Creating and Managing Contracts

Selectica Contract Lifecycle Management 6

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1 Contract Lifecycle Management Workflow

A Contract Lifecycle can be defined as the contract workflow stages a contract follows from request or creation through execution and ongoing management. Selectica CLM defines two primary workflows:

Simple Workflow

The simple workflow contains the following stages:

Assemble → Negotiate → Execute → Manage

And is available for the following Contract Types:

- NDA
- Physician
- Real Estate
- Employment
- General
- Framework 2

Standard Workflow

The standard workflow contains the stages:

Request → Assemble → Collaborate → Negotiate → Execute → Manage

And is available for the following Contract Types:

- Sales
- Procurement
- IT Procurement
- Framework 1

Framework 1 and Framework 2 have two different workflows in order to provide you with the ability to model contracts for each of the two different workflows.

The Contract Type “Repository” contains a single workflow stage: “Manage.”

The **Request** stage is unique to certain contract types (as seen above in the “Standard Workflow”). In this stage, you enter preliminary contract summary information—usually generating from a request or work order submitted internally or by an outside vendor. You can include summary information for the contract, along with any pertinent attachments, addresses and other information. You *cannot* generate a contract document at this stage.

During the **Assemble** stage you draft the contract. You enter terms and other data using the Selectica Contract Lifecycle Management (CLM) user interface. The information you enter determines the contents of fields and clauses in templates designed for your specific contract type. Business term values, such as parties to the contract, sales terms, and effective dates, are integrated with general and special conditions in the form of general clauses and special conditional clauses that are included according to the special circumstances of the contract.

In the **Collaborate/Negotiate** stage, you share the contract draft(s), negotiate with other people to refine and clarify language, and agree on terms.

When you reach the **Execute** stage, the finalized contract document(s) can be sent to the appropriate parties for signatures.

In the **Manage** stage, the electronically stored contract is administered to manage compliance, obligations, payments, and all milestones. Contract amendments are also created in this stage.

These stages are covered in this document, and follow the general workflow as shown in Figure 1.

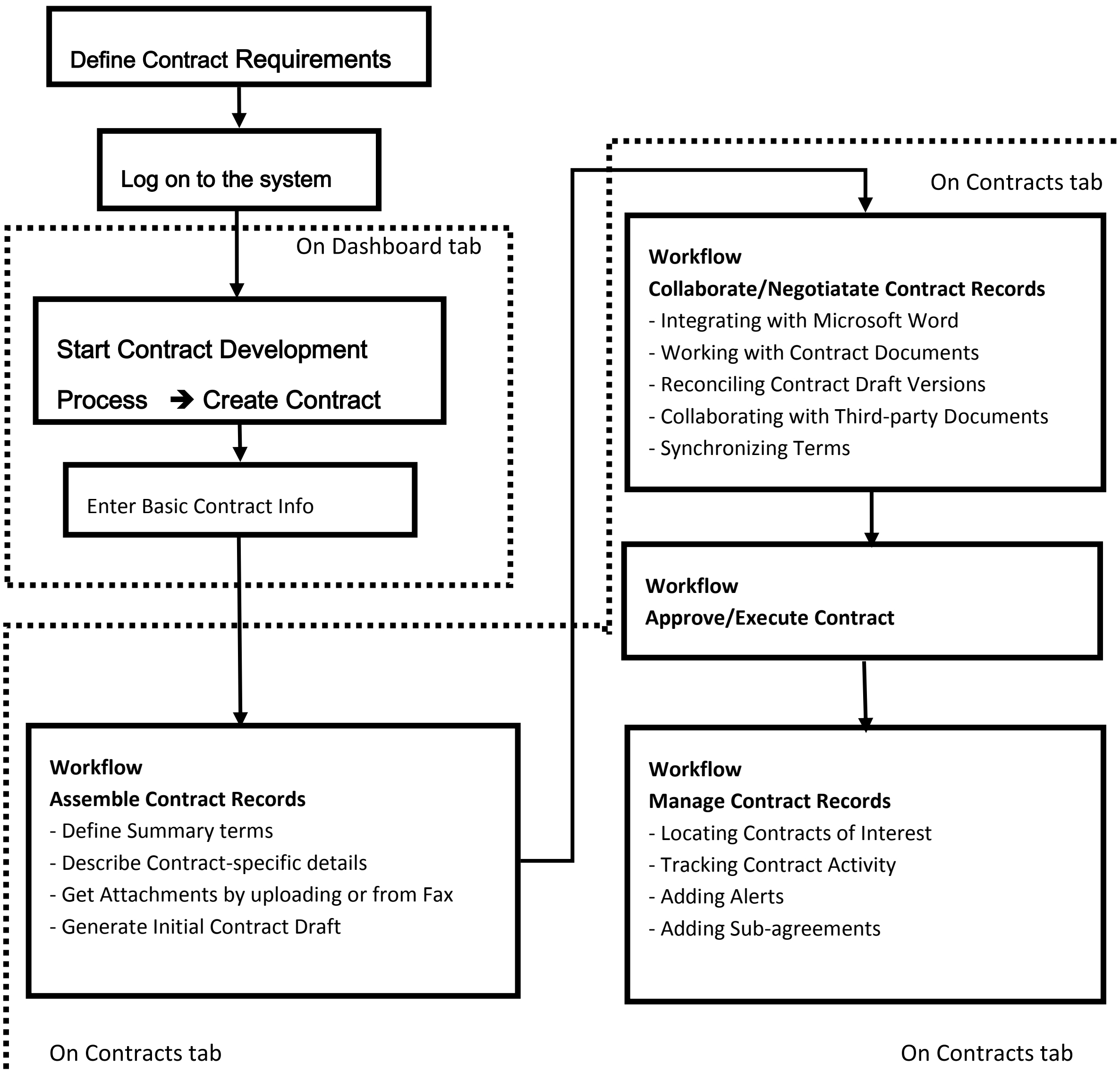


Figure 1 The Contract Creation and Management Process

1.1 Define Contract Requirements

Your organization has unique requirements for its contract relationships with other organizations and individuals. You perform a number of transactions such as buying, selling, subcontracting, and manage a large number of contracts. For example, your contracts must support cost structures, business practices, and long-term objectives that cannot be met by using contracts drafted for other organizations. After some analysis, the business and legal department define a set of standard contracts with optional clauses, terms, and tracking requirements. You conclude that you need specialized software to automate and streamline contract management to help you draft contracts, negotiate terms, gain approvals from appropriate people in your organization, and manage the resulting commitments.

To meet these requirements you acquire the Selectica CLM system, and Selectica Professional Services customizes the system to meet your requirements.

Here is a little more detail about the Selectica CLM workflow:

1. Log on to the CLM system.
2. Assemble contract records. Follow the well-defined workflow to assemble all contract records, using forms with wizard features that prompt you through the steps. Depending on the contract type, you provide details such as parties to the contract, equipment, software, payment terms, and end of contract options. Based on one or more templates designed for the particular contract type, you generate one or more draft documents in Microsoft Word format that pulls together all the contract text, terms and clauses, including those that are conditionally included, based on other contract records.
3. Generate a contract draft.
4. Create a file with the terms and conditions integrated into the template.
5. Negotiate using the contract draft or contract package.
6. With the draft contract and other records as the medium of communication, you facilitate negotiation and collaboration. The workflow prompts interested parties for feedback, comment, and corrections, keeping track of who makes proposed changes. As an alternative, you can accept a contract draft from a 3rd party and synchronize terms you developed in your Assemble workflow.
7. Approve terms, clauses, and the contract draft.
8. The system prompts the parties responsible to approve terms, clauses, or the negotiated contract in its entirety. The Selectica CLM system provides you with a lot of flexibility in defining who views and approves the various components of the contract. (Approvals can also be required after other stages are completed (e.g. after the Assemble stage).
9. Send the completed contract document or contract package to the appropriate parties for signatures through eSignature or print/fax the document for manual signatures.
10. Manage Contract Records.
11. The system stores the contract in protected form and incorporates all records to be administered in a workflow. Alerts notify you of events related to your specific contract. You can now manage the life of the contract by tracking performance milestones, payments, compliance, and other terms to make sure all parties get what they bargained for.

If you are a new system user, you should read the *Getting Started* User Guide to understand the system's basic features and functions that are referred to in this document.

IMPORTANT NOTE: Each organization is configured and customized for the particular process they follow. All user interface screens shown in this document are examples of the Selectica demo user interface. The custom frame and content of your user interface will differ according to your unique requirements at the time when Selectica solution was configured.

2 Creating and Assembling a Contract Draft

No two contracts are the same. As a rule, however, each organization has a basic set of a well-defined contract types that are used the most. Example contract types are Employment, IT Procurement, NDA (Non-disclosure Agreements) and Sales Agreements. Each contract type has a common set of clauses and business terms that can be defined as a contract template for all such contract types. For example, a contract to purchase a piece of IT equipment is made up of a set of specific business terms that drive a unique set of related business processes. By storing the data associated with these key business terms in its repository, the Selectica CLM system helps you monitor and adjust the business processes involved in creating a contract by means of searching the information, generating reports, and tracking compliance activity.

The content of the contract records consists of business terms, effective dates of the contract, parties to the contract, and all the other kinds of information required to constitute the classic "meeting of the minds." Each contract or agreement record is identified with a single, unique identification number and tracks all information surrounding that contract. Contract records are defined using system web forms. The forms prompt input from the user to fill out the information required for standard contract types. The forms also provide convenient ways to incorporate documents from external sources into the finished contract. This chapter focuses on the process for assembling new records using web forms.

The first step in developing a contract is to define the contract requirements. What kind of contract is it? Is the contract to purchase something? Is the contract to sell something? Is the contract to engage a person's services? When this is determined, the next step is to choose the Contract Type. You ask if your target contract fits one of the standard Contract Types. For example, standard Contract Types configured and seen in this guide are:

- Sales (Standard Workflow)
  - Business process workflow: **Request→ Assemble → Collaborate (optional) → Negotiate → Execute → Manage**
  - Approval workflow options: after the Request, Assemble, Collaborate, Negotiate and Execute stages.
- NDA (Simple Workflow)
  - Business process workflow: **Assemble → Negotiate → Execute → Manage**
  - Approval workflow options: after the Assemble, Negotiate and Execute stage.

This chapter explains the process you follow to *assemble* a contract draft. All contract workflow stages consist of a number of components (pages)—you can think of them as the individual steps for every stage. The first component in the **Assemble** stage (or **Request/Assemble** in standard workflows) is used to define basic contract information. Typically a number of additional components are provided to define details of the contract terms, such as specific hardware or software descriptions, payment terms, and so forth. These components are generally optional.

The most notable component of the **Assemble** workflow is the Create Contract page. After collecting all business data, you can generate a contract draft for use in the **Collaborate** or **Negotiate** stages. Alternately, if you choose not to generate a draft contract, you can upload a document from a Third Party and continue with the **Collaborate or Negotiate** stages described in the Negotiating with Contract Documents section. For details on how to work with a Third Party contract draft, refer to the Creating a Third Party Collaboration section.

To emphasize, the result is a draft of one of the standard contract types preconfigured into the system for **your** organization. The resulting contract draft is then used in the next step in finalizing the contract where you collaborate with parties to the contract, and other contract-related contacts, both inside and outside your organization.

Since there are many ways to apply the Selectica solution to develop contracts, this chapter steps you through a **general** procedure using a Sales contract as an example for the purpose of displaying feature functionality.

2.1 Contract Packages

Selectica CLM custom contract types can be configured to allow users to generate multiple contract drafts based on *more than one* contract template during a single contract generation. When users choose to "generate" a contract draft, they can select multiple templates to use and generate documents based on those templates that pull business terms from the contract record. For example, for a single Sales contract record, a user could generate a Sales Agreement based on one template, a Price Sheet based on a second template, and a Sales Order based on yet another template, all using a single action.

The multiple contract documents generated in this way are then collected into a "contract package" that can be versioned (as new versions of contract documents are generated), checked in or out for negotiation, downloaded or viewed in part or as a whole.

Organizations can decide, by contract type, whether or not they want to allow for multiple document generation. In the contract blueprints provided by Selectica, only the NDA and Sales contract types contain this functionality. More information on generating multiple contract drafts and the handling of contract packages is covered throughout this guide, beginning with Section 2.11: Generate a Contract Draft.

2.2 Contract Management in the Selectica CLM System

Refer to the *Getting Started* User Guide for login instructions. When you first log in, the **Dashboard** screen is displayed. The features of the Dashboard are designed to keep you updated and provide easy access to information pertaining to contracts associated with your role in your organization.

2.3 Creating a Contract

The following contract creation example uses a Sales contract whenever possible. Some examples use additional contract blueprints provided by Selectica.

2.3.1 Create a Contract from the Dashboard Tabs

On various **Dashboard** tabs you can create contract records of the type you have access to by selecting the Contract Type from drop-down lists or quick create Dashboard buttons (optimized for CLM mobile). The following figures illustrate your options for creating a contract record from the Dashboard Welcome, Inbox and Expiration Schedule pages.

Figure 2 Create New Contract from Dashboard Welcome screen

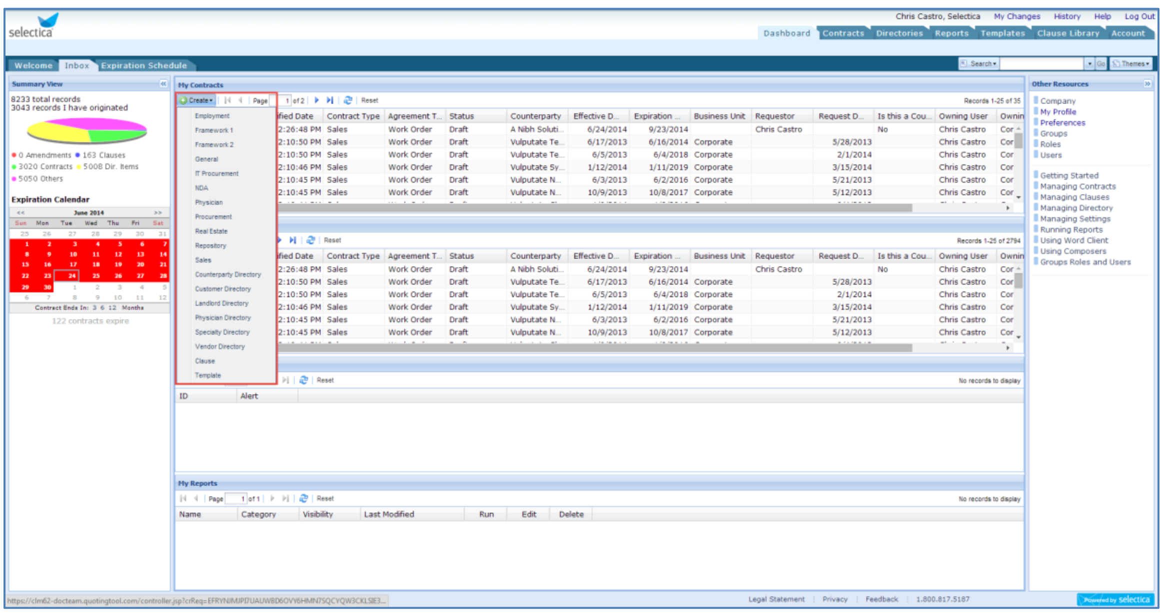


Figure 3 Create New Contract using Dashboard Inbox/Expiration Schedule drop-down

2.3.2 Create a Contract from the Contracts Tab

On the **Contracts → All** tab, you can create a contract by clicking **Create** then selecting a Contract Type from the drop-down list. Refer to the [Defining Contract Information](#) to continue with the contract creation process.

