Contract Administration

Process Overview

Contract Administration is a shared service for the following legal entities: 1) Stanford Health Care; 2) Lucile Salter Packard Children’s Hospital at Stanford (“Lucile Packard Children’s Hospital” or “Stanford Children’s Health”); 3) The Hospital Committee for the Livermore-Pleasanton Areas (“Stanford Health Care – ValleyCare”); 4) Stanford University Medical Network Risk Authority, LLC (“The Risk Authority”); 5) University HealthCare Alliance; 6) Packard Children’s Health Alliance; 7) Stanford Health Care Advantage; 8) Stanford Blood Center, LLC; 9) CareCounsel, LLC

November 2019
Agenda

1. Stanford Health Care Organizational Overview
2. Contract Administration Department Overview
3. Contract Administration Process Overview
4. Request a Contract
5. Track a Requested Contract
6. Access a Fully-Signed Contract
7. Contract Administration Resources

Members of the Stanford Health Care – Contract Administration department celebrate the department’s Top Ten Accomplishments from Fiscal Year 2017.
Stanford Health Care ("SHC") is the flagship academic medical center associated with the Stanford University School of Medicine. SHC has 15,232 employees and volunteers, 613 licensed beds, and $4.1 billion total annual revenue.

Lucile Salter Packard Children's Hospital at Stanford ("LPCH") is the academic children's medical center associated with the Stanford University School of Medicine. LPCH has 4,854 employees and staff, 312 licensed beds, and $1.4 billion total annual revenue.

Stanford Health Care – ValleyCare ("ValleyCare") is also an affiliate of SHC and LPCH and has more than 2,100 employees and staff and 242 licensed beds.

Other affiliates of SHC and LPCH include University HealthCare Alliance, Stanford Blood Center, Stanford HealthCare Advantage, CareCounsel, Packard Children’s Health Alliance, and The Risk Authority. Contract Administration provides services for these nine entities.
Mission Statement

The Stanford Health Care – Contract Administration department provides centralized contract management and legal review services that include: coordinating contract requests, advising on contractual matters, negotiating and drafting legal documents, performing legal review and facilitating timely renewal or termination of contracts to meet internal policies and external regulations and optimize legal and business terms.

Vision Statement

To be the national leader in healthcare contract administration by providing exceptional and timely contract management and legal review services.

Service Level Agreements

1. Contract Administration will provide a disposition to email and phone inquiries by the end of the next business day.
2. Once a complete and correct contract request is submitted, Contract Administration will provide advice, draft or revise a contract within ten business days.
Fiscal Year 2019
Annual Review

Contract Administration’s Top 10
Accomplishments From Fiscal Year 2019

1. Reviewed over 5,500 Contracts and Reduced Expired Contracts by 43%

Contract Administration reviewed over 5,500 contracts while continuing to manage over 9,000 contracts for nine affiliated Stanford Medicine entities. Additionally, Contract Administration significantly reduced the percentage of expired contracts in the contract database, which optimizes legal and business terms and the relevance of database search results.

2. Completed 84% of Contract Requests within 25 Business Days

Contract Administration’s service level agreement is to provide advice, a draft or a revised contract within 10 business days of receiving a complete and correct request. Contract Administration met this service level agreement over 93% of the time. Additionally, 84% of all contracts were completed within 25 business days.

3. Maintained Stakeholder Satisfaction above 85%

Contract Administration maintained stakeholder satisfaction above 85% by delivering exceptional and timely service, reliable turnaround times, and convenience and transparency with online resources.

4. Administered over 240 Annual Contract Evaluations

Contract Administration administered annual contract evaluations for over 240 contracts to satisfy the requirements of the Centers for Medicare & Medicaid Services and The Joint Commission for annual monitoring of contracts for the provision of care, treatment, and services provided to the hospital’s patients.

5. Automated Contract Drafting

Contract Administration implemented software that automatically populates contract templates to minimize repetitive data entry and reduce turnaround times.

6. Maintained 80% StandOut Employee Engagement

Contract Administration has gone “all-in” with StandOut, earning kudos for being the department with the most Check-Ins. Contract Administration team members participated in over 28 employee engagement activities and maintained the percentage of staff that are “fully engaged” at 80%.

7. Revised Standard Operating Procedures to Improve Processes and Efficiency

Contract Administration performed a comprehensive update of its Standard Operating Procedures, including developing a robust playbook for responding to vendor redlines, to enhance consistency and efficiency.

8. Partnered with the Office of the General Counsel to Optimize Legal Resources

Contract Administration provided legal support for vendor dispute resolution matters, resulting in the settlement of several disputes for 50% of the amount claimed by the other party as well as avoidance of potentially substantial outside legal counsel expenses. Contract Administration also supported compliance initiatives including assessing and tracking compliance with requirements applicable to tax exempt bond financed facilities.

