Emporia State University
Highlights on Contracts

Loosely defined, a contract means anything that binds the University to certain obligations or terms, and/or binds another entity to perform for or have obligations to the University. This can include, but is not limited to, documents named contract, agreement, grant award, quotation, or terms and conditions. Contractual agreements should be executed **PRIOR** to receiving goods or services from a vendor. Executed contracts should be attached to a purchase order/invoice when sent to Accounts Payable.

Requirement of a signature or the click of a button that says “I agree” usually constitutes a contractual arrangement.

General contractual signature authority for the University is held by the President. The President has delegated this general contract signature authority to 2 additional individuals – the Vice President for Fiscal Affairs and Administration and the Associate Vice President for Fiscal Affairs/Budget Director. All agreements of a fiscal nature are to be signed by one of these 3 people. The Provost has been delegated the authority to sign agreements for specified academic and academic-related activities. Limited authority has also been delegated to a couple others for specific limited purposes. Any one else who signs a contractual document is acting outside their capacity or scope of employment and could be found personally liable. This includes “clicking through” online agreements. These are becoming more and more prevalent. Before clicking through any document, it should first be reviewed and approved by an individual with general contractual signature authority.

Risks frequently inherent in contracts:

- Limitation of warranties; indemnification; insurance requirements; other state’s governing law – mitigated by attachment of DA-146a – State of Kansas Contractual Provisions attachment. At this time, DA-146a is required to be attached to all contracts.

- Confidential information requirements; terms of payment – limited by Kansas state laws/statutes, including but not limited to KORA.

- Contract termination requirements; copyrighting; ownership of records or rights; marketing logos and marks – other issues that should be afforded to ESU or both parties, not just the other party

Even if no monetary obligation (free services or trial periods), these, and other risks, still exist

As a matter of procedure, contractual transactions are being coordinated through the AVP for Fiscal Affairs/Budget Director, Diana Kuhlmann. **Allow a minimum of one week for approval.** Legal counsel provides necessary legal review of contractual terms, policies and processes. If in question as to whether a document constitutes a contractual obligation, send through process. Department’s responsibility to read contract and make sure that the goods/services are what is expected. Also, confirm any technical/other requirements.

A new contract approval form has been devised to accompany documents to help collect information that will streamline approval process. The form is available as an EXCEL file by going to http://www.emporia.edu/busaff and clicking on “Purchasing Information” then clicking “Other Forms and Documents.” At this location is a link for “Contract Approval Form” which can be accessed, filled out and saved to your network or hard drive. This cover sheet, as well as the contract documents can be sent printed and mailed/delivered to the Budget Office or they can be sent electronically as attachments to an email and forwarded to the Budget Office mailbox. Plan to move to InfoPath soon.

The upper portion of the “Contract Approval Form” should be filled out in its entirety. Departmental and upper level approvals should follow the purchasing rules.

Copies of signed contracts should be attached to purchase orders or invoices for payment when sent to Account Payable.