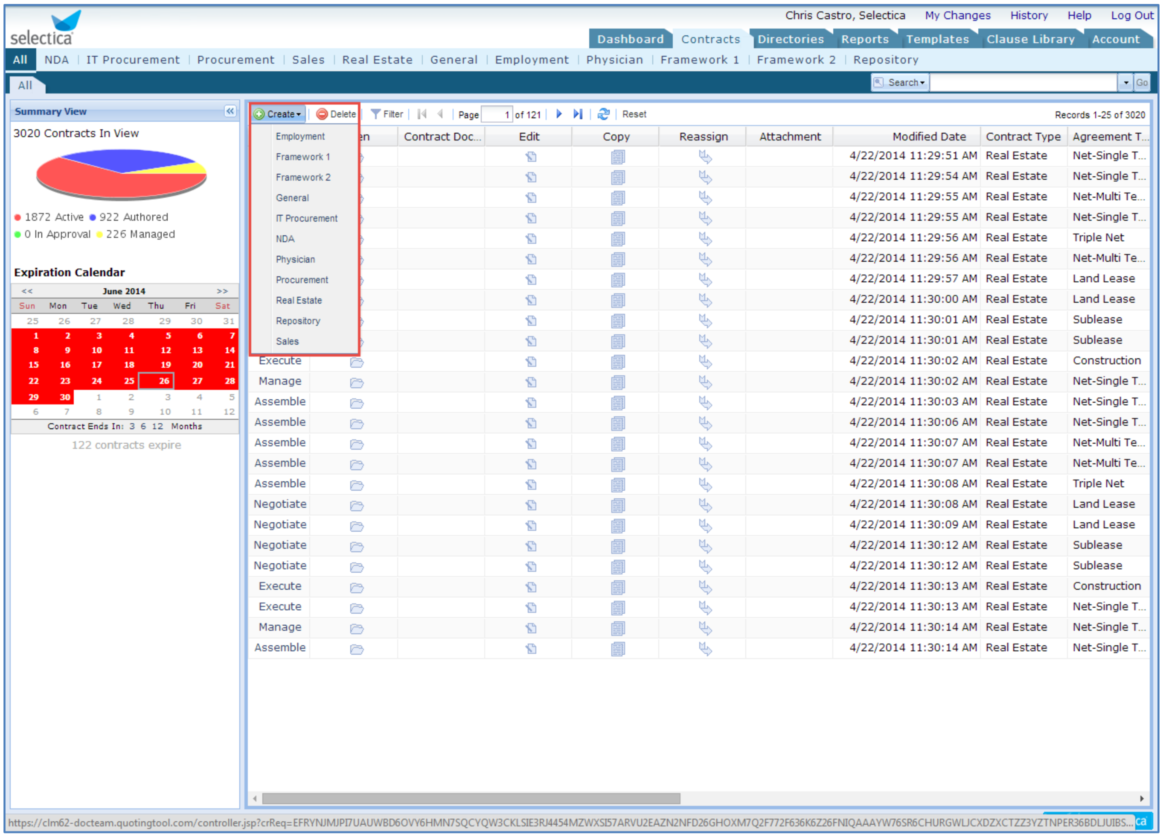


Figure 4 Contracts All tab – Create Contract Option

2.3.3 Using a Specific Contract Type Tab to Create a Contract

On the **Contracts tab** click the tab that shows the specific type of contract you want to create. For example, if you want to create a Sales contract, click the Sales tab. You are prompted to create a contract by clicking the **Create** button.

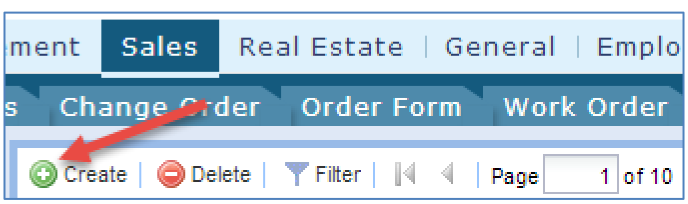


Figure 5 Create Button in the Contracts Sales tab

See Defining Contract Information to continue with the contract creation process.

2.3.4 Create a Contract from the Directories Tab

Throughout the contract management process you need to keep lists or directories of information or master data. The Selectica Contract Lifecycle Management (CLM) Directories tab can be used by your organization to manage data such as Vendors, Customers, Counterparty, Physicians or any other type of Directory information. The following table lists directory types included in Selectica CLM, and the contract types they are associated with.

Directory	Contract Type(s)
Vendor	General, IT Procurement, Procurement, Framework 2
Customer	General, Sales, Framework 2
Counterparty	General, Employment, NDA, Framework 2, Repository
Physician	Physician
Landlord	General, Real Estate, Framework 2

Once a directory record has been created and in the Manage stage, you have the option of creating a contract directly from the Directories tab. For step-by-step instructions on this process, please refer to the *Managing Directory Information* User Guide.

2.4 Defining Contract Information

In this step, you complete the initial web form (also known as the Summary page) to create the contract record. The Sidebar on the left displays the Sales contract Lifecycle Stages and components (pages).

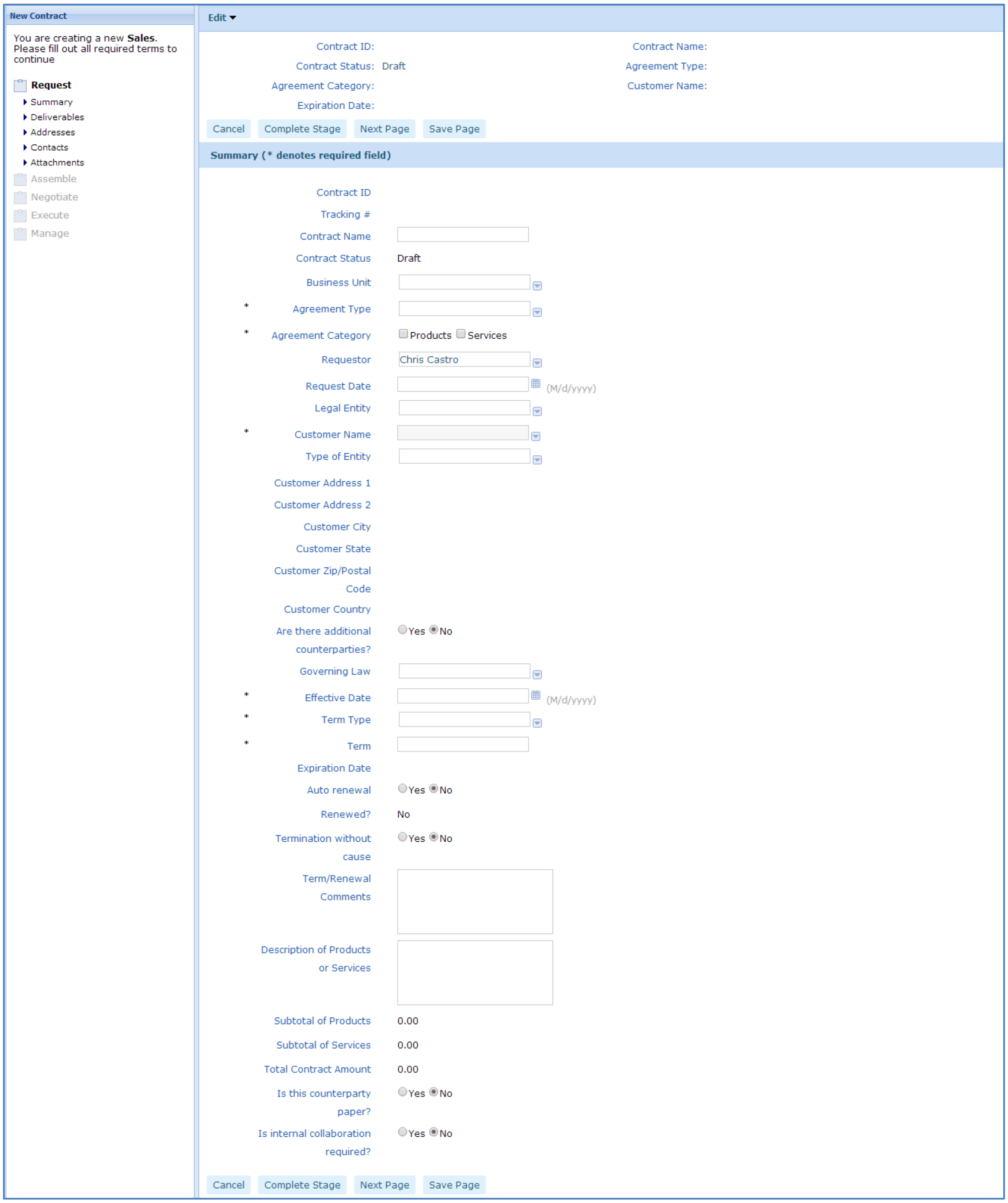


Figure 6 Lifecycle Sidebar and Agreement Summary Form

The Lifecycle stages are displayed: **Request, Assemble**, **Negotiate**, **Execute** and **Manage**.

In this particular contract blueprint, the contract record is created at the beginning of the **Request** stage. This is indicated by the open box or highlighted clipboard icon to the left of that stage. The other stages are gray to indicate they are not currently part of your workflow. When all the Request steps are complete, the icon will be filled in with a check mark.

The first page or component, **Summary**, is displayed. You are prompted to enter the contract information into the **Summary** form fields.

> **Note**: the following symbols are there to assist you with data entry: * signifies that the field is required. The icon means that there is help text for that field. Put your cursor over or click on the icon to view the help text. Date fields have a calendar icon allowing you to click to choose the date from a calendar popup. If a field will only accept a certain format, you will see a notation such as this one by the data entry field (M/d/yyyy), fields with an icon by the data entry field allow you to click the icon to choose from a list of values. Scroll down to view all of the Business Term fields.
>
> Amount values must be entered prior to selecting a currency type.

Move from one field to the next using the keyboard tab key or the mouse.

2.4.1 Contract Field Types

The system supports many field types. The table below demonstrates the types found in the Sales contract example. (A more complete list of field types can be found in the <u>*Using the Composer Suite*</u> user guide section on *Working with Fields*.)

Field Type	Field Description	Example Field
Editable text	Type any alphanumeric data. Unless otherwise noted, the maximum length of all text fields is 255 characters.	**Summary page: Contract Name**
Drop-down list	Displays a set of values from which one value may be selected.	**Summary page: Agreement Type**
Read only	Non-editable field either system generated or calculated from other fields.	**Summary page: Contract ID** **or Expiration Date**
Date	Choose date by clicking calendar icon.	**Summary page: Effective Date**
Radio buttons	Single-Select Boolean indicating True or False.	**Summary page: Auto renewal**
Number	Integer and decimal number formats.	**Summary page: Term**

2.4.2 Third Party Documents and Internal Collaboration

Depending on the type of contract you have chosen to create, you will have the option to indicate whether or not you will be using a counterparty paper and/or if internal collaboration is required.

If you choose the option “Is this counterparty paper?” the **Create Contract** stage component will no longer be available from the Sidebar. After completing the **Assemble** stage, you will have the option of uploading one or more Third Party Documents during the **Negotiate** stage. See the section on Working with Third Party Documents for full instructions on this process.

For those contracts with the option, choosing to require internal collaboration will create an additional stage in the contract creation process: **Collaboration**. This stage has identical components to the **Negotiate** stage, with the exception that it is an internal process rather than external. As with the **Negotiate** stage, in the **Collaboration** stage, users are able to reconcile and compare different contract versions before moving on to the next stage in the contract creation process. For information on this process, refer to the section on Negotiating with Contract Documents.

2.4.3 Auto Renewal and Termination Without Cause

The following are examples of out-of-the-box conditional fields used on the Sales contract form. Depending on the needs of an organization, Selectica can configure other conditional fields that work in a similar fashion.

Auto Renewal allows you to decide whether or not the contract will be automatically renewed following its expiration date. The default value for this condition is set to “No.” If you select the “Yes” radio button, a few new fields will appear as shown in the figure below.

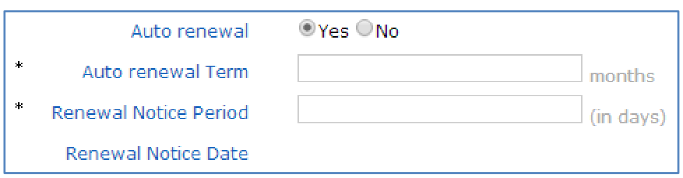


Figure 7 Auto Renewal options

To complete this portion of the form, indicate the term length (in months) of the contract renewal. Then enter the number of days prior to the renewal date (also the expiration date) that the system will notify the owning user of the contract of the upcoming renewal. After entering this information, the system will calculate a “Renewal Notice Date.”

All Contract Types with the exception of Repository include the Auto Renewal feature. As usual, asterisks (*) indicate required fields.

Termination Without Cause is a condition built in to the summary information for a contract that allows you to specify whether or not the contract is subject to termination without cause. Although this can be stipulated using a clause or other language in the actual contract document, it may be useful to have this information available in the system as business data. The default value for this condition is set to “No.” If you select “Yes,” the following fields will appear as shown in the figure below.

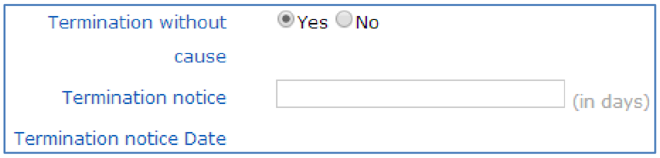


Figure 8 Termination Without Cause options

To complete this portion of the form, enter a number indicating how many days prior to the expiration date the contract may be terminated without cause. The "Termination notice date" will be calculated automatically based on your entry.

The following contract types include this feature: IT Procurement, Procurement, Sales, and Real Estate.

2.5 Submit Contract Information

When you are finished with your entries, click the **Save Page** button.

> **Note**: You may notice that there are two other buttons: **Complete Stage** and **Next Page**. **Next Page** saves the form just like **Save Page** but also advances to the next component in the workflow. **Complete Page** saves the form and advances the Contract Lifecycle to the next stage (in this case, it would advance the contract record to the Assemble stage). Both buttons are only recommended to be used once you are comfortable with moving through the contract workflow.

2.5.1 Validation Errors

If you have made any errors in your entries, such as not filling in a required field, a pop-up validation error message will be displayed at the top of the page, indicating the type of error and fields affected.

> **Note**: There is a standard validation for invalid characters. If necessary, this may be customized by Selectica Professional Services.

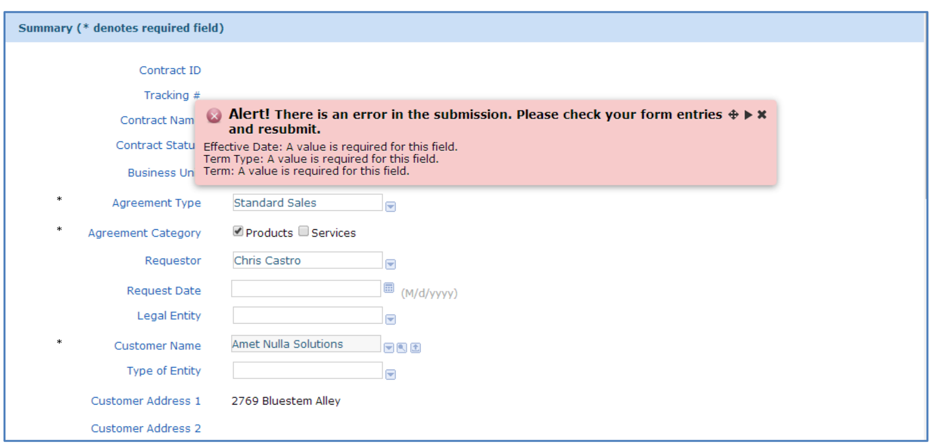


Figure 9 Validation Error Pop-up Message

The erroneous fields will also be highlighted in red with a message.

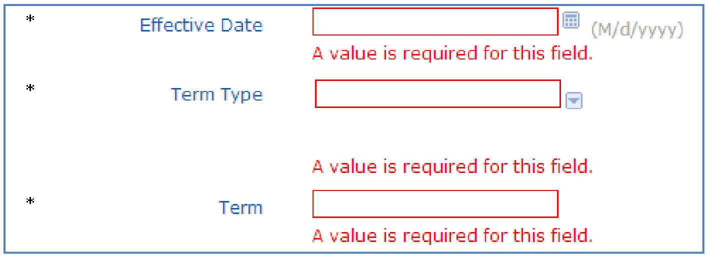


Figure 10 Fields with Error Messages

To dismiss the pop-up message, click the icon. To move the message, click on the icon and drag the pop-up to the desired location on the screen.

Note: Pop-up messages can be customized as needed, including color coding, position (top/bottom of screen) and the amount of time they are displayed on the page.

Correct the errors and click the **Save Page** button again.

The Sidebar now shows your step in the Request workflow with **Summary** highlighted.

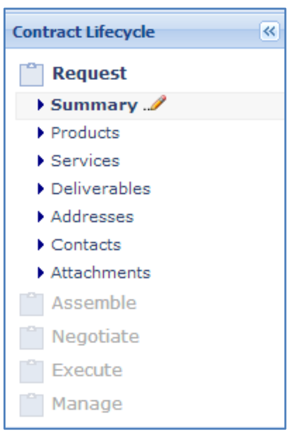


Figure 11 Contract Lifecycle Sidebar Provides Visual of Stage Completion

All items in the Request workflow list above are hyperlinks. This allows you to select any part of the Request workflow to work in, and to go back and revise information as required.

