



## Vendor Agreement Checklists

### ***Negotiation Considerations and Roles and Responsibilities***

The table below frames who should be involved in the various evaluation/discussion steps and their potential role to help a company pursue the appropriate terms in a contract.

*In all cases, contract resources will conduct the actual negotiations, but the roles here define who provides what level of input and review.*

<b>Contract Elements</b>	<b>Business and IT Evaluation Team Members*</b>	<b>Internal/External Subject Matter Expert (SME)</b>	<b>Contracts/ Negotiator</b>	<b>Legal**</b>
Core products/services <ul style="list-style-type: none"> <li>• Products – HW, SW</li> <li>• Services – e.g., outsourcing</li> <li>• Services – implementation</li> <li>• Price</li> </ul>	<p><b>Primary</b></p> Conduct product/service and pricing analysis - they will be intimate with what is needed, what is bid, what is included/excluded.	<p><b>Input</b></p> Provide insights on whether price (and discount rate) is competitive. Can also assist with analyzing product/service, pricing and completeness. A key part of their role is to inform the team of issues and options for this product/service in the current market.	<p><b>Review</b></p> Review role based generally on what contract staff has seen on similar size and scope projects.	
Maintenance <ul style="list-style-type: none"> <li>• Term – hours of coverage</li> <li>• Products covered</li> <li>• Services included (upgrades, health checks, etc.)</li> <li>• Price</li> <li>• Price basis (list vs. discounted)</li> </ul>	<p><b>Primary</b></p> Conduct maintenance and pricing analysis - they will be intimate with what is needed, what is bid, what is included/excluded. A key part of their role is to ensure the right maintenance model is applied for the business and technical needs.	<p><b>Input</b></p> Provide insights on whether price (and discount rate) is competitive. Can also assist with analyzing maintenance, pricing and completeness. A key part of their role is to inform the team of issues and options for maintenance contracts in the current market.	<p><b>Review</b></p> Review role based generally on what contract staff has seen on similar size and scope projects.	

Contract Elements	Business and IT Evaluation Team Members*	Internal/External Subject Matter Expert (SME)	Contracts/Negotiator	Legal**
Professional Services <ul style="list-style-type: none"> <li>• Scope</li> <li>• Approach</li> <li>• Deliverables</li> <li>• Price</li> </ul> (see SOW check list)	<p><b>Primary</b></p> <p>Conduct services and pricing analysis - they will be intimate with what is needed, what is bid, what is included/excluded. A key part of their role is to ensure the SOW includes the right elements for the business and technical needs.</p>	<p><b>Input</b></p> <p>Provide insights on whether service and price (and discount rate) is competitive. Can also assist with analyzing services, pricing and completeness. A key part of their role is to inform the team of issues and options for professional services in the current market.</p>	<p><b>Input/Review</b></p> <p>Input/review role based generally on what contract staff has seen on similar size and scope projects. Ensure appropriate Ts&amp;Cs, acceptance criteria language, change control, etc.</p>	<p><b>Input/Review</b></p> <p>Ensure appropriate Ts&amp;Cs, acceptance criteria language, change control, etc. that are legally enforceable.</p>
SLAs/Performance <ul style="list-style-type: none"> <li>• Penalties</li> <li>• Incentives</li> </ul>	<p><b>Input</b></p> <p>Define any key concerns or opportunities that may trigger penalties or incentives (e.g., delivery timeline, performance guarantees, response times) based on project needs. Define targets for performance and how to measure.</p>	<p><b>Input</b></p> <p>Can assist with defining any key concerns or opportunities that may trigger penalties or incentives (e.g., delivery timeline, performance guarantees, response times) based on project needs, and target performance and how to measure. A key part of their role is to inform the team of any trends or typical penalties/incentives for this product/service in the current market.</p>	<p><b>Primary</b></p> <p>Ensure appropriate language for performance and measurement of the performance.</p>	<p><b>Input/Review</b></p> <p>Ensure appropriate language for performance and measurement of the performance that is legally enforceable.</p>
Contract Ts&Cs	<p><b>Input</b></p> <p>Provide input on topics Ts&amp;Cs should address or concerns based on interactions with vendor.</p>	<p><b>Input</b></p> <p>Provide input on topics Ts&amp;Cs should address or concerns based on interactions with vendor. A key part of their role is to inform the team of issues and options for Ts&amp;Cs in the current market.</p>	<p><b>Primary</b></p> <p>Conduct full review of Ts&amp;Cs and ensure company standards are addressed.</p>	<p><b>Input/Review</b></p> <p>Ensure appropriate Ts&amp;Cs, that are legally enforceable.</p>

\* Project Manager will lead Business and IT team members in these tasks

\*\* Contracts and Legal may be same roles/people in some organizations

## **Contract Review and Approval**

The following people may play a role in contract review and approval:

<b>Reviewing party</b>	<b>Role in contract review and approval</b>	<b>When they should review and approve</b>
Project Manager	Active role in products/services, maintenance and Professional Services, and pricing, and what is included/excluded	Review - Early on – begin as part of evaluation process, and involved throughout negotiation  Approve – upon completion of negotiation by contracts (in part based on input from PM)
SME	Active role in products/services, maintenance and Professional Services, and pricing, and what is included/excluded	Review - Early on – begin as part of evaluation process, and involved throughout negotiation  Approve – involvement here is only advisory
Sponsor	Approve based on decisions and recommendations of the team (led by PM)	When contract is nearly ready to be signed – decision presentation complete, summary of contract negotiation status (outcomes, risks, mitigations) presented by PM or other team members
Contracts	Collaboration beginning at evaluation step and active role throughout negotiation as lead based on input from team  Final approval and signature	Review - Early on – begin as part of evaluation process, and involved throughout negotiation  Approve – upon completion of negotiation
Legal	Approve legal language	Review - consulted as needed during contract review/negotiation process  Approval - After other reviews but allowing enough time for turnaround, whether internal or external legal staff involved