Contract Management System

Objectives:

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

[link: dartgo.org/agiloftcms]
Today’s Agenda

• What is the Agiloft Contract Management System and how does it fit into the Finance Systems at Dartmouth?
  • Contract Lifecycle Management
  • Agiloft Contract Management System Use Cases
  • PO Policy Review
  • Common Procurement Agreements
• Pre-Contract 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
What is the Agiloft Contract Management System?

A cloud-based contract lifecycle management tool that helps us manage all stages of the contracting process.
Contract Lifecycle Glossary

- Request: a contract request is the initial form submitted in Agiloft that includes details about an agreement that is the subject of the request. A contract request can be any of the following:
  - A request to review a vendor form of agreement.
  - A request to draft an agreement.
  - A request to review and store a historic contract that is already active.
  - A request to amend an existing contract.

- Generate: Based on the details of the contract request, a Contract Manager will generate a contract document to meet the needs of your purchase, or will provide comments on the vendor agreement. If the contract request pertains to a historic contract that has been submitted for record keeping, we do not generate another agreement.

- Negotiate: If appropriate, the Contract Manager will work with you to negotiate the agreement with the vendor until final terms are reached.
Contract Lifecycle Glossary, Cont’d

- **Approve:** The Contract Manager will initiate final approval requests.*
- **Execute:** The Contract Manager will collect signatures.*
- **Monitor/Compliance:** The contract record contains key details that can be referenced during the contract term; example: payment processing, renewal or termination deadlines.
- **Renewal/Expire/Terminate:** Unless a contract is silent on how a contract ends, the end of a contract term is either fixed or subject to a renewal (automatic or optional extension of the contract term).
  - Evergreen contracts do not say when or how they end.
  - Fixed term contracts define the end of the term, often as a date certain or a duration from the “Effective Date”
  - Renewing contracts will either auto-renew or a party will have an option to renew. A renewal effectively extends the term of the agreement for a certain duration (called a renewal term).

*Where the Signature Authorization Policy requires only one approver, approval and Dartmouth signature are handled simultaneously.*
What is the Agiloft Contract Management System?

**USE CASES**

- Contract Submitters submit contract requests to replace email communications with Procurement.
- Procurement uses Agiloft to keep track of a large volume of requests from end users to review and negotiate contracts.
- Contract approvers use Agiloft to review and approve contracts.
- Administrators use Agiloft to manage contract commitments on active contracts.
- Finance Centers reference the contract record (using the contract ID number) to verify that payment requests are associated with a valid payment obligation.
- All users can search for contracts that they have permission to view, and “Power Users” can create reports on any data that they have permission to view.
How does the Contract Management System fit into the Finance Systems at Dartmouth?

ONBASE

- e-forms initiate requisitioning (Purchase Request) and payment (Payment Request).

ORACLE

- Requisitions are converted into Purchase Orders.

AGILOFT CONTRACT MANAGEMENT SYSTEM

- Manages Procurement Agreements (purchase requests and POs are not required)
STANDARD PURCHASE ORDER

Purchase Order No. 1261013 Revision No. 0

ISSUED TO:
Luminex Corporation
PO Box 644222
DALLAS TX 75284-6222
United States
Attn:
Phone: 

BILL TO:
Dartmouth College
Hanover, NH 3765
Attn: 7 Lebanon St. Ste 302
Phone: 603-646-8130

SHIP TO:
Dartmouth College
Hanover, NH 3765
Attn: 7 Lebanon St. Ste 302
Phone: 603-646-8130

STANDARD INSTRUCTIONS FOR PURCHASE ORDERS

If this purchase order is associated with a pre-existing contract or agreement executed by and between the Trustee of Dartmouth College and Vendor, the Terms and Conditions of the contract or agreement shall take precedence over the Dartmouth College standard purchase order terms and conditions (hereinafter referred to as “T & C’s”).

In the absence of a separate agreement or contract governing this purchase, the Dartmouth College standard T & C’s shall apply, and Vendor shall be deemed to have accepted Dartmouth College standard T & C’s either by written acknowledgment or by commencement of performance of the order.

To obtain a copy of Dartmouth College Standard T & C’s, contact your buyer or visit:
http://www.dartmouth.edu/procurement/terms-and-conditions-purchase

For initial POs, the P.O. DATE provided below determines the effective period of T & C’s to be applied. For any subsequent PO revisions, the REVISION DATE determines the T & C’s effective period for the revised content. Any non-standard or additional terms included in any quote, acknowledgment, or other vendor communication do not apply unless accepted by Dartmouth College in writing.