The Summary Information is displayed on the Main Page for your review. The following is an example.

Figure 12 Summary displayed for review

From this page, you have the following options:

- If the information displayed in the Summary needs to be changed, click the Edit button to redisplay the Summary form, and make the required corrections.
- If the information displayed is correct, click the **Next Page** button to move from the **Summary** page to the next component (**Products,** in this example).
- Click **Complete Stage** to skip all remaining pages in the current stage and move the contract to the next stage (subject to approvals).
- Click a link in the **Contract Lifecycle** Sidebar to navigate directly to the selected page.
- Click **Preview** to select one or more Contract Templates for this Contract Type and generate an HTML preview of the contract document based on summary data. Refer to Generate a Contract Draft for complete instructions on creating a preview draft.

Because we are planning to discuss contract generation later in this chapter, we need to advance the current contract to the Assemble stage. In the case of the Sales contract blueprint, the Assemble stage contains all the same pages as the Request stage, but includes a page for contract document generation. Click the **Complete Stage** button. When the Assemble Summary page appears, click **Next Page** to continue.

2.6 Defining Components (Pages)

The Sidebar now shows this step in the Assemble workflow with **Products** highlighted.

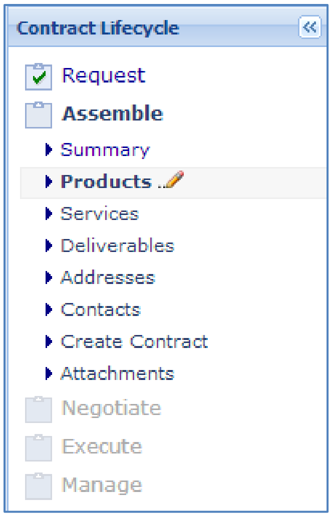


Figure 13 Contract Lifecycle Sidebar: Next Component

Continue through the **Assemble** stage of the workflow, entering contract information. Lifecycle components are either Single-card (single item entry allowed) or Multi-card (multiple item entries allowed) entries:

- Summary (Single-card)
- Products (Multi-card)
- Services (Multi-card)
- Attachments (Multi-card)

2.6.1 Required Components

For every contract, some components are optional, while others are required. In the above figure, “Compensation” is a required component. This is indicated by the red arrow icon preceding the component name.

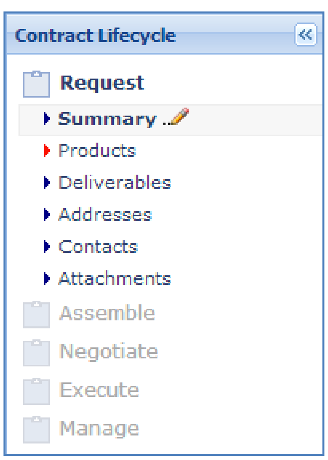


Figure 14 Required Component: Sales Contract

You cannot complete the current stage until all required components have been populated. Enter information into the required component and save to continue to the next stage in the workflow.

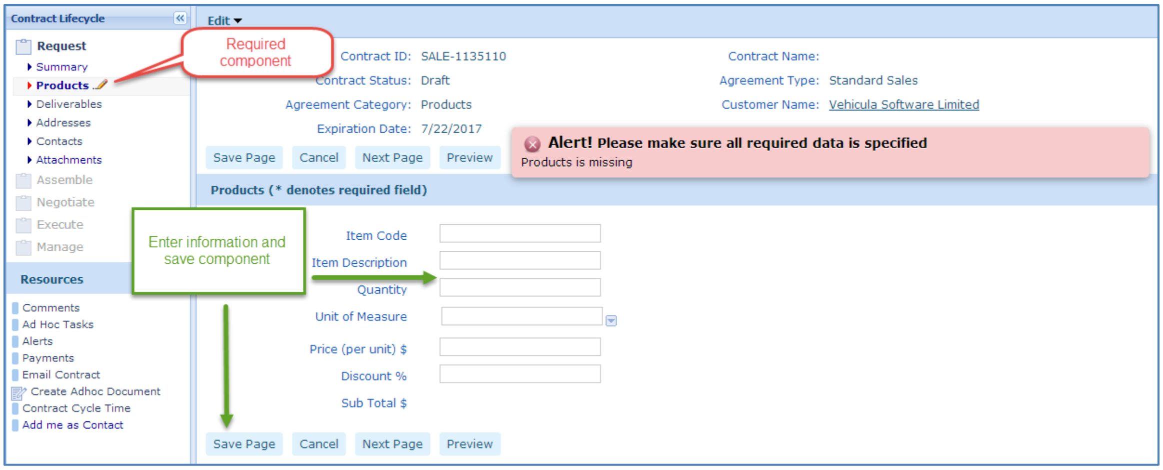


Figure 15 Missing Component Error Message

Enter any missing information in the required components to continue.

2.7 Example Component (Multi-card)

Click the **Create** button in the **Products** component. The following form is displayed.

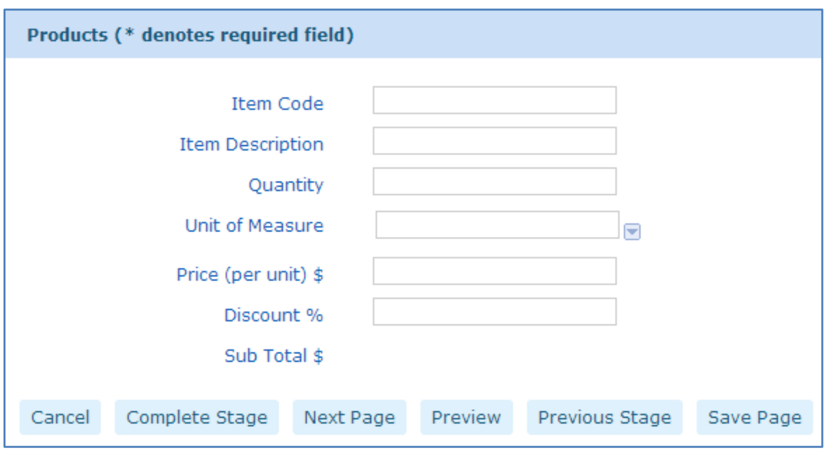


Figure 16 Products form

Fields on the form marked with an asterisk (*****) are required and must be completed. Enter the information. When finished, click **Save Page**. The **Products** list is displayed for review. Since this is a Multi-card, you can repeat the create sequence as many times as needed. The following is an example of the **Products** list with several products added.

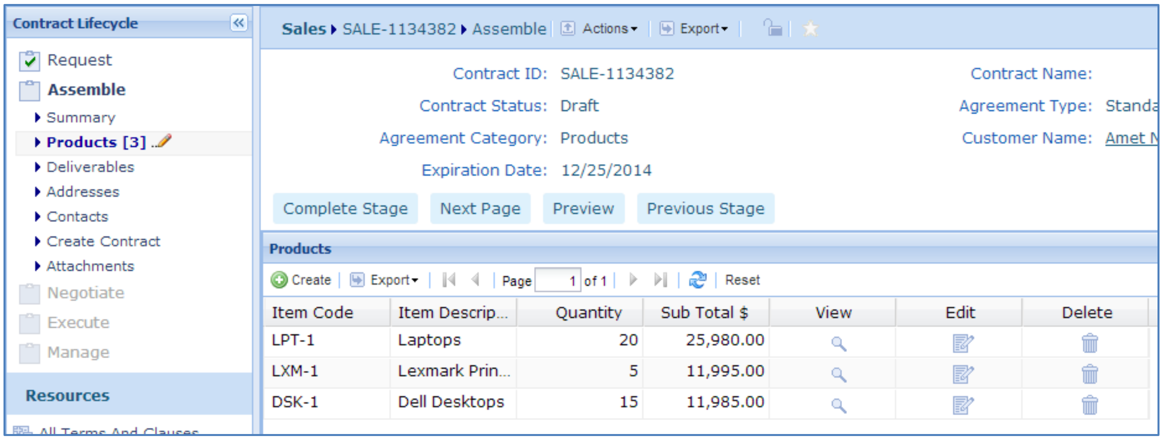


Figure 17 Products Multi-card

The Sidebar shows you the number of records entered for each Multi-card. From the multi-card list you can:

- Click on the **Create** button to create a new Multi-card record.
- Click the **Export** button to export the Multi-card as a PDF, Excel (Comma Separate Value), or HTML file.
- Click on the page navigation buttons to go to the **First Page, Previous Page**, enter a specific page number, or go to the **Next Page** or **Last Page**.
- Click on the **Refresh** button to refresh the data in the record listing.
- Click on the line separating a column header to resize the column width.
- Click on a column header to sort the list by that field in ascending or descending order. If a column has been sorted, it will be highlighted and either the **Sort Ascending** icon or the **Sort Descending** icon will be displayed.
- Click on a column header pull-down (right-side of the column header) to access the **Columns** selection list to add or remove columns from the listing.
- Click on a column header to reorder it in the list by dragging and dropping it between other column headers.
- Click **Reset** to restore all columns in the table to default widths and positions.
- See the total number of records in the list.
- Use the scroll bars to scroll vertically or horizontally to view the entire listing.

2.8 Multi-card In-line Grid Editing

In-line editing functionality can be made available (configured) for ease of editing and viewing Multi-card entries. In a new contract record, all Multi-card lists are empty, as shown below in a payment stream example in Sales contract.

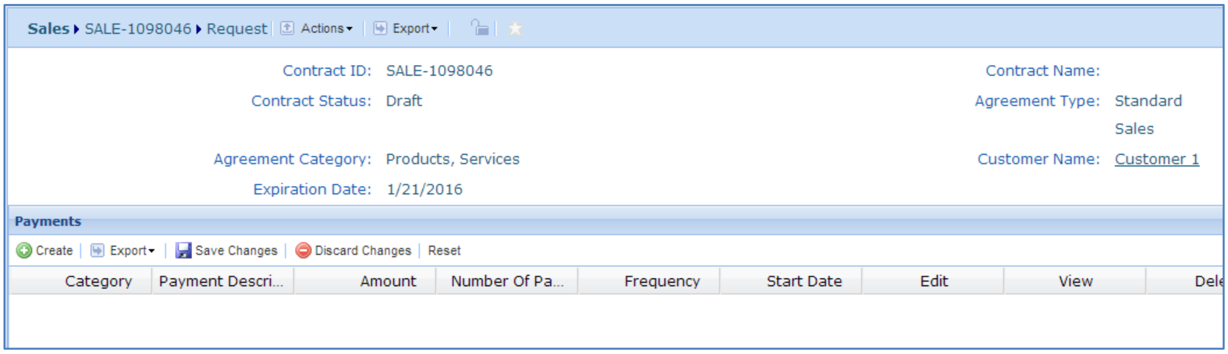


Figure 18 Empty Payments Component List

To create an entry in the Multi-card component, click the **Create** button. The component form, **Payments**, in this example, is displayed.

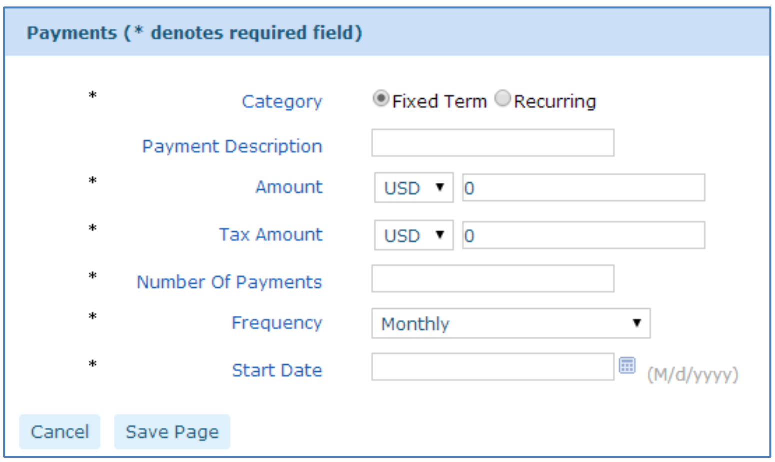


Figure 19 Payments form

Enter the information. Fields on the form marked with an asterisk (*****) are required and must be filled in. Note that amounts must be entered prior to selecting a different currency type. When your entries are complete, click **Save Page**. The payment is added to the **Payments** list.

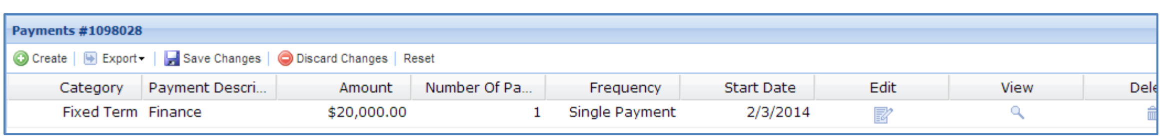


Figure 20 Payment List with New Payment Added

Click the **View** icon. A summary of the Payment is displayed for your review. The system automatically generates the Payment Stream (a sub-component of payments) based on the **Frequency** and **Number Of Payments** entered, and allows you to allocate the cost to one or more Cost Centers (another sub-component) by clicking on **Create** in the **Payment Cost Allocation** panel. You will be returned to the primary payment screen. To create additional entries in the Payment Stream or Cost Allocation multi-cards, click the **View** icon again. When you are finished, click **Done.**

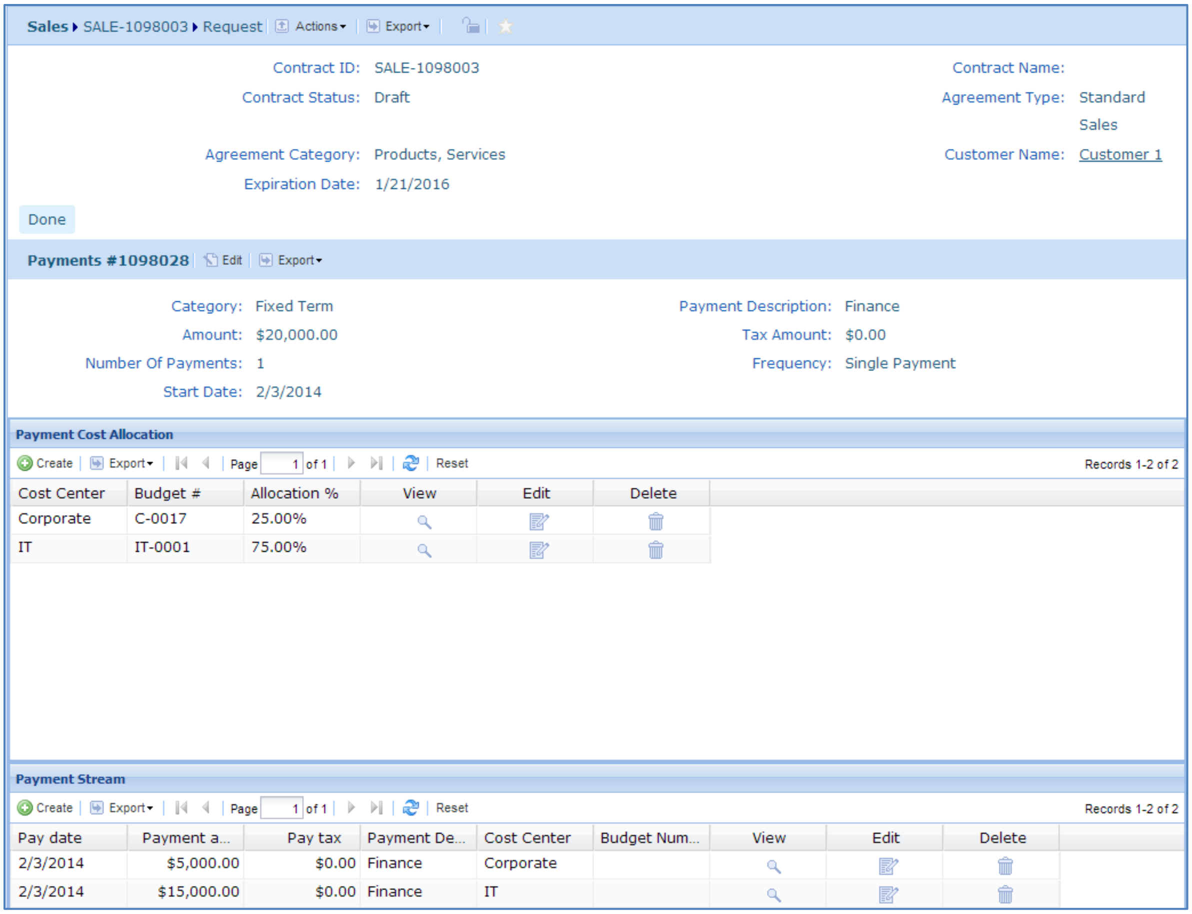


Figure 21 Review Payment Form

Since this is a Multi-card, you can repeat the Create sequence as many times as needed. The following figure shows a list of payments. The Resource Sidebar **Payments** link shows the number of payment entries.

