

CONTRACT REVIEW & APPROVAL POLICY

SEATTLE UNIVERSITY

Contract Administrator: The University employee responsible for coordinating the initiation, negotiation, drafting, review, and approval of a contract. Contract Administrators must be University employees who have been designated by their supervisor and who have demonstrated by training and experience the competency to oversee proper performance of all contract commitments. Students or student employees may not be designated as Contract Administrators.

Contract Approver: The University official who has been granted or delegated signature authority by the Bylaws, the Board of Trustees, the President, the Provost, the Executive Vice President or the CFO/Vice President for Finance and Business Affairs to approve and execute the contract on behalf of the University.

V. POLICY REQUIREMENTS

Except where a written exception applies, the following requirements apply to all University contracts. Questions about the review and approval process or requirements for a particular type of contract should be directed to the Office of Finance and Business Affairs or to the Office of University Counsel.

A. Contract Initiation and Negotiation

Contract Administrators are responsible for the initiation, management, and completion of the contract process. Contracts may require weeks or months to prepare, modify, and/or review, depending on their complexities. Contract development should begin as soon as the need for a contract is clear. Although it is preferable to obtain a signed contract prior to the effective date of the relationship it memorializes, letters of agreement, term sheets, and memorandums of understanding can sometimes be drafted to guide the exchange of goods and services in the interim. The Office of University Counsel can assist in developing contract documents.

If a Request for Proposal (RFP) must precede the contract development or review process, or

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approved by the Office of University Counsel and any other appropriate office listed in Section V.B *Uniform Treatment* prior to contract execution.

B. Uniform Treatment

In connection with the contracting process, the following operating activities require uniform treatment across the University:

- i. **Software Licenses, Cloud Services, and Technology.** The Chief Information Officer or a designee must review and approve all contracts involving technology that connects to the University's network, transmits data to or from University systems, stores University data, requires technology support from Information Technology Services (ITS), where ITS labor is required to install, maintain or enhance the technology, or that poses potential privacy or security risk to University systems, users, data, suppliers, or affiliates.
- ii. **License and Use of Seattle University Trade Names and Marks.** Any contract that includes

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- ix. **Construction or Renovation Projects** All construction and renovation projects or any project that would alter the physical landscape of a building, either inside or outside, (e.g., moving walls, doors, or windows) or its operating systems (e.g., HVAC) must be approved through the Office of Finance and Business Affairs. All such projects must be completed according to the standard operating procedures and guidelines within Facilities Services.
- x. **Seattle University Investment Management.** All matters pertaining to Seattle University's investments and endowment, including the contracts related to hiring and terminating external investment managers, are handled exclusively by the Office of Finance and Business Affairs in consultation with the University's Finance and Investment Committees in accordance with their approved policies and procedures.
- xi. **Real Estate Acquisition or Leasing** All real estate acquisitions and/or leasing of property, whether Seattle University is a lessee or lessor, must be routed through the Office of Finance and Business Affairs.

C. Identification of the University

The University shall be identified as Seattle University in all contracts. Departments and individuals may not contract in their own name on behalf of the University; they must identify the University as the contracting party. (The department may be identified in the agreement as the office through which the contract is being made). The University's official address is 901 12 Avenue PO Box 222000, Seattle, WA 98122, and shall be listed in all contracts.

D. Conflict of Interest

It is the responsibility of all Seattle University representatives to ensure that Seattle University does not knowingly enter into contracts that present impermissible conflicts of interest. Seattle University employees must accordingly exercise their authority in a manner consistent with the University's Conflict of Interest Policy. Among other things, as required under University's Conflict of Interest Policy, any existing or proposed relationship, transaction, or other event that may raise a conflict of interest issue is to be disclosed in writing to the Office of University Counsel to determine its appropriateness and to receive specific approval to maintain or proceed with such relationship, transaction or event.

E. Primary Review

The Contract Administrator is responsible for reading the entire contract and determining that its content, objectives, definitions, and terms:

1. are clear and consistent;
2. comply with all applicable University policies (and sponsor policies if the contract is funded by an external grant or contract);
3. meet programmatic and/or operational requirements;
4. accurately reflect the intentions of the parties;
5. are in the best interest of the University;

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6. do not constitute a conflict of interest for the parties affected by the contract.

In addition, Contract Administrators are responsible for ensuring that contracts are routed through appropriate University officials or departments for review prior to signing. If the Contract Administrator does not understand the contract, or is uncomfortable with any of its provisions, they should consult with the next higher level of management or with University Counsel.

F. Legal Review

University Counsel will review the contract for consistency with the law; consistency with University policies; reasonable internal consistency and clarity; consistency with any predecessor documents; indemnification and limitation of liability provisions; choice of forum or law; dispute resolution; non-disclosure or confidentiality; data security; and other matters as required by the circumstances. After finalizing and approving the form of the contract, University Counsel will inform the Contract Administrator.

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