



Contract Documents Overview

The table below frames how to use key contractual documents. Project teams should always consult with their contract specialist (procurement, legal, etc.) and incorporate the specific requirements of the corporation, but these guidelines help project teams understand the contracting steps that optimize vendor evaluation and contracting. The information populated is a “starter” to think about, but is not prescriptive. Each company must consider appropriate information for their corporate contacting/legal requirements and the specific project needs.

Contract Document (general name)	Purpose	Situation(s) where this document is required or not required ¹	When to provide ²	Source ³	Notes
Non-disclosure agreement	Protect information shared between parties	Generally required	At beginning of project	Typically company NDA	NDA can be mutual or unilateral
Security agreement/certification	Validate vendor has security arrangements (facility, data, etc.) in line with corporate requirements	Particularly important for outsourcing, BPO, hosted services, etc.	At contract (and update/renew as appropriate)	Vendor	Conduct detailed review
SAS 70 or other audit	Ensure vendor has appropriate controls and safeguards for data	May be required for compliance (e.g., Sarbanes Oxley)	At contract	Vendor	Conduct detailed review
Audited financial statements	Ensure company is financially sound and capable of delivering products/services	Especially important for mission critical applications, long term relationships	During evaluation	Vendor	Conduct detailed review
Business continuity plan statement	Ensure vendor has appropriate business continuity in place	Particularly important for hosted solutions	Description during evaluation, statement as part of contract	Vendor	Conduct detailed review

¹ State if always required, specific situations where required, or exceptions when it is not required

² Before RFx release, as part of RFx, as part of contract, at same time as contract, etc.

³ Must use standard client document, get document from vendor, consider vendor document optionally, vendor document acceptable with key provisions from client standard, etc.



Contract Document (general name)	Purpose	Situation(s) where this document is required or not required ¹	When to provide ²	Source ³	Notes
Document/data recovery (may also include ownership, backup)	Ensure information provided to or managed by vendor can be recovered (in event of failure, cancellation of contract, etc.)	Particularly important for hosted solutions	Description during evaluation, statement as part of contract	Vendor	Conduct detailed review
Insurance compliance statement	Ensure vendor has appropriate workers compensation, liability and professional insurance	Typically required	At contract	Vendor	In line with corporate requirements (may want to provide to vendor ahead of time)
Statement of Work (SOW)	Provide clear understanding and accountability for services to be provided, roles and responsibilities, accountabilities, timelines, milestones, etc.	Required for any project with professional services	At contract	Vendor usually provides initial document	Conduct detailed review
Service Level Agreement (SLA)	Provide clear understanding of performance commitments for implementation/delivery and/or support	Typically required for any implementation where vendor has significant role in success and for support role	Description during evaluation, statement as part of contract	Vendor usually provides initial document	Conduct detailed review