



## Contract Policy & Procedures

**Document Number:** RISK-0007

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### *General Description*

#### **Policy Summary:**

A contract is a legally binding agreement that defines and governs the rights and responsibilities between two or more parties and is intended to be enforceable by law. The making of a contract requires the mutual assent of two or more parties, one of them ordinarily making an offer and another accepting. In the course and scope of regular work for the University, employees may experience the need to negotiate contracts that legally bind the University. Execution of such contracts should be handled in accordance with this policy.

#### **Purpose:**

Entering into a contract exposes Trinity University resources and University employees themselves to certain statutory and legal risks created through legally binding obligations. It is imperative that employees intending to enter into a contract adhere to established procedures in order to protect the University and themselves against this risk exposure and for responsible stewardship of University resources. It is important to remember that the dollar value of the goods or services does not have a direct relationship to the amount of potential risk. For example, a \$500 contract for tree trimming carries more potential for injury or damage than a \$25,000 purchase order for library books. It is the type of activity or product, not the overall expense, which determines the potential risk.

#### **Scope:**

The following policy is intended to provide employees with a framework for understanding the specific types of contracts, review process, signature authority and insurance required before a contract may be executed on behalf of Trinity University.

#### **Exceptions:**

None

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## Policy Content

### Procedures

University events should be held in compliance with the [Facility Use Policy](#). Please visit the [Events Review Committee web page](#) for additional resources. Prior to selecting an Outside Party, consult with Risk Management to identify any existing contracts with the Outside Party and review the [Purchasing Policy & Procedures](#) and the [Conflict of Interest Policy](#).

#### 1. Step 1: Select Type of Contract

Trinity University has identified three types of contracts, (1) those on established University Contract Templates, (2) contracts submitted by an Outside Party, and (3) Contracts for Technology, Software, or when University data is shared with or stored by an Outside Party.

##### University Contract Templates

In coordination with legal counsel and EIIA , the University's Property and Casualty Insurance Consortium, Trinity University has created the following Contract Templates that should be used whenever possible when entering into a contract with an Outside Party. If the University's templates are used, and no Significant Changes (as defined by this Policy) are made , then review by Risk Management is expedited. These templates contain the necessary language to protect and minimize the risk exposure of Trinity University and of employees entering into the contract, if no changes are made.

Trinity's Master Services Agreement (MSA) Templates remain effective until terminated. Once completed, only a Statement of Work is needed for each engagement of the Outside Party. Please check with Risk Management to determine if a particular Outside Party has an MSA and a current Certificate of Insurance on file.

\*\*Please submit a Certificate of Insurance (See Section 4) and the Contract Template [signed by the Outside Party](#) for review by Risk Management by completing the [Contract Intake Form](#). Risk Management will obtain the appropriate Authorized Signature (See Section 3) on your behalf.\*\*

##### University Departments and University Sponsored Student Organizations

- [Business Associate Agreement FILL FORM 5-2022.pdf](#):  
For use when entering into an Agreement that involves private health

information (PHI).

