

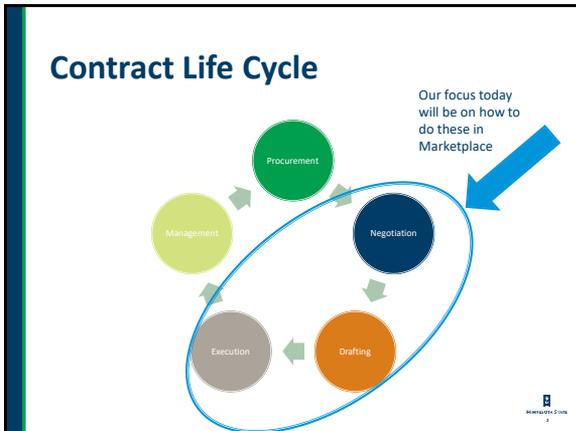


November 19, 2020
Procurement

Managing Contracts in Marketplace

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MINNESOTA STATE

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Drafting and Negotiating in Marketplace

External and Internal Review Rounds

MINNESOTA STATE

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Two Ways to Get a Contract in Marketplace

1. Generate a contract in Marketplace contract module

- Services/PT
- More than 2 dozen other template types are available in Marketplace

2. Upload a Word document into Marketplace

- "Vendor Paper" and other non-template agreements
- Must be editable



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Generating a Contract in Marketplace

- For all contracts, initial step is to provide basic information and answer a series of questions (based on contract type chosen)
- After the contract has been generated, open in Word and use Jaggaer authoring tool to edit the contract
 - **NOTE:** it is the campus's responsibility to edit the contract document and work with the vendor to finalize agreement terms prior to submitting contract into contract workflow approval
 - Remove red help (instructional) text
 - Check formatting and numbering
 - Check spelling and grammar
- To make changes to a contract the contract must:
 - Be in "Draft"
 - Be checked out to you



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Key points to remember

- Contract naming – limit of 100 characters
- Contractor names rules – verify legal name
- Check out/check in of the contract before work
- Remove Content Control for formatted fields (hover and right-click for drop-down options)
- Verify numbering of clauses
- Print/Not Print & attached documents (VC, Sole Source, etc.)
- Communicate with the vendor up front
- Contract viewing rights "Contract Read Only" role



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Uploading a Contract into Marketplace

- When you upload a contract into Marketplace you will still answer a series of questions
- The document you upload should be in Word format
 - Templates available within Marketplace
 - Templates available on the Finance website
 - Contracts received from a vendor (request Word format)
- You will need to add the contract number and the PO number to the actual contract document



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Review Rounds

- Review rounds are an essential part of negotiating (price and language) and drafting contracts in Marketplace
 - INTERNAL – only within Minnesota State
 - EXTERNAL – anyone outside Minnesota State, including Attorney General’s Office and the vendor
- Review rounds replace sending an email to the vendor or the Office of General Counsel (OGC) or Attorney General’s Office (AGO)
 - Set up an external review round to have vendor review contract
 - Set up an internal review round instead of sending an email to the Office of General Counsel for legal review
 - Set up an external review round instead of sending an email to the Attorney General’s Office



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Why Review Rounds Matter

- A vendor should not be seeing the contract for the first time at signature, they should have a meaningful opportunity to review and comment on our template
- Once a contract has been submitted to workflow for approvals it cannot be edited/modified without returning it to draft
- When a contract is returned to draft, the contract manager can edit the contract
- After edits are completed, the contract is resubmitted into contract workflow approval
- Internal and external reviews prior to submitting into contract workflow approval helps ensure accuracy and reduces rework

Purchasing Review Adura™ View approvals	Insurance/Risk Management Adura™ View approvals	Local IT Review Adura™ View approvals	System Office IT Review Adura™ View approvals	Legal Review Adura™ View approvals	Authstate DecoSign Connection Adura™
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External Review

What is it?

An external review is used to send contracts to the vendor or others (i.e. Attorney General's Office) outside of Minnesota State for review prior to finalizing the contract

Why use it?

