

General Counsel Contract Review Process

General Considerations

The University will not hold harmless or indemnify an outside contracting agency beyond liability governed by the New Jersey Tort Claims Act N.J.S.A. 59:1-1 et. seq.

William Paterson University is a public entity of the State of New Jersey and will NOT agree to the following:

1. To be governed by the laws of another state;
2. To comply with any court ruling of a jurisdiction outside of the State of New Jersey;
3. To submit to binding arbitration;
4. To pay attorney fees or injunctive relief except for what is required by a court of competent jurisdiction.

Review Process

1. The School or contracting unit within the school (Requester) obtains approval from the appropriate university administrator to engage in a business relationship for goods or services with outside entity.
2. The Requester negotiates the terms of the business relationship with the outside contracting entity develops a written agreement, or contract.
 - a. To the extent possible, efforts should be made to develop and utilize a standard form of contract, particularly when such contracts are engaged in repeatedly. (Legal can assist in arriving at a suitable form contract.)
 - b. The Requester determines if it can comply with the business terms of the contract as drafted **before sending it to the Office of General Counsel (OGC).**
 - **Only the Requester can determine the suitability of the business terms of the agreement.** For example, OGC lacks information about the Requester's resources and capacity to comply with staffing or operational provisions of the agreement.
 - c. OGC will review contracts accompanied by [General Counsel Contract Approval Cover Sheet](#). Every effort should be made to provide a contract that is in an editable form, such as Word. Documents received as PDFs will be returned to the internal provider with a request for an editable document.
3. The coversheet should be emailed along with the contract to OGC@wpunj.edu. OGC will review contracts for compliance with the law, but does not make business decisions. OGC is available to consult and will engage with the Requester until the process is complete.

- a. If OGC does not require revisions and the contract has been previously signed by Requester and signed the outside contracting party, the contract will be forwarded to a university official authorized to sign contracts, (the President, the Provost or the Associate Vice President for Finance or designee).
- b. If changes are made to the contract in the review process by any party, or the outside contracting party has not reviewed or approved the contract as written, the contract will be returned to the Requester to negotiate OGC changes with the outside entity.
- c. Changes negotiated between the Requester and the outside contracting entity require review by OGC. OGC will confirm approval of the revised agreement by email.

The revision process outlined at 3(b) and 3(c) will continue until no further changes are required to the contract. The Requester will end the agreement to OGC for final review; OGC will send the contract to the appropriate University signatory as per 3(a).