must comply with Board and University regulations, and applicable local, state, and federal laws.

Individuals having ultimate responsibility to oversee the performance for contracts should have signature authority for them. Prior to final signature, contracts need to pass through only those offices having direct oversight for the activities (or their funding) and those assuring administrative or regulatory compliance.

Section 2. UNIVERSITY CONTRACT DEFINED

For the purposes of this policy, a “University Contract” is defined as an agreement between two (2) or more parties, one of which is the University or any of its subunits intended to have legal effect or be otherwise recognized at law. There must be a common understanding among the parties as to the essential terms, the mutual obligations, and the existence of valid and sufficient “legal consideration,” meaning that something of value is exchanged between the parties.

Examples of University contracts include, but are not limited to:

- Agreements to buy, sell, or rent goods;
- Agreements to provide, obtain, or rent services;
- Volunteer agreements;
- Memorandum of Understanding or Cooperation with government agencies and other organizations for the accomplishment of particular purposes;
- Grants and subgrants awarded by government agencies and private organizations;
- Affiliation/clinical agreements;
- Leases of movable property, such as tools, equipment, vehicles, etc.
- Leases, deeds, and other conveyances affecting interests in real property;
- Employment contracts;
- Waivers and releases;
- Nondisclosure agreements;
- Material transfer agreements;
- Student or faculty exchange agreements; and
- Software license agreements.

Section 3. ADMINISTRATIVE REVIEW

A person initiating a University contract, also referred as “contract originator”, **IS** responsible for the following:

1. Reading the contract entirely and determining that:
 - a. the contract meets programmatic and University mission and operational requirements;
 - b. the contract language accurately reflects the current state of negotiations;
 - c. the contract is in the best interests of the University;
 - d. he/she can ensure compliance with the obligations it places on the University;

- e. the contract is sufficiently clear, consistent, and fiscally prudent; and
- f. ensures the contract language is proper and meets University requirements.

In addition, such person(s) must have the cooperation and approval of any University department/unit that may be directly or indirectly involved in the performance or funding of the contract. Accordingly, **PRIOR TO BEING SIGNED BY THE APPROPRIATE UNIVERSITY OFFICIAL**, all contracts must be reviewed and approved by: (1) the University department chair or unit director; (2) the University dean (if the requesting department/unit is an academic department) or division head; (3) the Office of Legal Affairs if required; and (4) the appropriate University Vice President or President. The following outlines the responsibility of each of these reviewing offices:

- **Department Chair/Unit Director**

- Assures that the contract is appropriate and necessary to the department's missions and priorities.
- Guarantees that the department or unit can furnish services, materials, and/or funds provided for in the contract.
- Assures that alternative activities, actions and/or providers have been considered, and that those stipulated in the contract or agreement represent the most feasible, reasonable, and fiscally prudent arrangements for the department.

- **Academic Dean/Division Head**

- Assures that the contract is appropriate and necessary to the college or school's mission and priorities.
- Guarantees that the college or school can furnish the services, materials, and/or funds (including any matching requirements) designated in the contract.
- Assures that alternative activities, actions and/or providers have been considered, and that those stipulated in the contract or agreement represent the most feasible, reasonable and fiscally prudent arrangements for the college or school.

- **Office of Legal Affairs**

- Assures that the contract does not subject the University to undue liability or risk.
- Assures that the contract does not contain any prohibited clauses.
- Assures that the terms of the contract comply with Board and University regulations, and applicable local, state, and federal laws.

- **Appropriate Vice President or President**

- Assures that the contract is appropriate and necessary to the University’s mission and priorities, and is not in conflict with the needs, mission, or priorities of any other division within the University.
- Verifies that all appropriate signatures are intact, including Legal Affairs approval and Accounting Services/Grants and Contracts approval as necessary.
- Obligates the University and the Board of Regents to the terms of the contract.

Approvals from the above departments/units are to be endorsed in writing in two locations:

- (1) At the designated signature location of the contract (either by signature where indicated or initialing where appropriate); and,
- (2) On the Contract Approval Routing form attached to the front of **ALL** University contracts.

The Routing form can be found at: <http://www.gcsu.edu/legal/contracts.htm> . These signatures assure the authorized University Vice-President the terms of the contract have been appropriately reviewed.

NOTE: Initialing and /or signing the contract indicates each approver has followed the GC contract review procedures. For more information regarding contracts, please visit our website at <http://www.gcsu.edu/legal/contracts.htm>.

Section 4. CONTRACT REQUIREMENTS

Prior to final University approval, every contract must go through the above mentioned administrative review as outlined. Please review the document titled “Contract Requirements for Approval” for additional information regarding the requirements for contracts seeking approval. If an agreement requires the signature of a member of the executive level and there is **NOT** a signature line already in place do the following:

1. State in the signature line on the original contract “Please see the attached signature line document for all University signatures pertaining to this contract”
2. Print the signature line associated with the university department that is originating the contract and attach it to contract. You may delete any name that is not needed for your specific contract.

Please see pages 8 and 9 of this document for examples pertaining to step 1 above. After steps 1 and 2 are complete, please continue routing the contract for appropriate approvals. This will eliminate any confusion where the executive member should sign. Signature lines for each VP of the university can be found on the Office of Legal Affairs website located at <http://www.gcsu.edu/legal/contracts.htm> . However, if a contract is written correctly there will be a signature line already in place for each signatory at Georgia College therefore the signature line inserts will not be needed.