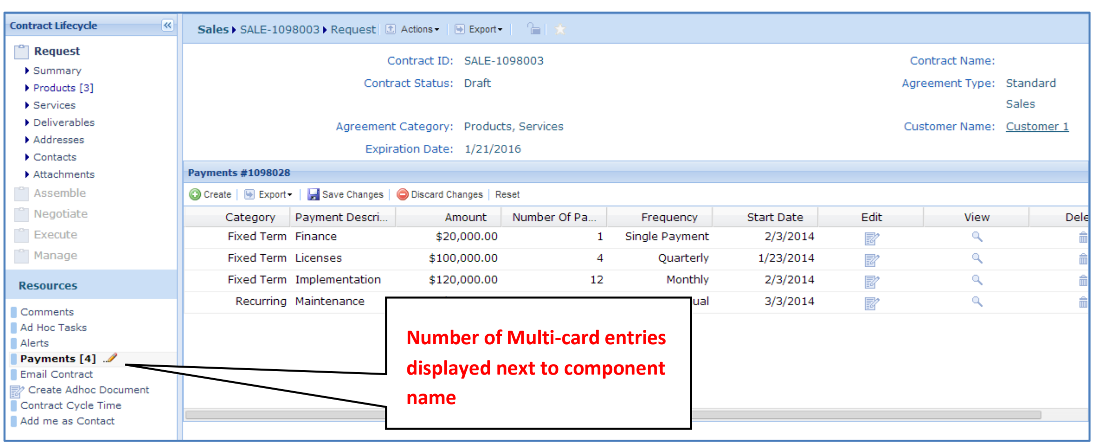


Figure 22 Multi-card Payments List

2.8.1 In-line editing of a Multi-card Component List

Multi-card lists can be configured to allow "in-line" editing for field values. For example, if the field you need to edit is displayed on the **Payments** list screen, you can make quick edits directly from the **Payments** list screen by double-clicking on the field value.

- If the field is of type enumerated string (pull-down list) such as the **Frequency** field, you can select a new value from the value list (refer to the figure below).
- If the field is a single entry (generic string), such as the **Payment Description** field, you can click on the value to edit it (refer to the figure below).

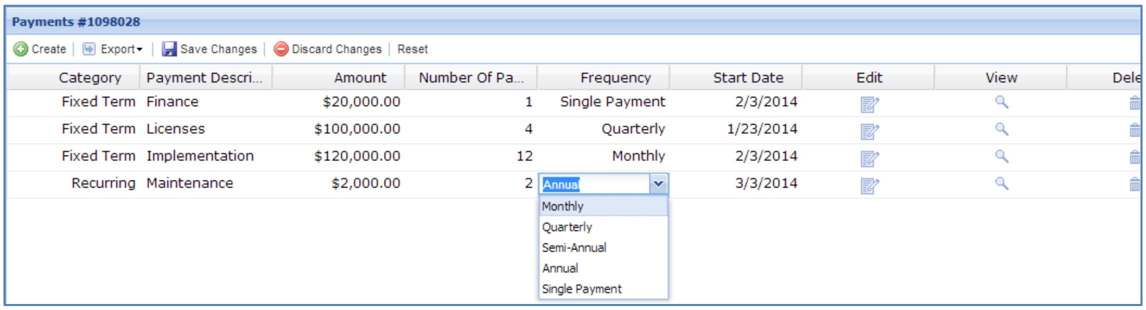


Figure 23 Edit Field Values from the Component List Screen

At this point, the changes are represented on the screen and are denoted by a red triangle icon showing on the upper-left corner of the field that was changed.

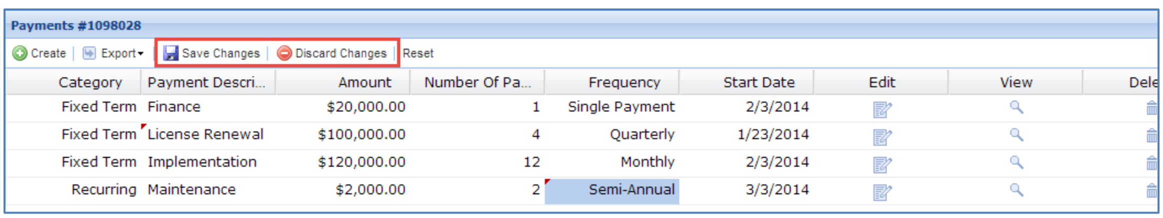


Figure 24 Edited Field Values in the Component List Screen

To save the edits to the server, click **Save Changes**. If you would like to start over with the editing or need to remove any changes, click **Discard Changes** to return the fields to their original values.

If the field you need to edit is not displayed on the **Payments** list screen, click on the icons corresponding to the record you want to make changes to:

- Click the **Edit** icon to make changes to data in the **Payments** panel.
- Click the **View** icon to access the **Payment Cost Allocation** and **Payment Stream** panels and then the **Edit** icon corresponding to the record you want to make changes to.

Note: you can save field value changes, but not changes made to the column display.

2.9 Export Contract Data

You can choose to Export the contract data of an entire Stage or single Component of a contract record by clicking on the **Export** Export icon which appears on the Section bars within the contract record (refer to the figure below). When you click on this icon you can select to export the data as a PDF, HTML or Excel (Comma Separate Value) file.

You can export all of the information entered for a particular stage (e.g., the Assemble Stage in the example below) by clicking on the **Export** icon in the Header Section. Or you can export only the information of a single Component by clicking on the **Export** icon in the selected Component Header section.

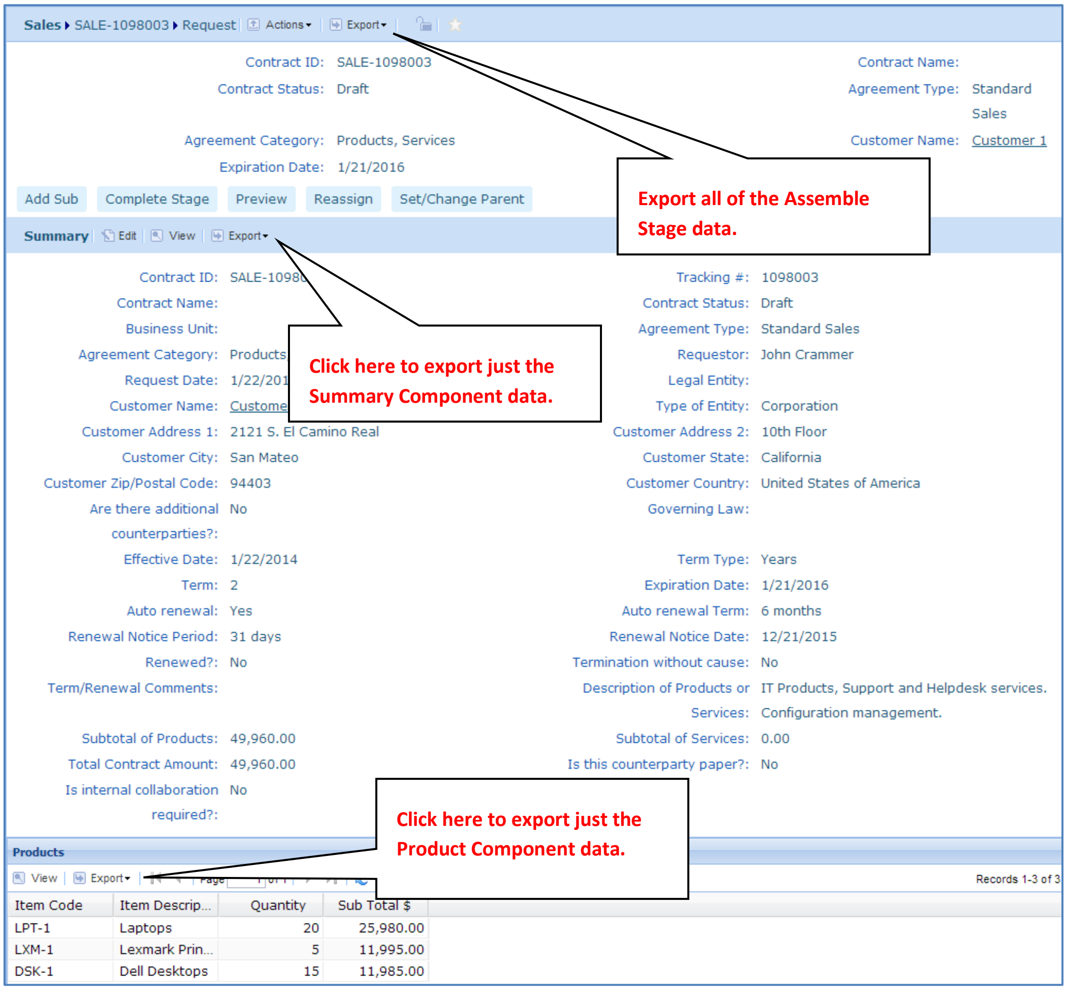


Figure 25 Export Contract Data to PDF, HTML or Excel

You can also export data from the contract record **Activity Log.** For details on this log, refer to the section View Activity Log.

2.10 Bookmark a Contract Record

To add a contract record link to the Sidebar:

Click the **Stage** link in the row of the contract record to be modified. The **Summary** Page is displayed.

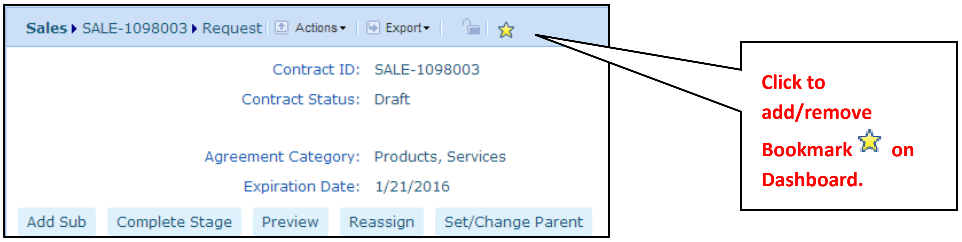


Figure 26 Bookmark Icon Selected and Highlighted in a Contract Record

Click the **Add to my bookmarks** icon. It will be highlighted when selected.

This contract record will now be displayed as a link in the **Other Resources** section of the Sidebar throughout the application.

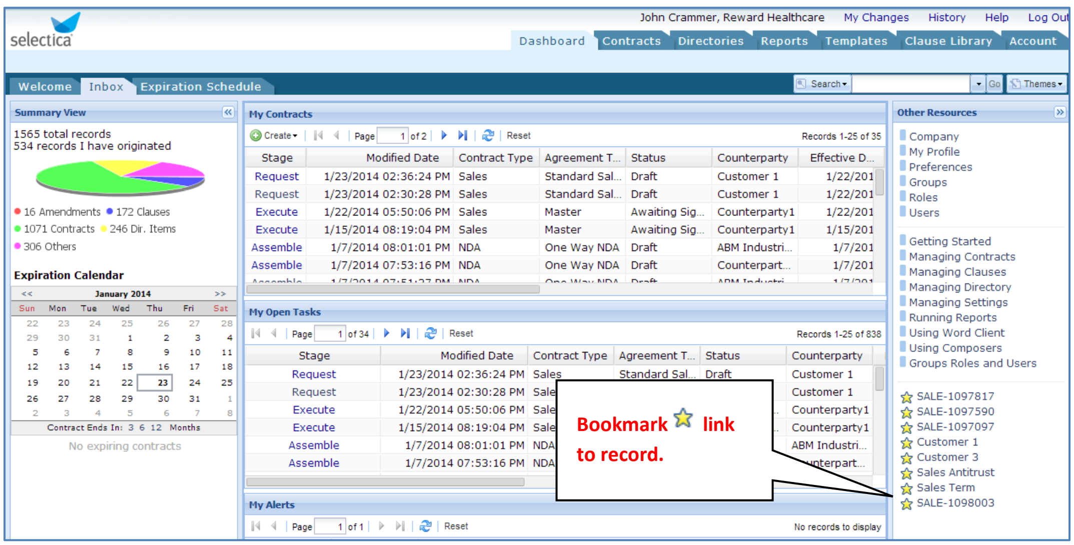


Figure 27 Bookmark Added to the Other Resources Section of the Sidebar

In addition, you will be able to quickly access any bookmarked records from the **Dashboard Welcome** page, as shown in the figure below.

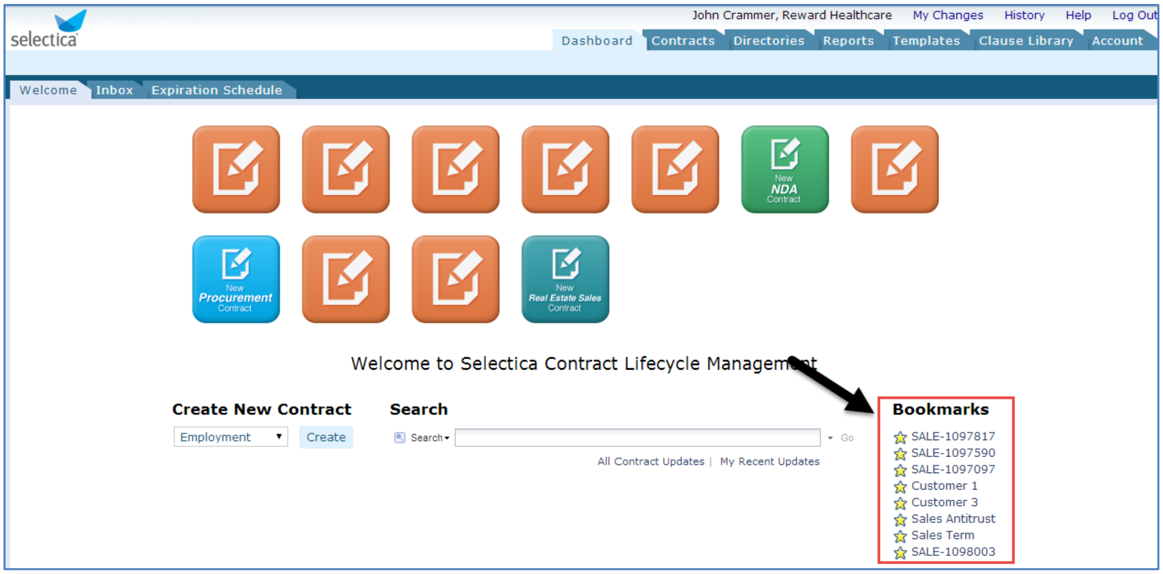


Figure 28 Bookmark Added to Dashboard Welcome Page

To remove a contract record link from the Sidebar:

Follow the steps as described above clicking the **Remove from my bookmarks** icon to remove the bookmark link throughout the application.

> **Note**: When you remove a bookmarked link from a Dashboard or Sidebar, you are given the option to "undo delete." Click the link again to restore the bookmark.

2.11 Generate a Contract Draft

After capturing business terms in the contract record, the next step in the **Assemble** process is to generate the contract document draft.

If you have the privilege to generate contract drafts in the Assemble component, follow the procedures given in this chapter. If you are working with a Third Party contract, you can skip this section and continue to work with Third Party paper. For details, see the Creating a Third Party Collaboration section. (**Exception**: you can create an initial "draft" of a Third Party contract by adding it as an attachment before the contract generation process. For more information, see Third Party Paper Attachments as Contract Documents.)

All contract information, including the legal terms and conditions completed in the form fields, are merged with selected contract templates to create single or multiple contract drafts in MS Word format. These documents can be viewed or printed the same as contracts created in the traditional fashion.

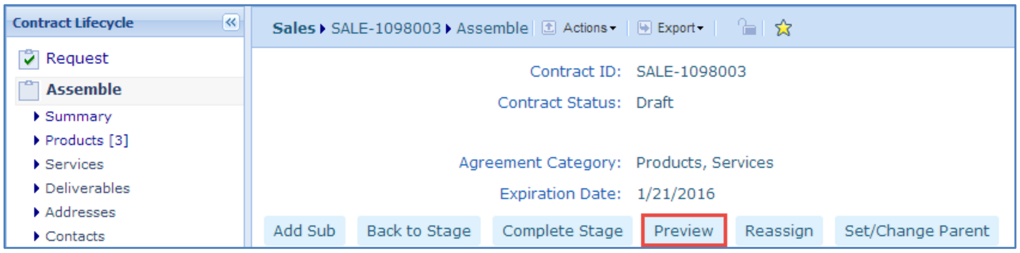
For more information about creating and editing templates, refer to the *Using the Selectica CLM Add-in Client for MS Word* and *Managing Templates* User Guides.