It allows the vendor and/or other outside parties to review the contract and agree to it or to propose changes to it

NOTE: The email notification for external review is sent by Jaggaer/SciQuest (third party)



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When to Use External Review

- You should send the vendor your completed contract via external review before it is sent for contract workflow approval
- If OGC makes changes to a vendor's proposed changes, it should be sent to the vendor for external review before it is sent for contract workflow approval. Route external reviews of the newly uploaded version.
- If OGC redlines a vendor's contract, it should be sent to the vendor for external review before it is sent for contract workflow approval
- **NOTE:** External reviews can only be set up with someone outside of Minnesota State (must have a non Minnesota State email address/someone without a Star ID)



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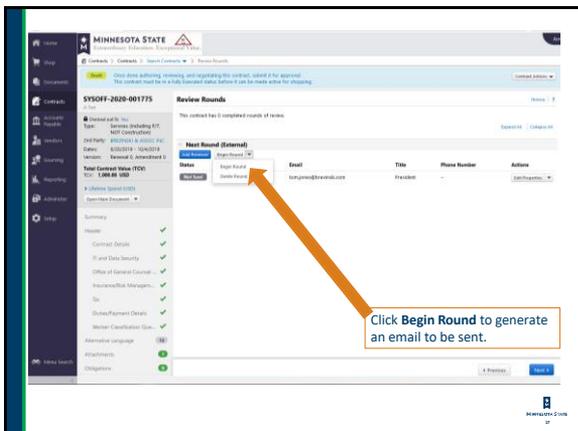
Setup External Review Round



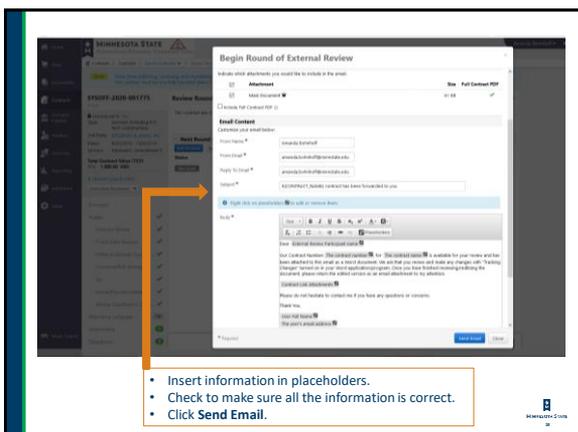
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Receiving a Contract Back from External Review

- The contract manager will receive the contract back via email from the external reviewer
- The contract manager will need to manually change the "Action" on the external review (see next slides)
 - Select "Done with Review" to change the review status to "Done" and return the contract to "Draft" status
- The contract manager will need to upload the reviewed contract into Marketplace



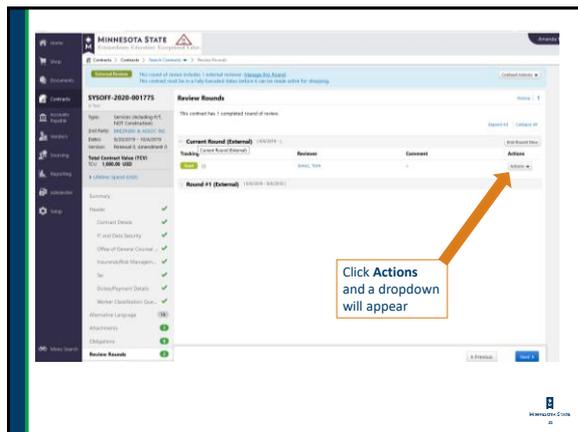
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Ending External Review Round

The contract manager will manually have to end external review rounds because external reviewers don't have access to Marketplace