- [Charter Bus Agreement FILL FORM Revised 10-2023.pdf](#):
- [Confidentiality Agreement FILL FORM Revised 7-2023.pdf](#):  
For use when University data is accessible by, shared with, or stored by an Outside Party or their subcontractors, agents; or if Outside Parties will have access to the University's network.
- [HECVAT Template.xlsx](#) (Higher Education Community Vendor Assessment Toolkit) and [SOC 2 Report](#):  
Required to be provided to ITS by all Outside Parties when University data will be accessible by, shared with, or stored by an Outside Party or their subcontractors, agents; or if Outside Parties will have access to the University's network. HECVATs and SOC 2 Reports must be reviewed and approved by ITS prior to entering into a contract.
- [Consulting Agreement FILL FORM Revised 9-2023.pdf](#):  
For use for one-time consulting services.
- [Consulting Master Services Agreement Template with SOW FILL FORM Revised 9-2023.pdf](#):  
For use with consultants that may be used as needed on a recurring basis.
- [Consulting MSA SOW Template FILL FORM Rev. 9-2023.pdf](#):  
For use when a Consulting Master Services Agreement (MSA) is on file.
- [Entertainment-Performance Services Agreement Template FILL FORM Revised 9-2023\(1\).pdf](#):  
For use with entertainers and performers that will provide services on campus.
- [Exhibition Agreement Option A \(Exhibitor Insured\)](#)
- [Exhibition Agreement Option B \(Lender Insured\)](#)
- [Freelancer Master Agreement Template with SOW FILL FORM Revised 10-2023.pdf](#):  
For use with freelancers that may be used as needed on a recurring basis.
- [Freelancer Master Agreement SOW Template FILL FORM Rev 10-2023.pdf](#):  
For use when a Freelancer Master Services Agreement (MSA) is on file.
- [Master Services Agreement for Single System Work or Consulting FILL FORM- Revised 9-2023 - Facilities Services.pdf](#):  
For use by Facilities Services for contractors that may be used as needed on a recurring basis for single system work or consulting, minor construction (no

- blueprints, no subcontractors), repairs, etc. or for other use in consultation with Risk Management.
- [Master Services Agreement for Single System Work or Consulting SOW FILL FORM Revised 9-2023 - Facilities Services.pdf](#):  
For use when a Master Services Agreement for Single System Work or Consulting(MSA) is on file.
  - [Speaking Agreement - Condensed- FILL FORM Revised 12-2023.pdf](#):  
For use for in-person speaking events .
  - [Speaking Agreement via Video Conferencing - Condensed FILL FORM- Revised 12-2023.pdf](#):  
For use for virtual speaking events.
  - [Tiger Network Streaming Services Exhibit A](#):  
For use with Speaking engagements held at Trinity that have been approved by SCM to be streamed.
  - [Staffing Master Services Agreement Template with SOW FILL FORM Revised 10-2023.pdf](#):  
For use by Human Resources or in consultation with HR for staffing agencies that may be used as needed on a recurring basis.
  - [Staffing MSA SOW Template FILL FORM Rev. 9-2023.pdf](#):  
For use by Human Resources or in consultation with HR when a Staffing Master Services Agreement (MSA) is on file.
  - [Tabling Vendor Agreement Revised 9-2023 FILL FORM for Use by University Academic and Administrative Departments.pdf](#):  
For use by academic and administrative departments and University Sponsored Student Organizations for vendor fairs such as Career Fairs and other educational/information fairs.
  - [Vendor Master Services Agreement Template with SOW FILL FORM Revised 9-2023.pdf](#):  
For use with vendors that may be used as needed on a recurring basis.
  - [Vendor MSA SOW Template FILL FORM Revised 9-2023.pdf](#): For use when a Vendor Master Services Agreement (MSA) is on file.
  - [Vendor Low Risk Condensed Master Agreement Template with SOW FILL FORM Revised 10-2023.pdf](#):  
For use with vendors that are Trinity supervised and provide low-risk services, deliveries and set up that may be used as needed on a recurring basis.
  - [Vendor Low Risk Condensed MSA SOW Template FILL FORM Revised 9-2023.pdf](#):  
For use when a Vendor Low-Risk Master Services Agreement is on file.

## Registered Student Organizations

- [License Agreement Relating to Services Provided to Student Organization FILL FORM Revised 11-2023.pdf](#):  
For use for one-time events by Registered Student Organizations only.
- [License Agreement Relating to Virtual Services Provided to Student Organization wRecording FILL FORM Revised 9-2023.pdf](#):  
For use by Registered Student Organizations only. For virtual services.
- [Master License Agreement Relating to Services Provided to Student Organization FILL FORM 9-2023 Combined.pdf](#):  
For use with Licensees that will be used as needed on a recurring basis by Registered Student Organizations.
- [Master License Agreement Relating to Services Provided to Student Organization SOW FILL FORM 9-2023.pdf](#):  
For use when a Master License Agreement Relating to Services Provided to Student Organization is on file.
  