2.12 Preview a Contract Draft

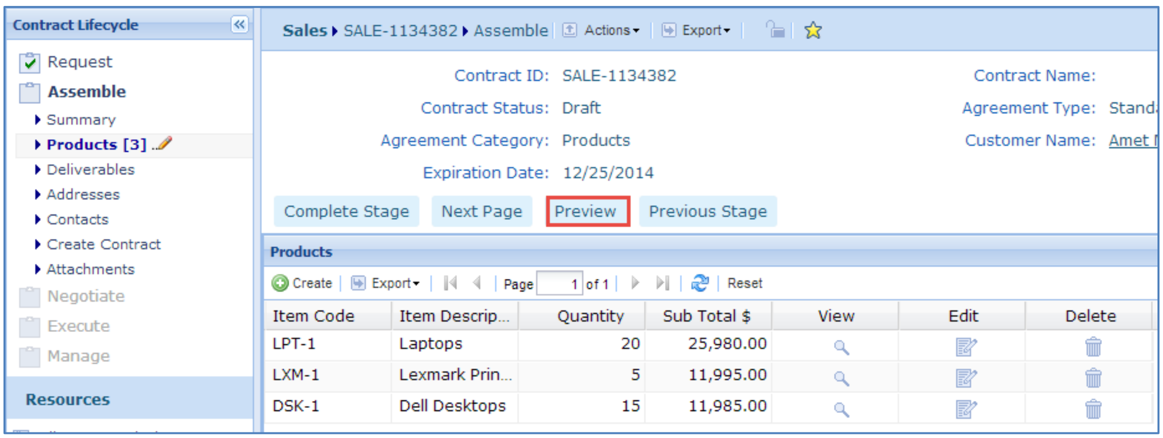
As mentioned in Section 2.5, you can generate a preview or set of previews of the contract document based on your stored contract templates from any point in the Contract Lifecycle until the completion of the Assemble stage. You select one or more contract templates when prompted; the system then generates a quick preview of the contract document(s) in an HTML pop-up.

At any time ***before you complete the Assemble stage***, you can request a HTML Preview from:

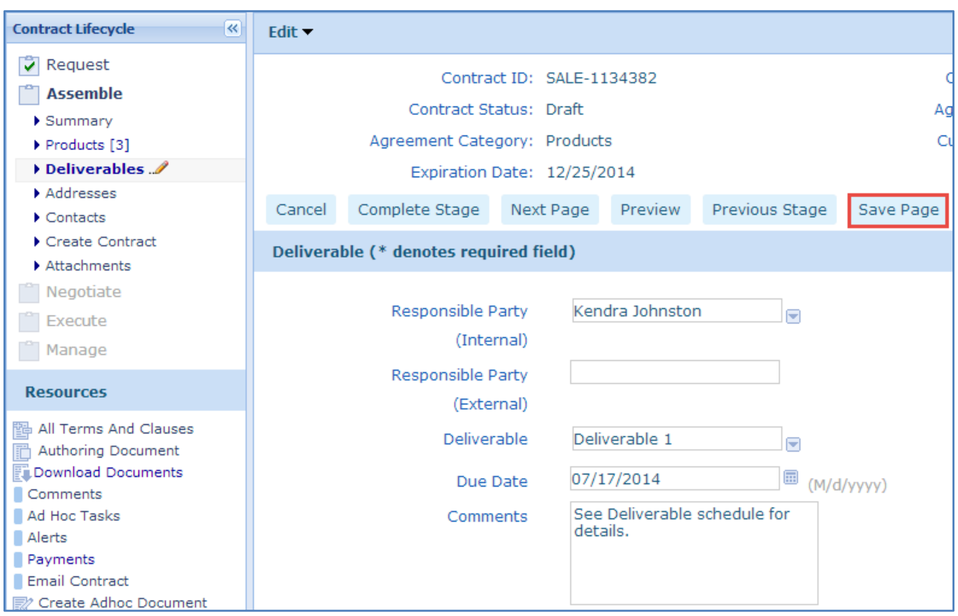
- The Stage Overview page:



- From any page in the stage workflow:



- Or while editing any component (page):



Note: Before you can generate a preview, there must be one or more contract templates in the system associated with the contract type you are working with. Refer to the user guides *Using the Selectica CLM Add-in Client for MS Word* and *Managing Templates* for details on how to set up contract templates.

To generate a preview:

1. Click **Preview** from any page as discussed above. A pop-up window appears that allows you to choose from any contract templates associated with the current contract type.

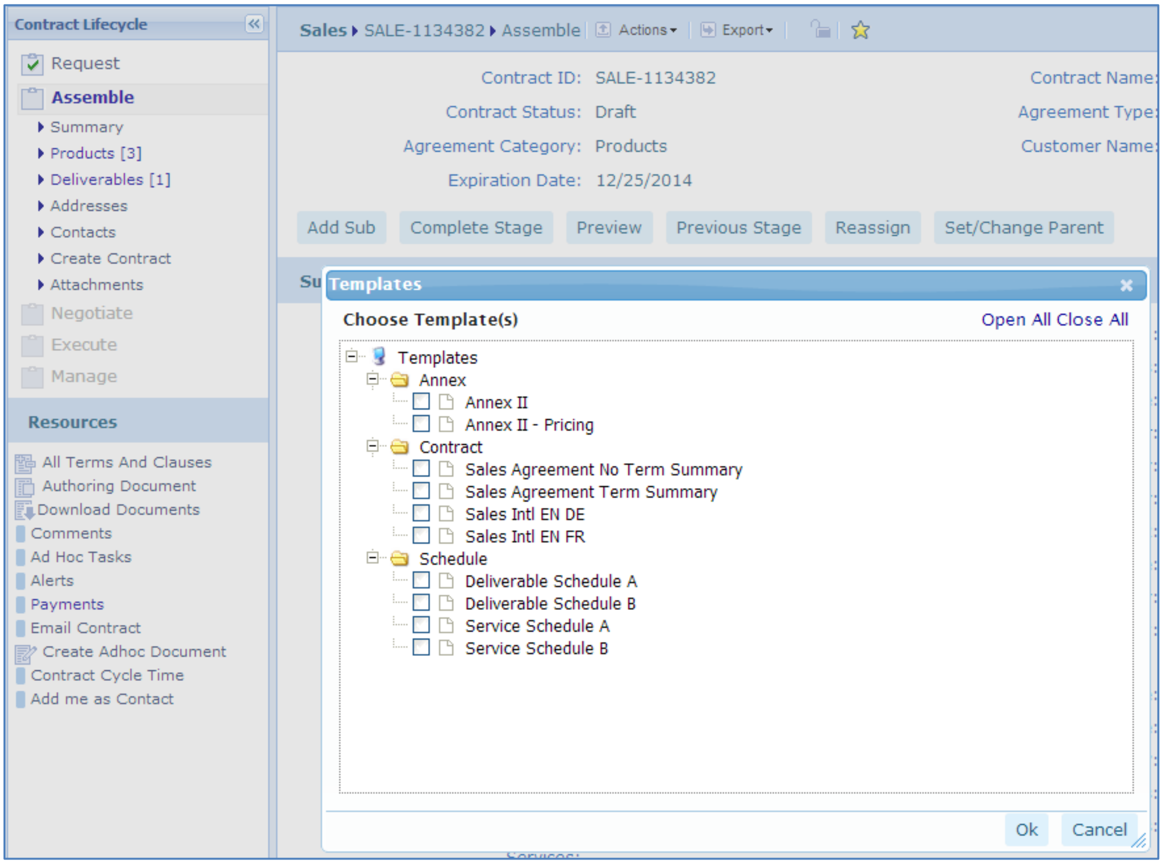


Figure 29 **Preview Contract Template Select Window**

Note: Which templates are available to select from is dependent on visibility settings and effective date windows defined for each template. Some templates may also be auto-selected depending on pre-defined conditions. For more information on customizing template visibility and auto-select, refer to the *Managing Templates* User Guide.

2. Select one or more templates to preview. If the current contract type supports multiple document generation, select one or more checkboxes in the list (as shown in the above figure). Otherwise, click on a radio button to select a single template.

Tip! Click ⊟ or ⊞ to collapse or expand any folder in the Template hierarchy. Click **Open All** or **Close All** to expand or collapse the entire list.

3. Click **Ok.** A preview of the contract document(s) based on the template(s) you selected is displayed as an

HTML pop-up.

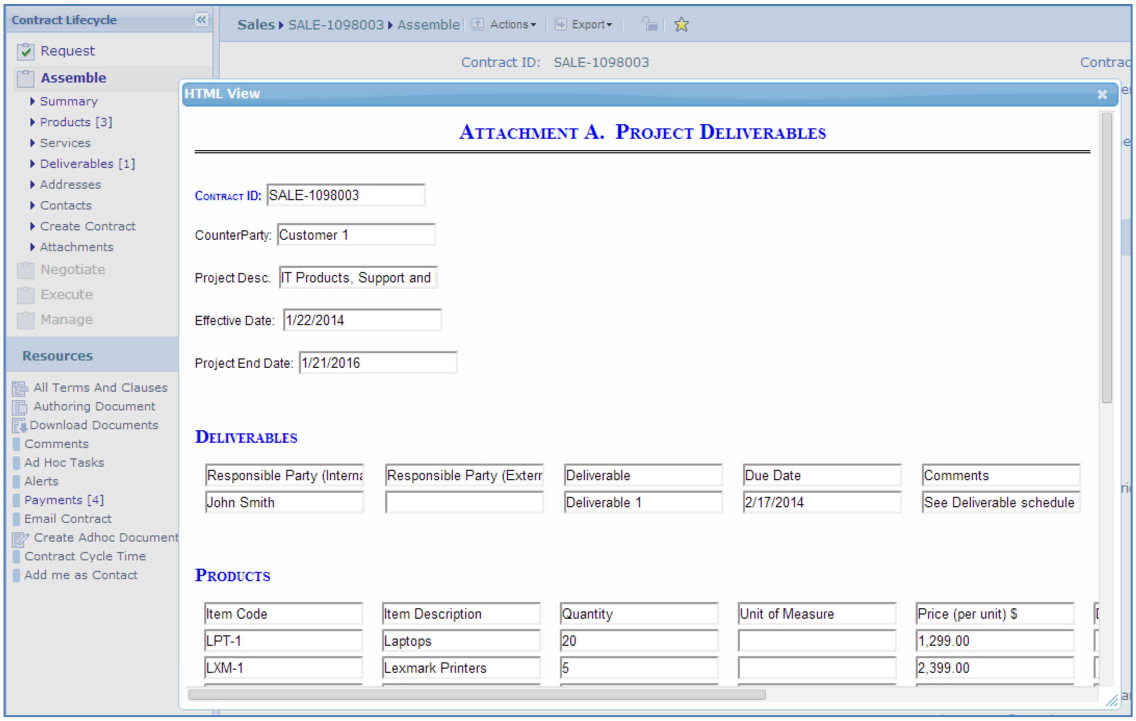


Figure 30 **Preview Contract Document: Multiple Previews**

The preview window shows an HTML representation of a contract document with business terms from the contract record inserted according to template specifications. Any clauses included in the contract template will be shown as text. If you selected multiple contract templates in Step 2, you can view each available preview by clicking on the tabs at the top of the window.

4. When you are finished viewing the preview, click “x” to close the window. Click **Next** or the appropriate stage button to continue.

Once you have entered all desired business data, you are ready to generate the first draft of your contract document(s). Don’t worry—you can still make changes after you generate a draft.

2.13 Generate a Contract Draft during the Assemble Workflow

The following sections cover the process of generating single or multiple contract document drafts as part of the Assemble stage of the Contract Lifecycle Workflow. You can simultaneously generate contract drafts based on more than one template if it is supported by the contract type associated with the record. Consult Selectica Professional Services to configure a contract type to support multiple contract document handling.

2.13.1 Create Contract Draft Version

To generate your contract draft or drafts:

1. Click **Create Contract** under the **Assemble** stage in the Sidebar.

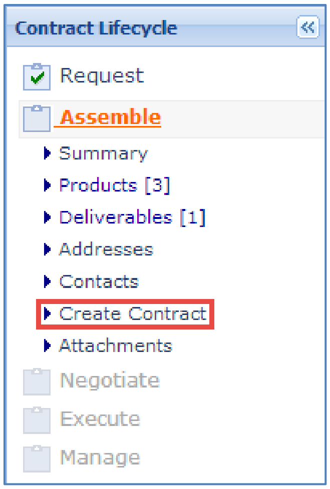


Figure 31 Create Contract link in Sidebar

By default, if no contract document has been previously generated, a pop-up window appears, displaying an organized list of contract templates to choose from.

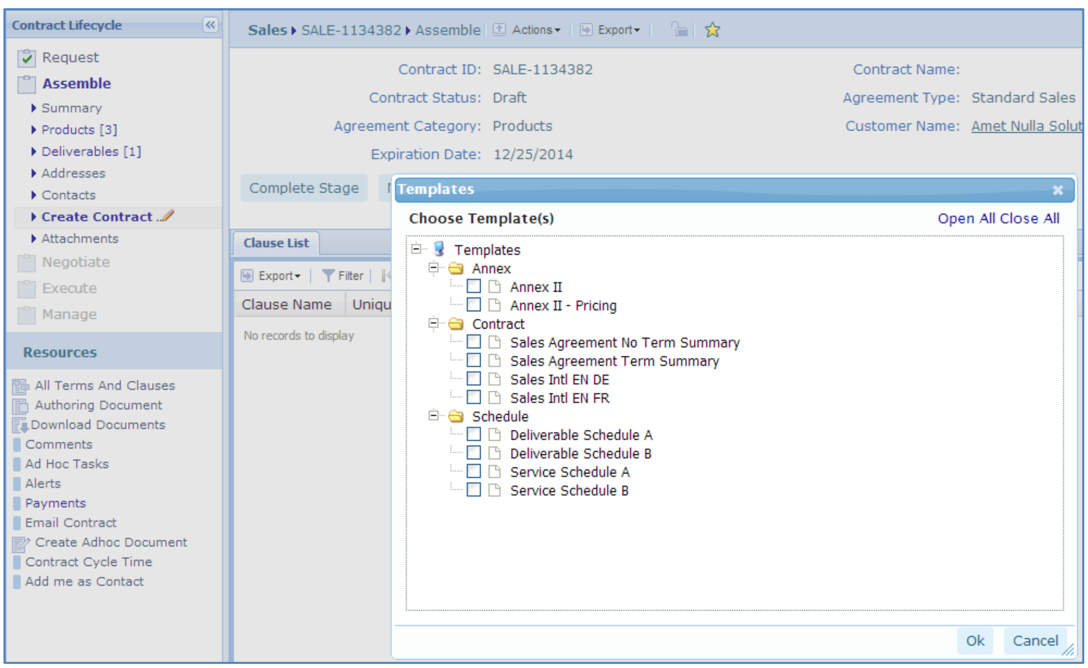


Figure 32 Create Contract Draft: Choose Template(s)

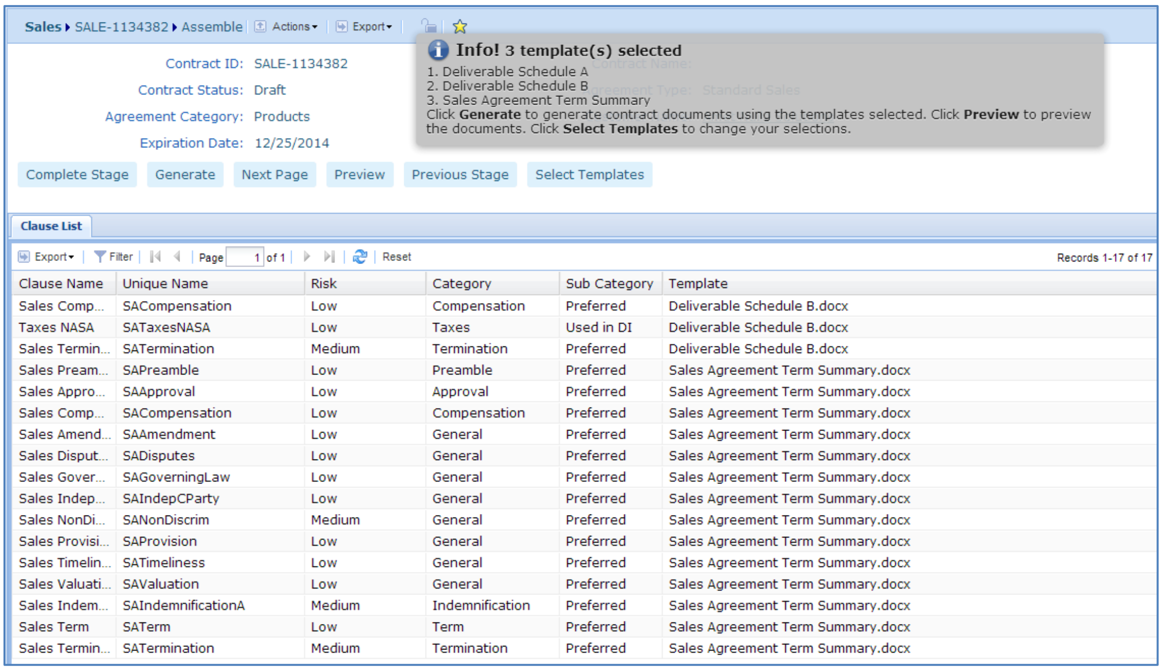
Note: As with the Preview feature, which templates are available to select from is dependent on *visibility settings* and *effective date* windows defined for each template. Some templates may also be *auto-selected* depending on pre-defined conditions. For more information on customizing template visibility and auto-select, refer to the *Managing Templates* User Guide.

