2010 Management Seminar

Promoting Goodwill in Contractual Relationships
Practical tools to assist in promoting goodwill in contractual relationships:

- Identify what is in the best interest of the University
- Obtain conceptual approval
- Planning & time management
- Concise & complete contract terms
- Comply with contract processing procedures
The General Counsel’s Memorandum on Contracts and Legal Opinions:

- University’s legal name
- Three-week review time
- Problematic contract provisions
  - Indemnification/Hold Harmless Provisions
  - Venue in Another State
  - Penalty Provisions for Termination
  - Tax Provisions
  - Purchases
  - Advance Payments and Lease Provisions
  - Insurance Provisions
  - Attrition Clauses
  - Liquidated Damages
Additional OGC Contract Submission and Review Procedures

- The General Counsel’s Office should be the last Office to review the contract before final signatory
- Submit a cover letter or memo/routing slip
- Review the contract prior to submission
- Review and revise agreements generated by this University
- Provide attachments
- Provide editable electronic copy
Additional OGC Contract Submission and Review Procedures

*Continued...*

- Read the memos, emails and routing slip OGC provides with returned contracts
- Make an extra copy
- Contract pickup

**Only Authorized Signatories Can Execute Contracts**

- Delegation Memoranda
- Consequences of unauthorized signatures
Problematic Provisions in the following Agreements

- Affiliation
- Sponsored Research/Programs
- Purchases
- Insurance Provisions
- Hotel Contracts
- MOU’s
- Summer Programs
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Conclusion

- Advanced planning and time management
- Contract terms are to be stated unambiguously, and all should be all inclusive
- Be patient with OGC—remember we provide service to the entire University.
- Your actions may adversely impact the University, not only your UNIT.
- We are a team.
- Call if you have any questions, preferably in advance.
QUESTIONS???