Contract Management System

Objectives:

- Improve efficiency of processing through standardization and automation
- Improve transparency and reporting
- Reduce risk and exposure

dartgo.org/agiloftcms
Today’s Agenda

• Contracting at Dartmouth Overview
• Purchase Order Policy
• Sourcing and Diligence
• Process for Hiring Individuals
• Agiloft Contract Management System Overview
• Creating a Contract Request
• Approving a Contract Request
• Navigating the Contract Management System Power User Interface
Clarifying the Role of Contracts and Purchase Orders in Procurement Transactions

- Whenever Dartmouth takes on an obligation to another party, a **written agreement** is the best way to prevent misunderstandings and problems.

- The provisions of the agreement may physically be contained in a variety of formats. Common examples from Procurement transactions include:
  - Dartmouth Standard Terms and Conditions or Purchase: https://policies.dartmouth.edu/policy/standard-terms-and-conditions-purchase
  - Non-Confirming Purchase Orders
  - Contracts forms: Dartmouth standard forms without modification, Dartmouth form with modifications (reviewed by Procurement), provider's form (reviewed by Procurement), another form of contract developed for the transaction with Procurement or OGC.

- Whatever the format, the agreement should comply with Dartmouth's contracting requirements in order to protect Dartmouth’s interests and ensure that Dartmouth does not assume inappropriate risks.
Clarifying the Role of Contracts and Purchase Orders in Procurement Transactions

WHEN IS A PO AN AGREEMENT?

• A Purchase Order can be an agreement if
  ✓ the vendor receives the PO, and
  ✓ the vendor either:
    ✓ (1) signs the PO or
    ✓ (2) performs the work/supplies the goods on the PO.

• A confirming PO is NOT sent to the vendor.

WHEN A PO IS AN AGREEMENT, WHAT ARE THE TERMS OF THE AGREEMENT?

The default applicable terms on the Purchase Order are the Dartmouth Standard Terms and Conditions of Purchase, which are updated from time to time and are posted online. Alternatively, a PO can reference a contract, or other set of terms, that the Dartmouth and the vendor have negotiated.
Clarifying the Role of Contracts and Purchase Orders in Procurement Transactions

FAQ: When is a Purchase Order Required?
The Dartmouth PO Policy states that POs are required when:

1. Buying Fixed Assets > $5,000

**unless there is a duly approved contract in place between Dartmouth and the Vendor:**

2. Transacting in one of the high-risk areas
   - Construction
   - Environmental Services
   - Food providers that have not provided Insurance & Food Licenses
   - Info Tech/Financial Services
   - Intellectual Property
   - Travel & Transportation

3. When making any purchase of $10,000 or more

_Vendors may also require POs, in which case, the applicable terms will either be the Standard Dartmouth Terms and Conditions of Purchase, or a separate Contract if one has been duly agreed to by Dartmouth and the Vendor._
Clarifying the Role of Contracts and Purchase Orders in Procurement Transactions

Some Common Contracts in Procurement Transactions

Services and/or Purchase of Goods Agreements

- Professional Services Agreements: Consulting Services, Auditing Services, Software Implementation Services, Editing Services, Printing Services...etc. (provider can be either an individual or a business).
- Performance Agreements: Speaker or Artist (Comedian, Dancer, Musician)
- Equipment Rental Agreements: Party Equipment, A/V Equipment
- Facility Use Agreements: Event Venues, Licenses to Access/Use Facility
- Hospitality Agreements: Room Blocks, Reservations, Conference/Events
- Transportation Services Agreements: Charter Buses and Planes, Car Rentals
- Software Agreements: Licenses, Subscriptions, Terms of Service, Terms of Use
Clarifying the Role of Contracts and Purchase Orders in Procurement Transactions

Some Common Contracts in Procurement Transactions cont'd

Master Agreements

• Set-out *broad general terms* to govern any future engagement between Dartmouth and the provider. Think of it as the foundation of business to be conducted with the provider when the provider will perform multiple engagements, each a Statement of Work or other addendum under the Master Agreement.