2. Select one or more templates to add to a list of contract documents that will be generated. If the current contract type supports multiple document generation, select one or more checkboxes in the list (as shown in the above figure). Otherwise, click on a radio button to select a single template. **Note:** You are not generating contract documents at this point—you are only selecting which templates you will be using when you do generate contract drafts.

Tip! Click ⊟ or ⊞ to collapse or expand any folder in the Template hierarchy. Click **Open All** or **Close All** to expand or collapse the entire list.

---

3. Click **Ok.** A list of the contract template(s) you selected is displayed under the row of contract buttons. A **Clause List** of all clauses that will be included from these templates is also displayed in a separate section.



Clause Name	Unique Name	Risk	Category	Sub Category	Template
Sales Comp...	SACompensation	Low	Compensation	Preferred	Deliverable Schedule B.docx
Taxes NASA	SATaxesNASA	Low	Taxes	Used in DI	Deliverable Schedule B.docx
Sales Termin...	SATermination	Medium	Termination	Preferred	Deliverable Schedule B.docx
Sales Pream...	SAPreamble	Low	Preamble	Preferred	Sales Agreement Term Summary.docx
Sales Appro...	SAApproval	Low	Approval	Preferred	Sales Agreement Term Summary.docx
Sales Comp...	SACompensation	Low	Compensation	Preferred	Sales Agreement Term Summary.docx
Sales Amend...	SAAmendment	Low	General	Preferred	Sales Agreement Term Summary.docx
Sales Disput...	SADisputes	Low	General	Preferred	Sales Agreement Term Summary.docx
Sales Gover...	SAGoverningLaw	Low	General	Preferred	Sales Agreement Term Summary.docx
Sales Indep...	SAIndepCParty	Low	General	Preferred	Sales Agreement Term Summary.docx
Sales NonDi...	SANonDiscrim	Medium	General	Preferred	Sales Agreement Term Summary.docx
Sales Provisi...	SAProvision	Low	General	Preferred	Sales Agreement Term Summary.docx
Sales Timelin...	SATimeliness	Low	General	Preferred	Sales Agreement Term Summary.docx
Sales Valuati...	SAValuation	Low	General	Preferred	Sales Agreement Term Summary.docx
Sales Indem...	SAIndemnificationA	Medium	Indemnification	Preferred	Sales Agreement Term Summary.docx
Sales Term	SATerm	Low	Term	Preferred	Sales Agreement Term Summary.docx
Sales Termin...	SATermination	Medium	Termination	Preferred	Sales Agreement Term Summary.docx

Figure 33 Contract Template(s) Selected and Clause List

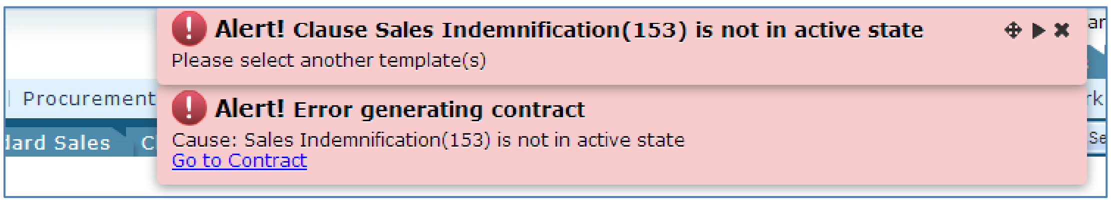
The Clause List displays information about each clause in columns, including which contract template uses which clause. If more than one contract template uses the same clause, it will be listed more than once. You can customize the view of the Clause List too better preview information before you generate any contract drafts. From the table you can:

- Click the **Export** button to export the table as a PDF or Excel (Comma Separate Value) file.
- Click the **Filter** button to open the **Extended Filter** window. If a filter has been created and is active the **Clear Filter** button will be displayed. Refer to the section "Filtering a List of Records" in the _Getting Started_ User Guide for filtering instructions.
- Click on the page navigation buttons to go to the **First Page, Previous Page**, enter a specific page number, or go to the **Next Page** or **Last Page**.
- Click the **Refresh** button to refresh the data in the record listing.
- Click on the line separating a column header to resize the column width.
- Click on a column header to sort the list by that field in ascending or descending order. If a column has been sorted, it will be highlighted and either the **Sort Ascending** icon or the **Sort Descending** icon

will be displayed.

- Click on a column header pull-down (right-side of the column header) to access the **Columns** selection list to add or remove columns from the listing.
- Click on a column header to reorder it in the list by dragging and dropping it between other column headers.
- Click **Reset** to restore all columns in the table to default widths and positions.
- See the total number of records in the list.
- Use the scroll bars to scroll vertically or horizontally to view the entire listing.

Note: The clause inclusion list for contract templates must always be validated based on the status of included clauses. If a clause included in any contract template has been changed from "Active" to "Inactive" status, rather than previewing a list of clauses to be inserted, the user will see an empty clause list. When the user attempts to generate a contract document or package, the generation will fail, and the user will be presented with an error message. For example, an attempt to generate a contract document that includes an inactive Sales clause:



In order to correct this warning and continue generating the contract draft, you must either change the status of the clause in question to "Active," or remove the clause entirely from the contract template and upload a new version.

For more information on changing the status of a clause, refer to the *Creating and Managing Clauses* User Guide. For more information on inserting clauses into contract templates, refer to the *Using the Selectica CLM Add-in Client for MS Word* User Guide.

---

4. (Optional) Click **Select Templates** to bring up the Templates window and add or remove contract templates from the list of drafts to be generated.

5. When you are satisfied with your selections and ready to generate a contract draft or package, click **Generate**.

The following actions take place:

- The system populates each template with contract data entered in the **Assemble** stage and generates a draft version of the contract document or a contract package that includes multiple document drafts and stores it in the repository.
- Any contract template chosen for generation may have one or more attachment files associated with it. If a contract draft is generated from a template with attachments, those attachments are automatically copied to the contract record. For more details on attaching files to contract templates, refer to the *Managing Templates* User Guide.

Following successful contract generation, the following message is displayed at the top of the page:

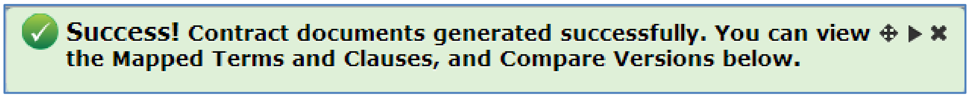


Figure 34 Generate Contract: Success Message

Note: This success message is customizable; color, content and display duration can all be configured to suit the needs of your organization.

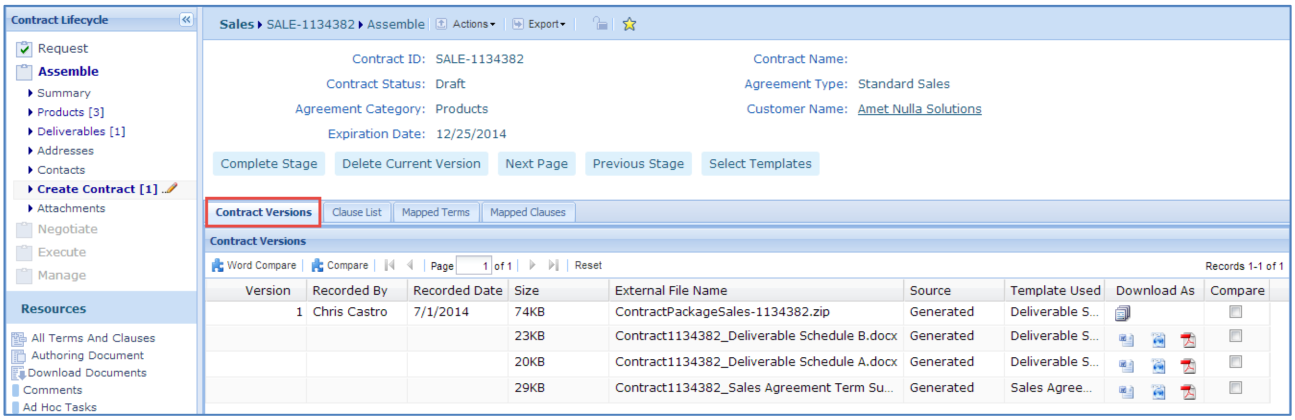


Figure 35 Generated Contract Package

After generating a contract draft, the screen defaults to the **Contract Versions** tab. The remaining tabs provide you with information on mapped terms and clauses. You can take several actions, such as comparing versions of contract drafts, downloading drafts in a variety of formats or generating additional drafts.

The figure above shows an example of a Sales contract that is configured to allow the user to select more than one contract template from the **Create Contract** page. Under **Contract Versions**, the first version of the contract drafts is collected into a single contract package. If the contract type is configured for single document generation, no contract package will be visible—the single contract draft will be shown instead.

Note: Click **Select Templates** to generate additional drafts immediately, if desired.

2.13.2 A list of the Terms and Clauses in Effect

Two additional tabs are of specific interest: **Mapped Terms** and **Mapped Clauses**.

2.13.2.1 Mapped Terms

The **Mapped Terms** tab lists all of the terms and their assigned values used in the most recent contract draft version. Terms are automatically sorted by the component of the contract record (Lifecycle page, e.g. "Summary") from which they originated. Field marked in red are calculated or read-only fields.

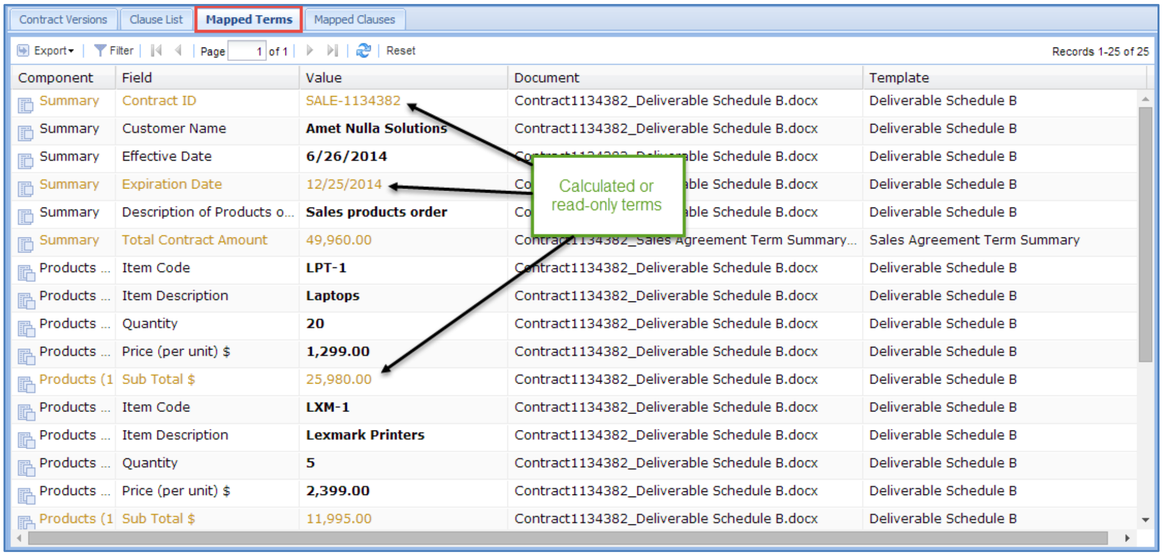


Figure 36 Mapped Terms Tab: All terms in contract(s)

The following table lists and describes all columns under Mapped Terms:

Column Name	Description
Component	The page in the current Contract Lifecycle Stage that contains business term data (e.g., "Summary")
Field	The name (label) of the business term field that was mapped into the contract document (e.g., "Contract ID").
Value	The system-calculated or user-input value of the corresponding field (e.g., "8/15/13" for Effective Date field).
Document	File name of the generated contract document that contains the mapped term (e.g., "Contract1074121_Service Schedule A.docx").
Template	Record name of contract template that used to generate document that contains the mapped term (e.g., "Service Schedule A").

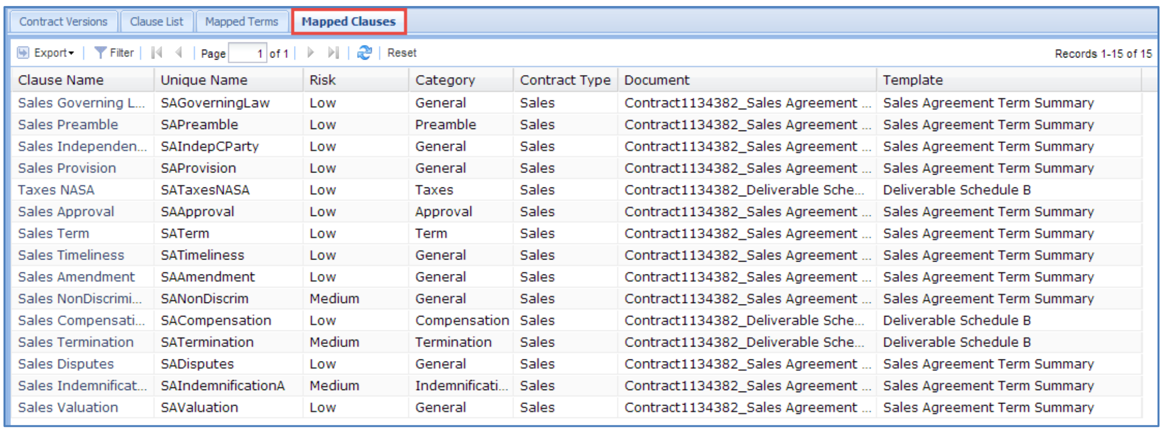
Within the Mapped Clauses tab you can:

- Click the **Export** button to export the table as a PDF or Excel (Comma Separate Value) file.
- Click the **Filter** button to open the **Extended Filter** window. If a filter has been created and is active the **Clear Filter** button will be displayed. Refer to the section "Filtering a List of Records" in the *Getting Started* User Guide for filtering instructions.
- Click on the page navigation buttons to go to the **First Page, Previous Page**, enter a specific page number, or go to the **Next Page** or **Last Page**.

- Click the **Refresh** button to refresh the data in the record listing.
- Click on the line separating a column header to resize the column width.
- Click on a column header to sort the list by that field in ascending or descending order. If a column has been sorted, it will be highlighted and either the **Sort Ascending** icon or the **Sort Descending** icon will be displayed.
- Click on a column header pull-down (right-side of the column header) to access the **Columns** selection list to add or remove columns from the listing.
- Click on a column header to reorder it in the list by dragging and dropping it between other column headers.
- Click **Reset** to restore all columns in the table to default widths and positions.
- See the total number of records in the list.
- Use the scroll bars to scroll vertically or horizontally to view the entire listing.

2.13.2.2 Mapped Clauses

The **Mapped Clauses** tab lists all of the terms and their assigned values used in the most recent contract draft version.



