Essential Contracting

Procurement and Contract Services
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What is a Contract?

- It describes a relationship between two or more entities and what each party is responsible for.
What is the Benefit of a Contract

- Manages risk
- Takes the emotion out of disputes
- Defines up-front the expected outcomes of arrangement

- Many campus operations require a contract
• By regulation, must be delegated by VP for Finance & Accounting
• ≠Budgetary Authority
• Departmental signature signifies approval of obligations
Procurement & Contract Services

Contract Services

Construction Contracting

Procurement Services
• Selling OSU’s Services
  ◦ Agreements that require non-standard terms
  ◦ Templates that may eventually be signed / processed by other OSU departments
• Collaborative (non-research) Agreements
Interaction with Other Signatories
Roles of Other Signatories

- **Contract Services:**
  - Selling OSU’s services
  - Collaborative (non-Research) agreements

- **OSP:**
  - Research funded by grants
  - Selling OSU’s services listed in a grant as a subaward

- **OCCD:**
  - Research funded by private Industry
  - Licensing OSU intellectual property to outside entities
What is Research?

- The work is listed in a grant as an award or subaward
- The work generates intellectual property
- The work describes reporting requirements
  - May require a special index (tracked by OPAA)

- The Research Office is responsible to determine what is and what is not research
WORKFLOW
Workflow

• Initial Review
  ◦ Minimal Review Track
  ◦ Research / Drafting Track

• First-In-First-Out

• Expedite request to escalate ahead of other FIFO agreements
• Public Contract: Describes how the arrangement supports OSU’s mission
• Consideration: Documents what both parties give and get
• Four Corners: Describes who is responsible for what (so that any uniformed reader can understand the relationship just by reading the agreement)
• Deliverables / Breach
• Term
SCOPE OF WORK
The Scope of Work is what would allow OSU to terminate for non-performance
  ◦ e.g. Key Person

Roles & Responsibilities: Who will be doing what
In order to complete the review, Contract Services must understand the proposed arrangement:

- You are the content expert

- Verify all affected departments have approved the arrangement
- Verify arrangement does not violate other OSU agreements
- Verify agreement contains essential elements of a contract
- Verify arrangement complies with OSU Policy
Contract Services does not make policy decisions, we verify that the arrangement follows the policies set by the OSU department that is designated to make policy decisions.

E.g. Academic Affairs, Business Affairs, HR, Procurement Services, Risk Management, Research, University Advancement, etc.

If there is a policy issue, Contract Services will:
- Notify the department of the issue
- Confirm the issue has been vetted by the policy holders
• Services not listed in Fee Book
• Employee PSC vs. OSU agreement
• OSU and outside entity having joint supervision of an employee
• OSU and an outside entity sharing intellectual property
Facilitating Your Agreement

Prior to Submission
- Vet the agreement with decision-makers
- Assign a departmental contract point person / “project manager” / “principle investigator”
  - Who knows the details of the arrangement
  - Knows how the agreement was vetted

With Submission
- Provide a brief summary of the relationship / program
- Explain how / with whom the program has been vetted
• Department is responsible performance of the terms of the agreement
  ◦ Document performance
  ◦ Notify Contract Services about problems with performance or changes to relationship or scope
The SERVICE of Contract Services

- Issue Spotting
  - We continually deal with unique arrangements all over campus
- Structuring arrangements
- Negotiating terms of agreements
- Intermediary in contentious situations
Please take an orange flyer and complete PaCS’s customer feedback survey
Q&A

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