- [REVISED 8-2023 Final FILL FORM TU Student Org Acknowledgement for Partisan Events.pdf](#)  
For use by Registered Student Organizations each time a Licensee will be on campus for a partisan political event.

## Outside Party Contracts

If an Outside Party declines to sign an established University Contract Template you should carefully consider entering into a binding agreement with them. Consider whether there are any other Outside Parties that can perform the requested services. If it is determined that doing business with this particular Outside Party would be the most beneficial option for the University, Risk Management and Insurance must review the contract and make the appropriate recommendations on a case by case basis.

**\*\*Submit the Outside Party contract and Certificate of Insurance for review by Risk Management by completing the [Contract Intake Form](#). \*\*Risk Management will obtain the appropriate Authorized Signature (see Section 3) on your behalf.\*\***

Contracts prepared and submitted by Outside Parties are not easily amended and increase the turnaround time due to review requirements and negotiations. Departments requesting to enter into a contract are responsible for negotiations with the Outside Party based upon Risk Management's review and recommendations. Please allow two weeks for contract review. The turnaround time may be shorter, workload permitting, but if legal review or other department consultation is required it may take longer. Please plan ahead!

## **Contracts for Technology, Software, or when University Data is Shared With or Stored By an Outside Party**

All contracts for technology, software or when University data is shared with or stored by an Outside Party must follow this process:

- 1: Submit the [Security and Risk Assessment Form](#) for ITS review and approval before entering into a contract.
- 2: If University data is accessible by, shared with, or stored by an Outside Party request that the Outside Party submit a [SOC 2 Report](#) and complete the Higher Education Community Vendor Assessment Toolkit (HECVAT) for ITS review.
- 3: If University data is accessible by, shared with, or stored by an Outside Party request that the Outside Party sign Trinity's [Confidentiality Agreement](#).

Electronic "click-through" Terms and Conditions may be enforceable by law and may be considered a contract. Please complete the above process before utilizing any such services.

### **2. Step 2: Review**

1. The first review of all contracts, whether on established University Contract Templates or on an Outside Party's contract, should be conducted by the department or individual entering into the contract. Often contracts are department or technology specific and only the person responsible for the negotiations with the other party will know if the terms and details of the contract are as agreed upon.
  - The Contract Templates have a "Department Review" signature block on the last page for the individual responsible for entering into the agreement to sign.
2. University Contract Templates signed by the Outside Party and Certificates of Insurance should be submitted to Risk Management for review and signature by completing the [Contract Intake Form](#). University Contract Templates that have any Significant Changes (as defined by this Policy) made to them may take longer for Risk Management and Insurance to review and obtain the appropriate Authorized Signature on your behalf.
3. All Outside Party contracts and Certificates of Insurance must be submitted to Risk Management and Insurance for review and signature by completing the [Contract Intake Form](#).

4. Review by other University Departments that may be impacted by the contract may be required and can extend the time required for the review process.
5. Please allow at least 2 weeks turnaround time for contract review.

### 3. Step 3: Signature Authority

Signature authority is limited to the President, Vice Presidents, General Counsel, Assistant and Associate Vice Presidents, and Risk Management. In addition, Designated Authorized Signators are authorized to sign unaltered **University Contract Templates** up to \$10,000 (\$25,000 for Facilities Services and Office of the University Architect) in accordance with the [Designated Authorized Signators](#) document. The signature of one of these officers or administrators is required on any contract binding the University.

**Generally contracts should be signed by the VP whose area has authority over the type of service or product.** For example, technology, software licensing, maintenance, service, data sharing, and other IT related agreements would be signed by the Chief Information Officer.

To the fullest extent permitted by law, the University accepts electronic signatures on contracts as legally binding and equivalent to a handwritten signature to signify an agreement.

The University has established three levels of signature authority and approval that govern the execution of contracts on behalf of Trinity University.

