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To: School of Medicine Communicators and Business Managers

From: Andrea Martin, Director, Digital & Creative Services; Senior Director, Operations, Office of Strategic Communications, School of Medicine

Subject: Guidelines for Contracting with Creative Services Vendors

When contracting with a vendor for creative services (such as writing, photography, videography, web development, graphic design, etc.), Duke University School of Medicine Office of Strategic Communications strongly recommends the following guidelines be followed. These guidelines are provided in partnership with Duke's Procurement Office, and are intended to protect your unit and the creative assets that are property of Duke obtained through your vendor.

Please note: These guidelines will be discussed at the August 24, 2022 SoM Communicators Network Meeting.

Guidelines for Contracting with Creative Services Vendors

- 1. An Outside Services Agreement (OSA) or (Master Services Agreement (MSA)) is strongly suggested for every project.**
 - a. OSAs/MSAs contain language stating that Duke owns the assets created by the vendor.
 - b. Work with your business manager to have OSAs created for every project with an external vendor.
 - c. Procurement is the only signing authority on OSAs/MSAs.
- 2. A Scope of Work (SOW) document is strongly suggested for every project.**
 - a. The SOW is typically provided by the vendor. ([Sample SOW](#))
 - b. The SOW must be attached to the OSA/MSA for review by Procurement.
 - c. SOW should include project details, deadline, an estimate of cost, and payment schedule (if applicable).
 - d. SOW should outline who the purchasing/paying unit is.
 - e. SOW's do not require signatures, but if an order form or quote is included, the department may sign off on those.
- 3. A Purchase Order (PO) is strongly suggested for every project.**
 - a. A PO is the financial contract. It details the work and cost that is expected to be invoiced and paid.
 - b. The PO should match the vendor's quote in the SOW.
 - c. If SOW/cost estimate changes, the PO can be amended.

- d. A PO essentially states that Duke will not pay more than the quoted amount unless the PO is amended.
- e. A PO should be created **prior to the vendor's engagement** in the project.
- f. A PO adds an extra layer of protection for Duke's rights to the assets and enforces the OSA/MSA and SOW.
- g. Your department/unit business manager can create a cart/requisition. It is then routed to Procurement to create the PO. This process can take 3-5 days to complete. If the vendor is not in the Duke system, the vendor registration process can take longer to complete.
- h. Vendors will submit their invoice against the PO, to vendorinvoice@duke.edu Or if the invoice is sent to the department directly, the department may submit the invoice to dukeinvoice@duke.edu for processing.
- i. Accounts payable will not pay an invoice without a PO # on it.

Differences Between OSAs and MSAs

1. An OSA would be appropriate when an individual department/unit is initiating a specific project.
2. An OSA is specific to an individual project and a single fund code.
3. An MSA permits a vendor to service all Duke departments. An OSA is not required if/when an MSA is already in place. (Check with procurement@duke.edu to see if an MSA is already in place for a vendor you are working with).
4. Multiple Scopes of Work (SOW) and Purchase Orders (POs) from varying departments/units can be listed under an MSA.
5. An MSA is not fund code-specific. When a vendor has an MSA, each unit that hires the vendor is required to pay the vendor for that specific project.

What About New Vendors, W9s and Independent Contractor Checklist (ICC)?

1. Procurement only needs one [ICC form](#) and one W-9 on file per vendor.
2. These documents are collected by Procurement when a vendor first registers as a vendor with Duke using a [Vendor Packet](#)
3. Registered vendors are in Duke's SAP and Buy@Duke system, and have a Vendor #.
4. If you are unsure whether a vendor has appropriate paperwork on file, email procurement@duke.edu or call the Buy@Duke Help Desk at (919) 681-1872.

Clarification Around Ownership and Publicity, Stated in the Outside Services Agreement

- Duke's Outside Services Agreement (OSA) states that Duke owns the materials produced by the vendor. This is a "[work for hire](#)" arrangement.
- Duke's OSA also clearly states that the vendor cannot publicize or advertise that they are providing services to Duke without written approval from Duke's Senior VP, Public Affairs and Government Relations. Nothing shall preclude the vendor from listing Duke on its routine client list, though.
- Without an OSA and PO in place, the creative assets you obtained through your vendor are not property of Duke.

Procurement Policies and Forms

Important policies and forms from the Procurement Office:

- [Vendor Packet](#)
- [Outside Services Agreement](#)
- [Sample Scope of Work](#)
- <https://finance.duke.edu/procurement/forms>
- [GAP 200.135](#) (Acquisition of Goods and Services)
- [GAP 200.370](#) (Purchasing Goods and Services)

Important Contact Information

If you have any questions, please email procurement@duke.edu or call the Buy@Duke Help Desk at (919) 681-1872.