

POLICY CONCEPT FORM

Name and UO Title/Affiliation:	Doug Park, UO Deputy General Counsel
Policy Title/# (if applicable):	Legal Review of Agreements and Documents
Submitted on Behalf Of:	General Counsel's Office
Responsible Executive Officer:	Vice President & General Counsel

SELECT ONE: New Policy Revision Repeal

Click the box to select

HAS THE OFFICE OF GENERAL COUNSEL REVIEWED THIS CONCEPT: Yes No

If yes, which attorney(s): Doug Park

GENERAL SUBJECT MATTER

Include the policy name and number of any existing policies associated with this concept.

Legal Review of Agreements and Documents

RELATED STATUTES, REGULATIONS, POLICIES, ETC.

List known statutes, regulations, policies (including unit level policies), or similar related to or impacted by the concept. Include hyperlinks where possible, excerpts when practical (e.g. a short statute), or attachments if necessary. Examples: statute that negates the need for or requires updates to an existing policy; unit level policy(ies) proposed for University-wide enactment; or existing policies used in a new, merged and updated policy.

Legal Review of Agreements and Documents

STATEMENT OF NEED

What does this concept accomplish and why is it necessary?

The purpose of this policy is to help ensure a reasonable risk-conscious approach to agreements, transactions, relationships, and materials that bind the University to legal obligations.

AFFECTED PARTIES

Who is impacted by this change, and how?

There are no substantive changes to the policy. The proposed revisions update names and offices. Thus, no new parties should be impacted.

CONSULTED STAKEHOLDERS

Which offices/departments have reviewed your concept and are they confirmed as supportive? (Please do not provide a list of every individual consulted. Remain focused on stakeholders (e.g. ASUO, Office of the Provost, Registrar, Title IX Coordinator, etc.).)

Name	Office	Date

Reason for Policy

This policy outlines matters pertaining to legal review of agreements and documents.

Entities Affected by this Policy

All individuals affiliated with the UO who interact with University legal procedures.

Web Site Address for this Policy

<http://policies.uoregon.edu/legal-review-agreements-and-documents>

Responsible Office

For questions about this policy, please contact the Office of the General Counsel at (541) 346-3082 / gcounsel@uoregon.edu).

Enactment & Revision History

Became University of Oregon policy by operation of law on July 1, 2014.
Former OUS Internal Management Directive

Policy

(A) Legal Review

- (1) The following agreements or documents ~~must be required to~~ be drafted or reviewed by an attorney ~~authorized to provide legal services to the Board, Chancellor's Office, or OUS institution, as applicable in the UO's Office of the General Counsel. The Pursuant to this IMD,~~ attorneys ~~authorized to provide~~ ing these legal services ~~to the Board, Chancellor's Office, or OUS institutions~~ are reviewing or drafting the following agreements in order to evaluate legal risk and to confirm compliance with applicable federal ~~or and~~ state laws, including constitutional provisions, statutes, administrative rules, ~~or regulations and UO policies.~~
 - (a) Any agreement for the purchase or sale of real property or the purchase or sale of improvements to real property;
 - (b) Employment agreements or notices of appointments ~~with for the Chancellor, Vice Chancellors,~~ Presidents, Vice Presidents, Provosts, Vice Provosts, Athletic

Directors, Head Coaches, or any other employee with an annual salary in excess of \$300,000;

(c) Employment agreements with other than tenured faculty for a term of three years or longer;

~~(d)~~ Any agreement with a value in excess of \$250,000:

~~(e)~~(d) _____

- (i) which includes the development of software or acquisition of software not “off-the-shelf”; or
- (ii) which includes a foreign entity, public or private, or an Indian tribe as a party; or
- (iii) under which ~~UO the Board, Chancellor’s Office, or OUS institution~~ provides services; or
- (iv) under which ~~the Board, Chancellor’s Office, or OUS institution~~ UO provides tangible or intangible property or the right to use tangible or intangible property.

