

Contract Procedures

Section 1 - Purpose and Scope

(1) This Procedure supports implementation of the [Delegations Rule](#). It defines the process which applies before a delegate may sign a legal document on behalf of the University, and document management requirements following signature.

Scope

(2) Subject to clause (3), this Procedure applies to the management of all legal agreements and other documents which create legally binding obligations on the University. This Procedure will apply to an agreement until its obligations have concluded.

Exclusions

(3) This Procedure does not apply to Employment Contracts .

Section 2 - Definitions

(4) Nil.

Section 3 - Procedures

(5) Procedures for contract review and signing fall into two overarching categories:

- a. Standard Agreements (refer Part A - of this Procedure); and
- b. Non-Standard Agreements (refer Part B - of this Procedure).

(6) The Staff member seeking a legal agreement is responsible for coordinating and obtaining necessary Policy approvals in parallel to the agreement development process. Policies including (but not limited to) the [Commercial Activities Policy](#), [Outside Work Policy](#), [Procurement Policy](#), [Purchasing Procedures](#) and/or [Tendering Procedures](#) must also be applied where applicable.

(7) In the case where an agreement is required to be 'signed under seal', the same development and legal review process will be applied as if the agreement was to be signed without the seal. The only difference being that the document will be signed in accordance with Part C - of this Procedure, and the [Delegations Rule](#) and its attached [Schedule A](#).

Section 4 - New Agreements

Part A - Standard Agreements

Introduction

(8) [Standard Agreements](#) are SCU's preferred legal agreements and staff should seek to use these agreements. Standard Agreements:

- a. are available to approved [Contracts Facilitators](#) via HotDocs document services; and
- b. do not require further legal review prior to signing by a delegate if the terms and conditions are not modified (subject to clause (9)).

(9) For the avoidance of doubt, within the scope of the pre-approved Standard Agreement template, addendum fields such as pricing, delivery dates etc. may be amended from time to time without further Legal Office review prior to signing.

Enquiry and Agreement Development

(10) Staff seeking to enter into a Standard Agreement should contact the relevant [Contract Facilitator](#).

- a. The list of approved Contracts Facilitators for Standard Agreements is determined by the SCU Legal Office and provided online via their [website; scu.edu.au/legal](http://scu.edu.au/legal).
- b. Where approved by their Head of Work Unit, staff seeking to be added to the Contract Facilitators list should seek system access and training for Standard Agreements from the SCU Legal Office.

(11) The Contracts Facilitator will have access to the Standard Agreement Client Interview (the Interview), and:

- a. provide the Interview to the relevant SCU employee for completion; or
- b. complete the Interview personally.

(12) Where a staff member other than a Contract Facilitator completes the Interview, they will return the Interview to the Contract Facilitator electronically via HotDocs document services.

Quality Control

(13) The Contract Facilitator will ensure the information provided via the Interview is accurate (names, ABN etc.) and generate the Standard Agreement when satisfied all details are correct. The Contract Facilitator will then forward the Standard Agreement for signing in accordance with Part C - of this Procedure, and the [Delegations Rule](#) and [Schedule A](#).

Part B - Non-Standard Agreements

Introduction

(14) Non-standard agreements are agreements provided by a third party, or an SCU agreement which is not available to contract facilitators via Hotdocs document services (excludes employment agreements).

(15) Non-standard Agreements are used in situations which are not provided for under SCU's suite of Standard Agreements, or where modification to the terms of a Standard Agreement is required. The management of Non-standard Agreements depends on whether the activity is Non-research or Research related.

Non-Standard (Non-Research) Agreements

Enquiry and Agreement Development

(16) Employees wishing to enter into a Non-standard Agreement (non-research) must submit an [Online Legal Assistance Form](#) to the SCU Legal Office using the approved electronic form available at scu.edu.au/legal.

- a. It is important to seek assistance at an early stage in the negotiations so that expert advice is provided on issues such as intellectual property, confidentiality, indemnity, insurance, accounting and reporting requirements.

(17) Staff must obtain their Head of Work Unit's approval before submitting an [Online Legal Assistance Form](#).