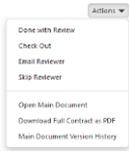


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Dropdown Options



- **Done with Review**- changes review status to **Done** and returns contract to **Draft** status
- **Check Out**- Allows a user to check out a contract to prevent other users from modifying it while making changes (**Note**: A contract is automatically checked out to the person who created it and must be checked in before it can be changed by another user, reviewed, or approved)
- **Email Reviewer**- Allows you to send follow-up emails to reviewer
- **Skip Reviewer**- Will end the review and reviewer will no longer have access to the document to make changes
- **Open Main Document**- Opens the most current version of the document in the Word App for reviewing and editing purposes (**Note**: requires a Jagger Activation Code and login credentials to access)
- **Download Full Contract as PDF**- Allows user to download a PDF copy of the current document
- **Main Document Version History**- Opens a window that lists the original and all revised versions of the document that have been created

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Uploading Externally Reviewed Document

Once the contract manager receives an email from the external reviewer with the reviewed document attachment, they must upload the newly reviewed document into Marketplace

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Internal Review

What is it?

An internal review is used to send contracts to the Office of General Counsel or other offices (IT Security, Risk Management, other) within Minnesota State for review

Why use It?

It allows the contract to be reviewed by the Office of General Counsel or other offices within Minnesota State and necessary changes to be made to the contract



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When to Use Internal Review with Office of General Counsel

- If a vendor makes changes to our template, the contract should be sent to OGC for internal review before approval/workflow
- If using a vendor's template, the contract should be sent to OGC for internal review before approval/workflow



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How Not to Add Internal Review Round



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User Search

Type the Name of Reviewer in Search Bar and click on search icon to search.

- Click "Select" to add them to the Internal Review Round.
- That person will be added to the "Selected Values" Section.
- Add additional people to this round by repeating the search and add steps above.

Once all the names needed for this round have been added, click **Save Changes**.

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Starting Internal Review Round

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Review Rounds

Click **Begin Internal Round** to start the review round.

- Type message to reviewers regarding the contract you are sending them in the Message Box.
- Once message is complete, click **Begin Internal Review** to send message and link to reviewers.

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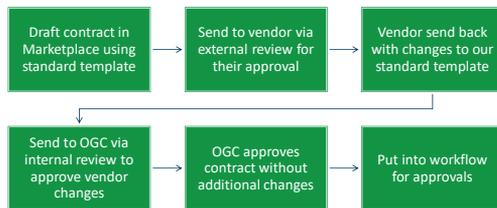
Uses for Internal Reviews

- Office of General Counsel (legal review)
- Risk Management/Insurance Review
- IT Security Review
- Subject Matter Expert Review/ Contract Supervisor
- Human Resources Review
- Tax Department Review
- Business Office / Proofreading



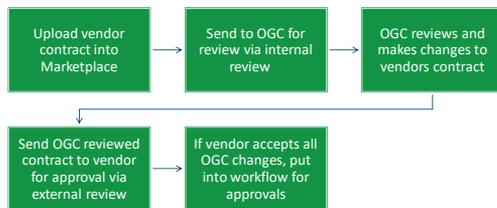
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What the Process May Look Like for a Minnesota State Template



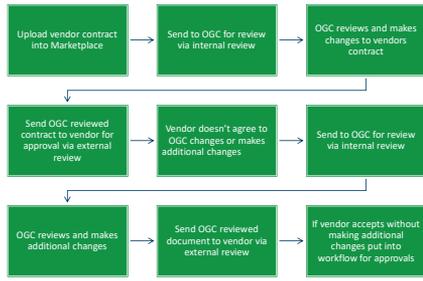
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What the Process May Look Like for a Vendor Contract



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What the Process May Look Like for a Vendor Contract



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Legal Review done by AGO

How to request legal review from the Attorney General's Office in Marketplace

- Use an external review
 - See slides 9-21

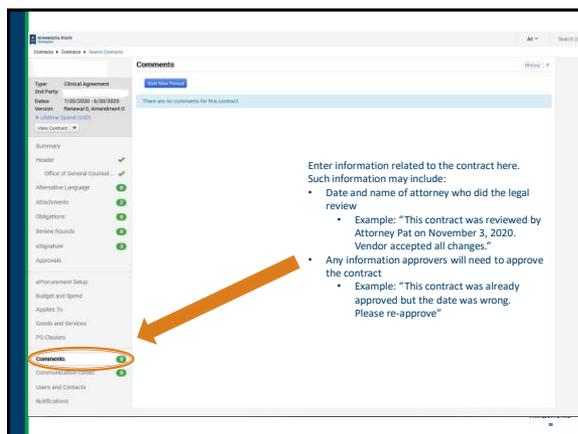
How to get the reviewed contract into Marketplace

- Upload the AGO reviewed contract into Marketplace
 - See slides 22-23

Include a comment in the "Comments" section that legal review was done by AGO (attorney name and date)

- See next slide

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Pre-Marketplace Contracts

How do I amend a contract that was done pre-Marketplace?