Every contract that is approved on behalf of Georgia College must contain the correct contract language. The Office of Legal Affairs will return the contract to the originator due to incorrect language used in the contract along with an explanation as to why the language will need to be changed. The contract originator should be aware of the ramifications this may cause between the originator and the other party listed on the contract. In order to avoid this, please review the documents titled “Contract Checklist” and “Boilerplate Language” that can be found at <http://www.gcsu.edu/legal/contracts.htm> . The Office of Legal Affairs is available to assist any person with contracts, contract language and, if necessary, contract negotiations as to necessary legal requirements.

The Office of Legal Affairs has drafted a letter that may be sent to outside vendors for clarification regarding common required and prohibited contract language. The title of this letter is “Letter to Contractors and Vendors” and can be found at <http://www.gcsu.edu/legal/contracts.htm>.

By utilizing these documents, the contract can be issued by the originator correctly the first time thus avoiding any issues regarding language and signature lines. Should you have any questions please contact the Office of Legal Affairs.

Section 5. AUTHORIZING SIGNATURES

All contracts involving the University must be signed by an authorized University official. The President must sign certain types of contracts, such as Joint Staffing Agreements. The President may sign any other type of contract for the on-going operations of the University. All other contracts may only be signed by University administrators who have authority delegated in writing directly from the President to sign University contracts.

The following persons have signature authority to commit the university on a contract.

1. President. The President has delegated authority to sign contracts to the following persons. If there are any questions as to whether the President needs to sign the agreement, contact the Office of Legal Affairs prior to routing the contract for signature. Otherwise, the contract needs to be routed to one or both of the following offices after it is reviewed by the Office of Legal Affairs.
2. VP for Administration and Operations when any contract requires GC to spend any money.
3. Provost for any contract involving Academic Affairs.

Vice Presidents may **NOT** delegate final signature authority for contracts.

Contracts and agreements signed by other than authorized officials will be rejected and returned to the originating department. **Failure to follow University policies and procedures regarding signature authority may result in an employee's loss of insurance coverage, personal liability for all contractual obligations, and/or disciplinary action.**

Vice Presidents may authorize their direct reports to "recommend" contracts be approved to the President or delegated Vice President after the contract has been reviewed by the Office of Legal Affairs. This authority would be specifically in lieu of the Vice President reviewing and approving the contract prior to it being sent to the President or delegated Vice President for approval. Prior to this authority taking effect, the Vice President will notify the Office of Legal Affairs in writing or by electronic mail for records purposes. Absent such written signed approval, the Office of Legal Affairs will return the contract for proper review and signature. The Vice President authorizing their direct reports to directly recommend contracts be approved as previously set forth in this paragraph shall, nonetheless, retain full responsibility for the contract.

Section 6. APPROVAL ROUTING FORMS

To assure the proper and timely routing of University contracts through the approval process, the University requires the use of the approved routing form. This form should be attached to the front of the University contract. The form provides contact information and shows the next steps in the routing process so that University contracts can be handled expediently. The routing form may be found at:

<http://www.gcsu.edu/legal/contracts.htm>

Section 7. CONTRACT RETENTION

The University complies with the Board's published record retention guidelines, which may be reviewed at <http://www.usg.edu/usgweb/busserv/series/index.phtml>. Unless otherwise required within any particular division or for any particular contract, departments/units should retain the final, executed agreements for retention purposes; the department/unit is responsible for maintaining copies of such agreements in its own files and for complying with the specific retention requirements. In addition, any University contract provisions dealing with document retention by the parties must be satisfied, even if such contractual provisions require longer retention periods than the Board's guidelines. The Office of Legal Affairs is designated as the University's overall records retention office. Guidance on records retention for any particular document may be obtained by contacting the Office of Legal Affairs if the above site is not helpful or adequate.

Section 8. CONTRACT ADMINISTRATION

Unless otherwise provided by University policy, the individual, or his/her designee, who originates the University contract is responsible for properly carrying out the terms of the contract for the University. It may be advisable for each University department/unit to establish a database of all its current contracts, including such information as performance dates, payments to or from the University, and receipt of certificates of insurance, performance bonds or letters of credit. Failure to monitor these requirements can expose the University department/unit and the University to financial loss, legal actions, and potential claims for breach of contract or default. If any contract administrator has any questions regarding these matters, he/she should contact the Office of Legal Affairs.

Section 9. CONTRACT PROCEDURES TRAINING

The Office of Legal Affairs will provide Contract Procedures training for any department and/or individual as requested. There will be Contract Procedures training material forthcoming to the Office of Legal Affairs website found at: <http://www.gcsu.edu/legal/contracts.htm>

Section 10. CONTRACT PROCEDURES VIOLATIONS

Any contract found to be out of compliance with any of the above mentioned procedures, except for missing signatures, will be sent back to the contract originator to correct the matter with an attached memo specifying what needs to be corrected. In the event the only correction needed is if the contract does not have all approvals listed in the above Section 3, the contract will be sent directly to those individuals for signature. An email will be sent to the contract originator advising them the contract was sent to the specified individual(s) needing approval. Continued failure by an originator to route contracts for appropriate signature(s) may cause contracts to be sent back to the originator for proper routing.

Appendix

This Agreement shall consist of these Basic Terms and the Additional Terms attached hereto and incorporated by reference. In the event of conflict between these Basic Terms and the Additional Terms, the provisions of these Basic Terms shall control.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first set forth above.

EBI:

EDUCATIONAL BENCHMARKING, INC.

By: _____
Name: _____
Title: _____

Participant:

*Please see attached document
for university signatures*

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Division and Contractor have executed this Agreement as of the date first above written.

**STATE OF GEORGIA DEPARTMENT OF NATURAL RESOURCES
ENVIRONMENTAL PROTECTION DIVISION**

BY: _____
Judson H. Turner
Director

Georgia College and State University

BY: *Please see attached document for university*
Paul Jones *Signatures*
VP for Administration and Operations