CONTRACT ADMINISTRATION AND MANAGEMENT

Policy Number: ADMIN-000
Responsible Department: Finance and Business
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PURPOSE:
To provide guidelines for the development, administration, and management of CWI Contracts.

SCOPE:
Applies to all CWI Contracts and all employees of CWI who participate in the Contract process.

DEFINITIONS:
Administrative Unit: Any department, office, division, or other administrative component of the College.

Administrative Unit Manager: Employee within an Administrative Unit responsible for authorizing purchase orders and Contracts. This includes Deans, Comptrollers, and Assistant Vice-Presidents.

Contract: All types of agreements, oral or written, that impose an obligation on CWI or otherwise legally bind the college regardless of what the agreements may be called (e.g., affiliation agreement, MOU, MOA, scope of work, purchase order). A Contract may be, among other things, for the procurement or disposal of goods or services, or construction.

Contract Administration: Employee duties relating to Contracts that include functions such as solicitation and Contract development, Contract renewals and extensions, the receipt, review and retention of Contracts and Contract related documents, and the exercise of Contract remedies for breach.

Contract Manager: Employee within an Administrative Unit who ensures that both the Administrative Unit and the Contractor comply with the requirements of the Contract. These duties include but are not limited to functions relating to solicitation, and Contract development with the assistance of the Contract Group, Contract monitoring, and evaluation of deliverables, invoice review, payment approval, progress tracking, and status meetings.

Contracts Group: Employees in the Business Office responsible for Contract administration, management, and compliance.

Contract Modification: Any written alteration in specifications, delivery point, rate of delivery, period of performance, price, quantity, or other provisions of any Contract accomplished by mutual agreement of the parties to the Contract.

Contractor: The entity or person entering into the Contract with CWI.

Multi-Year Contract: A Contract for the purchase of supplies or services for more than one, but not more than five, years. A multi-year Contract will provide that performance under the Contract during the second and subsequent years of the Contract is contingent upon the appropriation of funds and may provide for a cancellation payment to be made to the Contractor if appropriations are not made.
**Sponsored Project:** Any externally funded activity for which there is a specific statement of work that is expected to be completed within a defined period of time; a budget; and a designated principal investigator (PI) or project director (PD). A Sponsored Project may support CWI activities including but not limited to research, training and instruction, public service, or other scholarly activities. Sponsored Projects may be funded by federal agencies, state entities, private for profit entities, local governmental agencies, non-profit organizations, and foreign entities. A Sponsored Project may also be referred to as a grant.

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**POLICY**

Numerous Contracts are required by CWI for the procurement of goods, services, and public works construction as well as for the provision of educational services. For CWI, with limited exception, the authority to enter into a Contract is delegated to the President and the Vice Presidents/Provost in accordance with the [ADMIN-150- Authorized Signature Policy](#). This policy defines the roles and responsibilities of the Administrative Units and the Business Office in the administration and management of CWI’s Contracts. Additional Contract guidance can be found in internal CWI procedure manuals.

**GUIDELINES**

**APPLICATION**

For audit purposes, Contracts made prior to the latest revision of this policy are subject to that version of this policy in effect at the time the Contract process was initiated. Contracts made after the latest revision date of this policy are subject to this policy as amended.

**PRELIMINARY AUTHORIZATION**

Most CWI Contracts relate to a purchase of either goods, services, or public works construction or to the provision of educational services. However, Contracts may be required for other purposes as well. Prior to entering into a Contract, the appropriate Administrative Unit Manager will ensure that the purpose of the Contract is consistent with the mission of the College and any affected Administrative Unit(s). For Contracts for the purchase of goods or services, the Administrative Unit Manager will confirm that there is adequate budget for the purchase and that the appropriate accounting General Ledger (GL) string is used for the purchase. The Administrative Unit Manager must also perform the following when preparing to process a Contract:

