

Guidelines for

Independent Contractor Service Provider Agreement Template (IC Agreement)

When to Use IC Agreement

Except as identified below, the standard IC Agreement may be used for general services that do not primarily involve confidential information or the creation of intellectual property (e.g., copyright, patent or trademarks). The following are examples of situations and services for which you could use an IC Agreement: routine maintenance or service contracts for equipment or machinery, minor cosmetic upgrades to facilities not involving construction or demolition, painting, carpet installation, or single projects of a short duration. The circumstances in which you would use an IC Agreement may not always be clear, and the IC Agreement is not appropriate for all services. Therefore, you should consult with the Office of General Counsel (OGC) early in the process to determine if it is the most appropriate form for the services.

The template agreement can be finalized without review by the OGC if all of the following criteria are met: (a) the OGC-approved IC Agreement template is accepted by the service provider with no changes (other than the information that can be inserted on the template); (b) there are no additional terms or conditions submitted by the service provider in any form; and (c) the service provider meets all of the insurance requirements set forth in the template agreement. A certificate of insurance must be sent to the Office of Risk Management complying with the terms of the IC Agreement.

Consultation with OGC and/or Risk Management to Determine Appropriate Template

The standard template is designed to be used as a starting point. Any changes to the IC Agreement, other than to fill in the blanks provided in the template, must be done in consultation with the OGC. Most important, if the University is contracting with a service provider (or sending out an RFP) for any of the type of services listed below, you must contact the OGC or the Office of Risk Management to determine if a different contract should be used or if any specific types of insurance must be included in the IC Agreement. It is always the best practice to call or send an email to the OGC or Risk Management to be sure that the IC Agreement template is appropriate for the contemplated services.

Always call OGC or Risk Management if the Services are of the type listed below:

- **Construction services or major renovation projects, major electrical work (including high voltage work), significant mechanical or plumbing services, roofing/roof replacement projects.** There are different forms for construction projects (including incidental, related services, such as architectural or engineering services), and the IC Agreement should not be used for those projects.
- **Elevator service/maintenance services**
- **Services relating to environmental conditions or hazardous materials** (such as, clean-up of mold, use of chemicals or pesticides, asbestos removal, disposal of

chemicals, clean-up of chemical spills, disposal of medical or hazardous waste, testing relating to or clean-up of sites for contaminants and pesticides).

- **Long-term, or multiple year, University-wide service agreements** (such as security services, food service, custodial and maintenance services, book store services).
- **Cyber/Internet/Network Services** – including services provided by a vendor that transacts business primarily over a computer network (e.g., an online website) which could put confidential information or other personal information at risk. This would include, but not be limited to, student information and records, health records, employee records, social security numbers, background checks, motor vehicle records and accepting credit card information or payments online. If we are contracting with any entity that will have access to sensitive University data, computer networks, or the kind of information described above, additional insurance may be required to address the risks.
- **Shuttle or bus services**
- **Leases, licenses or other occupancy agreements**
- **Facilities Use Agreements**
- **Services/events involving alcohol**
- **Valet services**
- **Services involving the vendor handling – or having access to - money, securities or other valuable University assets, property or data and there is an exposure for theft by the vendor or its employees**
- **Services to be performed by leased employees**
- **Consulting services** – including services in which it is expected that the service provider/consultant will have access to confidential or proprietary information belonging to the University, arrangements with consultants or experts who will prepare, or assist in the preparation of, written work product or other intellectual property (e.g., a study, report, analysis of data, academic paper, academic course materials).

The list is not complete, and there may be other services which require a different contract or additional insurance.

Completing the Template

Always use the most current template on the OGC website, as it may be updated from time to time. The template agreement should be completed by the initiating department of the University. The information should be inserted in the shaded spaces. If the service provider has submitted an estimate or a proposal for the services, the proposal may be incorporated into or attached to Exhibit A of the IC Agreement, unless there are any terms or conditions in the proposal. In that circumstance, the IC Agreement and proposal/estimate must be sent to the OGC for review because the additional terms and conditions may materially change the template agreement. The service provider should submit a certificate of insurance that complies with the terms of the IC Agreement, including the prescribed insurance limits and language naming Drexel (and others specified in the Agreement) as additional insureds under the insurance policies. If the service provider submits its own agreement, or additional terms or conditions in any form, those materials should be sent to OGC for review.

Please send a fully executed copy of the IC Agreement to the OGC.

Other Support and Resources

Consult with Accounts Payable and/or the Tax Office, in the Office of the Comptroller, to confirm any additional paperwork that may be required in connection with the engagement of the Independent Contractor, including a W-9 form and Certification for Determination of Independent Contractor Status. More information from the Tax Office on this subject is available on the Office of the Comptroller [website](#) and in the Policy on Independent Contractor Classification, which is available on that website.

[Contract Protocol Policy](#)