- Amendments on contract done pre-Marketplace should be done outside Marketplace
 - The amendment template can be found on the [Minnesota State Forms and Contract Templates webpage](#)



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Documents Other Than Contracts in Marketplace



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The green ✓ means that the document will be attached to the contract (it will print with the contract). This should only be used if the document is truly an attachment to the contract and is referenced in the contract as an attachment. (See next slide if you don't want a document attached to the contract but want the document kept in Marketplace with the contract.)

Order	Attachment	Contract	Version	Size	Date Uploaded
1	Attachment Document	✓	3	95 KB	11/16/2019 2:04 PM
2	State Plan Lease Plan	✓	3	813 KB	11/15/2019 12:42 PM

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The red X means that the document will not print with the contract or be attached as an attachment. However, it will remain in Marketplace.

Print Order	Attachment	Print with Contract	Version	Size	Date Uploaded
1		✓	1	23 KB	8/7/2019 8:57:19 AM
2	AS	✓	2	48 KB	9/12/2019 10:20:08 AM
3	IS	✓	1	540 KB	8/7/2019 9:34:24 AM
4	Software Questionnaire.pdf	X	1	97 KB	8/6/2019 7:54:09 AM

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Attaching Other Documents to Marketplace Contracts

- Exhibits or Attachments or Addendums to the Contract ✓
- Work Orders or Statements of Work ✓
- Software questionnaire X
- Insurance X
- Purchase Order (PO) X / ✓
- Other documents not attached or part of the contract X

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Executing a Contract in Marketplace

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Board Policy 5.25

Use of Electronic Signatures

- Board Policy 5.25 and related Procedure and Operating Instruction provide guidance and requirements
 - Procedure 5.25.1 Use of Electronic Signatures
 - Guideline 5.25.1.1 Appropriate Use and Implementation of Electronic Signatures
- External agreement over \$10k: two signature options - wet ink or digital
- External agreement up to \$10k and all internal: wet ink, digital, faxed/scanned copy



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DocuSign

What is it?

DocuSign is the system's provider of digital signature services

- Is compliant with Board Policy 5.25 Use of Electronic Signatures and related Procedure and Operating Instruction
- Signatures placed in order as needed
- Provides workflow via email notification to signers



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DocuSign (2)

How to set it up?

- Inform signers up front of electronic signature use – notification is by email from DocuSign
- Need the names, email addresses, and titles of the signers
- Set up signature order to match the signature block order on the document

Best Practice

- Do not mix digital signatures with wet ink signatures – use one or the other
 - (Note – wet ink signature must be archived in hard copy; digital signature archive is electronic)



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DocuSign Contacts

Colleges and Universities

There is an Electronic Signature Manager (ESM) at each college/university

System Office

Michael Noble-Olson

michael.noble-olson@minnstate.edu

651-201-1445



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Marketplace Resources

Marketplace Connect Site

- Requires login and password – StarID@minnstate.edu
- Resources including [Marketplace contracts manual](#), [Marketplace FAQ](#) and more



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Marketplace Support

Please [submit a Help Desk ticket](#) for assistance and questions to the Marketplace team:

- Michael Noble-Olson, Chief Procurement Officer
 - Michael.Noble-Olson@minnstate.edu, 651-201-1445
- Kathy Barta, eProcurement Administrator
 - Kathy.barta@minnstate.edu,
- Lori Mathews, Procurement Support
 - Lori.Mathews@minnstate.edu, 651-201-1687



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