



University Operating Procedure

Professional Consulting Services

Overview

A Consultant is an independent contractor providing professional services in an individual capacity, including d.b.a. (“doing business as”) status. Professional services are services rendered pursuant to an occupation or business that involves specialized education, knowledge, judgment, and skill. This University Operating Procedure (UOP) describes how the services of an external consultant are to be retained by the University (UVM) and its academic and administrative units.

Contracts *excluded* from this UOP are those relating to:

- External audit services
- Architectural and engineering professional services processed through Facilities Design and Construction
- Legal services processed through the Office of General Counsel
- Sponsored research sub-awards processed through Sponsored Project Administration
- Visiting faculty, guest lecturer or speaker engagements, and presentations by someone who will receive a token of appreciation, such as an honorarium, for a single or otherwise limited engagement
- Entertainer and performer events through Student Life
- University professional medical health care services through the Center for Health and Wellbeing.

Also *excluded* from this UOP are professionals serving on peer review panels or committees, or professionals rendering comparable peer assessment services of a limited nature.

Further *excluded* are proposals to retain services from UVM faculty or staff supplemental to their usual assignments. Any such proposed retention must be handled under existing policies and procedures regarding workload, supplemental compensation, and conflicts of interest or commitment.

Procedures

1. The Responsible Official submits a draft contract for review to Purchasing Services' Contract Analyst ("Contract Analyst") pursuant to applicable UVM policy. Either a vendor-generated contract or the University's Services Agreement template may be submitted for Contract Analyst review.
2. The Responsible Official informs the Contract Analyst whether the total dollar value of the contract exceeds \$25,000.00. If so, a Single/Sole Source Justification Form, Quotation Evaluation Form, or RFP template must be submitted, as appropriate.
3. The Responsible Official informs the Contract Analyst if there are privacy, confidentiality or security concerns regarding any data to which the Consultant may have access, so that these issues may be properly vetted and appropriate protective language added to the contract document(s).
4. If the University's Services Agreement template is submitted for Contract Analyst review, the Responsible Official shall provide a draft with the highlighted portions completed, as follows:
 - a. The Consultant's legal name, principal place of business and contact information
 - b. Contract Term (start and end dates)
 - c. Description of the project, including scope of work and schedule of deliverables with timetable
 - d. Project cost, including flat fee or hourly rate with not-to-exceed amount (inclusive of any reimbursed expenses)
 - e. Itemization of any reimbursable expenses, method of calculating, and not-to-exceed amount
 - f. Frequency of invoicing, UVM Department contact information for submitting invoices, final invoice date and name of payee
 - g. Termination Date that coincides with Contract start date, and number of days required for written notice of early termination
 - h. Signature block information
5. Purchasing Services reviews, negotiates and revises the draft contract; confirms final approval by the Responsible Official; obtains the Consultant's authorized signature; and secures the authorized countersignature on behalf of UVM. The Contract Analyst may consult with Risk Management and Safety, Office of General Counsel, Information Security Office or others as needed to obtain appropriate approvals.
6. Purchasing Services distributes a copy of the fully executed contract to the Responsible Official and Consultant.
7. Any proposed extension, amendment or renewal of a consulting Services Agreement must be submitted to Purchasing Services. Contact the Contract Analyst to draft the appropriate document.

Definitions

Authorizing Official: The supervisor of the Responsible Official. If the University Procurement Policy or the Contract Approval Policy requires additional authorizations, those must also be obtained.

Consultant: An independent contractor providing professional services in an individual capacity, including d.b.a. status.

d.b.a., or “doing business as”: A designated trade name for a business entity.

Professional Services: Services rendered pursuant to an occupation or business that involves specialized education, knowledge, judgment, and skill.

Responsible Official: The Departmental Unit principally responsible for (i) seeking to retain the Consultant; (ii) devising the scope of work; (iii) overseeing the fulfillment of the consulting contract; (iv) ensuring that all necessary documentation is completed and submitted (*e.g.* W-9 forms; proof of insurance); and (v) confirming that invoices are properly itemized and timely submitted.

Contacts/Responsible Official

Questions related to the daily operational interpretation of this procedure should be directed to:

Purchasing Services
Waterman 205
Burlington, VT 05405
(802) 656-6610
purchasing@uvm.edu

The Vice President of Finance and Treasurer delegates the interpretation and administration of the procedure to the University Controller.

Forms

Consulting Services Agreement Template

<https://www.uvm.edu/sites/default/files/Division-of-Finance/Forms/svcsagmttemplate.docx>

Employee vs. Independent Contractor Determination Form

<https://www.uvm.edu/finance/forms/employee-vs-independent-contractor-determination-form>

Related Documents/Policies

Code of Conduct and Ethical Standards

http://www.uvm.edu/policies/general_html/businessconduct.pdf

Conflict of Interest and Conflict of Commitment Policy

http://www.uvm.edu/policies/general_html/conflictinterest.pdf

Contract Approval and Signatory Authority Policy

<http://www.uvm.edu/policies/procure/contract.pdf>

Employee vs. Independent Contractor Policy

<http://www.uvm.edu/policies/acct/indcontract.pdf>

Procurement or Lease of Goods and Services and Contract Approval and Signatory Authority for

Procurement or Lease of Goods and Services Policy

<http://www.uvm.edu/policies/procure/procurement.pdf>

Resolution Regarding Delegation and Retention of Board Authority

<http://www.uvm.edu/trustees/policymanual/II%204%20Resolution%20regarding%20Board%20Delegation%20and%20Retention%20of%20Authority.pdf>

Effective Date

Approved by the Vice President for Finance and Treasurer May 8, 2018