

SPA Certificate Series

Consulting Agreements



Sponsored Programs
Administration
University of Missouri

Introduction

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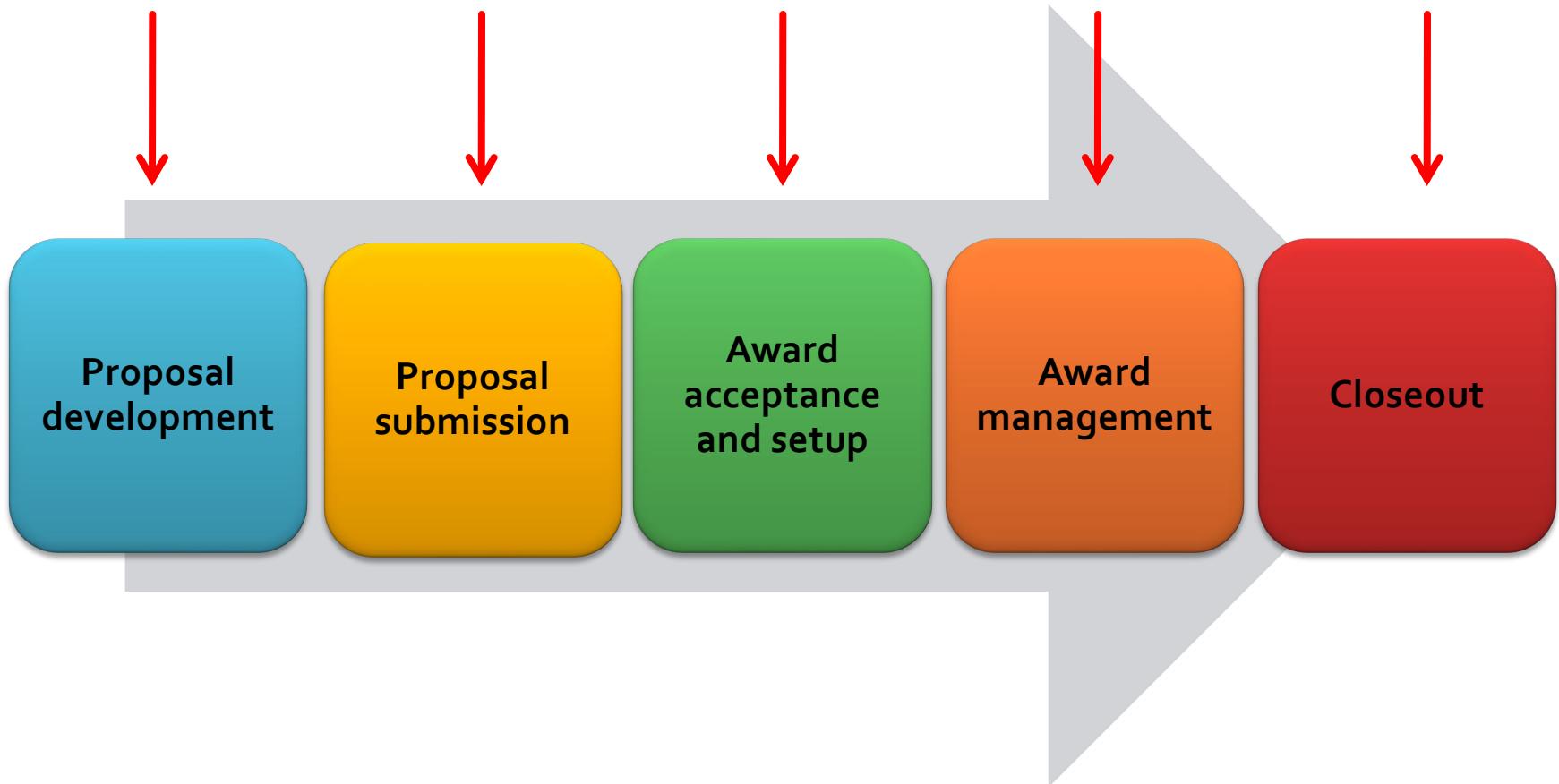


Session Objectives

- Understand the difference between the agreements we process and call “consulting agreements”.
- Understand why we use consulting agreements.
- Understand who we can consult with.



