



Applicable To: Department Grant Managers and Staff
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Guidance on Outgoing Services Agreements

Guidance Rationale

This business process sets out the steps to be followed when a department¹ of Harvard Medical School (“HMS”) needs to enter into an agreement with another party in which that party will provide specified services in exchange for payment, and such arrangement is appropriately documented in the form of a services agreement (sometimes called a consulting agreement or vendor agreement, and referred to hereinafter as an “Outgoing Services Agreement”).² Departments should use Harvard’s [Subrecipient vs. Contractor Guidance](#) to determine if an Outgoing Services Agreement is the correct contracting mechanism to provide funds to another party for work to be performed,³ and may also utilize Harvard’s [Web-Based Agreement Identification Tool \(“WAIT”\)](#) to inform their decision. If HMS departments require assistance with this determination, they should consult with the HMS Director of Strategic Procurement (“DSP”) and their assigned HMS Office of Research Administration (“ORA”) Grants & Contracts Team representative (for federal and non-federal⁴ sponsored awards the Grants and Contracts Officer or “GCO”).⁵

Related Resources/Referral Links

Subrecipient vs. Contractor Guidance – <https://osp.finance.harvard.edu/subrecipient-vs-contractor-guidance>

Web-Based Agreement Identification Tool (“WAIT”) – <https://osp.finance.harvard.edu/wait-web-based-agreement-identification-tool>

HSDM Office of Administration and Finance – <https://hsdm.harvard.edu/office-administration-and-finance>

Office of the General Counsel: Model Documents – <https://ogc.harvard.edu/pages/model-documents>

Independent Contractor Policy – <https://policies.fad.harvard.edu/pages/independent-contractors>

¹ “Department” refers to any school unit, including divisions, centers, institutes, programs, and the like.

² This process excludes salary reimbursement arrangements using the Teaching and Administrative Billing Agreement template.

³ In order to qualify as an individual vendor of consulting services, a person must not be in any employment relationship with Harvard and must meet the requirements for a consultant (as opposed to an employee) under Harvard’s applicable policy. See [Independent Contractor Policy](#).

⁴ While ORA’s Awards Management Specialists typically review federal sponsored awards, they do not handle Outgoing Services Agreements.

⁵ For agreements under an Industry Sponsored Research Agreement or “ISRA” departments should consult with OTD rather than ORA.



Definitions/Abbreviations

CRO: Contract Research Organization

DUA: Data Use Agreement

GMAS: Grants Management Application Suite: Harvard’s system of record for sponsored awards

HMS: Harvard Medical School

HSDM: Harvard School of Dental Medicine

ISRA: Industry Sponsored Research Agreement

OGC: Harvard’s Office of the General Counsel

ORA: HMS Office of Research Administration

OTD: Harvard’s Office of Technology Development

Outgoing Services Agreement: An agreement with another party in which that party will provide specified services in exchange for payment, sometimes called a consulting agreement or vendor agreement.

RSR: ORA Research Security Representative (Associate Director, Research Security or Compliance Specialist)

Business Processes/SOPS

Once it has been confirmed that an Outgoing Services Agreement is appropriate, staff members should follow the steps below to put an agreement in place with the other party providing the services (sometimes referred to as a consultant or vendor, and hereinafter referred to as “Service Provider”).

Responsible Party Roles:

DSP = HMS Director of Strategic Procurement

GCO = ORA Grants and Contracts Officer

GM = Grants Manager/department administrator

| Step | Responsible Party | Task/Activity |
|------|-------------------|--|
| 1 | GM | Once the GM has confirmed that an Outgoing Services Agreement is appropriate, they should draft the agreement using the templates and instructions on Harvard’s OGC website (here). <ul style="list-style-type: none"> Note that the template has several optional sections that may be kept or deleted as appropriate for the given situation. It is encouraged to track changes when editing in case questions arise later. |
| 2 | GM | For standard Outgoing Services Agreements (i.e., none of the factors listed below apply), GMs may send drafts to the Service Provider for review and signature. Proceed to Step 7 below. <p>If the drafter has general questions about completing the template, they should consult with the DSP before sending the agreement out. Proceed to Step 3 below.</p> <p>If any of the following is true, the drafter should consult with their assigned GCO <u>before</u> sending the agreement out, with a copy to the DSP; the GCO will consult with other offices as needed:</p> |