- For procurement agreements, review both the procurement paperwork and any proposed Contract from the vendor. If there is no Contract, work with the Contracts Group to prepare a Contract if required.
- Determine who, within the Administrative Unit, will be designated as the Contract Manager for purposes of overseeing the management of the Contract. If the Contract is for a new CWI project or program, the Administrative Unit Manager will request approval from the Executive Operations Team (“EOT”). Where appropriate, EOT may request approval by the President’s Cabinet (“PC”). The Contract Manager will obtain a copy of the written authorization provided by EOT and where appropriate PC before initiating the development of the Contract. The Administrative Unit Manager will ensure that the written authorization is made part of the Contract submittal request.
PROCUREMENT CONTRACTS

For procurement Contracts, this policy is a companion to the ADMIN 100- Purchasing Policy, and the two policies are designed to be used in concert. Prior to the approval of a purchase, the Administrative Unit Manager must determine whether the purchase associated with the Contract is in accordance with CWI’s purchasing policy and procedures and applicable purchasing statutes. The Contracts Group will provide assistance with any questions regarding purchasing procedures and Contract development.

CONTRACT PROCEDURE AND AUTHORIZATION

Contracts which have been prepared by a Contractor must be forwarded to the Contracts Group. The Contracts Group will provide guidance, options for consideration, and Contract timeline renewal. In addition, the Contracts Group will assist in ensuring that the Contract procedures are in compliance with CWI policy and applicable law. This is particularly critical with respect to procurement Contracts. The Contracts Group is responsible for the archival of all CWI Contracts.

The Contract Manager will complete and submit the following required paperwork to the Contracts Group for review:

- Contract Submittal Form
- Proposed Contract (if request is to use a vendor Contract) or a request that a Contract be prepared by the Contracts Group
- Procurement information necessary for the Contracts Group to determine which procurement process must be followed
- Purchase Orders
- Memorandums for Exemptions (Cooperative Purchase Agreements, Sole Source Request, Emergency Procurement). The Contracts Group will provide additional assistance with questions and procedural guidance.

After review by the Contracts Group, the Contracts Group may forward the Contract for approvals to other Administrative Units based on the type of Contract or the liability issues involved including but not limited to the following:

- Information and Technology Contracts: Contracts for the purchase of software/hardware should be submitted to IT for review and comment. Renewals for purchases previously reviewed by IT do not need to re-submit to IT.
- Risk Management: Contracts with clauses that require non-standard College insurance or Contracts that do not satisfy CWI’s standard insurance requirements should be submitted to CWI’s Risk Manager for review and comment.
- Facilities/Real Property: Contracts for the lease, license, purchase, or use of real property, including any leases where CWI will be a tenant or landlord, or for the purchase or conveyance of an interest in real property should be submitted to the Facilities Administrative Unit for review and comment.
- Communications and Marketing: Contracts involving commercial filming or photography on campus or the use of CWI branding, Contracts with proposed sponsorships of CWI by third parties, or advertising or promotional agreements under which advertising or promotions will be placed on campus should be submitted to the Marketing Administrative Unit for review and comment.
- Human Resources: Employment Contracts are under the purview of Human Resources.
CONTRACTS USING CWI APPROVED FORMS

Contracts for which templates or forms drafted by the Contracts Group and approved by the Office of General Counsel are used should be prepared by the Administrative Unit Manager and submitted to the Contracts Group for summary review. Such a review process is particularly appropriate where no changes have been made to the template or form other than filling in blanks such as dollar amounts or the term of the agreement. The purpose of the Contracts Group’s review is to ensure that the Contract is in compliance with CWI’s policies and that the template or form has been properly completed. Changes to the template or form require review and approval by the Contracts Group and the Office of General Counsel. Contracts Group will obtain the CWI authorized signature. Once signed by CWI, the Contracts Group will forward the Contract to the Contract Manager for that person to obtain the Contractor’s signature. The Contract Manager will send the Contracts Group a fully signed copy of the Contract for CWI’s records. Templates or forms will remain under the control of the Contracts Group.