• If you anticipate entering into multiple engagements with a provider and/or you are aware of other departments entering into engagements with the same provider, we encourage you to reach out to Procurement Services to have a Master Agreement put in place with the provider.
Clarifying the Role of Contracts and Purchase Orders in Procurement Transactions

Common Contracts cont'd

Non-Disclosure/Confidentiality Agreements (NDAs and CAs)

• Commonly required in when contemplating a transaction, if the provider and/or Dartmouth will be sharing confidential information with the other party.

• Can be mutual or unilateral, depending on whether both or just one party is disclosing confidential information.

• The final agreement between Dartmouth and the provider will include a confidentiality clause that covers the long-term confidentiality requirements, relative to the information disclosed during the course of performing the services.
Your Duty to Maintain Confidentiality

Proposals, Quotes, and Contracts are confidential information of Dartmouth and should not be accessed for non-business purposes or be shared with individuals who do not have a legitimate need to know.

“In the course of my employment, I may have access to...negotiated prices for goods and services, as well as other non-public financial and business records of Dartmouth (“Confidential Information”).

I agree that, except as permitted by law or College policy, or as necessary to perform the functions of my job, I will not, either during my employment by Dartmouth or thereafter, use or disclose Confidential Information without the prior written consent of Dartmouth...”
Vendor Sourcing & Diligence

Vendor Sourcing

- Vendor selection:
  - Quality
  - Price

  - If the total value < $10,000:
    - Best judgement to get best price and quality
  - If the total value > $9,999 – 24,999:
    - 3 quotes required
    - or a Sole Source Justification
  - Any agreement > $25,000
    - Source with Procurement Services

See: Procurement Sole Source/Competitive Bid Policy

Diligence

- When Engaging an Individual:
  - Independent Contractor vs. Employee
  - International vs. Domestic

- For Vendors with access to Dartmouth Data:
  Dartmouth Information Security Controls (DISC)

- For Software Purchases
  - DISC
  - Records Management
  - Accessibility

- Conflict of Interest
  - Code of Ethical Business Conduct

See: Contract Management under Buying & Paying
Process for Hiring and Contracting with Individuals

Verification
International Staffing Questionnaire completed by Department for International Staffing Committee Review
Independent Contractor Questionnaire completed by Individual for Procurement Review

Notification
Notification is sent to department & individual of decision
If approved, new IC invited to register

Contracting
If approved, department submits Contract Request & agreement is created
Process of Hiring an Individual

Is the Individual working within the United States?

Yes
- Independent Contractor Questionnaire Completed by the Individual
- Procurement Services
- Decision Notification to Department & Individual
- If Approved
- Contract Request Submitted by Department

No
- International Staffing Questionnaire Completed by the Department
- International Staffing Committee
- Decision Notification to Department & Procurement
- If Individual is a new vendor, Procurement generates PaymentWorks Invitation
- If Approved
- Contract Request Submitted by Department

https://www.dartmouth.edu/finance/purchasing/buying_paying/contracts.php#contracting_in_cms
User Groups

• Contract Requesters
  • Access to submit & view submitted contract requests, as well as Master Service Agreements within their department or that are identified as Institutional Agreements (Procurement /Campus Service Master Agreements - PMA/CMA).
  • Any employee who has not been identified as Power Users in permission groups of Department Administrator, Approver, or Contract Manager/Legal Specialist.

• Department Administrators
  • Power Users and have access to view all contracts within their Org-Level permissions, as well as all Institutional Agreements (PMA/CMA)

• Approvers
  • Power Users and have access to approve contracts either during preliminary approval or final approval.
  • Preliminary approvers are those individuals with fiscal responsibility for the GL Orgs or the Award PI
  • Final approvers are those individuals with contract signature authority for their Orgs, Divisions, or for the Institution.

