



TEXAS WOMAN'S
UNIVERSITY

DECONSTRUCTING CONTRACTS

Procurement & Contract Services
Jamie Cogdell and Kate Stokes

What you are going to learn today...

- What is a contract?
- Who can sign a contract?
- Contract vs Purchase Order
- Contract Templates
- Risk Management vs. Risk Assessment
- Contract Package
- Word vs. PDF
- Contract steps and process
- Common issues
- Demo on 2 Contracts: Master Service Agreement & Guest Lecturer



What is a Contract?

Contract: a legally binding written agreement where a vendor provides goods and/or services and TWU pays for such goods and/or services in accordance with the established price, terms and conditions.

- Examples include, but are not limited to:
 - Quotes or proposals that **have a signature line** and terms of conditions
 - Note: Terms and conditions may not be printed on the quote/proposal. You may have to link to them.
 - Statement of work, license agreement, MOU, etc.
 - Addendum, Amendment or Renewal



Who Can Sign a Contract?

Procurement Contracts

- Contracts up to \$40,000 are signed by the Chief Procurement Officer.
- Contracts Up to \$500,000 are signed by the Vice President of Finance & Administration.

Academic Contracts

- Contracts up to \$500,000 are signed by the Provost.

All contracts over \$500,000 must be approved by Board of Regents and signed by the Chancellor and President.



TWU Contracts Review and Signature Matrix

<https://twu.edu/media/documents/procurement/FY23-Contract-Signature-Matrix-signed.pdf>

*TWU-Procurement-Contracts



Contract vs. Purchase Order vs. Requisition

Contract – when the vendor has terms and conditions that they require TWU to sign in order to purchase goods or services

Purchase Order – when there are no terms & conditions and no place that requires signature OR the vendor will accept our PO in lieu of signing....*remember a Purchase Order IS a legally binding signed agreement.*

Requisition - “REQUEST” this is a request to use TWU funds to purchase a good or service. This is not an official purchase (purchase order) until approved by procurement.



Contract Templates

- Located on our Website

<https://twu.edu/procurement/forms-and-instructions/>

*TWU-Procurement Services-Forms and Instructions



Risk Management

BEFORE YOU SUBMIT to TWU Contracts

- Software/IT services – Need RA and TXRAMP (different from risk mgmt.)
- Goods & Guest Lecturers are exempt from all risk (virtual or on-campus)
- Risk Management (Matt Moustakas) must sign off on all other Contract Routing Sheets first before Procurement



A Contract Package includes:

- The Contract Routing Sheet Contract, Quote, Agreement, etc. document that needs to be signed
- [Risk Assessment](#) & [TX-Ramp Certification](#), if the contract is for software, licenses, web applications, or cloud services
- Sole Source form, if applicable
- Certificate of Insurance (COI) for service contracts (except guest speakers)
- Food justification form, if applicable
- HUB subcontracting plan, if applicable (over \$100K)
- Disclosure Statement, for contracts \$1M or more
- Form 1295, for contracts \$1M or more

***** All signatures must be a wet signature or digital such as Adobe or DocuSign.**



Word vs. PDF

All OGC approved Contract Templates must be filled out in Word.

The screenshot shows the Microsoft Word interface with the 'Review' tab selected. The document title is 'Guest Lecturer - Person Speaking Extraordinary - Dec 7 2022 - Word'. The ribbon includes options for Smart Lookup, Translate Language, New Comment, Delete, Previous, Next, Show Comments, Ink Comment, Pen, Eraser, Track Changes, All Markup, Show Markup, Reviewing Pane, Accept, Reject, Previous, Next, Compare, Block Authors, Restrict Editing, and Steal Ink. The document content is titled 'Guest Lecturer Agreement' and contains the following text:

This Agreement is entered into by and between Texas Woman's University System for and on behalf of Procurement & Contract Services ("TWU"), and Person Speaking Extraordinary ("Guest Lecturer"). TWU and Guest Lecturer shall be collectively referred to hereinafter as the "Party" or "Parties."

1) **ENGAGEMENT:**

Day/Date: December 7th, 2023 Time: 10:15 am - 11:15 am
Location: Texas Woman's University Location: JNIWL Conference Room
Topic/or Course Number: Speaking to the University on the contract process (the "Performance")
Faculty Member of Record: Professor Procurement

2) **OBLIGATIONS OF GUEST LECTURER:**

a. Guest Lecturer will provide all technical requirements, plans, ideas and program content to TWU in advance for TWU approval and will notify TWU of any requested changes with reasonable notice. TWU retains sole control of the program format; however, Guest Lecturer is responsible for the means, manner and method by which the Performance is performed. Guest Lecturer will be present at the

On the right side of the document, there are several redaction marks and a green checkmark. The redactions include:

- Stokes, Kate Deleted: Name of TWU Department College School Program
- Stokes, Kate Deleted: Name of Guest Lecturer
- Stokes, Kate Deleted: →→→→→
- Stokes, Kate Formatted: Not Highlight
- Stokes, Kate Deleted: →→→
- Stokes, Kate Formatted: Not Highlight
- Stokes, Kate Deleted: _____
- Stokes, Kate Deleted: [detailed description of performance or activity]
- Stokes, Kate Deleted: _____

This includes:

- Guest Lecturer
- Virtual Guest Lecturer
- Master Services Agreement
- Media Artist Agreement
- CAPS Psychiatry Contractor Agreement

- The ONLY exception is Guest Performer Agreement. This is in PDF format.



