

CONTRACT REVIEW PROCEDURES

A. General Matters

These procedures establish the process for the business review and authorization for all agreements entered on behalf of Northeastern University. All proposed University agreements that are not purchased using the Procurement Department's online purchasing system require review by a contract gatekeeper (explained below) prior to signing by an authorized signatory. In addition, both altered template agreements and non-template agreements require legal review by the Office of the General Counsel (OGC) prior to signing by an authorized signatory.

The department submitting the draft agreement (referred to in this document as the "Submitter" of the contract) has primary responsibility for (i) understanding the business terms of the contract; (ii) choosing the appropriate form of contract pursuant to the contract coversheet; (iii) completing the contract coversheet; (iv) transmitting the completed coversheet and the draft contract to the Gatekeeper (explained below); (v) following-up with the Gatekeeper as necessary; and (vi) ensuring compliance other applicable University policies or procedures affecting the contract, including, for example, compliance with the University's insurance requirement as stated by Risk Services or payment requirements as stated by Accounts Payable (in each case, as available on the respective website of the department).

The centralized gatekeeper (or his or her designee(s)) (referred to in this document as the "Gatekeeper") has primary responsibility for (i) conducting a review of the draft agreement using the standardized form of Gatekeeper checklist; (ii) sending for signature unaltered University template agreements to the appropriate office identified on the chart attached as Exhibit A to this procedure; (iii) sending altered University template agreements and non-template agreements to the Office of the General Counsel for legal review based on instructions provided in the review checklist; (iv) facilitating the OGC's review of the agreement by providing additional information or similar assistance to the OGC; and (vi) retrieval and storage of the executed (signed) agreements in accordance with University policy and procedure.

B. Using Purchase Orders and Master Agreements

Except to the extent covered by a master agreement with a supplier, a purchase order (PO) should be used as the contract to purchase all goods (other than unique or hazardous goods). A PO should also be used as the contract to purchase all services in an amount of \$10,000 or less except that a PO may not be used as the contract to purchase services provided by a performer, photographer or videographer regardless of the amount. For example, "services" include services provided under the service provider agreement or via an independent contractor or consultant. The University's template form of performer, photographer or videographer agreement should be used to hire any person or entity to provide those services. Refer to the Procurement Services website for instructions on how to create a PO.

The purchase of certain goods and services are handled under a master agreement between the supplier and the University. Refer to the Procurement Services website for a list of suppliers. Good and services from these suppliers should be purchased using the order form and related procedures for the supplier specified on the Procurement Services website.

C. Timing Matters

The proper use of purchase orders and purchases made under Master Agreements is strongly encouraged. In addition, the use of University approved templates greatly expedites the review process and is likewise strongly encouraged. Submitters should submit agreements for review to Gatekeepers as soon as they are able. Negotiations with vendors and service providers generally increase the length of review.

D. Business Review Procedure: Agreement Templates, Contract Coversheet and Gatekeeper Review Checklist

The Office of the General Counsel has designed and makes available generally on its website a number of template forms of agreement. These template forms of agreement are designed to be used in a variety of circumstances to facilitate the operations and large number of the transactions of the University. If a purchase order or master agreement cannot be used in a particular transaction, a University template agreement should be used whenever possible.

In accordance with University policy, all contracts of the University require a review by the OGC prior to execution of the contract by the University. If the OGC has drafted the form of University template agreement, unaltered template agreements are considered to have been reviewed by the OGC. Template agreements are listed on the OGC website or have been specially provided to certain departments who have a continuing business need for a particular form of agreement e.g. construction agreements in the Facilities department.

The Submitter of a contract (excluding a purchase order or order under a master agreement) must complete and sign the contract coversheet and send both the contract and the completed coversheet for review to the gatekeeper for the particular college, department or unit. (The list of gatekeepers is available from the website of the Office of the General Counsel).

Upon receipt of a completed coversheet and contract, the Gatekeeper (or his or her designee) must complete the initial review of the contract using the Gatekeeper review checklist. In accordance with the instructions on the checklist, the gatekeeper may send unaltered template agreements directly for signature. All altered template and non-template agreements must be sent to the Office of the General Counsel for legal review prior to execution by the University.

To facilitate communications with submitters regarding contracts, gatekeepers may contact the ITS department to set up a SharePoint system similar to that used by the Office of General Counsel to facilitate communications with gatekeepers.

Both the contract coversheet and the gatekeeper checklist must be completed in accordance with their instructions shown on the applicable document. The agreement templates, coversheet, gatekeeper checklist and other related materials are available for download from the General Counsel's website.

All altered template and non-template agreements must be submitted in hard copy to the Office of the General Counsel at 716 Columbus Place, accompanied by the completed and signed gatekeeper checklist. Signature flags should be used to indicate all places where a signature is required by the University.

E. Execution (signing) of Contract

As noted above, unaltered, template agreements may be sent for signature directly to the appropriate office identified on the chart attached as Exhibit A to this procedure. In all cases except with respect to template agreements sent to the Office of the Chief Financial Officer and the Director of Procurement, signature will be by the College or division of the gatekeeper. With respect to contracts signed by the Office of the Chief Financial Officer or the Director of Procurement, the applicable office will arrange with the gatekeeper delivery of the signed contract.

Upon completion of the review by the Office of the General Counsel, altered template and non-template agreements are delivered to the appropriate office for signing of the contract on behalf of the University. Upon the execution of the agreement by the University, the appropriate office will contact the gatekeeper to arrange delivery of the agreement.

F. Storage of the Executed Contract.

As noted above, the gatekeeper is responsible for the retrieval of the signed contract from the Office of the Chief Financial Officer and the online storage of the contract. In addition to facilitating communications with submitters, the gatekeeper may contact the ITS department to arrange to store executed contracts using the sharepoint system described above.

EXHIBIT A

SIGNATURE DELEGATIONS: FOR UNALTERED TEMPLATE AGREEMENTS ONLY

Upon completion of the review checklist by the gatekeeper, these template agreements, if unaltered, may be sent to the offices shown for signature without additional legal review. Note: these persons may also have authority to sign non-template agreements as well but non-template agreements will be sent to such persons by the OGC.

Agreement Type

Office Responsible for Signing

Clinical Affiliation Agreements

Dean Bouvé College Health Sciences

On campus Conferences & Events (EMSA-sponsored)

VP of Student Affairs

Center for Student Involvement contracts under \$20K

VP of Student Affairs

Athletic contracts under \$10K

Director of Athletics

Events under \$100K

Director of Procurement

Most other unaltered template agreements*

Office of the SVP Finance & Treasurer

*Certain template forms of research and/or licensing agreements are signed by the Office of Research Administration Finance and Center for Research Innovation, as applicable.