(18) SCU Legal Office staff will advise the employee seeking assistance of likely timeframes for advice, and will liaise with the requesting staff member to develop a tailored Non-Standard Agreement for the activity.

Policy Approvals

(19) Necessary Policy approvals (refer clause (6)) will be coordinated and obtained by the staff member who is seeking the legal agreement under development.

Quality Control

(20) Following any negotiations, SCU Legal Office staff will draft and/or review the Non-standard Agreement, make or recommend amendments as negotiated, and where satisfied that legal due diligence has been discharged, will return the agreement with accompanying Legal Compliance Statement to the staff member who submitted the [Online Legal Assistance Form](#), to arrange signing in accordance with Part C - of this Procedure, and the [Delegations Rule](#) and [Schedule A](#).

Non-Standard Research Agreements

Enquiry and Agreement Development

(21) All contracts and agreements involving research are to be processed through the Office of Research.

- a. It is important to seek assistance at an early stage in the negotiations so that expert advice is provided on issues such as publication and intellectual property, confidentiality, indemnity, insurance, accounting and reporting requirements.
- b. Staff must obtain their Head of Work Unit's approval before requesting assistance from the Office of Research.

(22) The Office of Research will navigate researchers through the process from project approval to fully signed agreement and establishment of project codes.

Policy Approvals

(23) Necessary Policy approvals (refer clause (6)) will be coordinated and obtained by the staff member who is seeking the legal agreement under development.

Quality Control

(24) Prior to forwarding for signing the Office of Research will request SCU Legal Office review of the draft agreement. The Office of Research will ensure the information provided via the draft agreement is accurate (names, ABN etc.).

(25) SCU Legal Office staff will review the Non-standard Agreement (research) and provide advice or make amendments as negotiated (via the Office of Research). Where the SCU Legal Office is satisfied that legal due diligence has been discharged, it will return the agreement with accompanying Legal Contract Compliance Statement to the Office of Research to arrange for signing in accordance with Part C - of the Procedure, and the [Delegations Rule](#) and [Schedule A](#).

Part C - Signing

Signing

(26) Standard Agreements and Non-Standard Agreements may be signed by the third party or the University delegate in whichever order the parties find most suitable.

(27) The [Delegations Rule](#) provides further signing principles which delegates must adhere to. In the event of any conflict between this Procedure and the Delegations Rule, the provisions of the Delegations Rule prevail.

Signing under Seal

(28) Certain documents must be signed under seal of the University, or a third party may request that that a document is executed this way. In such a case the "Sign Under Seal" delegations will be used. This does not affect the agreement development process and normal financial limits for delegates apply.

Part D - Record Keeping

(29) When both the SCU delegate and third party have signed an agreement (including amending an existing agreement), the SCU delegate must:

- a. ensure the SCU Legal Office is provided with:
 - i. a completed [Executed Agreement Form](#) (available from scu.edu.au/legal) within 5 working days;
 - ii. if the agreement is valued at more than \$150,000 and one or more parties to the agreement is a private sector entity, a copy of the [GIPA Act Contract Form](#) within 15 working days of execution of the agreement; and
- b. ensure the [Corporate Records Unit](#) is provided with an original copy of the signed agreement, including the commencement date of the agreement.

(30) Upon receipt of an [Executed Agreement Form](#), the Legal Office will create a record for the agreement from available details such as commencement date, end date, value and milestone reminders.

(31) Unless the SCU Legal Office receives advice from the nominated contact or work unit to the contrary, upon agreement expiration legal officers will:

- a. change the status of the contract to "closed" in the Legal Database;
- b. if applicable, remove the contract from the GIPA Act contract register.

(32) On a quarterly basis, the Legal Office will email nominated contacts in the work unit details of agreements due to expire, and any agreements which have expired, in the quarter.

Section 5 - Amending Existing Agreements

(33) Where the parties wish to amend an existing agreement the same legal review and record management process applies as for new agreements.

Section 6 - Guidelines

(34) Nil.

Status and Details

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Enquiries Contact	Legal Office