



Contract Review

Policy Number	2-102.4
Responsible Authority	Vice President and General Counsel
Initiating Authority	Vice President and General Counsel
Effective Date	3/24/2021
Date of Origin	5/13/2005

APPLICABILITY/ACCOUNTABILITY

This policy applies to all university and direct support organization (DSO) employees who enter into a contract to which the university or any of its DSOs are a party or which commits university or DSO resources.

DEFINITIONS

Contract. An agreement between two or more parties that creates an obligation to do or not do a particular thing. A contract does not require payment of money or other compensation to create an obligation. Because constituent units of the university, as further detailed below, are not parties, agreements between them are not contracts.

Party/Parties. A legal entity. The university and its DSOs are discrete legal entities that can create contracts between themselves or with third parties. The constituent parts of the university (centers, auxiliaries, colleges, institutes, etc.) are not discrete legal entities and the university is the party to contracts for their benefit.

Research Agreement. A contract whereby the university or a DSO is engaged, usually but not always for compensation or cost-reimbursement, to conduct research for a third party and, in exchange, to provide deliverables. For purposes of this policy, Research Agreement will include other contracts associated with research arrangements, such as non-disclosure and materials transfer agreements. A research agreement will typically have a designated staff member in the Office of Research (or the DSO) assigned to the review and negotiation of the contract. The Office of Research will determine which contracts for research constitute Research Agreements for purposes of this policy.

Template. A contract pre-approved by the Office of the General Counsel for use as-is.

Click Through Agreement. A contract, generally associated with online transactions and software, where one party sets up a proposed electronic form agreement to which another party may assent by clicking an icon or a button or by typing in a set of specified words. Click Through Agreements are also known as click-wrap agreements.

POLICY STATEMENT

Except as otherwise provided in this policy and for purposes of minimizing legal and financial risk, the Office of the General Counsel must review every contract to ensure that the terms are appropriate. Templates pre-approved by the Office of the General Counsel may be executed without further review by the Office of the General Counsel.

PROCEDURES

All contracts requiring legal review must be submitted to the Office of the General Counsel for review prior to performance by either party or execution by the university or a DSO.

Unless exempted by the university president or his designee, contracts requiring General Counsel review must be submitted through Cobblestone, the university's contract management system. Once the Office of the General Counsel attorney or designee has completed its review, it will forward the contract to the authorized person for signature. (See UCF Policy 2-107)

Departments are responsible for adhering to any required internal approvals, procurement requirements, information technology policies and any other applicable UCF policies, rules and regulations.

Use of the contract management system for any non-business purpose is prohibited. Users may only access the agreement(s) for which they have a business need to view.

EXCEPTIONS TO THE POLICY

The following types of contracts do not require review by the Office of the General Counsel, but review may be requested by relevant campus units:

Research Agreements. Research Agreements will be reviewed by contract managers in the Office of Research and/or the UCF Research Foundation.

Templates. Templates will not require approval by the Office of the General Counsel unless changes are made to the template, except that the Office of Research may modify or alter templates that are also research agreements. A change is considered anything that does not constitute filling in the spaces intentionally left open for the insertion of information (e.g., names, addresses, dates, selection of location, etc.) Copies of templates, except for research

agreement templates, may be requested from the Office of the General Counsel; some will also be made available for download from the Office of the General Counsel website.

Click-Through Agreements. While many click-through agreements do not require legal review, UCF Departments, prior to entering into a click-through agreement, are required to complete the UCF Information Security Office (ISO) “Click Through Contracts Checklist” available in the FAQ section of the [UCF ISO Vendor Risk Management website](#). The checklist helps determine the applicability of the Vendor Risk Management (VRM) process and shows what steps the UCF department should take depending on the data involved. Only those click-through contracts identified below as requiring General Counsel review should be sent to the Office of the General Counsel.

GC Review Required:

Click-through contracts requiring “formal” signatures by both parties via signature blocks as opposed to just clicking a button.

Potential GC Review:

Click-through contracts involving **Restricted** or **Highly Restricted Data**.

- ❖ The UCF department must follow the *Click Through Contracts Checklist* to determine the data involved and if the Vendor Risk Management (VRM) process is applicable. As part of the VRM process, UCF ISO will advise the UCF department on contractual and review requirements and whether the department needs to forward the click-through to the Office of the General Counsel.

This applies to any purchases covered by a click-through agreement that involve Restricted or Highly Restricted Data regardless of what type of purchase mechanism is used (e.g. P-Card, Purchase Order, ROTT = Reimbursement Other Than Travel, etc.

Do Not Require GC Review:

1) P-Card purchases

- ❖ Except if the vendor requires formal signatures by both parties
- ❖ Except for P-Card purchases that involve Restricted or Highly Restricted Data as described above

2) Any other click-through contract that doesn’t involve Restricted or Highly Restricted Data as described above

TIMING

Sufficient time must be allowed for the Office of the General Counsel and the signing authority to review and process an agreement prior to the commencement of the agreement. Questions regarding revisions made by the Office of the General Counsel should be directed to the attorney making the changes or the contract coordinator. Questions and information regarding contract processing are addressed on the Office of the General Counsel website. Please see link below.

PENALTIES

Employees violating this policy shall be subject to progressive discipline consistent with existing policy.

RELATED INFORMATION or DOCUMENTS

[Office of the General Counsel Contracts Review Process](#)

[Signature authority policy, 2-107.4](#)

[Use of Information Technologies and Resources, 4-002.2](#)


[Procurement Services Procedures Manual](#)

[Procurement and Use of Cloud Computing and Data Storage Devices policy, 4-014](#)

[UCF ISO Vendor Risk Management](#)

CONTACTS

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POLICY APPROVAL (For use by the Office of the President)		
Policy Number: 2-102.4		
Initiating Authority:	Youndy C Cook <small>Digitally signed by Youndy C Cook Date: 2021.03.18 20:03:17 -04'00'</small>	Date: <u>3/18/2021</u>
University Policies and Procedures Committee Chair:		Date: <u>3/18/2021</u>
President or Designee:	Alexander Cartwright <small>Digitally signed by Alexander Cartwright Date: 2021.03.24 13:55:31 -04'00'</small>	Date: <u>3/24/2021</u>

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