Award Cycle



Timing

- When should you create the consulting agreement?
 - Before the work is to be done.
 - This assures that the work was done in the correct time frame and is allowable on the grant.
 - Assures that there are no misunderstandings about what work is to be done or reports that are required.
 - Assures that the payment terms are acceptable to both parties.

What is the purpose of using a Consulting Agreement?

- To protect the University and the Consultant.
 - A formal agreement outlines the expectations of both parties.
 - Defines the period of performance (must be within the period of performance of the grant that is paying for the work).
 - Defines the work to be done.
 - Defines the payment terms.

What is the purpose of using a Consulting Agreement (continued)

- The agreement helps assure compliance with terms and conditions of the grant agreement that will be paying for the work.
 - Parties certify they are not debarred from receiving federal funding.
 - Defines who owns Intellectual Property if that is developed as a part of the agreement.
 - Defines the liability and insurance requirements.

When is a consulting agreement appropriate?

- Paying for a service >\$500 or IP is involved
 - BPPM 1:060
 - <https://bppm.missouri.edu/policy/contracts-for-services/>
 - Examples:
 - Performing routine assessments
 - Creating content for class/presentation
 - Evaluation of procedures or study design
- Speaking engagements
 - Simplified agreement: Speaker/Lecturer Form

When is a consulting agreement not appropriate?

- Purchase of a tangible good or highly specialized service
- Web development
- Leasing of space or facilities
- Contracting out a portion of the scope of work (may be asked to fill out a subrecipient vs vendor checklist)
- Employment relationship

Where do you start?

- Determine which agreement is appropriate for the activity.
 - Examples: Advisory Committee meeting compensation; Professional consultant
- Fill out the agreement according to information the PI has given you.
- Send agreement to consultant to sign first.
- Enter signed agreement in the contract portal.

Forms



Missouri Contract System

University of Missouri

Welcome to University of Missouri Contract System

User ID

Password

If you have any issues when you are using IE 11 on Windows 10, please switch to Firefox/Google Chrome/Edge. Thank you!

ChromeVox, a freely available plug-in for the Chrome browser, has been found to provide a high level of access and functionality for our users needing the use of a screen reader. The University of Missouri is committed to providing access and accommodations for people with disabilities. If you need accommodations due to disability to access the content of this web application, please contact the number or email below for assistance on your campus.

- At MU, please contact (573) 882-7254 or mucontract@missouri.edu for assistance
- At UMKC, please contact (816) 235-6212 or umkcccontracts@umkc.edu for assistance
- At UMSL, please contact (314) 516-5362, (314) 516-5363 or contracts@umsl.edu for reach Business Services or (314) 516-5923 to reach The Office of Research Administration for assistance.

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Forms

Form Download

Select a file from the table below. Use the download button above the table to download the file to your desktop.

[!\[\]\(cd3eda8aa6ed827f9f1dfd9c906fbd98_img.jpg\) Download Selected File](#)[!\[\]\(f23ef4369fb548107b5533354d0aeee4_img.jpg\) Reset Filters](#)

Available Forms

FILE_NAME	DESCRIPTION	BUSINESS_UNIT
Standard Form Lease.doc	General leasing activities	
Lease Amendment.doc	Lease Agreement Amendment	
OSPA_Consulting-Contract-Amendment.pdf	OSPA Consulting Contract Amendment Template	COLUM
RESIDENTIAL LEASE AGREEMENT.docx	Residential Lease Agreement	
1e-Athletic Agreement.docx	MU Athletic Competition Agreement	COLUM
4e-Contract for the Prod of Fndn Seed.docx	MU Contract for the Production of Foundation Seed	COLUM
4e-Contract for the Prod of Fndtn Seed.pdf	MU Contract for the Production of Foundation Seed	COLUM
34c-School of Nursing (graduate)-Practicum Agreement.docx	MU Nursing Practicum Agreement	COLUM
34c-School of Nursing (graduate)-Practicum Agreement.pdf	MU Nursing Practicum Agreement	COLUM
40 Vet Med Clinical Affiliation Agreement.docx	MU Vet Med Clinical Affiliation Agreement	COLUM
40 Vet Med Clinical Affiliation Agreement.pdf	MU Vet Med Clinical Affiliation Agreement	COLUM
43 Mo Review Publishing Agreement.docx	MU Missouri Review Publishing Agreement	COLUM
43 Mo Review Publishing Agreement.pdf	MU Missouri Review Publishing Agreement	COLUM
45 - Facilities Agreement Study Abroad.doc	MU Study Abroad Facilities Agreement	COLUM
65-Amendment to Consulting Agreement.doc	Amendment to Consulting Agreement	COLUM

Forms

- If you do not have access to the contracts portal, forms may also be found at:

<https://finance.missouri.edu/forms/>

Considerations

- Is there sufficient budget remaining in my project to pay a consultant?
- Does the consultant's period of performance fall within the overall project period of performance?
- Is consulting an allowable expense?
- What contracting mechanism have we used in the past for this relationship?