Clause Name	Unique Name	Risk	Category	Contract Type	Document	Template
Sales Governing L...	SAGoverningLaw	Low	General	Sales	Contract1134382_Sales Agreement ...	Sales Agreement Term Summary
Sales Preamble	SAPreamble	Low	Preamble	Sales	Contract1134382_Sales Agreement ...	Sales Agreement Term Summary
Sales Independen...	SAIndepCParty	Low	General	Sales	Contract1134382_Sales Agreement ...	Sales Agreement Term Summary
Sales Provision	SAProvision	Low	General	Sales	Contract1134382_Sales Agreement ...	Sales Agreement Term Summary
Taxes NASA	SATaxesNASA	Low	Taxes	Sales	Contract1134382_Deliverable Sche...	Deliverable Schedule B
Sales Approval	SAApproval	Low	Approval	Sales	Contract1134382_Sales Agreement ...	Sales Agreement Term Summary
Sales Term	SATerm	Low	Term	Sales	Contract1134382_Sales Agreement ...	Sales Agreement Term Summary
Sales Timeliness	SATimeliness	Low	General	Sales	Contract1134382_Sales Agreement ...	Sales Agreement Term Summary
Sales Amendment	SAAmendment	Low	General	Sales	Contract1134382_Sales Agreement ...	Sales Agreement Term Summary
Sales NonDiscrimi...	SANonDiscrim	Medium	General	Sales	Contract1134382_Sales Agreement ...	Sales Agreement Term Summary
Sales Compensati...	SACompensation	Low	Compensation	Sales	Contract1134382_Deliverable Sche...	Deliverable Schedule B
Sales Termination	SATermination	Medium	Termination	Sales	Contract1134382_Deliverable Sche...	Deliverable Schedule B
Sales Disputes	SADisputes	Low	General	Sales	Contract1134382_Sales Agreement ...	Sales Agreement Term Summary
Sales Indemnificat...	SAIndemnificationA	Medium	Indemnificati...	Sales	Contract1134382_Sales Agreement ...	Sales Agreement Term Summary
Sales Valuation	SAValuation	Low	General	Sales	Contract1134382_Sales Agreement ...	Sales Agreement Term Summary

Figure 37 Mapped Clauses: All clauses used in contract

As with the Mapped Terms tab, the Mapped Clauses table shows which document draft and template use the listed clause. This can be especially helpful when you are filtering by document, template or clause.

Within the Mapped Terms tab you can:

- Click the **Export** button to export the table as a PDF or Excel (Comma Separate Value) file.
- Click the **Filter** button to open the **Extended Filter** window. If a filter has been created and is active the **Clear Filter** button will be displayed. Refer to the section "Filtering a List of Records" in the *Getting Started* User Guide for filtering instructions.
- Click on the page navigation buttons to go to the **First Page, Previous Page**, enter a specific page number, or go to the **Next Page** or **Last Page**.
- Click the **Refresh** button to refresh the data in the record listing.
- Click on the line separating a column header to resize the column width.
- Click on a column header to sort the list by that field in ascending or descending order. If a column has been sorted, it will be highlighted and either the **Sort Ascending** icon or the **Sort Descending** icon will be displayed.

- Click on a column header pull-down (right-side of the column header) to access the **Columns** selection list to add or remove columns from the listing.
- Click on a column header to reorder it in the list by dragging and dropping it between other column headers.
- Click **Reset** to restore all columns in the table to default widths and positions.
- See the total number of records in the list.
- Use the scroll bars to scroll vertically or horizontally to view the entire listing.

2.13.3 Contract Draft Status Information

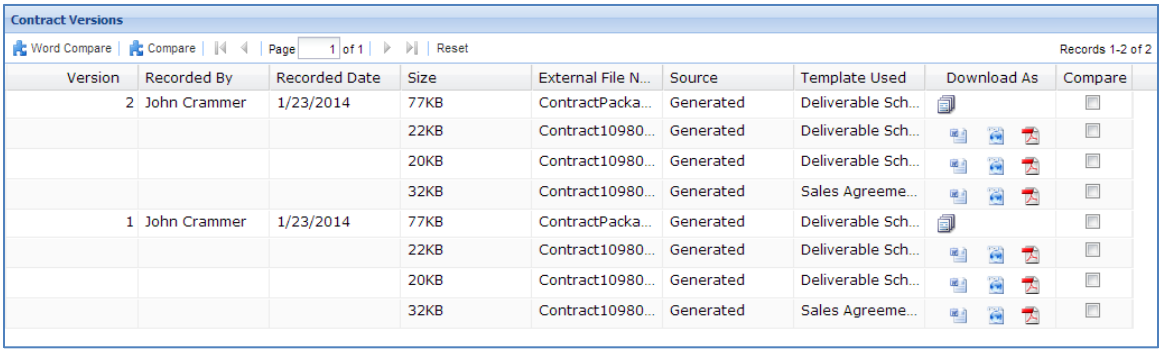
Scroll down to the bottom of the main page to view a table listing **Contract Versions.** The **Contract Versions** section displays each generated contract document, separated into contract packages (if implemented). The columns displayed in the table provide specific information on generated contract drafts and packages.

The following columns are of particular interest:

Column Name and Description	Example
External File Name is the filename of the current draft version or package.	"Contract1071668_Sales Agreement – Term Summary.docx" or "ContractPackageSales-1071668.zip"
Version is the current count of the draft version(s) created.	"Version 1" The current version number of the generated contract draft or package of contract drafts.
Template Used is the filename of the contract template used in creating the current version.	*Sales Agreement – Term Summary.docx* is the template file that was used to create contract file Contract1071668_Sales Agreement – Term Summary.docx.

2.13.4 Compare and Download Contract Versions

You can download individual drafts or entire packages and compare two different versions of a single document within CLM or using Microsoft Word.



Contract Versions

Word Compare | Compare | Page 1 of 1 | Reset   Records 1-2 of 2

Version	Recorded By	Recorded Date	Size	External File N...	Source	Template Used	Download As	Compare
2	John Crammer	1/23/2014	77KB	ContractPacka...	Generated	Deliverable Sch...		
			22KB	Contract10980...	Generated	Deliverable Sch...		
			20KB	Contract10980...	Generated	Deliverable Sch...		
			32KB	Contract10980...	Generated	Sales Agreeme...		
1	John Crammer	1/23/2014	77KB	ContractPacka...	Generated	Deliverable Sch...		
			22KB	Contract10980...	Generated	Deliverable Sch...		
			20KB	Contract10980...	Generated	Deliverable Sch...		
			32KB	Contract10980...	Generated	Sales Agreeme...		

Figure 38 Contract Versions: Multiple Packages

2.13.4.1 Download Contract Documents

Click on an icon in a row corresponding to the contract document draft or package you want to view or download.

You can view and/or download contract documents in any of the following formats:

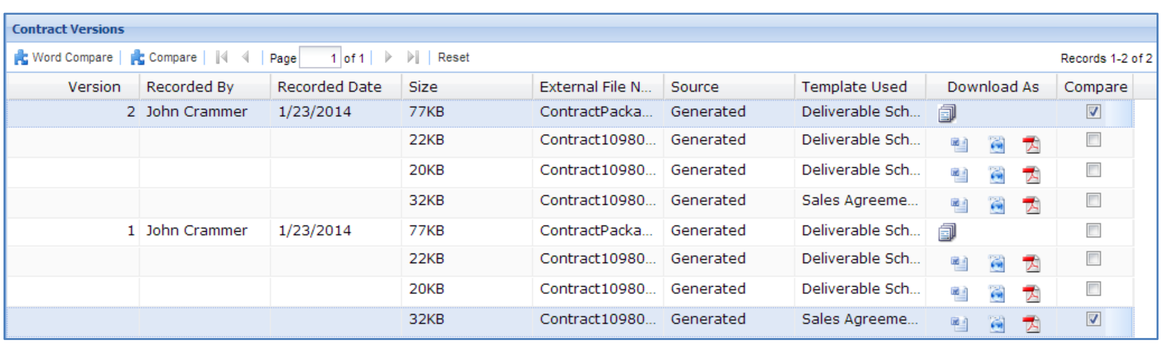
- Microsoft Word (.doc or .docx)
- HTML
- PDF

Contract packages (for those contract types that support multiple document generation) are downloaded as a compressed ZIP archive that contains all generated documents as listed in the table.

2.13.4.2 Compare Document Versions

If there are multiple draft versions of any contract document (in packages or otherwise), Selectica provides two methods for comparing these contracts. Microsoft **Word Compare** uses standard Microsoft features to perform a side-by-side document comparison. The security settings in Microsoft Word must permit the execution of macros for the Word Compare feature to function correctly. Refer to Microsoft online help for more details. Selectica **Compare** tracks business terms and clauses that were used in each contract draft and lists the additions, deletions, or updates which were made between any two versions.

At the end of each line in the list is a check box. Compare any *two* versions by clicking on the corresponding two check boxes to select the versions; then click either the **Compare** or **Word Compare** button. The following figure shows an example of single document compare between *two* versions.



Contract Versions

Word Compare | Compare | Page 1 of 1 | Reset   Records 1-2 of 2

Version	Recorded By	Recorded Date	Size	External File N...	Source	Template Used	Download As	Compare
2	John Crammer	1/23/2014	77KB	ContractPacka...	Generated	Deliverable Sch...		☑
			22KB	Contract10980...	Generated	Deliverable Sch...		
			20KB	Contract10980...	Generated	Deliverable Sch...		
			32KB	Contract10980...	Generated	Sales Agreeme...		
1	John Crammer	1/23/2014	77KB	ContractPacka...	Generated	Deliverable Sch...		
			22KB	Contract10980...	Generated	Deliverable Sch...		
			20KB	Contract10980...	Generated	Deliverable Sch...		
			32KB	Contract10980...	Generated	Sales Agreeme...		☑

Figure 39 Check boxes for Comparison

Comparing contracts in the **Assemble** Workflow is identical to the process detailed in the **Negotiation** stage, with the exception that you are usually comparing generated contracts with different component data. Refer to [Reconciliation/Validating the Contract] for a full explanation of document comparison.

> **Note:** You can only compare *two different versions* of contract packages, or contract documents generated using the same contract template.

2.14 Delete Contract Draft

After a contract document draft or package has been generated, but before you have completed the Assemble stage, you have the opportunity to delete the latest version of the contract (or package).

To delete the *latest* draft version, make sure you are on the **Create Contract** page:

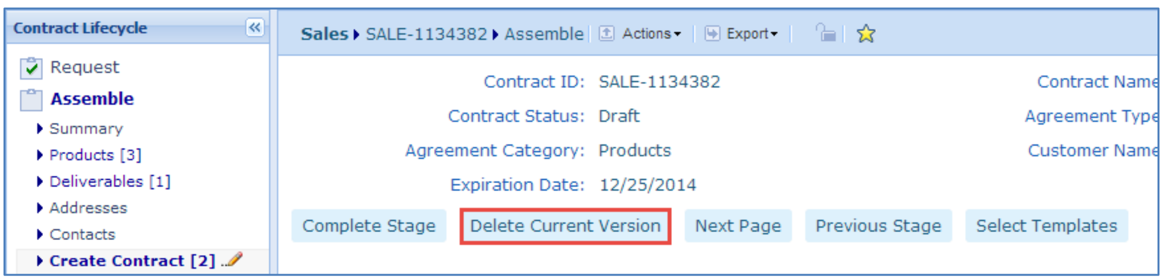


Figure 40 Create Contract: Delete Last Version

1. Click the **Delete current version** button at the top of the main page. A confirmation page is displayed.

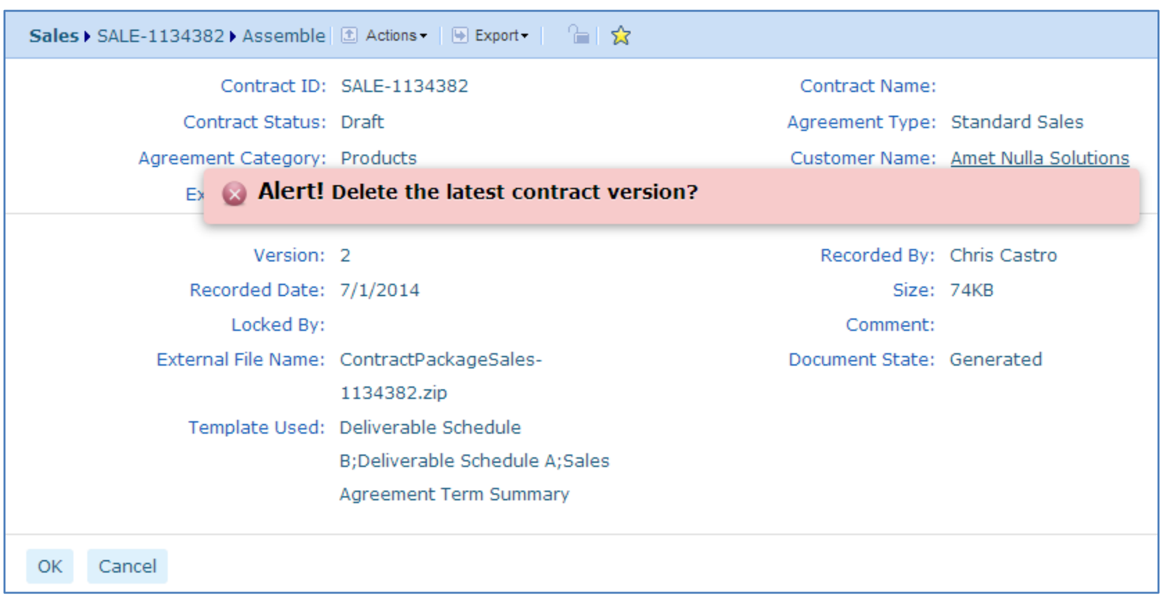


Figure 41 Delete Contract confirmation

2. Click **OK** to delete the latest contract version. The following message is displayed.

3. Refer to the **Contract Versions** section. The latest contract document version or package should no longer be present.

2.15 Adding Attachments

In the final step of the **Assemble** stage workflow you can attachments to the contract record. This option is available at the end of each stage in the Contract Lifecycle as a component in the Sidebar. (**Note:** Like all other components, you can access this page at any time during the stage by clicking on the Sidebar link.)

The system allows you to include file attachments as supporting documents. You can attach many file types to the contract record: word-processing documents, spreadsheets, images and others. Supported file types are:

- **Document format** – doc, docx, mht, pdf, rtf, txt, xml, html, htm, msg.
- **Graphic/Presentation format** – bmp, gif, jpe, jpeg, jpg, mgt, png, ppt, tif, tiff, drf.
- **Spreadsheet format** – csv, xls, xlsx.

Note: To avoid errors, when working with attachments in Selectica CLM, please make sure file name extensions are lower-case (e.g., “attachment.docx”).

To add an attachment to the contract currently displayed on the main page of the web form, click the **Attachments** link on the Sidebar. The attachments list is displayed on the main page. The following is an example of an empty list of attachments.

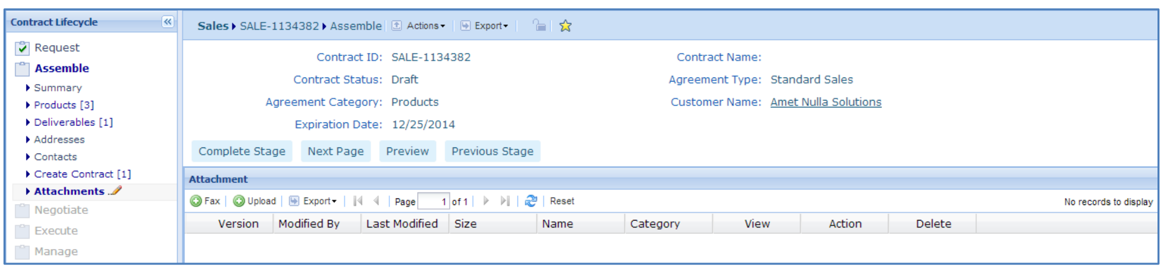


Figure 42 Empty List of Attachments

2.15.1 To add a document as an attachment:

1. Click the **Attachments** link in the Contract Lifecycle Sidebar.
2. In the Attachment area, click **Upload**.

   The Import Document form appears.

