

## **What is a Contract**

A contract is a legally binding agreement between two or more parties. Once signed, this contractual agreement creates a promise that each party will fulfill certain rights and obligations.

## **What is an MOU**

A memorandum of understanding is an agreement between two or more parties outlined in a formal document. It is not legally binding but signals the willingness of the parties to move forward with a contract.

## **Conga Novatus Process**

**The Office of General Counsel will not accept/review contracts/agreements via email. All contracts/agreements must be submitted into Novatus.**

Each division/department has a designated person(s) that upload and track contracts/agreements in Novatus.

Each division/department is responsible for advising vendors of the electronic signature process.

If contracts/agreements are submitted after services rendered, it is the responsibility of the division/department to advise the vendor why they are receiving a contract late.

Each division/department should have an internal process for deciding what contracts/agreements are to be submitted into Novatus for leadership review.

Each division/department manages their agreements

If a contract/agreement is uploaded with missing or incorrect information, it is declined and sent back to the requestor to correct and resubmitted into Novatus for review/approval.

If a contract has started the internal review/approval process and edits are needed a Novatus link is sent to the requestor to submit a revised contract/agreement.

If a contract has been submitted for signature via DocuSign and edits are needed, the signer will need to decline to sign with detailed notes. The division/department is notified and advises of next steps. Corrections/edits will determine if the agreement must go back through internal review/approval process again.

Once the internal review/approval process is complete the agreement is submitted for electronic signature via DocuSign. Documents that are submitted for signature can only be submitted to the signer's email address. If there is a request for the document to be sent to an

email address that does not belong to the signer, a pdf will be sent for that individual to obtain the signature from the signer and return the fully executed agreement back to the requestor. The requestor will be provided with a link to submit the fully executed when received.

If a contract is signed outside of the process, it is the responsibility of the division/department to ensure all signatures are obtained and the fully executed agreement is uploaded into Novatus. Contracts submitted fully executed will not go through the review/approval process, but executive leadership will be advised, and a copy sent for their files.

All contracts/agreements that require payment from Meharry must be submitted with the funding source (FOAPAL) and requisition showing funds have been encumbered to cover the cost of the contract/agreement. If the funding source is not identified the agreement will be declined.

Any requisitions submitted for General Counsel's approval must have supporting documentation in Novatus. **Supporting documentation will not be accepted via email.**

ALL agreements are uploaded into Novatus and routed for leadership and financial approval. No agreements are accepted or reviewed via email.

- Division Review
  - Finance representative
  - Dean
- Legal Review
  - Risk Management
  - General Counsel
- Finance Review:
  - Restricted
    - Grants reviewer
    - Grants approver
    - CFO representative reviewer
    - CFO review
  - Unrestricted
    - Financial Planning reviewer
    - Financial Planning approver
- Office of President Review
  - Office of the President reviewer/approver – depending on dollar amount
  - President approval
- Submitted for signature
  - Once fully executed DocuSign automatically sends a copy to the department.
    - If external partner does not participate in e-signature a Meharry signed pdf is submitted to the contact provided by division/department.

**NOTE:** If a contract is declined during any phase of the internal approval process the requestor is notified and provides direction on how to move forward.