PLEASE ENSURE INVOICES AND ALL CORRESPONDENCE REFERENCE THE PURCHASE ORDER NUMBER.

SHIPPING INSTRUCTIONS: Follow buyers shipping instructions. Note shipping details at the line level.

ORDER ACKNOWLEDGMENT REQUIRED. Send email to the Deliver To contact email address (box in 1 below).”

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<th>P.O. DATE</th>
<th>REVISION DATE</th>
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<td>Best Way</td>
<td>NET 30:150</td>
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<td>1</td>
</tr>
</tbody>
</table>

UNNUMBERED: UN DUE[PH][HAZARD CLASS]

Deliver To:

By 30 NOV 2023 20:00:00

Qty: 14342.25 to Suite 309 Mary Kay Brown, Mary.Kay.Brown@dartmouth.edu, 603-646-1447

Qty: 14342.25 to Suite 309 Mary Kay Brown, Mary.Kay.Brown@dartmouth.edu, 603-646-1447

Total: 28,884.50
This Master Goods and Services Agreement ("Agreement") is made as of the Effective Date set forth below between Trustees of Dartmouth College ("Dartmouth") and the individual or entity identified in the Basic Contract Information below as “Contractor.” (Each of Dartmouth and Contractor is sometimes referred to in this Agreement as a "Party" and collectively they are referred to as the "Parties.")

Recitals

1. Dartmouth wishes to engage Contractor to provide the goods and perform the services described in this Agreement upon the terms and conditions set forth herein.

2. Contractor represents it is duly qualified, and willing and able, to provide the goods and perform the services set forth in this Agreement upon the terms and conditions set forth herein.

In consideration of the mutual covenants and promises contained in this Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Dartmouth and Contractor, Dartmouth and Contractor hereby agree as follows:

1. Basic Contract Information.
   
   Effective Date. The "Effective Date" of this Agreement is the date of the latest signature in the signature block at the end of this Agreement.
   
   Name of Contractor. "Contractor" is [insert company legal name] a [insert state and entity type] with a business address at [insert business address].
   
   Certain Definitions.
   
   "Goods" means the goods to be delivered by Contractor under this Agreement pursuant to an executed SOW.
   
   "Master Terms" means the portion of this Agreement exclusive of the exhibits hereto.
   
   "Services" means the services to be performed by Contractor under this Agreement pursuant to an executed SOW.
   
   "SOW" means a statement of work executed by the Parties that specifies the Services, applicable fees and all other pertinent information regarding the Services.
   
   "SOW Term" means the period for the provision of Services specified in the relevant SOW.
   
   SOWs. From time to time, Dartmouth may request Contractor to provide Goods and/or Services under this Agreement, by way of quotation, or otherwise. Dartmouth shall not be obligated to purchase, and Contractor shall not be obligated to deliver or perform, any Goods or Services unless and until the Parties have duly executed a SOW. Each SOW shall reference this Agreement and shall be subject to the terms and conditions of this Agreement.
This Services Agreement (“Agreement”) is made as of the Effective Date set forth below between Trustees of Dartmouth College (“Dartmouth”) and the individual or entity identified in the Basic Contract Information below as “Contractor.” (Each of Dartmouth and Contractor is sometimes referred to in this Agreement as a "Party" and collectively they are referred to as the "Parties.")

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1. Basic Contract Information.
   1.1 Effective Date. The "Effective Date" of this Agreement is the date of the latest signature in the signature block at the end of this Agreement.
   1.2 Name of Contractor. "Contractor" is [insert company legal name], a [insert state and entity type] with a business address at [insert business address].
   1.3 Services. "Services" means the services to be performed by Contractor under this Agreement as further set out on Exhibit A attached hereto, which is hereby incorporated by reference. From time to time, Dartmouth may request Contractor to provide additional Services under this Agreement, by way of quotation, or otherwise. Dartmouth shall not be obligated to purchase, and Contractor shall not be obligated to perform, any additional Services unless and until the Parties have duly executed an addendum to this Agreement which specifies such additional Services and references this Agreement. Upon execution and delivery by the Parties, each such Addendum shall be incorporated in and made a part of this Agreement.

