



Contract Documents Overview

The table below frames how to use key contractual documents. The information provided is a “starter” to think about, but is not prescriptive. Project teams should always consult with their contract specialist (procurement, legal, etc.) and incorporate the specific requirements of the corporation, and address specific project needs as they vary greatly for premise solutions versus cloud/hosted solutions, the types of services, etc. Keep in mind that vendors often have standard documents they prefer to use, but they buyer should always remain “in the driver’s seat” and either provide preferred documents or negotiate changes as needed.

Contract Document (general name)	Purpose	Situation(s) where this document is required or not required	When to provide	Source	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 (e.g., PCI)	Validate vendor has security arrangements (facility, data, etc.) in line with corporate requirements	Particularly important for outsourcing, hosted/cloud services, etc.	At contract (and update/renew as appropriate)	Vendor	Conduct detailed review
Audits	Ensure vendor has appropriate controls and safeguards for data	May be required for compliance	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/services, 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/cloud solutions and outsourcing services	Description during evaluation, statement as part of contract	Vendor	Conduct detailed review
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/cloud solutions and outsourcing services	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)



Contract Document (general name)	Purpose	Situation(s) where this document is required or not required	When to provide	Source	Notes
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 document	Conduct detailed review See Strategic Contact suggestions for SOW content (checklist)
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; very important for hosted/cloud solutions and outsourcing services	Description during evaluation, SLA as part of contract	Vendor usually provides initial document	Conduct detailed review See Strategic Contact articles for SLA considerations for hosted/cloud solutions and for outsourcing