Contract Steps

- ✓ Is Vendor Set up?
- ✓ Prepare Contract Package:
 - ❑ Contract Routing Sheet
 - ❑ Contract template or Vendor Agreement
 - ❑ Certificate of Insurance (obtain from vendor)
 - ❑ Risk Assessment (if applicable)



Contract Steps continued....

- ✓ Have account approver sign off on the Contract Routing Sheet – this provides approval of funds to procurement
- ✓ Email contract package to Risk@twu.edu
- ✓ Procurement is sent package (by risk) and assigns contract number
- ✓ Dept receives email notification with contract number and to enter requisition



Contract Steps continued...

- ✓ Department enters requisition in oracle
- ✓ Include ASC# in DESCRIPTION LINE along with dates of service
- ✓ Be sure to break down lines in requisition
ie: Hotel lodging, hotel food, A/V service



Contract Process

Department's responsibility:

- Make sure the purchase satisfies competitive bidding requirements
 - ✓ Less than \$20,000 – open market
 - ✓ \$20,001 - \$40,000 – 3 quotes required, including HUB quotes
 - ✓ Greater than \$40,000 – formal solicitation facilitated by Purchasing
 - ✓ Is this on a cooperative agreement? Bidding requirements waived

Ask the vendor if they will accept our Purchase Order in lieu of signing agreement

- All contracts (including new contracts, amendments, extensions, renewals, etc.) must be submitted with a completed and signed Contract Routing Sheet (CRS).

Page 1 of the CRS has instructions for completing the form.



Contract Process, continued

Procurement's responsibility:

- **Review** the contract package for compliance and be sure to understand what you are committing funds too.
 - ✓ If the package is missing items it is returned to the department, along with a form describing what is missing. **Incomplete contract packages will not be processed.**
- If the contract package is complete, a contract number is assigned and the department is notified via email.
- Work with OGC and the vendor for legal review as needed and obtain all signatures.
- Notify the department to enter a requisition once the contract is fully executed.
- Create the purchase order and send contract to vendor.



Common Issues which lead to DELAYS

• **Contracts submitted "last minute"**

- ✓ Please allow at least 3 – 4 weeks to process a contract.
- ✓ Contracts that are not on an OGC pre-approved contract template may require 4-6 ADDITIONAL weeks for review.
- ✓ All contracts must be reviewed for legal and fiscal compliance and this process takes time.

• **Expired Contracts submitted for review**

- ✓ Expired contracts cannot be processed.
- ✓ If the term date has passed please have the vendor adjust the contract start date to a current/future date.

SO PLAN AHEAD.....



Common Issues, continued

- **Entire Contract Package not submitted**

- ✓ Incomplete contract packages will not be processed.
- ✓ The contract must be submitted in Word when using a TWU template.
 - The only exception is the newly updated Performer/Artist template.

- **Required signatures are not on the CRS**

- ✓ Make sure the appropriate account approver has signed off
- ✓ If using a 19 account, ORSP will need to sign your CRS or mark it “Not monitored by ORSP”.
- ✓ If the contract is for software or cloud services ITS must sign off on the CRS.
- ✓ Risk Management needs to sign for all services contracts
 - not guest speakers



Common Issues, continued

- **Check Account Numbers**

- ✓ Please verify that the account can be used for the products or services in the contract.

- **Department sends contract to the vendor for signature**

- ✓ Procurement will obtain all signatures.
- ✓ The department should not obtain any signatures on the contract.
 - If any changes need to be made on the contract we have to have the vendor re-sign the document.

Vendor on HOLD with state



Things you can do to help push your contract along faster.....

- Ask vendor to remove the signature line on quotes OR get an email from vendor stating they will accept our Purchase Order in lieu of any signatures.
- Send new vendor paperwork into TWUvendor@twu.edu PRIOR to sending the contract to TWUcontracts@twu.edu
- Double check all info entered correctly on the CRS - **VENDOR EMAILS**
- If Risk Assessment needed submit to IT prior to submitting to contracts - fill out ticket info completely: Answering “I don’t know” or “unsure” will cause delays
- Submit the Contract Package to Risk (including Certificate of Insurance) for review - Risk will forward all documentation and signature to Contracts after they have reviewed.



Contact Information

- Send contracts to: TWUContracts@twu.edu
- Send new vendor forms to TWUVendor@twu.edu
- Send invoices to TWUPayables@twu.edu
- Requisition questions: Procure@twu.edu



Hands-On Exercise

Completing a contract for:

- Guest Lecturer
- Master Service Agreement



Questions