• Contract Managers/Legal Specialists
  • These individuals are Power Users within Procurement or Campus Services and can manage the transition of the contracting process through review, drafting & negotiating, approval, and execution.
Approval Workflows – Preliminary Approval

• Immediately after Contract Request is submitted.
• After preliminary Approval, the Contract Request will show up in the Procurement or Campus Services Contract Manager queue.
• Preliminary Approval based on:
  • Funding Type
    • GL → Routed to Responsible Person of the GL Org, unless preliminary approver overwritten by Contract Requester
    • PTACEO → Routed to the Department Grant Manger with notification and automatic approval to PI & if vendor is an individual (IC) or when > $5K, notification and automatic approval to OSP
  • Campus Services Contract Type
    • All route to Julie Findley, designated Responsible Person for any campus services agreement (for all Campus Service Orgs)
Approval Workflows – Final Approval

• After terms are finalized with the Vendor (Drafting and Negotiation is complete)

• After final approvals, the Contract Manager will facilitate having the contract signed.

• Signed contract will be stored in Agiloft

• Final Approval work-flow based on Signature Authority Policy
  • Purchases of Goods and/or services using a GL (Appendix A - General Business Transactions)
    • Up to $250,000 → Department Authorized Approver
    • $250,000.01 – $999,999 → Divisional Authorized Approver + CFO/EVP Finance (Rick Mills, Scott Frew)
    • $1,000,000 - $4,999,999 → Divisional Authorized Approver + CFO/EVP Finance (Rick Mills, Scott Frew) + President/Provost
Approval Workflows – Final Approval, cont’d

• Final Approval work-flow based on Signature Authority Policy

  • Purchases of Goods and/or services using Grant Funds (Appendix G - Purchases of goods and services with grant or contract funds)
    
    • Up to $5,000: PI (When a grant or contract has more than one PI, each PI is authorized to exercise the authority under this Policy with respect to the portion of the project for which he or she is responsible.)
    
    • $5,000 - $99,999: PI (or PI’s Designee) + OSP
    
    • $100,000 +: PI + OSP + Dean’s (or Dean’s Designee)

  • Campus Service Agreements (Appendix E - Contracts for services (including facilities services))
    
    • Up to $500,000: Department Approver (Project Managers, Unit Directors, Senior Financial Analysts, or Director of Geisel Facilities)
    
    • Up to $1,000,000: Divisional Approver (VPCS or Chief Operating Officer, CS)
    
    • Over $1,000,000: Divisional Approver (VPCS, Chief Operating Officer, CS) + Unit Director
Contract Management Portal
Contract Requester View

- Create a Contract Request – Request a New Contract
- View My Requests - View Contracts Created
- View All Contracts – View Department/Institutional Contracts
- Search – Search Department/Institutional Contracts
### Useful Hyperlinks

- Create a Contract
- View My Contracts
- View My Approvals

### Contracts Filtered to ORG Security

Status: 11 record(s) found, 1 page(s). Click here to count records again.

<table>
<thead>
<tr>
<th>Vendor Name (Legal Name)</th>
<th>Contract Title</th>
<th>Contract Type</th>
</tr>
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<tbody>
<tr>
<td>1214 Mary Poppins</td>
<td>Mary Poppins mechanic services</td>
<td>Procurement Goods and/or Services Agreement</td>
</tr>
<tr>
<td>1203 Mary Poppins</td>
<td>Umbrella Repair &amp; Service</td>
<td>Procurement Goods and/or Services Agreement</td>
</tr>
<tr>
<td>1183 TEST IC</td>
<td>Poppy Poppins IC</td>
<td>Procurement Goods and/or Services Agreement</td>
</tr>
<tr>
<td>1147 Blood’s Catering &amp; Party Rentals, Inc</td>
<td>Master Equipment Rental Agreement</td>
<td>Master Procurement: Goods and/or Services Agreement</td>
</tr>
</tbody>
</table>
Questions

Heading into CMS