CONTRACT TEMPLATE INSTRUCTIONS

The Office of General Counsel (OGC) prepares or reviews all contracts binding the College. To expedite the contracting process, OGC has developed contract templates, which may be used to conduct the College’s business. Current templates are for use in hiring independent contractors and as addenda to contracts for hotel, restaurant and other space rental.

**Before using any template, read the instructions below. Templates may be used only as described below and templates are not negotiable and may not be edited without the prior approval of OGC. Use of a template in any other way will result in an invalid contract and will likely mean substantial delay and additional work for the responsible office. If you are not sure a template is appropriate or have any questions about its use, please contact OGC for guidance before you proceed.**

A contract is required whenever

* The College is paying an independent contractor more than $5,000 for Services provided during a academic year; or
* The contract involves intellectual property (e.g., curriculum, reports, videos or photographs) or confidential data; or
* The contract involves transportation or work with children under the age of 18.

A contract must be fully executed before a Purchase Order can be issued and before any services are provided to the College.

Only certain TC officials have authority to sign a contract on behalf of the College.

For details, please see TC’s procurement policy, www.tc.edu/policylibrary/Procurement Policy. If you have questions contact OGC at ContractAdministrator@tc.edu.

1. INDEPENDENT CONTRACTOR TEMPLATES.

An independent contractor agreement may be used only when the individual or entity being retained is properly classified as an independent contractor. State and federal tax and labor laws strictly limit when an individual may be classified as an independent contractor rather than as an employee. Each time an individual is retained to provide Services to the College, the individual must complete an Independent Contractor Questionnaire (ICQ). The ICQ allows OGC determine if the individual can be classified as an independent contractor. The ICQ must be completed for each project because the legal analysis depends on the work to be done, as well as other factors. While the inquiry is fact specific, there are some bright line rules:

* TC students and employees may not be retained as independent contractors.
* Instructors and others who teach TC courses are not independent contractors.

Again, if you have questions, please call OGC first.

How to complete an independent contractor agreement:

**The Department must:**

* Prepare a scope of work/description of services to be provided. The scope of work must be specific enough that it clearly identifies what services must be completed and the date of such completion and how much money the consultant will be paid either upon completion or at each stage leading up to completion. Vagueness invites disputes and is not acceptable.
* If hiring an individual, make sure that the individual is eligible to serve as an independent contractor. See ICQ form <https://goo.gl/rUwekk>
* If work is done by a foreign national, please indicate work that is done overseas.
* Review and complete the contract template, filling in all blanks.
* Forward the completed form to the contractor for review and signature.

**Please be careful:**

* The Template is not negotiable and must be executed as it is written.
* If the Department wishes to change anything in the template, it must consult OGC before the template is signed on behalf of the College.
* The individual with signatory authority is depending on you to use the correct template and to use it properly.
* The contract is not valid and will not be effective if
	+ It is modified in anyway without prior OGC approval, or
	+ It is executed on behalf of the College by individuals without Signature Authority, [www.tc.edu/policylibrary/signing-authority](http://www.tc.edu/policylibrary/signing-authority).

Which contract template to use

|  |  |  |
| --- | --- | --- |
| What is the nature of the contract | Who is the contractor? |  |
| Contract for $5,000 or less AND Services involve intellectual property (e.g. curriculum, reports, videos or photographs), confi­den­tial data, transportation, or work with children under age 18. | An individual | Independent Contractor Agreement (Individual) |
| A corporation or other entity that has its own tax identification number. | Independent Contractor Agreement (Company) |
| A contract for $5,000 or less AND does not meet the requirements above. | An individual | Short IC Agreement (Individual) |
| A corporation or other entity that has its own tax identification number. | Short IC Agreement (Company) |

1. HOTEL AND RESTAURANT/SPACE ADDENDA

Teachers College often enters into contracts to rent hotel, restaurant or other spaces. The vendors typically provide extremely one-sided agreements and TC Departments have sometimes found themselves in very difficult (and expensive) situations because they executed these agreements without consultation.

To better protect Departments and the College, OGC has prepared brief addenda that modify these contracts. These addenda must be executed with hotel, restaurant and other space contacts; no one acting for TC should sign such a contract without first obtaining the vendor’s approval of the addendum.

**How to complete a hotel, or restaurant/space addenda**

* Ensure that the dates and the number of rooms in the hotel or restaurant space contract are correct.
* Complete the contract template, filling in all blanks.
* Forward the completed form to the contractor for review and signature.

**Please be careful:**

* The Addendum Template is not negotiable and must be executed as it is written.
* If the Department wishes to change anything in the template, it must consult OGC before the template is signed on behalf of the College.
* The individual with signatory authority is depending on you to use the correct template and to use it properly.
* The contract is not valid and will not be effective if
	+ It is modified in anyway without prior OGC approval, or
	+ It is executed on behalf of the College by individuals without Signature Authority, [www.tc.edu/policylibrary/signing-authority](http://www.tc.edu/policylibrary/signing-authority).