

Contract Review and Maintenance Procedures
Appendix B

A. Legal Review Process

1. If the agreement is subject to Legal Review, the Business Owner shall complete the Contract Term Sheet and Routing Instructions, in accordance with Appendix C of the Contract Review and Maintenance Procedures, and submit it to ola.contracts@umuc.edu as well as a copy of the agreement and all attachments, exhibits, appendices, proposals, grants or other relevant documents.
 - a. When appropriate, the Business Owner shall also attach an analysis of the Return on Investment and/or business justification for entering into the agreement.
 - b. Legal shall review the Contract Term Sheet and other information provided to ensure it is complete and ready for review by the Approver(s).
2. Once complete, Legal shall forward the Contract Term Sheet and information received to the Approver(s) to consider whether to proceed with an agreement.
 - a. If the Approver(s) does not wish to pursue an agreement, the Approver(s) shall inform the Business Owner and Legal not to proceed. The Business Owner shall communicate the result to the other party.
 - b. If the Approver(s) wishes to pursue an agreement, the Approver(s) shall instruct Legal to proceed with an initial review of the agreement and shall identify on the Routing Sheet portion of Appendix C any University employees or departments that should be consulted to provide feedback on the agreement. Legal may also identify employees and departments for review.
3. During initial review of the agreement, Legal shall provide comments and questions to the Business Owner and other impacted stakeholders 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 DPO for review and comment.
 - b. The DPO may work with AccelerEd, Information Technology and security professionals, or other University employees or contractors, as needed, to conduct a review.

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- c. The DPO may also consult with the Information Governance Committee, as needed.
4. Legal shall complete the Contract Term Sheet and provide it to the Approver(s) to review the major terms and conditions in the agreement. Legal may also provide the Approver(s) with a markup of the agreement and any pertinent documents and information to assist in the Approver's review.
 - a. If the Approver(s) does not wish to proceed with the agreement, the Approver(s) shall inform the Business Owner and Legal not to proceed to negotiation. The Business Owner shall communicate the result to the other party.
 - b. If the Approver(s) wishes to proceed with the agreement, the Approver(s) shall inform Legal to proceed with negotiation. Legal will coordinate with the Business Owner to engage with the other party.
 - c. Legal may consult with the Approver(s), the Business Owner(s), the DPO, and other University employees, as needed, during negotiations.
5. Once negotiations are complete, Legal shall update the Contract Term Sheet and provide it and the final version of the agreement to the Approver(s).
 - a. If the Approver(s) does not wish to proceed with the agreement, the Approver(s) shall inform the Business Owner and Legal not to proceed. The Business Owner shall communicate the result to the other party.
 - b. If Legal informs the Approver(s) that UMGC has been unable to negotiate certain terms, the Approver(s) shall determine next steps, if any.
 - c. If the Approver(s) wishes to proceed with the agreement, the Approver(s) shall inform Legal to proceed to signature.
6. Once the agreement is finalized, Legal shall route the agreement for signature.
 - a. Typically, UMGC will ask the other party to sign first. In some circumstances, however, UMGC will sign first or concurrently with the other party.
 - b. Legal may coordinate with the Business Owner to obtain signatures from the other party.
 - c. The fully executed agreement shall be sent to Legal for distribution to the Business Owner, the signatory and any other University employees or contractors who may need a copy of the agreement.
 - d. If Legal is the Custodian, Legal shall upload the fully executed copy to its storage system.

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- e. 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.
7. Throughout the Legal Review Process, the Business Owner, Reviewer, Approver, Signatory and Custodian shall comply with any Notes set forth in Appendix A that apply to the particular type of agreement under review.