#### **Tier One: Up to \$10,000**

Any contracts entered into with values up to \$10,000 may be signed by the President, respective Vice President, Chief Information Officer, Assistant or Associate Vice Presidents, Chief Human Resources Officer, or Director or Associate Director for Risk Management and Insurance.

In addition, Designated Authorized Signators are authorized to sign **University Contract Templates that have no Significant Changes** up to \$10,000 (\$25,000 for Facilities Services and Office of the University Architect).

#### **Tier Two: \$10,000 to \$100,000**

Contracts with values in excess of \$10,000 up to \$100,000 may only be signed by the President, respective Vice President, or Assistant or Associate Vice Presidents. Risk Management and Insurance will obtain the appropriate signature and return a copy of the contract to you.

### **Tier Three: \$100,000+**

Contracts with values in excess of \$100,000 may only be signed by the Vice President for Finance and Administration, the Associate Vice President for Finance and Administration, or the President. Risk Management and Insurance will obtain the signature and return a copy of the contract to you.

#### **4. Step 4: Insurance**

The University requires certain levels of insurance coverage for Outside Parties entering into a contract with Trinity University. For a list of recommended insurance limits please see [INSURANCE-GUIDELINES-FOR-CONTRACTS 4-2023.pdf](#) or consult Risk Management. Outside Parties should attest to such coverage requirements by providing a Certificate of Insurance (COI) that endorses Trinity University as an "Additional Insured" **prior to beginning work.**

##### [Sample COI.pdf](#)

The Certificate Holder on the COI must be listed as:

Trinity University  
One Trinity Place  
San Antonio, TX 78212

Please submit Certificates of Insurance to Risk Management for review when you submit the Contract for review by completing the [Contract Intake Form](#), prior to beginning work.

- **If an Outside Party does not have Commercial General Liability insurance**, they may be able to purchase an individual General Liability and Participant Accident Protection for Special Events from [Francis L. Dean Associates, Inc.](#) This company is not required and is only provided as a convenience for Outside Parties wishing to contract with Trinity University.
- **If an Outside Party has their own insurance**, departments or the individual(s) entering into the contracts are responsible for ensuring that Certificates of Insurance are received from the Outside Party and for submitting them to Risk Management and Insurance for file maintenance.

#### **5. Step 5: Record Retention**

Fully executed agreements and Certificates of Insurance must be returned to Risk Management and Insurance for maintenance in the contract repository in accordance with the recordkeeping requirements of the [Record Retention Policy](#).



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## Performance Evaluation

### Consequences of Policy Violation:

Failure to comply with this Policy may result in disciplinary action up to and including termination.

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## Terms & Definitions

### Terms and Definitions:

<b>Term:</b>	<b>Definition:</b>
Low Risk	There is little (less than 10%) or no risk of injuries to persons, disruption, or damage to University property. Outside Party will be accompanied by Trinity University employee(s).
Significant Change	Adding, deleting or modifying portions of the University Contract Template.

## ***Attachments***

[Sample COI](#)

[Designated Authorized Signators](#)

[EIA Insurance Guidelines for Contracts](#)

## Related Documents

### Related Documents:

Document Type:	Document Name:	Document Number:
Policy	Conflict of Interest Policy	RISK-0009
Policy	Purchasing Policy and Procedures	BUSO-0031
Policy	Records Retention	BUSO-0020
Policy	Facility Use Policy	PRES-0001

### Related Content:

[Francis L Dean Associates, Inc.](#)  
[Events Review Committee web page/resources](#)

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## Revision Management

### Revision History Log:

Revision #:	Date:	Recorded By:
v4.1	1/31/2024 1:50 PM	Jennifer Gilmore Adamo
v4.0	10/15/2021 9:16 AM	Gary Logan
v3.0	1/31/2021 5:39 AM	Gary Logan
v2.0	10/8/2020 11:41 AM	Gary Logan
v1.0	8/2/2019 11:44 AM	Jennifer Gilmore Adamo

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### Vice President Approval:

Name:	Title:
Gary Logan	Vice President for Finance & Administration