9. Presented at National Conferences

Contract Administration shared its expertise and knowledge with colleagues by presenting at the national Association of Corporate Counsel, Healthcare Law & Compliance Institute, and Healthcare Financial Management Association conferences.
There are Four Distinct Phases of the Contract Life Cycle:

1. **Intake**
   - Receives requests to draft or review new contracts or amendments to existing contracts
   - Ensure compliance with internal policies and external regulations

2. **Business Review**
   - Business Leader reviews and approves business terms

3. **Legal Review**
   - Redline any required legal changes
   - Note any business comments

4. **Administration**
   - Ensure contract is fully signed
   - Upload contract into the online contract database
   - Facilitate timely renewal or termination of contracts before expiration
Contract Administration is Organized into Three Teams that Specialize in Various Phases of the Contract Life Cycle

**Intake Team**
- Receives requests to draft or review new contracts or amendments to existing contracts
- Ensures compliance with internal policies and external regulations
- Redlines any required legal changes
- Notes any business comments
- Ensures contract is fully signed
- Uploads contract into the online contract database
- Facilitates timely renewal or termination of contracts before expiration

**Legal Review Team**
- Receives requests to draft or review new contracts or amendments to existing contracts
- Ensures compliance with internal policies and external regulations
- Redlines any required legal changes
- Notes any business comments

**Administrative Team**
- Receives requests to draft or review new contracts or amendments to existing contracts
- Ensures compliance with internal policies and external regulations
- Redlines any required legal changes
- Notes any business comments
- Ensures contract is fully signed
- Uploads contract into the online contract database
- Facilitates timely renewal or termination of contracts before expiration
Before signing a contract or other legal document, the Stakeholder sends the document together with a completed “Contract Request Form” to Contract Administration at ContractAdministration@stanfordhealthcare.org.

2. Once Contract Administration approves a contract or other legal document, the Vendor (Other Party) must sign first.

3. Once the Vendor (Other Party) signs, Contract Administration will sign and provide a one-page “Contract Approval Form” so that the designated internal contracting officer can sign the contract.

4. Once fully signed, the Stakeholder submits the documents to Purchasing so that a Purchase Order can be issued and payments made to the Vendor (Other Party).

5. Contract Administration will load all signed contracts into the MediTract contract database.
Contract Administration

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Click one of the following buttons to request, track, or access contracts. For assistance with applicable usernames, passwords, or other access issues, please email ContractAdministration@stanfordhealthcare.org.

LOCATION
300 Pasteur Drive
Mail Code 5572
Stanford, California 94305
Phone: 650-723-3057
Fax: 650-498-5899
Email: Contract Administration

Contract Administration’s Internet Site is Accessible to Everyone and Contains Forms, Standard Contract Language, and Training Guides

The website can be accessed at https://stanfordhealthcare.org/about-us/contracts.html
Stakeholders Request a Contract by Clicking the “Request a Contract” Button, Completing the Contract Request Form, and Submitting the Form to Contract Administration.

Contract Administration Process Overview

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Click one of the following buttons to request, track, or access contracts. For assistance with applicable usernames, passwords, or other access issues, please email ContractAdministration@stanfordhealthcare.org.

- REQUEST a Contract
- TRACK a Requested Contract
- ACCESS a Fully Signed Contract

Contract Administration aspires to be the national leader in healthcare contract administration by providing exceptional and timely contract management and legal review services. Every contract managed by the Stanford Health Care - Contract Administration department follows four phases in the contract lifecycle depicted below:

Contract Request Form

Description: Use this form to request a new contract or to request an amendment, statement of work, or addendum to an existing contract.

Instructions: Complete this form by filling out all required sections marked with a red asterisk (*). Upload any applicable Vendor (Other Party) proposal and/or contract as an editable Word file.

Is a Contract Required?

A contract is required if any of the following is marked as “Yes”:

- Did the Vendor (Other Party) present a legal or contractual document to sign?*
  - Yes
  - No

Contract Type

Click here for a list of contract types and contract type descriptions.

Contract Type:*

You have selected the Contract Type “Equipment - Maintenance and Support Services Agreement” which has the following contract type description and examples of contract titles:

Description: An agreement for preventative maintenance, service, and/or repair of medical equipment.

Examples of Contract Titles: Equipment Service Agreement, Service Agreement.

Save and Resume Later
Contract Administration enters all requests for contracts into a Smartsheet online tracking log. After any action is taken on a contract, a member of the Contract Administration team enters a comment on the log.

Stakeholders can now track requested contracts – and view the action taken on contracts – by clicking on the “TRACK a Requested Contract” button on the Contract Administration Internet Site.

