UFJHI/UFJPI/Faculty Clinic
Non-Clinical Contract
Review Process
July 2, 2010

Presented By:
Albert Fan, Finance Manager
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Clinical vs. Non-Clinical
Clinical Examples

- Professional physician services agreement
  - Pediatric physician services to DOH
  - EKG reads
- Consulting agreement
Non-Clinical Examples

- Service/Maintenance agreement
- Purchase agreement
- License agreement
- Consulting agreement
- Catering contract
- Banquet event order
- Credit/account application
Non-Clinical Contract Review Process

Department/Clinic → Finance → Contract Services → Signatory
Non-Clinical Contract Review Process

Department/Clinic → Finance → Contract Services → Signatory
Department/Clinic
Major Process Steps

- Reads business terms of the non-clinical contract
- Negotiates business terms w/ the outside party
- Checks w/ Privacy Office re: Security Review
- Identifies budgeted cost center and expense acct.
- Obtains approval for any unbudgeted items
Department/Clinic
Business Terms

- Deliverables/Description of services/goods
- Pricing/Fees
- Timeline for receiving services/goods
- Notice period for termination
Non-Clinical Contract Review Process

1. Department/Clinic
2. Finance
3. Contract Services
4. Signatory
Finance

Major Process Steps

- Performs FLDOS/OIG/GSA/SDN checks
- Confirms budget
- Reviews financial & insurance terms
- Revises financial & insurance terms
Finance

Financial & Insurance Terms

- Billing/payment/credit terms
- Security interest
- Reserve account
- Cancellation fees/liquidated damages
- Events of default
- Insurance (general liability, property)
- Subrogation
Non-Clinical Contract Review Process

- Department/Clinic
- Finance
- Contract Services
- Signatory
Contract Services
Major Process Steps

- Reviews legal terms
- Revises legal terms and refers for additional reviews, as applicable
- Negotiates w/ outside party’s attorney
Contract Services

Legal Terms

- Confidentiality
- Compliance
- Indemnification
- Limits of liability
- Representations and warranties
- Events of default
- Governing law
Non-Clinical Contract Review Process Map
UF/UFPI Faculty Clinic Non-Clinical Contract Review Process Map

1. Reads operational terms of the non-clinical contract
   - Terms OK? Yes
   - Terms OK? No

2. Negotiates operational terms with the outside party
   - Yes
   - No

3. Checks for Privacy Office or Security Review
   - Yes
   - No

4. Looks at the budget
   - Yes
   - No

5. Obtains approval for unbudgeted items
   - Yes
   - No

6. Negotiates recommended terms with the outside party
   - Yes
   - No

7. Performs OHRPS/ODM check
   - Listed? Yes
   - Listed? No

8. Verifies budget information
   - Budgeted? Yes
   - Budgeted? No

9. Reviews financial & insurance terms
   - Terms OK? Yes
   - Terms OK? No

10. Reviews legal terms
    - Terms OK? Yes
        - Yes
        - No
    - Terms OK? No

11. Reviews executable contract
    - Approved? Yes
        - Yes
        - No
    - Approved? No

12. Chairman, Dean, CFO/COO, Treasurer
    - Yes
        - End
    - No

Note: (7) denotes major process step by area of responsibility

Version 07.01.2010
Non-Clinical Contract Review Request Form & Contract Guidelines
# UFJH/UFPI/FC NON-CLINICAL CONTRACT REVIEW REQUEST FORM

My signature below represents that I have read the contract, approved the business terms (including pricing), identified budgeted cost center and expense account, obtained the approval of the applicable manager or higher level administrator, and contacted the Privacy Office to initiate security review, if applicable.

<table>
<thead>
<tr>
<th>Signature of UFJH/UFPI/FC Requestor (Internal Point of Contact)</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Signature of Manager or Higher Level Administrator Date Administrator</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Printed Name of UFJH/UFPI/FC Requestor</th>
<th>Printed Name of Outside Party Contact</th>
</tr>
</thead>
<tbody>
<tr>
<td>Telephone #</td>
<td>Telephone #</td>
</tr>
<tr>
<td>Email Address</td>
<td>Email Address</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Cost Center</th>
<th>Expense Account</th>
<th>Amount Budgeted for Expense Account</th>
</tr>
</thead>
</table>

Please check that you have obtained Microsoft word version of contract & emailed it to Finance.

Please check, if applicable, that you have obtained approval for any unbudgeted item(s).

If this contract involves software, hardware or equipment and the access, creation, storage, or transmission of PHI, please email Privacy Office to initiate security review and check here to indicate Privacy Office has been notified.

Please check if confidential information is involved in this contract.