| | | |
|---|----------------|--|
| | | <ul style="list-style-type: none"> ▪ Service Provider is a non-U.S. entity or person* ▪ The work to be performed involves the exchange of data and/or materials* ▪ Service Provider will work with personally identifiable information on Harvard’s behalf ▪ Service Provider will process credit card information/transactions on Harvard’s behalf ▪ Service Provider will handle information that falls under EU’s General Data Protection Regulation (GDPR) ▪ Service Provider will have access to the Harvard Network ▪ Service Provider will be creating a public facing website on Harvard’s behalf ▪ Service Provider’s services will be paid for using <u>federal</u> sponsored funds ▪ Service Provider is providing research-related services, including contracts with a Contract Research Organizations or “CRO”** <p>*If sending data or materials to a non-U.S. entity or person, the drafter must <u>also</u> contact the RSR at international_collaborations@hms.harvard.edu for an export control review.</p> <p>**Corporate CROs should be sent to OTD for review, while ORA will assist with non-profit and hospital service center CROs.</p> <p>Proceed to Step 3 below.</p> |
| 3 | GM | <p>If consultation with the DSP and/or GCO is required under Step 2 above, the GM should provide the following information:</p> <ul style="list-style-type: none"> ▪ Name and location of Service Provider company, and contact information for their representative(s) ▪ List of any known individuals at Service Provider company who will work on the project ▪ Summary of items/services the HMS department is purchasing ▪ GMAS Fund number for any sponsored project that will be funding the agreement(s) ▪ Amount to be paid to the Service Provider for the services ▪ Any relevant communications or backup documentation (i.e. required quotes, IACUC approval, completed export control review, etc.) <p>If consultation is not required, proceed directly to Step 7 below.</p> |
| 4 | DSP and/or GCO | <p>If the GM requests consultation on an Outgoing Services Agreement per Step 2 above, the DSP and/or GCO will review the agreement and provide guidance as appropriate, which may include making suggested edits to the agreement terms. The reviewer(s) may further consult with the RSR and/or other Harvard offices as needed (e.g., OTD, OGC).</p> <p>If consultation with other Harvard offices is not required, proceed directly to Step 6 below.</p> |
| 5 | DSP and/or GCO | <p>The DSP and/or GCO consulting with other Harvard offices will collect any feedback from the other offices and create a final draft agreement incorporating all comments and suggested edits.</p> |
| 6 | DSP and/or GCO | <p>The DSP or GCO will share the final agreement draft with the GM, and work with the GM as needed to address any questions or concerns about the draft.</p> |



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| 7 | GM | <p>The GM sends the draft Outgoing Services Agreement to the Service Provider for review and signature. If the Service Provider requests material edits to the draft agreement (i.e. edits to substantive terms such as liability, warranties, etc.), the GM should consult with the DSP prior to moving forward.</p> <p>If the Service Provider signs without any negotiation, proceed directly to Step 9 below.</p> |
| 8 | DSP | <p>The DSP will work with the GM (in consultation with ORA or others, as needed) to help them respond to the Service Provider and negotiate the Outgoing Services Agreement. The DSP will confirm when the negotiated terms are acceptable and the agreement may be signed by the HMS department.</p> |
| 9 | GM | <p>The GM obtains the signature of the appropriate department official (department chair or finance manager) and sends the fully executed Outgoing Services Agreement to the DSP. GMs should also file the agreement per the department's standard filing system.</p> |

Appendices

Not applicable.