

October 01, 2004

Of counsel: Fall 2004

Northeastern University - Office of the University Counsel

Recommended Citation

Northeastern University - Office of the University Counsel, "Of counsel: Fall 2004" (2004). *Of Counsel Newsletter*. Paper 14.
<http://hdl.handle.net/2047/d20000165>

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OF COUNSEL – FALL 2004
the newsletter of

NORTHEASTERN UNIVERSITY
OFFICE OF THE UNIVERSITY COUNSEL

Contracts! Contracts! Contracts!

Recognizing that there are a number of new faces on campus (Welcome!), this entire edition of OF COUNSEL is devoted to Northeastern University's policy on contract review and processing. This important policy must be adhered to by the entire University community.

Here are "The Rules" of contract review and processing at Northeastern.

1. Do Not sign contracts. A contract is any document that obligates or commits the University to doing something in exchange for the other party's agreement to do something else.
2. There are only three individuals who have been authorized by the Board of Trustees to sign agreements on behalf of the University: President Richard M. Freeland, Senior Vice President Laurence F. Mucciolo and Treasurer William Kneeland.
3. In order to have one of these three authorized persons sign your contract, a hard copy of the agreement must first be brought to the Office of the University Counsel for review. The Office is located at 115 Churchill Hall.
4. Contracts to be reviewed must be either hand-delivered or sent by campus mail to Karen Brown, Office of the University Counsel, 115 Churchill Hall.
5. Do not send contracts via e-mail. Contracts must be logged into a tracking system. Therefore, no contract can be reviewed until a hard copy has been logged into the system.
6.
 - a. Review will be for legal compliance and for compliance with applicable University policies. For instance, as just one example, vendor contracts are reviewed to make sure they comply with the University's insurance requirements.
 - b. The project, event or other subject matter of the contract may not begin until the contract is signed by all parties.
7. After the contract has been reviewed and initialed by this Office, it will be sent to one of the authorized parties for signature.
8. After signature, you will be notified that your contract is ready for pick-up. That notification will come from the office of the individual who signed the contract. We do not track the status of a contract once it leaves this Office.
9.
 - a. As of 2004, 2500 – 3000 contracts now flow through the review process on an annual basis. While some agreements are a page or two, the majority exceed five pages and many are over twenty pages. On average, that means a minimum of nine

contracts a day are reviewed by this office and often more, to meet this demand. Contract law is only an aspect of the legal business handled by the Office of University Counsel. The Office represents the University in all of its varied legal matters.

b. Therefore, given the sheer volume of contracts at the University, it is imperative that you allow a minimum of 10 working days for review and processing. That means at least two weeks after our Office has received the contract. While in the past, the Office of the University Counsel has been able to make exceptions to this time requirement, based upon the number of agreements, effective immediately, no such exceptions can be made without the approval of the Vice President and University Counsel.

10. The two-week minimum requirement is necessary to ensure the University's agreements are properly logged, reviewed and tracked. The complexity of some contractual relationships or other legal issues related to a particular contract may extend the review period, however. Therefore, you should submit your agreement as far in advance of the event or the anticipated effective date of the agreement as possible.
11. Contracts with terms longer than one year must be approved by the Board of Trustees.
12. FAILURE TO TIMELY SUBMIT A CONTRACT FOR REVIEW OR FAILURE TO SUBMIT A CONTRACT AT ALL MAY RESULT IN CANCELLATION OF THE EVENT OR THE WORK TO BE PERFORMED AND MAY RESULT IN PERSONAL RESPONSIBILITY.

- **NOTE: SIGNING AN AGREEMENT ON YOUR OWN CAN ALSO RESULT IN PERSONAL LIABILITY AS WELL AS DISCIPLINARY ACTION.**

If you missed the annual summertime workshop on contracts and liability issues, you have another opportunity.

Contracts and Liability Workshop Wednesday, November 3, 2004
2:00 pm – 3:00 pm
Clifford Lounge

Also:
HIPAA Training Wednesday, November 10, 2004
9:00 am – 10 am
440 CSC

And:
Family Educational Rights and Privacy Act (FERPA) – What is it? How do I comply with it? Why do I have to comply? And any other questions you may have.

Wednesday, November 17, 2004
1:30 pm – 2:30 pm
Clifford Lounge

If you would like to attend any of the workshops, please contact Karen Brown at x2157. Your advance reservation is requested in order to secure appropriate space.

'Of Counsel' has been prepared as a general summary of important developments. It is not intended as individual legal advice. Should you have any questions or need information concerning a specific situation or any of the content of this advisory, please contact the Office of University Counsel, 115 Churchill Hall, x2157.