Contracts & Agreements

Driving Our Programs Toward Success

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Office of the Vice President for Student Affairs
How Often Are Contracts Used?

• Daily!
  – Entertainment Contracts
  – Services Agreements
  – Speaker Agreements
  – Game Contracts (Athletics)
  – Trade-Out Agreements (Athletics)
  – Corporate Sponsorship Agreements (Athletics)
  – Inter-Agency Agreements
Why Contracts?

• Contracts are legal, binding documents that stipulate the terms and conditions of a partnership, agreement, etc.
• They serve as documentation of proof of the relationship, especially when payment is involved.
• Provide protection in the event of breach of contract.
  – You spend university funds to put on programs and services. Contracts protect the involved parties.
What Do I Include in Contracts?

- Legal entity name of all parties
- Contact information
- Date(s) of service (the term)
- Deliverables
- Services
- Payment amount and terms
- Termination clause
- Force Majeure clause
- Vendor EID
- What else?
• **Force Majeure** (French for “major force”) is a common clause in contracts which essentially frees both parties from liability or obligation when an extraordinary event or circumstance beyond the control of the parties, such as a war, strike, riot, crime, or “act of God” (e.g., flooding, earthquake, volcano), prevents one or both parties from fulfilling their obligations under the contract.
• However, *force majeure* is not intended to excuse negligence or other malfeasance of a party, as where non-performance is caused by the usual and natural consequences of external forces (e.g., predicted rain stops an outdoor event), or where the intervening circumstances are specifically contemplated.
Force Majeure addendum

• If a Force Majeure clause is not included with the contract, an addendum will need to be added:
  – Neither UTSA nor (legal entity name of other party) shall be liable for any delay in the performance of this Agreement, nor for any other breach, nor for any loss or damage arising from uncontrollable forces such as fire, theft, storm, war, or any other Force Majeure that could not have been reasonably avoided by exercise of due diligence.
What Do I Include in Contracts?

• Key point #1: **make sure “it” is stipulated in the contract before signing the contract.**

• Key point #2: **who** has the power to bind your university/organization to the legal terms of the contract? Know or ask **before signing it.**

• When in doubt, ask! (Do I need a contract?)
<table>
<thead>
<tr>
<th>In place?</th>
<th>Provisions</th>
</tr>
</thead>
<tbody>
<tr>
<td>✓</td>
<td>Vendor in good standing? CBC check?</td>
</tr>
<tr>
<td>✓</td>
<td>Insurance requirements?</td>
</tr>
<tr>
<td>✓</td>
<td>Additional review by Risk Management?</td>
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<tr>
<td>✓</td>
<td>Additional approvals by VP area?</td>
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<tr>
<td>✓</td>
<td>Residency requirements?</td>
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<tr>
<td>✓</td>
<td>Additional review by Legal Affairs required?</td>
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1. Department completes and routes contract for approval.

2. Contract is executed at the university. Department routes contract to vendor for execution.

3. Vendor executes the contract and returns the countersigned document to the university.

4. Event, program or service occurs on campus.
Sample Contracts

- Services Agreement
- Entertainment Contract
- Game Contract
- Force Majeure addendum
- Contract routing sheet
Recommendations

- Always check with the VPSA Office before proceeding.
- Has everything been clearly stipulated in the contract? (No surprises!)
- CBCs or other requirements.
Pop Quiz 1 – Which Template?

- A known author is coming to speak to Student Government Association about study habits.
- An umpire from Houston will be officiating at a tournament this weekend.
- Something was purchased, but a PO was not created ahead of time.
- A band will perform at the President’s BBQ at Roadrunner Days.
Pop Quiz 2 – Complete the Contract

- Musician “The Notorious B.O.B.”
- UC Coffee House event 8pm – 10pm on 05.01.13
- Legal name: Bob Miller
- EID: bob12
- Address: 6900 N. Loop 1604 W., SA, TX 78249
- Musician needs: electricity, 1 doppio espresso from Starbucks, 6 macarons from Ladurée
- UTSA needs: musician to report NLT 7:15pm
- $500.00, selling CDs – UTSA retains 10%
Pop Quiz 3

• Complete the Student Affairs routing cover sheet.
Questions?
Contact Details

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Thank you for attending!