Independent Contractor

Should the individual be treated as an independent contractor or an employee?

<https://www.umsystem.edu/ums/fa/controller/accountingservices-tax-classification>

HIRING PRESENT AND FORMER EMPLOYEES

Special care should be taken when evaluating whether or not a present or former employee of the University should be hired as an independent contractor.

Present and recent former University employees should usually be paid as employees. According to IRS guidelines, a continuing relationship is one indication of an employee/employer relationship. In addition, any employment of present and former University employees as independent contractors should be evaluated carefully for other indications of employee status. In this situation, employee status might be required due to:

- The worker was previously paid as an employee to perform essentially the same type of work.
- The University pays other workers on an employee basis to perform similar tasks.

Independent Contractor

- Form: <https://research.missouri.edu/sponsored-programs-administration/forms>
- IRS Guidance:
<https://www.irs.gov/businesses/small-businesses-self-employed/independent-contractor-self-employed-or-employee>
- Consequences of misclassifying
 - University may be held liable for employment taxes for the individual

Consulting Agreement Submission

- Consulting Agreements and Speaker Lecturer Agreements must be submitted through the MU Contract System: <https://muop-applications.missouri.edu/contracts/>
- Contact your division fiscal officer to obtain access
- Some divisions utilize AP Shared Services to submit agreements into the Contract System.
- Division of Finance Training (FaCTS)

Contract Portal



Missouri Contract System

University of Missouri

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Password

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Contract Portal (continued)



Missouri Contract System
University of Missouri

Welcome Melissa L Old!

[Download Contract Form\(s\)](#) [Create New Contract](#) [Contract List](#) [Reminder](#) [Administration](#)

Welcome to Contract System!

Contract Portal (continued)

Edit Contract Screen

Save Only Submit Reset

Contact Person Information

Contact Employee ID 01058497	Name Melissa L Old	Email oldm@missouri.edu	Phone (573) 882-0170
Address 601 Turner Ave.	Department Sponsored Program Admin	Division Office of Research	Business Unit COLUM

Contract Information

* Department information must be selected.

Division	Business Unit	Department	
<input type="text"/>	<input type="text"/>	<input type="text"/> <input type="button"/>	
Term Begin *	Term End *	Amount 0	Country US
<input type="checkbox"/> is Real Estate Department Access Only?			
Subject *			
<input type="text"/>			
Comments <input type="text"/>			

Contract Portal (continued)

Contract Information (For Finance Office Use Only)

[Start Edit](#)

Contact Person Information

Contact Employee ID 10252655	Name Samantha R Wells	Email wellssr@health.missouri.edu	Phone (573) 884-5618
Address Patient Centered Care Learning Cent	Department Rural Health-AHEC	Division Medicine	Business Unit COLUM

Contract Information

Assign Contract Number 2021029658	Parent 238004	Ancestor OGC Designee		
Contract Type OSPA-SIGNATURI	Contract Status ▼	Assign To File Type ▼		
<input type="checkbox"/> Is renewable? <input type="checkbox"/> Conflict of Interest Verified <input type="checkbox"/> Independent Contractor Certificate Received				
<input checked="" type="checkbox"/> Grant Funded <input type="checkbox"/> Rush <input type="checkbox"/> Is Department Approval Completed?				
 Add PI Remove PI				
Principal Investigator	Principal Investigator Email	PeopleSoft Project ID	PI Status	Status Date
Quinn,Kathleen J	QuinnK@health.missouri.edu	00067400	Approved	10/07/2021

Contract Portal (continued)

Date Received	Term Begin	Term End	Extend Term	Term Month	Amount \$	Country
<input type="button" value=""/>	<input type="button" value="03/17/2021"/>	<input type="button" value="06/16/2021"/>	0	0	400	US
Department	Division	Business Unit				
Rural Health-AHEC	<input type="button" value=""/>	CMED	COLUM			
Subject	T4LC Lindblom					
Comment	SOM Teaching Scholars participant for dates 3/17, 4/21, 5/19, & 6/16					

* At least one other party must be input.