~~(f)~~(e) _____ Any agreement under which ~~the Board, Chancellor’s Office or OUS institution~~ UO takes equity in a company in which ~~the Board, Chancellor’s Office, or institution~~ UO provides services, tangible or intangible property, or the right to use tangible or intangible property;

~~(g)~~(f) _____ Any settlement agreement or release of claims;

~~(h)~~(g) _____ Any faculty or student exchange agreement under which ~~an institution~~ UO will pay or receive money or property;

~~(i)~~(h) _____ Any docket materials from ~~an OUS institution~~ UO on a matter submitted to the ~~UO Office of the State Board for~~ Board for action; ~~The OUS general counsel will review docket materials for the Chancellor’s Office and the docket in its entirety for the Board Secretary and Chancellor;~~

~~(j)~~(i) _____ Any non-utility easement; and

~~(k)~~(i) _____ Any solicitation documents for a competitive procurement that will result in a contract or agreement subject to this ~~IMD~~ Policy.

(2) The legal review required by this ~~IMD~~ Policy may be accomplished, for applicable transactions, by form or template agreements drafted or reviewed by ~~an a UO General Counsel~~ attorney ~~authorized to provide legal services to the Board, Chancellor’s Office or OUS institution, as applicable,~~ and made available to the relevant department or personnel at UO ~~in the Chancellor’s Office or OUS institution~~.

(3) In conjunction with the General Counsel’s Office, UO units ~~The Chancellor’s Office or OUS institution~~ may develop an internal process in order to exempt categories or sub-categories included in this ~~IMD~~ Policy from legal review or to add categories or sub-categories to the list for legal review ~~for the Chancellor’s Office or OUS institution~~, as appropriate. The process should identify how legal risk, notwithstanding an exemption, will be reasonably managed. A ~~The Chancellor’s Office or OUS institution may not~~

~~exempt a~~ category or sub-category may not be exempted or added to the ~~from this~~ list in Section A(1) until the process document is on file with and approved by the ~~OUS Vice Chancellor Vice President~~ for Finance and Administration or designee. Once a process document is ~~in place and~~ filed with and approved by the ~~OUS Vice Chancellor President~~ for Finance and Administration or designee, ~~the Chancellor's Office or OUS institution will file any and all~~ exemptions or additions will be added to the list above in Section A(1), applicable to the Chancellor's Office or OUS institution, with the OUS Vice Chancellor for Finance and Administration or designee.

- (4) ~~The Chancellor's Office and OUS institutions are encouraged, pursuant to the internal process developed to exempt or add categories or sub-categories to the~~ is list in Section A(1) at section (A)(3) of the IMD may include, to consider and implement appropriate "catch-all" provisions ~~to the list to the extent appropriate based on the~~, cognizant of expertise and personnel in particular UO unit at the Chancellor's Office or OUS institution, as applicable.
- ~~(5) Each in-house attorney authorized to provide legal advice and services to the Board, the Chancellor's Office, or OUS institution, as applicable, will maintain a log of each agreement or document reviewed or drafted pursuant to this IMD.~~
- ~~(6) The applicable in-house legal services office, whether for the Chancellor's Office or OUS institution is responsible for compiling a log of each agreement or document reviewed or drafted by outside counsel pursuant to this IMD.~~
- ~~(7)(5)~~ (5) Any agreement or document subject to legal review under this IMD Policy must include evidence of such review, such as the attorney's signature or communication from the attorney attached to the agreement or document. For instances in which a unit the Board, Chancellor's Office, or OUS institution is using a form or template agreement as contemplated by Section (A)(2) of this IMD Policy, notation or reference to the form or template drafted by the attorney is sufficient for this section.
- ~~(8)(6)~~ (6) Nothing in this IMD Policy removes or alters other requirements for the proper execution of an agreement or document, such as signature by an authorized contracting authority or compliance with procurement rules, policies or procedures, or other Board UO policies and requirements.
- ~~(9)(7)~~ (7) Notwithstanding the list of agreements and documents included in this IMD Policy, employees are encouraged to approach agreements and documents from a risk-conscious perspective and seek out legal review and advice proactively. Nothing in this IMD Policy prevents or should discourage legal review of agreements or documents not included in Section (A)(1)(a)-(j).