2. Term and Termination.
   2.1 Term. This Agreement shall be for a term of ___ year, commencing on the Effective Date (the "Term"), unless terminated sooner as provided in Section 2.2, 2.3 or 3.3.
   2.2 Dartmouth Termination for Convenience. Dartmouth, in its sole discretion, may terminate this Agreement at any time, without cause, by providing at least sixty (60) days’ prior written notice to Contractor.
Do I need to submit a Contract Request or a Purchase Request/PO?

- If the vendor asks you to sign their contract, regardless of whether a PO is required:
  - Request a contract via Agiloft – include vendor terms for review.

- If the vendor has not provided a contract and, pursuant to the PO Policy, a PO is required:
  - Request a PO or request a contract in Agiloft if you want a written agreement.

- If the vendor has not provided a contract and, pursuant to the Policy, a PO is not required:
  - PO or contract is not required to process payment.

- If the vendor has not provided a contract and, pursuant to the Policy, a PO is not required, but you want a separate written agreement:
  - Request a contract via Agiloft – include all applicable terms on the contract request form.

- If the vendor is an individual:
  - You must follow the Independent Contractors and Guests Policy.
Clarifying the Role of Contracts & Purchase Orders in Procurement Transactions:

POs are required when:

1. Buying Fixed Assets >$5,000;

2. Purchasing any good or service where the annual commitment is $10,000 or more;

3. 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

4. When purchasing goods bearing Dartmouth marks or logos; and

5. If the vendor requires a copy of a PO.

EXCEPTION APPLY TO 2-4:
• Purchases from food providers who are on the list of Insurance and Food License Compliant Vendors list.
• If an agreement covering the purchase has been negotiated and approved through Procurement and/or the Office of the General Counsel.
What is a Procurement Agreement?

- Purchasing goods or services from a third-party.
- A written agreement containing terms and conditions for the purchase which is either:
  - A Dartmouth standard agreement:
    - Individuals: IC Services Agreement and Limited Engagement Agreement
    - Master Agreement and Statements of Work
    - Services Agreement
  - A Vendor/Provider’s agreement
  - A bespoke agreement drafted for the purchase at hand, utilizing applicable Dartmouth standard terms of purchase and any other appropriate terms and conditions.
- A contract request will either result in the generation of a contract or will initiate a review of a vendor agreement attached to the request.
Common Procurement Agreements that we Manage in Agiloft

Agreements versus Master Agreements/SOWs

**Agreements** include the terms and conditions and scope of work in one document. In other words, a written agreement for the vendor to perform services/provide goods described in the agreement on the terms set forth in the agreement.

**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.
Common Procurement Agreements that we Manage in Agiloft

**Institution-wide Agreements**

Institution-wide Agreements are approved for use across the campus. They are generally procured through Procurement activities.

- Institution-wide Agreements may be Master Agreements, in which case SOWs (or appropriate order documentation) are required for each transaction.
- Institution-wide Services agreements do not require separate SOWs or order documents – vendor can submit invoices.

Unless a contract is identified as an Institution-wide Agreement, the only business units that have access to the agreement are those Orgs who have approved the agreement. They are listed on the contract record.
Pre-Contract 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
Individuals Performing Services: HONORARIUM

DEFINITION:
Honoraria are payments to guests. An honorarium payment is a modest gesture of appreciation for the individual’s efforts of preparing and performing a service without expectation of payment. An honorarium payment may be of any amount and is taxable income to the recipient.

PROCEDURE:
1. Individual completes and signs the “Honorarium Acceptance Form.”
2. Department submits through the Payment Request – Other Payment eForm.
Individuals Performing Services: LIMITED ENGAGEMENT

DEFINITION:
A Limited Engagement is defined as an engagement between Dartmouth and an Independent Contractor, where:
• the independent contractor is performing a one-time service or services over a limited period of time, and the fee is $5,000 or less; or
• multiple limited engagements with the same Independent Contractor over the course of the year may not exceed $5,000; and
• the services are within the U.S. (excluding U.S. Territories); and
• the engagement does not involve the following high-risk services, identified in the Purchase Order (PO) Policy:
  ➢ Construction
  ➢ Environmental Services
  ➢ Food providers that have not provided Insurance & Food Licenses
  ➢ Info Tech/Financial Services
  ➢ Intellectual Property (LIMITED EXCEPTION APPLIES)
  ➢ Travel & Transportation

Limited ‘Works Made for Hire’ Agreement for Artistic Services – can be used for photography, videography, illustration, written work, or other freelance artistic creation