 Add Other Party  Edit Selected Other Party  Remove Selected Other Party

Other Party	Entered BY	Entered Date	Modified BY	Modified Date
Lindblom, Erik				

Contract Portal (continued)

* At least one file must be attached.

File Name	Uploaded By	Upload Date
Erik Lindbloom Independent Contractor Form.pdf	wellssr	10/07/2021 08:15 AM
Erik_Lindbloom_Participation_Stipend_Form.pdf	wellssr	10/07/2021 08:15 AM

[!\[\]\(1fd022c07c83c3cdcd849b3cd0b25f7f_img.jpg\) Add New Attachment](#) [!\[\]\(6fba9a5af922008a3827804bcd0c6868_img.jpg\) Preview](#) [!\[\]\(1a5b6bfe88707d78a8f479b031f9120f_img.jpg\) Download Selected Attachment](#) [!\[\]\(0ab9ca03bca1ebd29527e4df6c0afa9a_img.jpg\) Remove Selected Attachment](#)

Processing

- Once the agreement has been entered in the portal, the portal will send an email to the PI for their approval.
- It then is routed to Business Services. They will determine if it is an agreement they sign or if it gets sent to SPA.
- Once it gets to SPA, we do a first review.

SPA Review

- The first review checks:
 - Period of performance to see that it falls within period of performance of grant identified to be paying for the work.
 - Check to see that there are funds available on grant paying for work.
 - Verify information on ICC and that consultant is not an employee and has not been an employee in the past 12 months.
 - Confirm no changes have been made by the consultant.
 - Confirm that consultant has signed the agreement.

SPA Review (continued)

- Second Review:
 - Read through the Character and Extent of Service section to see if anything needs to be reviewed by others (website, export control, etc.)
 - If anything has been changed by consultant, send for internal legal review and possibly also General Counsel and Risk Management depending on the changes.

SPA Review (Continued)

- Things that slow the process down
 - Indemnification Language
 - Insurance Language
 - Choice of Law
 - Dispute Resolution
 - IP Language
 - Confidentiality Language
- BE SAFE AND USE A UNIVERSITY APPROVED FORM, if possible

After the review

- Once all potential issues have been resolved, agreement is signed. Fully executed copy is uploaded to portal and it is marked “Complete”.
- System sends email to person that entered the record.
 - It is then the department's responsibility to send fully executed agreement to consultant, monitor progress of work, and make payments as appropriate.

How to pay a consultant

- We must have a fully executed agreement on file (consultant signature and OSPA signature).
- Department prepares a non-PO voucher/payment request. (Do not create a requisition.)
 - Must ensure a vendor/supplier exists in PS
 - Must either include a copy of the fully executed consulting agreement or the number assigned by the contract portal
 - If consultant is a non-resident alien, contact campus payroll
- PS account used should be a department operating expense (rolls up to 720001)
- Expense is included in MTDC for the purposes of recovering F&A

FAQ

- When should I initiate a consulting agreement?
 - After the execution of our agreement with our sponsor.
 - Prior to performance by consultant.
 - Often depends on programmatic needs.

FAQ

- Do I have to use the standard consulting form?
 - The standard consulting form has been reviewed by the Office of the General Counsel and others. Using a non-standard form will likely delay the processing of your agreement.

FAQ

- What if the other party wants to use their form?
 - We can accommodate this, but it will have to be reviewed by others.
 - Internal Legal Review
 - General Counsel
 - Risk and Insurance Management

FAQ

- What if my consultant won't agree to the standard terms?
 - Ask them to strike through the terms they would like waived and add alternative language they would like for us to consider.
 - Send these revisions to OSPA and we will work with General Counsel to see if the University can agree to them.
 - It is also helpful if they explain why they can't or do not want to accept certain terms.

FAQ

- How long does it typically take to execute a consulting agreement?
 - Typical turn around for a standard agreement is 7-10 business days from the time it is received by SPA.
 - If a non-standard agreement template is used, the turn around time depends on what needs to be reviewed and which office handles that review.
 - If our agreement is used, but the consultant objects to some of the terms, the turn around time depends on what they are objecting to and what office needs to review.