(B) Review

- (a) This IMD Policy will may be reviewed annually by the Vice President for Finance and Administration OUS attorneys, contracting officers, and other relevant stakeholders ~~annually~~ for amendment or revision, with specific care to consider

how risk is managed by the inclusion, or exclusion, of particular categories or sub-categories.

Related Resources

Reason for Policy

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Former OUS Internal Management Directive

Policy

A. Legal Review

1. The following agreements or documents must be drafted or reviewed by an attorney in the UO's Office of the General Counsel. The attorneys providing these legal services are reviewing or drafting the following agreements in order to evaluate legal risk and to confirm compliance with applicable federal and state laws, including constitutional provisions, statutes, administrative rules, and UO policies.
 - (a) Any agreement for the purchase or sale of real property or the purchase or sale of improvements to real property;
 - (b) Employment agreements or notices of appointments for the President, Vice Presidents, Provost, Vice Provosts, Athletic Director, Head Coaches, or any other employee with an annual salary in excess of \$300,000;

- (c) Employment agreements with other than tenured faculty for a term of three years or longer;
 - (d) Any agreement with a value in excess of \$250,000:
 - (i) which includes the development of software or acquisition of software not “off-the-shelf”; or
 - (ii) which includes a foreign entity, public or private, or an Indian tribe as a party; or
 - (iii) under which UO provides services; or
 - (iv) under which UO provides tangible or intangible property or the right to use tangible or intangible property.
 - (e) Any agreement under which UO takes equity in a company in which UO provides services, tangible or intangible property, or the right to use tangible or intangible property;
 - (f) Any settlement agreement or release of claims;
 - (g) Any faculty or student exchange agreement under which UO will pay or receive money or property;
 - (h) Any docket materials from UO on a matter submitted to the UO Board for action;
 - (i) Any non-utility easement; and
 - (j) Any solicitation documents for a competitive procurement that will result in a contract or agreement subject to this Policy.
2. The legal review required by this Policy may be accomplished, for applicable transactions, by form or template agreements drafted or reviewed by a UO General Counsel attorney and made available to the relevant department or personnel at UO.
 3. In conjunction with the General Counsel’s Office, UO units may develop an internal process in order to exempt categories or sub-categories included in this Policy from legal review or to add categories or sub-categories to the list for legal review, as appropriate. The process should identify how legal risk, notwithstanding an exemption, will be reasonably managed. A category or sub-category may not be exempted or added to the list in Section A(1) until the process document is on file with and approved by the Vice President for Finance and Administration or designee. Once a process document is filed with and approved by the Vice President for Finance and Administration or designee, the exemptions or additions will be added to the list above in Section A(1).
 4. Internal process developed to exempt or add categories or sub-categories to the list in Section A(1) may include “catch-all” provisions to the extent appropriate based on the expertise and personnel in particular UO unit.
 5. Any agreement or document subject to legal review under this Policy must include evidence of such review, such as the attorney’s signature or communication from the attorney attached to the agreement or document. For instances in which a unit is using a form or template agreement as contemplated by Section (A)(2) of this Policy, notation

or reference to the form or template drafted by the attorney is sufficient for this section.

6. Nothing in this Policy removes or alters other requirements for the proper execution of an agreement or document, such as signature by an authorized contracting authority or compliance with procurement rules, policies or procedures, or other UO policies and requirements.
7. Notwithstanding the list of agreements and documents included in this Policy, employees are encouraged to approach agreements and documents from a risk-conscious perspective and seek out legal review and advice proactively. Nothing in this Policy prevents or should discourage legal review of agreements or documents not included in Section (A)(1)(a)-(j).

B. Review

1. This Policy may be reviewed annually by the Vice President for Finance and Administration and other relevant stakeholders for amendment or revision, with specific care to consider how risk is managed by the inclusion, or exclusion, of particular categories or sub-categories.

Related Resources