PROCEDURE:
1. Individual and Department completes and signs the “Limited Engagement Agreement” or “Limited ‘Works Made for Hire’ Agreement” Form
2. Department submits through Agiloft Contract Management System Limited Engagement Contract Type
3. Contract Record immediately moves to signed and executed
4. Invoice submitted to invoice@dartmouth.edu or through the Payment Request eForm
   Tip: Provide the vendor with the Contract Request number to add to the Invoice
**Individuals Performing Services**

**INDEPENDENT CONTRACTOR SERVICES AGREEMENT**

**DEFINITION:**

Independent Contractors that do not qualify as an Honorarium or Limited Engagement, example:

- Fee for services over $5,000 in a year.
- Services are performed outside of the US.
- High risk area

**PROCEDURE:**

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<tr>
<th><strong>Classification</strong></th>
<th><strong>Domestic</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Purpose: Whether the individual is an Independent Contractor or an Employee</td>
<td>Individual completes Independent Contractor Questionnaire (&quot;ICQ&quot;) and submits to Procurement Services for review. Approved/rejected ICQ is returned to Individual and Department. Completed annually</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>International</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Department submits completed International Staffing Form (&quot;ISF&quot;) to International Staffing Committee for review. Approved/rejected ISF is returned to Department. Contract must be consistent with approved engagement.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Vendor Set-Up</strong></th>
<th><strong>PW Invitation Instructions and Invitation sent by Procurement Once Classification is approved.</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Purpose: Collect and verify Vendor payment and tax information and documentation</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Contracting</strong></th>
<th><strong>Department submits Contract Request via Agiloft; Contract Request Preliminary Approval; Contract Manager Queue; Contract Manager Review; Contract Generation (IC Services Agreement or other form); Final Approvals; Contract Execution.</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Purpose: Creating a written agreement between the Parties</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Payment Request</strong></th>
<th><strong>Vendor Invoice (<a href="mailto:invoice@dartmouth.edu">invoice@dartmouth.edu</a> or Department)</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Purpose: Request and tender payment for services in accordance with agreement</td>
<td>Payment Request (OnBase)</td>
</tr>
</tbody>
</table>
Process for Hiring and Contracting with Individuals

IC Classification

International Staffing Questionnaire completed by Department for International Staffing Committee Review

Independent Contractor Questionnaire completed by Individual for Procurement Review

PaymentWorks Registration

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
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 Agreements - PIA/CIA).
  • 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 (PIA/CIA)

• 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 Submitter 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 Submitter
    • PTAEO → 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 (Scott Frew, Jomysha Stephen)
    • $1,000,000 - $4,999,999 → Divisional Authorized Approver + CFO/EVP
      Finance (Scott Frew, Jomysha Stephen) + 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
Approver Dashboard

Useful Hyperlinks
- Create a Contract
- View My Contracts
- View My Approvals
- View Training Guides
- Contract Assistance: Email Procurement Services
- Technical Assistance: Email Agiloft Help

My Pending Approval
Status: No records Click for details...

Search: [TEXT] contains, ~m

Delete | Request Reapproval

All My Approvals
Status: No records Click for details...

Search: [TEXT] contains, ~m

My Assigned Approvals
### Department Admin Dashboard

**Useful Hyperlinks**
- Create a Contract
- View My Contracts
- View My Approvals
- View Training Guides
- Contract Assistance: Email Procurement Services
- Technical Assistance: Email Agiloft Help

**Contracts Pending Approval**
- 2

**Contracts Expiring Within 60 Days**
- 115

**Contracts Expiring Within 30 Days**
- 58

### All Contracts

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<td>Request Pending Manager Review</td>
<td>Services Agreement (Campus Services)</td>
<td>James LaMontagne Landscape Co Inc</td>
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<td>5219</td>
<td>Request Pending Manager Review</td>
<td>Services Agreement (Campus Services)</td>
<td>Requimex Strategies Inc</td>
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<td>5217</td>
<td>Request Submitted for Preliminary Approval</td>
<td>Procurement Goods and/or Services Agreement</td>
<td>Nazerneva, Lesa Tarasynova</td>
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<tr>
<td>5208</td>
<td>Effective</td>
<td>Procurement Goods and/or Services Agreement</td>
<td>ANA Gallery</td>
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**Page:** [Page 1]  Next  Last  Go to page...
Questions

Heading into CMS