Name of Standard: CWM
Contract Processing and
Signatory Authority for Services
Sold

Responsible Department
UMMS Office of Management (OoM)
Contact: PrivacyandCompliance@umassmed.edu or 508-856-TEAM

STANDARD STATEMENT

The purpose of this standard is to: (1) provide uniform requirements for processing Commonwealth Medicine (“CWM”) contracts; (2) assure that only signatories who are authorized to legally bind the University execute CWM contracts; and (3) recognize acceptable methods of signing contracts, including handwritten and Electronic Signatures.

REASON FOR STANDARD

This standard is intended to promote compliance and efficiency and save resources by providing general guidance on processing contracts, Authorized Signatories and the use of Electronic Signatures for executing CWM contract documents. CWM contracts must be executed by individuals who are authorized to legally bind the University. Recognizing that electronic transactions promote efficiency, federal and state statutes now allow electronic signatures. A signature on a contract document may not be denied legal effect or enforceability solely because it is in electronic form.

ENTITIES AFFECTED BY THIS STANDARD

All Commonwealth Medicine Business Units.

RELATED DOCUMENTS

- Commonwealth Medicine Contracts for Services Sold (CFSS) Forms and Guidelines
  ➢ https://icwm.umassmed.edu/units-and-programs/office-compliance-and-review/contracts-services-sold

- Electronic Signatures in Global and National Commerce Act (ESIGN), 15 USC Chapter 96; Massachusetts Uniform Electronic Transactions Act (UETA), M.G.L. c. 110G

DEFINITIONS: (See Glossary on Office of Management (OoM) website for additional definitions)

A. Electronic signature: means a computer data compilation of any symbol or series of symbols executed, adopted, or authorized by an individual to be the legally binding equivalent of the individual’s handwritten signature. For purposes of this standard, electronic signature is a certificate-based electronic signature.

B. Authorized Signatory: means a representative of the University given official permission or delegated authority from an individual with official permission under University policy to legally bind the University by signing instruments, contracts, receipts or other documents on behalf of the University.

C. CWM contracts: means for the purpose of this standard all CWM Contracts for Services Sold and any CWM non-revenue contract or agreement requiring an Authorized Signatory including, but not limited to, Teaming Agreement, Non-Disclosure Agreement, Memorandum of Agreement or stand-alone Business Associate or Data Use Agreement. It does not include CWM Contracts for Services Purchased.
SCOPE

A. Objectives

All Commonwealth Medicine employees shall ensure that all CWM contracts for services sold, which require signature or acknowledgement by a representative of the University, are executed in accordance with the following objectives (collectively, the “Objectives”):

1. All CWM contracts must be processed for signature through the Office of Management (“OoM”) to ensure proper form, review, signature, and record-keeping.

2. All CWM contracts requiring signature or acknowledgement by a representative of the University must be signed by a duly Authorized Signatory.

3. A duly Authorized Signatory is accountable for properly executing contract documents on behalf of the University, whether signing the document with a handwritten or Electronic Signature.

4. Any Electronic Signature or acknowledgement for a contract by a duly Authorized Signatory of the University must use an approved certificate-based Electronic Signature service. Approved certificate-based Electronic Signatures are legally binding and equivalent to handwritten signatures.

5. OoM is the official record custodian for all CWM contracts.

6. Federal contracts, federal grant awards and subawards, and cooperative agreements must be processed through the UMMS Office of Sponsored Programs (OSP). All Contracts for Services Purchased including vendor contracts funded through federal contracts, grants and cooperative agreements, classified as restricted funds, must be processed through the UMMS Financial Services Purchasing Department.

B. Signature Process

1. All CWM contracts processed for signature must be submitted to OoM and shall not be submitted directly to an Authorized Signatory.

2. A Commonwealth Medicine employee must be an Authorized Signatory to sign contracts that legally bind the University, whether the contract is signed with a handwritten or Electronic Signature.

3. An Authorized Signatory electronically executing a contract on behalf of the University must utilize a secure certificate-based Electronic Signature service approved by OoM. An Electronic Signature must be attributable (or traceable) to a person who has the intent to sign the document. The service must contain adequate security and authentication measures incorporated into the method of capturing the electronic transaction (e.g., use of personal identification or personal log-in identification username and password), and have the capability to allow the recipient of the transaction to permanently retain an electronic record of the transaction at the time of receipt. The Electronic Signature service shall be available for use by Authorized Signatories for CWM contract documents.

4. To obtain Electronic Signature for a CWM contract from a client or vendor, OoM, must initiate and approve requests to use Electronic Signature services for contract documents to ensure that: (i) the Electronic Signature service has appropriate security including signature authority procedures that can accurately attribute Electronic Signatures to the individuals who created them, (ii) appropriate documentation is captured and maintained to validate the Electronic Signature, and (iii) the Electronic Signature service is part of an electronic workflow system that is acceptable to OoM.

5. Each Authorized Signatory is accountable for properly executing contract documents on behalf of the University, whether the contract document is signed in handwriting or electronically.
6. Contracts may be executed on separate pages, which together shall constitute the Contract. An Authorized Signatory may electronically execute a CWM contract even if the client or vendor uses a handwritten signature.

7. In certain instances, an individual state law, regulation or business practice may preclude the use of Electronic Signatures. For example, interdepartmental service agreements (ISAs) with Massachusetts state agencies currently do not allow the use of Electronic Signatures. Where a Business Unit or Authorized Signatory is unsure whether a document can be signed electronically, the Business Unit or Authorized Signatory shall consult OoM.

RESPONSIBILITIES

Office of Management:
- Review contract documents for compliance with applicable laws, regulations, policies, procedures and standards.
- Coordinate the contract execution process for Commonwealth Medicine.
- Serve as a liaison with the University of Massachusetts Office Of General Counsel, if assistance with the contract is required.
- Advise and assist Business Units and Authorized Signatories to enable execution of contract documents that require signature or acknowledgement by a duly Authorized Signatory of the University.
- Manage the certificate-based Electronic Signature service for Commonwealth Medicine.
- Transmit contract documents for Electronic Signatures.

Business Unit Head:
- Institute Business Unit contracting procedures to ensure compliance with this standard.
- Confirm agreement upon the terms and conditions of contract documents with clients, as applicable, prior to commencing the process for signature or acknowledgement by an Authorized Signatory.
- Submit all contract documents that require signature or acknowledgement by a representative of the University to OoM to coordinate the contract signature process, except for Contracts for Services Purchased or contracts processed through the Office of Sponsored Programs. unless funding is tied to restricted funds, which contracts are processed through the UMMS.
- To obtain Electronic Signature for a CWM contract by a client, the Electronic Signature must be processed through OoM.

Authorized Signatories:
- Sign contract documents in a manner consistent with the Objectives listed above, delegated authority, and in accordance with this standard.

DOCUMENT HISTORY

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APPROVAL

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