



# Contract Review

<b>Policy Number</b>	2-102.5
<b>Responsible Authority</b>	Vice President and General Counsel
<b>Initiating Authority</b>	Vice President and General Counsel
<b>Effective Date</b>	4/5/2024
<b>Date of Origin</b>	5/13/2005

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## APPLICABILITY/ACCOUNTABILITY

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

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## DEFINITIONS

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**Click-Through Agreement.** Also known as a click-wrap 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. If an agreement requires “formal” signatures by both parties via signature blocks, as opposed to one party clicking a button or typing a set of words, then it is a contract, not a click-through agreement and requires legal review.

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

**Grant.** A documented financial assistance support mechanism providing money, property or other direct assistance in lieu of money, or both, to an eligible entity to carry out an approved project or activity in support of a public purpose.

**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.

**Procurement Agreement.** A contract whereby the university or a DSO is engaged in the acquisition of commodities, services, or licenses whether by rent, lease, lease-purchase, installment, or outright purchase or a contract associated with, preliminary to, or necessary for such acquisitions. The term does not include any contract for the acquisition of real property.

**Research Agreement.** A contract or a grant 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 grants and 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 without any change.

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## **POLICY STATEMENT**

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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 and grant 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.

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## **PROCEDURES**

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All contracts and grants 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 or by this policy, contracts and grants requiring General Counsel review must be submitted through Cobblestone. Once the review process is complete, the Office of General Counsel will forward the contract to the authorized person for signature. (See UCF Policy 2-107)

In submitting and performing on university contracts or grants, the requesting department or business unit is responsible for adhering to all applicable UCF policies, rules, and regulations, including but not limited to required internal approvals and signature authority, procurement requirements, and information technology policies, and for ensuring any contractual obligations and/or deliverables are met.

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 business units:

**Procurement Agreements up to \$100,000.** Procurement Agreements up to \$100,000 in expenditures or liability will be submitted to Cobblestone for assignment for appropriate review, by travel and procurement specialists in kNEXT.

**Research Agreements.** Research Agreements will be submitted to Huron for assignment for appropriate review by authorized personnel 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 most 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. If restricted or highly restricted data is involved, per UCF Policy 4-008.2, the department must work with ISO to ensure any necessary steps are taken to protect UCF data, including executing a Secure Handling of UCF Data Agreement when deemed appropriate by ISO. To ensure that Click-Through Agreements involving Restricted or Highly Restricted Data contain terms that are appropriately protective of such data, ISO may instruct a department to submit the contract for legal review.

## 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 linked below.

## PENALTIES

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

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**RELATED INFORMATION or DOCUMENTS**

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[Office of the General Counsel Contract Review Information](#)

[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](#)

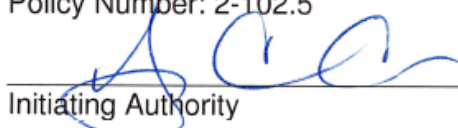


[UCF ISO Vendor Risk Management](#)

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**CONTACTS**

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<b>POLICY APPROVAL</b> (For use by the Office of the President)	
Policy Number: 2-102.5	
 Initiating Authority	Date: <u>4/2/24</u>
 University Policies and Procedures Committee Chair	Date: <u>3/29/24</u>
 President or Designee	Date: <u>4/5/24</u>

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