Contract Review Checklist [To be completed by Finance and Contract Services]:

1. Finance has reviewed the financial and insurance terms of this contract, confirmed budget, performed OIG/GSA/SDN checks, and forwarded recommended financial and insurance revisions, if any, to Contract Services. Check, as applicable, and attach results of search:
   - OIG/GSA/SDN checks completed and no listings found.
   - OIG/GSA/SDN checks completed and listing(s) found.

Finance: Initials and Date

2. Contract Services has reviewed the legal terms of this contract, obtained additional reviews, as applicable, and forwarded recommended finance and legal revisions or redline draft, if any, to UFJH/UFPI/FC Requestor for UFJH/UFPI/FC Requestor to complete negotiations with outside party. If there is any deviation from recommendations, UFJH/UFPI/FC Requestor will consult with Contract Services and/or obtain the applicable senior management approval to proceed with deviation(s).

   - Date Contract Services completed its review.
   - Date Contract Services forwarded to other internal offices (compliance, SFP) for additional review.
   - Date Contract Services forwarded recommendations to UFJH/UFPI/FC Requestor.
   - Date executable contract received and ready to route for UFJH/UFPI/FC signature.

Contract Services: Initials and Date
GENERIC CONTRACT TERMS & CONDITIONS

OTHER PARTY:
A. Provide complete legal name of contracting entity(ies);
B. Is company registered to do business in the state of Florida? If no, what state?
C. Name, title, and mailing address of person who should receive all official notices;
D. Name and title of legal signatory to the contract:

PURPOSE OF CONTRACT:
A. Describe with specificity how the proposed contract furthers the Education, Research, and/or Service mission of the University. [This is a required field for clinical contracts.]
B. Describe context, background, and scope of services and/or obligations:
C. Is grant money involved? If yes, provide CFDA or CSFA number.

OBLIGATIONS OF UNIVERSITY:
A. Provide detailed description of University’s services and/or obligations. Provide a copy of each attachment to be incorporated:
B. Provide times/hours/frequency and location of proposed University or Component Unit services:
C. Provide name(s), title(s) and FTE(s) of University or Component Unit personnel providing services:
D. Describe any licensure/qualification requirements or regulations:
E. Describe equipment, space, support personnel, access, and/or other tangibles required. Include information regarding requirements to purchase tangibles and funding of maintenance cost of said tangibles:

OBLIGATIONS OF OTHER PARTY:
A. Provide detailed description of services and/or obligations of the other party(ies). Provide a copy of each attachment to be incorporated:
B. Provide times/hours/frequency and location of services by the other party(ies):
C. Provide name(s), title(s), and FTE(s) of personnel providing services:
D. Describe any licensure/qualification requirements or regulations:
E. Describe equipment, space, support personnel, access, and/or other tangibles required. Include information regarding requirements to purchase tangibles and funding of maintenance cost of said tangibles:

PAYMENT FOR SERVICES:
A. Provide the total dollar amount to be paid for services. If payment is based on a percentage, please provide the percentage and annual salary and fringe benefit amount.
B. If the College is to receive payment, please complete this section; if not, please proceed to Section C:
   - Is the payment for patient care services? If "Yes," what percentage and amount is for patient care services?
C. Payment Methodology: Frequency: Invoice Required? Payment in Arrears/Advance? Auto. Annual Increase?

CONTRACT DATES:
A. Effective date of contract and duration/term of contract if other than for an indefinite period.
B. Days required for termination notice: -With Cause -Without Cause:

BILLING OF PROFESSIONAL FEES: If clinical services are to be provided, please provide the following:
A. Billing and collection of professional fees will be conducted by: University: Other: please specify;
B. Other pertinent professional fee billing information:

HIPAA INFORMATION:
A. Is Protected Health Information (PHI) used or disclosed for non-treatment purposes? If yes, by whom and for what purpose?
B. Will PHI be utilized in an electronic format? If yes, how and in what format.
Non-Clinical Contract Review Process
Example: Banquet Event Order
<table>
<thead>
<tr>
<th>Department/Clinic</th>
<th>Reads business terms</th>
<th>Negotiates business terms</th>
<th>Identifies budget</th>
<th>Obtains approval for the unbudgeted</th>
<th>Negotiates rec. terms</th>
</tr>
</thead>
<tbody>
<tr>
<td>Finance</td>
<td>Performs FL/Fed checks</td>
<td>Confirms budget</td>
<td>Reviews financial &amp; ins. terms</td>
<td>Revises financial &amp; ins. terms</td>
<td></td>
</tr>
<tr>
<td>Contract Services</td>
<td>Reviews legal terms</td>
<td>Revises legal terms</td>
<td>Reviews executable contract</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Signatory</td>
<td>Reviews executable contract</td>
<td>Signs contract</td>
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Questions/Comments?