



# Contract Review Process

## What is a Contract?

A contract is an agreement with specific terms between two or more persons or entities (such as the University) in which there is a promise to do something in return for a valuable benefit known as consideration.

The existence of contracts requires finding the following factual elements:

- a) An offer
- b) An acceptance of that offer which results in a meeting of the minds
- c) A promise to perform
- d) A valuable consideration (which can be a promise or payment in some form)
- e) A time or event when performance must be made (meet commitments)
- f) Terms and conditions for performance, including fulfilling promises
- g) Performance, if the contract is "unilateral"

## What are we looking for?

The Office of Legal Affairs (OLA) does not advise department as to the business deal of the contract, but as to the legality of the contract. This means that the terms and conditions presented do not violate North Carolina law.

While reviewing contract, OLA looks to see if there are liquidated damages, deposits, attorneys' fees, jurisdiction governed by another state, and indemnification.

We also looked for:

- ❖ Legal Names
- ❖ WSSU Contract Policy
- ❖ Overlap of Departments
- ❖ State Contract Regulations
- ❖ Terms Prohibited by Law or Attorney General Opinion

## General Guidelines for Contracts

- ❖ No modifications are allowed to WSSU contract templates or routing pages
- ❖ Agreements totaling \$25,000+ requires OLA review
- ❖ Clinical Affiliation and Site Agreements: terms lasting five (5)+ years for out of state contracts, or ten (10)+ years for in state contracts, review by the Office of Legal Affairs is required.
- ❖ Contracts cannot be used to fulfill the duties of employees.
- ❖ Contracts that involve the receipt of funds must be approved by the University Controller.
- ❖ All consultant services must be approved in advance through the North Carolina Department of Administration, Division of Purchase & Contract, and the Governor's office.





### Processing Contracts

OLA receives contracts from various departments on campus. All contracts and agreements shall be reviewed by OLA before being sent to the final signatory for full execution.

All contract received in OLA undergo an intake process:

- 1) Date Stamped and Logged into our database
- 2) Assigned to Legal Counsel

Assignments are based on each attorneys' workload. We do not accept request for attorneys to work on specific assignment. If originals are needed by the contractor, please include a memo that indicates such and additional copies.

### Submitting Contracts for Review

All contracts are to be submitted via hand delivery or interdepartmental mail to the Administrative Assistant

**NO WALK THROUGH SIGNATURES WILL BE ACCEPTED**

OLA reserves a review period on **ten (10) business days**. Contracts should follow the numbered Internal Routing Page

**SERVICES SHOULD NOT BEGIN PRIOR TO THE AGREEMENT BEING FULLY EXECUTED.**

The contractor is to sign first if using WSSU template. If the contractor refuses, please include a memorandum for the contractor that states their practice.



### Signature Authority & Liability

The Chancellor, Vice Chancellor for Finance & Administration, and the Provost, are the only persons allowed to contractually bind the University to an agreement. Contracts that do not follow the policy or process will be disavowed and the contractor will be notified that no contract/relationship exists with WSSU.

If a contract is submitted to the Office of Legal Affairs after the date that the services or affiliation is set to begin, the contract will be returned with a contract justification form that is to be filled out and returned with the contract.

Deans/Department heads that authorize services or affiliations before an agreement is fully executed may be held personally liable for any and all incidents, accidents or injuries that may arise for the period of which the contract was set to begin until it is fully executed.

### Contract Retention

The Office of Legal Affairs (OLA) is not the custodian of record for fully executed contracts. It is the responsibility of the office of which the contract is generated, the Office of Finance & Administration, or the Office of the Provost to maintain a copy of the fully executed contract.

Agreements, contracts, and leases shall only be destroyed in office five (5) years after the expiration date of all rights and obligations. For sealed agreements, destroy in office ten (10) years after the expiration date of all rights and obligations

### Contract Templates

OLA drafts contract templates that are readily available for use campus-wide. The office that desires an agreement can download the template from the Office of Legal Affairs WSSU webpage, and complete the agreement. Legal will not complete contracts for departments

Contracts are locked, disallowing editing beyond what is designated. Legal will not unlock contract templates for department or contractors.

### Types of Contracts

- ❖ **Contractual Services (State Funds)**  
Used when contracting for services paid for using state funds.
- ❖ **Contractual Services (Grant Funds)**  
All contracts involving grand funds must be initiated by the Office of Sponsored Programs
- ❖ **Speaker/Artist Engagement (State Funds)**  
Used when contracting for performances such as speakers or artist paid for with State Funds. Template can be used when contracting with performer directly or the agent.
- ❖ **Open DJ/Host Contract (State Funds)**  
Used to establish the terms in which a DJ/Hose will perform for University, but does not guarantee DJ/Host will be hired or secured for any specific event
- ❖ **Clinical Affiliation Agreement**  
Used to establish clinical affiliation between WSSU and health care provider for students experiential learning opportunities
- ❖ **Site Agreement**  
This template should be used to establish a mutual working relationship between WSSU and a Site that provides WSSU students with experiential learning opportunities.
- ❖ **Athletics Sponsorship**  
Used to establish sponsorship relation with the department of athletics

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