

APPENDIX B

CONTRACT REVIEW AND MAINTENANCE POLICY

A. Initial Review Process

1. When the University wishes to enter into an agreement with a third party, the appropriate Business Owner for that agreement shall complete the Contract Term Sheet in accordance with Appendix C of the Contract Review and Maintenance Policy ("Contract Term Sheet").
2. The Business Owner shall forward the completed Contract Term Sheet, and any additional attachments, to the applicable Approver(s) to consider whether to proceed with the substance of the agreement in question.
 - a. If the Approver(s) does not wish to pursue the agreement, the Approver(s) shall inform the Business Owner not to proceed with next steps. The Business Owner shall communicate the result to the other party.
 - b. If the Approver(s) wishes to pursue the agreement, the Approver(s) shall instruct the Business Owner to submit the Contract Term Sheet and any additional attachments to the Office of Legal Affairs ("Legal") at legal-affairs@umgc.edu or into any applicable contract management system when available, to proceed with an initial review of the agreement. The Approver(s) shall identify in the terms any University employees or departments that should be consulted to provide feedback on the agreement. Legal may also identify employees and departments for review.
 - i. When appropriate, the Business Owner shall also attach a business justification, Appendix D, and where applicable, a Return on Investment form, Appendix E, for entering into the agreement.

B. Approval, and Negotiation Process

1. During initial review of the agreement, Legal shall provide comments to the Business Owner to ensure the interests of the University are protected and the University can comply with any obligations set forth in the agreement.
 - a. If the agreement involves the exchange of University data, including but not limited to, student education records; employee/personnel records; personally identifiable information or personal information; proprietary, confidential or trade secret information or other information that the University has a legal, contractual or other obligation to maintain as confidential or private, the agreement will be sent to the Data Protection Officer ("DPO") for review and comment.

- b. The DPO may work with AccelerEd, Information Technology, Information Security, or other University employees or contractors as needed to conduct a review.
 - c. The DPO may also consult with the Information Governance Committee, as needed.
 - 2. Upon completion of the initial review and consultation with University stakeholders, as appropriate, Legal shall initiate negotiations with the other party.
 - 3. If there are decision points that arise during negotiations that cannot be resolved between Legal and the other party, they will be forwarded to the Approver(s) and Business Owner(s) for resolution.
 - a. If, at any time, the Approver(s) does not wish to proceed with the agreement, the Approver(s) shall inform the Business Owner and Legal not to proceed with the negotiations. The Business Owner shall communicate the result to the other party.

C. SIGNATURE PROCESS

- 1. Once negotiations are complete and the agreement is finalized the Business Owner shall route the agreement to the counterparty signature. At the Business Owner's request, Legal may coordinate with the counterparty to obtain signatures. Legal will route the agreement for UMGC signature.
 - a. Legal shall distribute the fully executed agreement to the Business Owner and any other University employees or contractors who may need a copy of the agreement.
 - b. If Legal is the Custodian, Legal shall upload the fully executed copy to its storage system.
 - c. If Legal is not the Custodian, Legal shall forward the fully executed copy to the Custodian, who shall maintain the agreement in its storage system.