For assistance with applicable usernames, passwords, or other access issues, please email ContractAdministration@stanfordhealthcare.org.
Track a Requested Contract

Stakeholders can use Smartsheet to track the status of a contract request submitted to Contract Administration.

<table>
<thead>
<tr>
<th>Stakeholders</th>
<th>Smartsheet Log</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>AHA Media Group LLC</td>
<td>NA</td>
<td>Stakeholders can review the comments on the Smartsheet log to see any activity taken on a requested contract. The comments will always show “Action Taken” and the “Next Steps” for each particular contract.</td>
</tr>
</tbody>
</table>
MediTract, the Online Contract Database, Has Been Updated to Store and Categorize Fully-Signed, Active Contracts

- Fully-signed, active contracts are loaded into MediTract (www.meditract.com).
- Using MediTract, Stakeholders can view and download copies of their contracts 24/7.
- MediTract also sends automatic email alerts to Stakeholders assigned to contracts 90 days, 60 days, 30 days, and 7 days before a contract expires.
The “Training Guide – How to Purchase Goods and Services” provides an overview of potential steps involved in purchasing goods and/or services from a Vendor.

This training guide, along with training guides on other topics, is available on Contract Administration’s website: https://stanfordhealthcare.org/about-us/contracts.html
Contract Administration

Contract Administration Updated and Revised the Contract Templates and Standard Contract Language, Which is Available on the Contract Administration Website

Contract Administration Resources

AMENDED AND RESTATED SERVICES AGREEMENT

This Amended and Restated Services Agreement ("Agreement") is effective [Enter Specific Date] ("Effective Date") by and between [Select the Applicable Stanford Legal Entity] ("Entity"). and [Enter Vendor Legal Name] ("Vendor"). Entity and Vendor are sometimes referred to herein individually as a "Party" and collectively as the "Parties".

[USE IF AMENDED AND RESTATED: WHEREAS, Entity and Vendor entered into that certain [Insert Title of Base Agreement] dated [Enter Specific Date] ("Previous Agreement")]

WHEREAS, Entity is seeking to [briefly describe intent];

WHEREAS, Vendor wishes to provide services to Entity; and

WHEREAS, Entity desires to engage Vendor to provide services to Entity upon the terms and conditions set forth in this Agreement.

THEREFORE, in consideration of the mutual covenants and promises set forth in this Agreement and for such other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree [USE IF AMENDED AND RESTATED: to amend and restate the Previous Agreement] as follows:

1. TERM AND TERMINATION.

1.1. Term. This Agreement shall be in force and effect from the Effective Date to [Enter Specific Date]. [USE IF TERM WILL AUTOMATICALLY RENEW: Upon expiration of the initial one (1) year term, this Agreement shall automatically renew for up to two (2) successive one (1) year renewal terms, unless either Party gives notice of non-renewal at least thirty (30) days prior to the expiration of the then-current term.] The initial term, any renewal terms, and any subsequent extension of this Agreement that may be mutually agreed upon are collectively referred to as the "Term". Unless otherwise mutually agreed upon by the Parties in writing, the Term of this Agreement shall not exceed three (3) years. [FOR INDIVIDUAL INDEPENDENT CONTRACTORS, INITIAL TERM AND ANY EXTENSION TERM MAY NOT EXCEED ONE (1) YEAR BECAUSE AN INDEPENDENT CONTRACTOR QUESTIONNAIRE ("ICQ") MUST BE COMPLETED ANNUALLY. IF AN AGREEMENT WITH AN INDIVIDUAL INDEPENDENT CONTRACTOR IS RENEWED OR EXTENDED, AN ICQ MUST BE COMPLETED FOR SUCH RENEWAL OR EXTENSION.] Notwithstanding the foregoing, if on the date of expiration or termination of this Agreement, there is an active Statement of Work ("SOW") in effect under this Agreement, this Agreement shall automatically and without further action required by the Parties remain in effect until the termination or completion of such SOW, but only as to that SOW.

1.2. Termination. Entity may terminate this Agreement or any SOW at any time for any reason or no reason by providing Vendor with thirty (30) days prior written notice. In the event of either Party's material breach of any term or condition of this Agreement or any SOW, the non-breaching Party may give written notice to the other Party specifying the manner in which the Agreement or SOW has been breached and the manner in which the breach may be corrected. In the event the breach remains uncured after thirty (30) days from the date of such notice, this

Contract Templates

Contract templates are updated to contain consistent formatting and language.

Standard Contract Language

Standard contract language is posted for all Stakeholders and Vendors to review on the Contract Administration website:

https://stanfordhealthcare.org/about-us/contracts.html
Contract Administration Resources

Contact Contract Administration in Any of the Following Ways:

Online: https://stanfordhealthcare.org/about-us/contracts.html

Email: ContractAdministration@stanfordhealthcare.org

Phone: (650) 723-3057