LEGAL REVIEW

The following types of Contracts are subject to review by the Office of General Counsel:

- Contracts for which approval by the Board of Trustees is required
- Contracts with a dollar value above $20,000
- Contracts involving intellectual property rights of CWI
- Contracts for banking services or financial services
- Collaborative agreements and community and institutional partnerships
- Any Contract involving unusually high risk or exposure for CWI, contemplating a unique obligation on the part of CWI or involving important health or safety issues
- Contracts with a dollar value less than $20,000 which the Contracts Group concludes requires legal review
- Contracts involving real estate purchases, sales, leases, encumbrances, or other real property interests.

OTHER COLLEGE PROCESSES

The following types of CWI Contracts are subject to other processes regardless of dollar value:

- Procurement Contracts which are subject to CWI’s purchasing policies, specifically Admin 100 Purchasing Policy
- Sponsored Projects/Grants which are subject to compliance review by the Grants Office.

SIGNATURE AUTHORITY

All Contracts must be signed in accordance with the ADMIN-150-Authorized Signature Policy. Contracts Group will obtain the CWI authorized signature. Once signed by CWI, the Contracts Group will forward the Contract to the Contract Manager for that person to obtain the Contractor’s signature. The Contract Manager will send the Contracts Group a fully signed copy of the Contract for CWI’s records.
MULTI-YEAR CONTRACTS

A multi-year Contract should only be utilized when it serves the best interests of CWI and the community by promoting economy in administration, performance, and operation of the CWI’s programs, while still encouraging open competition. The need for the supplies or services should be reasonably fixed and continuing over the period of the Contract. Pricing for goods or services must be clearly defined in the Contract. Administrative Unit Managers must take into account multi-year Contracts when determining future budgets.

Multi-year Contracts that are valued at one million five hundred thousand dollars ($1,500,000 or more) over the duration of the Contract, must be approved by CWI’s Board of Trustees. A government appropriations clause or termination for convenience clause must be included in all multi-year Contracts.

CONFLICT OF INTEREST

No employee, officer, or agent of CWI shall participate in the selection, award, or administration of a Contract if to do so raises a real or apparent conflict of interest.

CATEGORIES OF CONTACTS

The following is a nonexclusive list of categories of Contracts which are subject to this policy:

- Service Agreements
- Training Agreements
- Software License Agreements
- Professional Consultant Agreements
- Independent Contractor Agreements
- Use Agreements
- Rental/Lease Agreement
- Event Agreements
- Internship/Clinical Agreements
- Memoranda of Understanding
- Memoranda of Agreement
- Non-Disclosure Agreements

NON-DISCLOSURE AGREEMENTS

A non-disclosure agreement (NDA) is a Contract in which one party agrees not to disclose certain information of a confidential nature NDAs, like all other Contracts, should be forwarded to the Contracts Group and the Office of General Counsel for review. The NDA should be specific as to the information to be covered and as to the time frame in which it must be held confidential. Not all business dealings are confidential and may be a matter of public record. Business dealings that are a matter of public record should not be covered in the NDA. The Contracts Group, in consultation with the Office of General Counsel will determine whether CWI is able to enter into such an agreement and if so whether a public records disclaimer should be included in the NDA.

Upon signing of the NDA, CWI and its employees are required to maintain the agreement’s confidentiality. Any CWI documents pertaining to the confidential information in the NDA must have a copy of the NDA attached so as to make all parties aware of the confidential nature.
Contract Managers must manage and monitor their Contracts. Unless otherwise specified, oversight of delivery, performance, payments, and extensions are all duties of the Contract Manager. The Contract Manager will work with the Contracts Group on any modifications to the Contract terms. The proposed termination of a Contract prior to the expiration of its term should be reviewed by the Office of General Counsel.