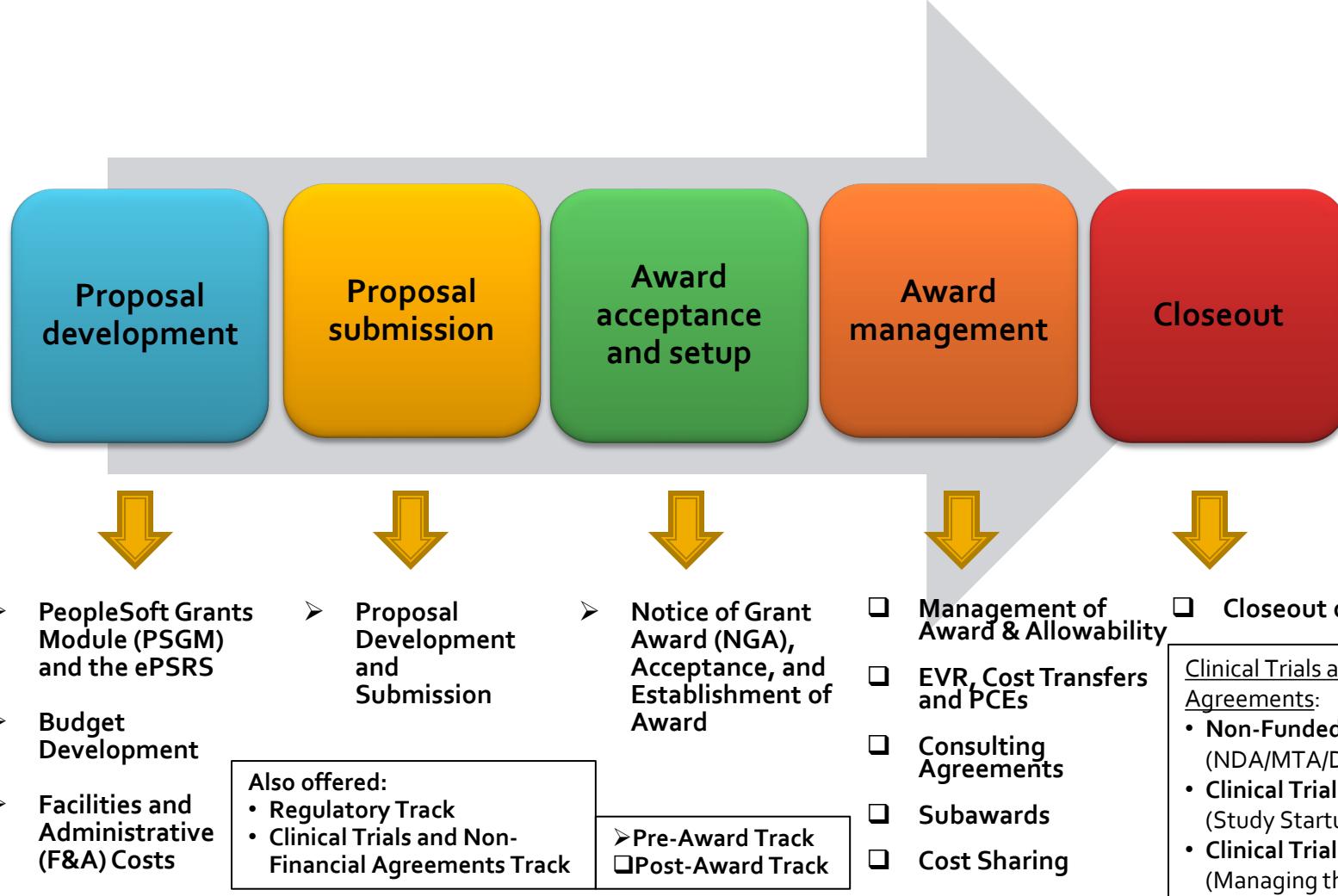
FAQ

- What are common causes of delay?
 - The consulting expense would cause the project to be overspent.
 - A portion of the work will take place in another country.
 - A conflict of interest exists.
 - Requests to modify the contract language.
 - Consulting agreement is submitted with a period of performance that conflicts with the grant period of performance.

Certificate Series for Specialized Grants Training



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