March 11, 2014

MEMORANDUM

TO: Ms. Rosalind Giddens
Purchasing

FR: Joseph C. Good, Jr.
Of Counsel

RE: Purchases Online

Frequently, our employees are asked or desire to purchase software, etc. online and are asked to confirm by “clicking on” that they agree to be bound by the vendor’s terms and conditions. Most, if not all of these terms and conditions, contain terms that MUSC/MUHA, as a State agency, are prohibited from agreeing to. Examples of the offending terms are: subjecting MUSC to the laws of another state; agreeing to reimburse the vendor for any collection costs; and agreeing to pay arbitration or other legal costs should MUSC be unsuccessful in a dispute with the vendor.

By “clicking on” and agreeing to the vendor’s terms without prior approval of the Legal Department is exposing the employee to personal liability in the event there is a dispute or litigation with the vendor. This personal liability was mandated by our Board of Trustees several years ago.

The prudent and acceptable approach is to request prior Legal Department approval. The Legal Department will negotiate with the vendor to delete offending terms and conditions.

I hope this is responsive and helpful.

cc: Annette R. Drachman