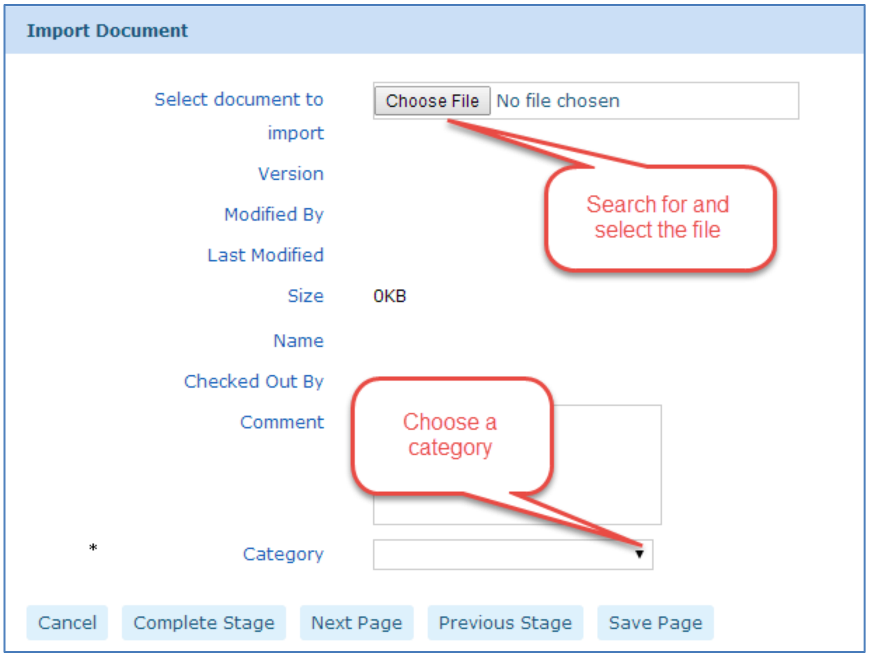


Figure 43 New Attachment form

3. Click **Choose File** or **Browse…** to browse your computer or network for the file to be attached to the contract. (There is a standard validation for invalid filename characters. Standard invalid characters include: \ / * ? | ; < > " & ' :. If necessary, this may be customized by Selectica Professional Services.)

4. Select the category from the drop-down list (this will be displayed in the attachment record and can be used as a filter when generating reports).

   Document metadata (Name, Version, etc.) is automatically populated by the system.

5. Click **Save Page** to upload the attachment.

2.16 Receiving Electronic Faxes as Attachments

You can use a Fax server to scan and electronically store paper documents in searchable PDF format. The document becomes an Attachment to the current contract record.

2.16.1 To receive an electronic fax as an attachment:

1. Click the [Attachments]() link in the Contract Lifecycle Sidebar. The Attachment page is displayed.

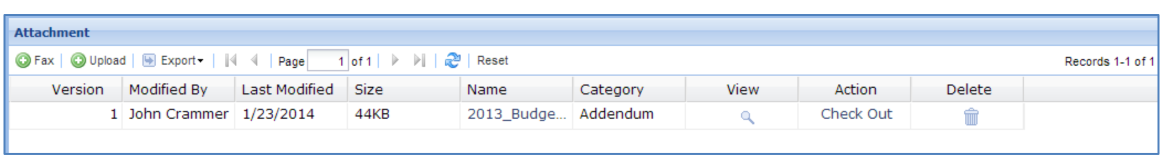


Figure 44 List of Attachments

2. Click the **Fax** button.

   The **Create Fax Attachment** form is displayed to prompt you to name the Fax file, and pick the Category (*

means this entry is required).

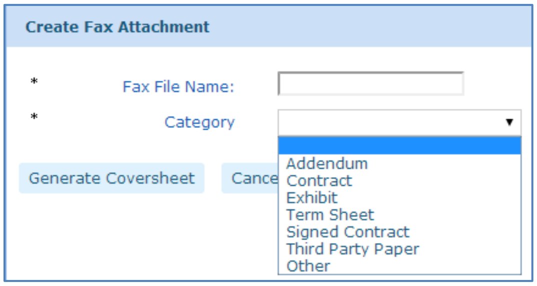


Figure 45 New Fax form

3. Click **Generate Coversheet**.

4. The Attachment panel is displayed. An information panel notifies you that the cover sheet was successfully generated. The attachment is displayed as a "Pending Fax: *name*.pdf", where *name* is the **Fax File Name** given in step 2, until the faxing operation is completed.

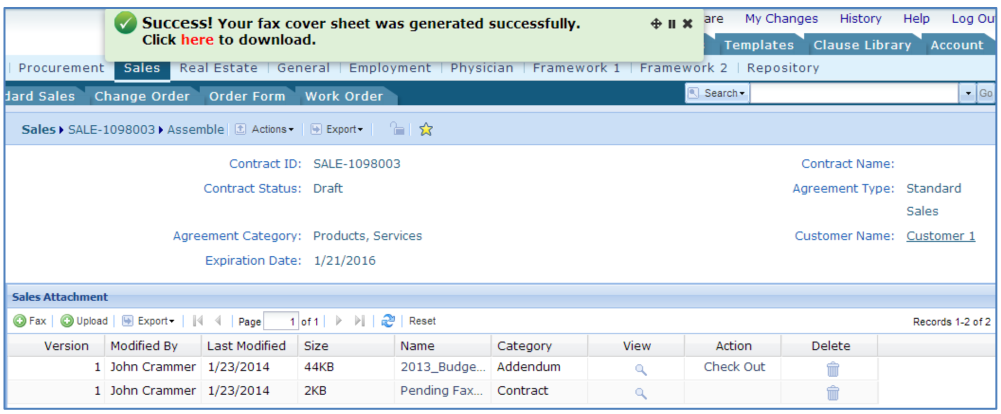


Figure 46 Information Panel with fax cover sheet successfully generated

5. Click the **here** link in the success message or the attachment link under the **Name** column to open and print or email the fax cover sheet. The coversheet opens in Adobe Acrobat, as shown in the following figure.

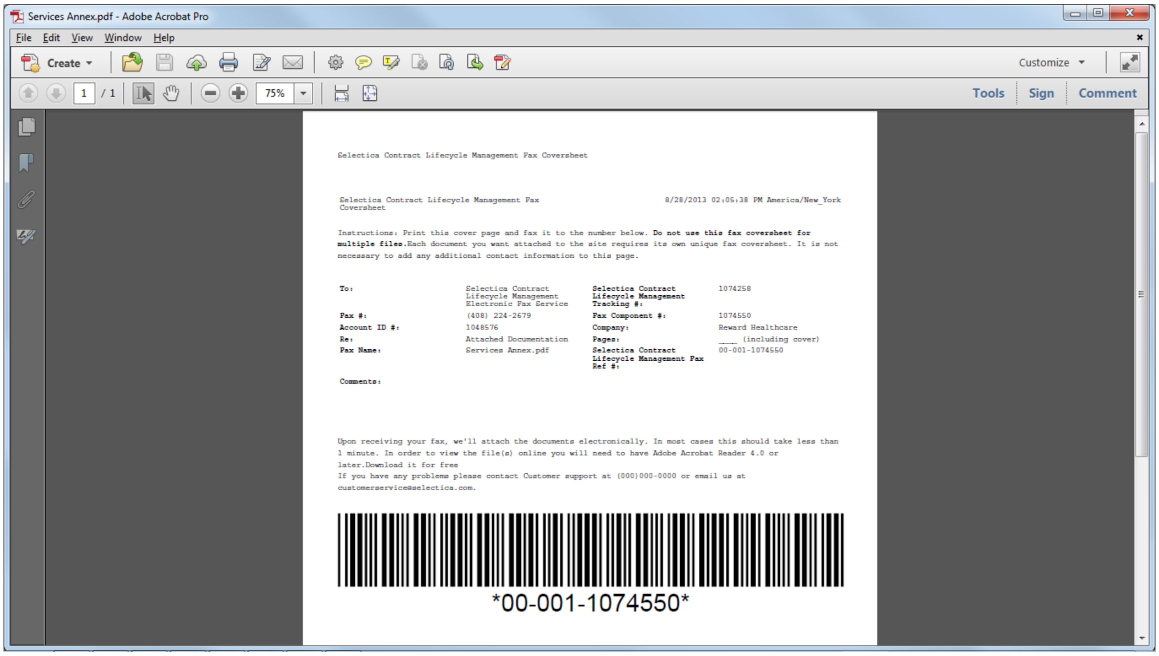


Figure 47 Attachment Fax Coversheet Example

Follow the instructions at the top of the coversheet.

Note: The Tracking Number of the contract you are working on is imbedded in the bar code.

---

6. Place this fax coversheet in front of the document(s) you are faxing.
7. Fax all pages to the Fax # given in the cover sheet.

   As the fax is received, Selectica CLM scans the pages with Optical Character Recognition (OCR). The result is a digital PDF file.
8. View the attachment on the **Attachment** panel. If the appropriate Rule is configured, a system email will be sent to the Owning User of the contract.

Note: If the same fax Coversheet is reused, the document faxed in will upload as a subsequent version. All versions can be viewed by clicking on the **View** icon in the **Attachment** panel and then the **View** icon for the version you wish to view.

2.17 Third Party Paper Attachments as Contract Documents

Many organizations begin the contract lifecycle process using a third party document as the basis for a contract, rather than an internal contract template. The normal process in Selectica CLM for organizations who wish to use third party paper is to mark up the document using the CLM Add-in Client for MS Word and upload and check it in during the Negotiate stage. However, sometimes organizations may have a process in which access or privileges to different parts of the contract lifecycle are restricted to certain individuals. For example, a salesperson who received the third party document only has access to the Assemble stage, while someone from Legal only has access to the Negotiate stage. Under normal circumstances, the salesperson can upload the third party paper as an attachment which the Legal employee can then download from the Attachments page during Negotiate.

But what if the Legal employee wants the original version of the third party document to exist in the system as the first version of the contract document without having to download it as an attachment and upload it again? In Selectica CLM, documents uploaded as attachments using the “Third Party Paper” category can be “generated” in the Create Contract step and attached to the contract record. Users can accomplish this as part of a two-step process.

2.17.1 Step 1: Upload Third Party Paper

To upload a Third Party Paper attachment:

1. Click the **Attachments** link in the Contract Lifecycle Sidebar.
2. In the Attachment area, click **Upload**.
3. Choose the file as normal and select “Third Party Paper” from the Category drop-down list.
4. Click **Ok** to upload the third party document.

2.17.2 Step 2: Generate Third Party Document

1. Click the **Create Contract** link in the Contract Lifecycle Sidebar.
2. If there is no existing contract draft, the Templates window automatically appears. Otherwise, click **Select Templates** to bring up the Templates window.

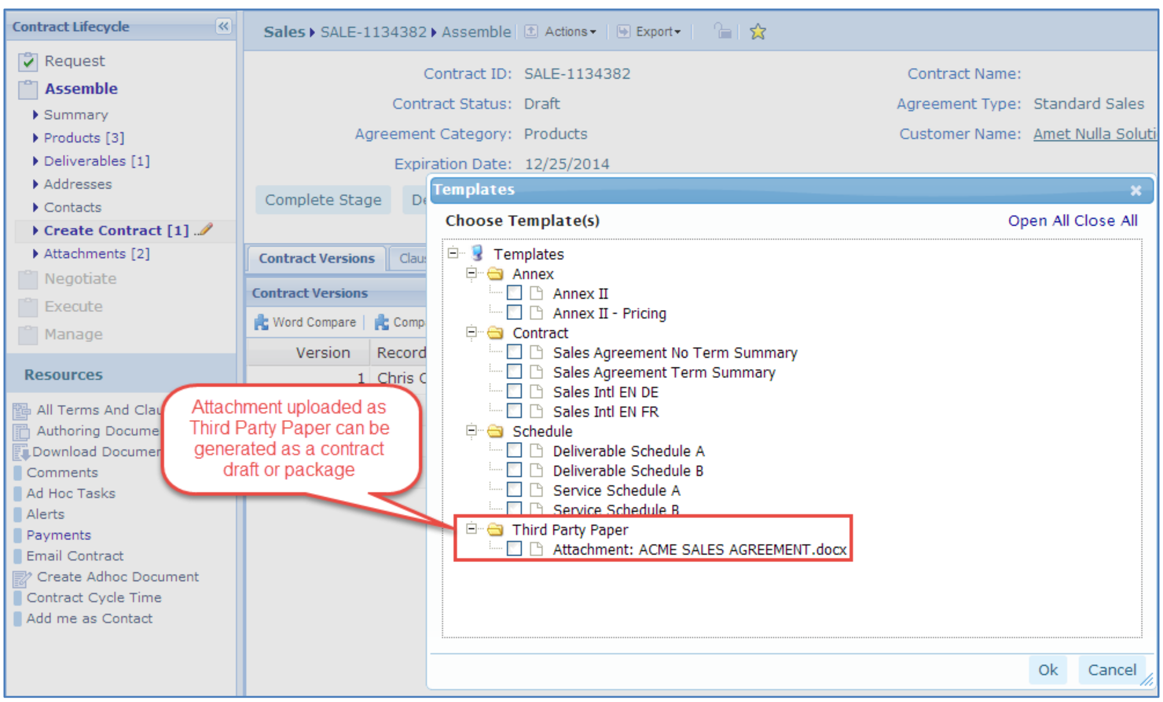


Figure 48 Select Templates: Third Party Paper

You should see the third party document you uploaded listed after available contract templates under the folder “Third Party Paper.” The document name should be prepended with “Attachment:”

3. Click the check box next to the third party document name and click **Ok**.

4. Click **Generate**. The document is uploaded to the CLM repository and attached to the contract record as the first version of the contract draft. You can view or download the document and it will be available for check out by users in the Negotiate stage as though it were generated from a contract template.

2.18 Complete the Assemble Stage

After you have created the contract and uploaded/fax attachments, you will need to complete the **Assemble** stage so that you can begin contract negotiations.

If you want to re-create the contract before going to the **Negotiation** workflow, click the **Create Contract** link under the **Assemble** workflow in the Sidebar listing to revisit that step.

When you are satisfied, click the **Next Page** button (from Attachments) or the **Assemble** link in the Sidebar and then click the **Complete Stage** button, as shown in the Figure below. You also have the option to reassign the contract record to another user, set or change the parent contract, or add a subcontract.

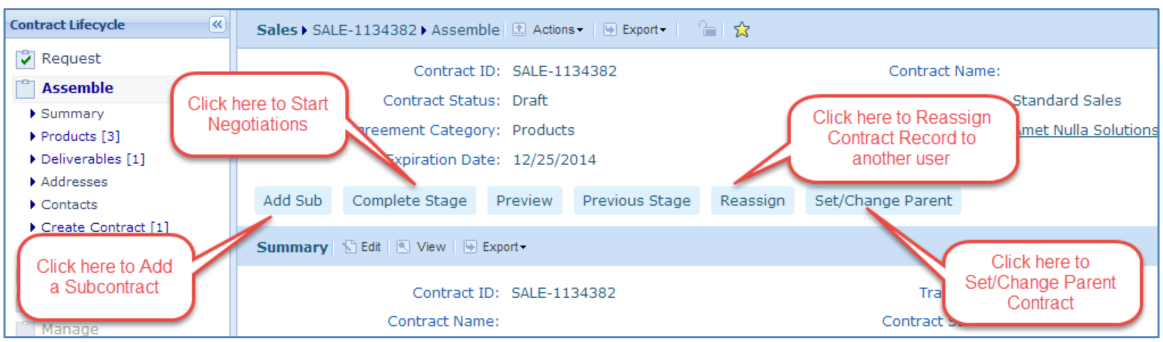
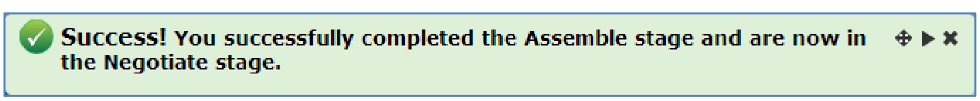


Figure 49 Complete Assemble Stage

After clicking **Complete Stage**, the Sidebar shows that the **Assemble** stage is complete by displaying a checkmark next to it and a success message is displayed.



The new Contract Lifecycle stage is **Negotiate** (or **Collaborate** stage if you have chosen internal collaboration). The number to the right of the Reconciliation component will always show the current number of contract versions that have been checked into the Server.

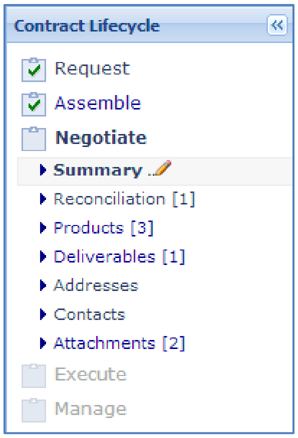


Figure 50 Sidebar Showing a Completed Assemble Stage

You have now completed the basic steps needed to create and generate your contract document(s). From here, you can collaborate with customers outside of your organization to negotiate contract terms.

3 Negotiating with Contract Documents

With the completion of the **Assemble** stage of the Workflow, you are ready to start the Negotiate stage.

Click the **Negotiate** link in the Sidebar. The following is an example of a Negotiate screen which provides a summary of the contract record created during the **Assemble** stage.

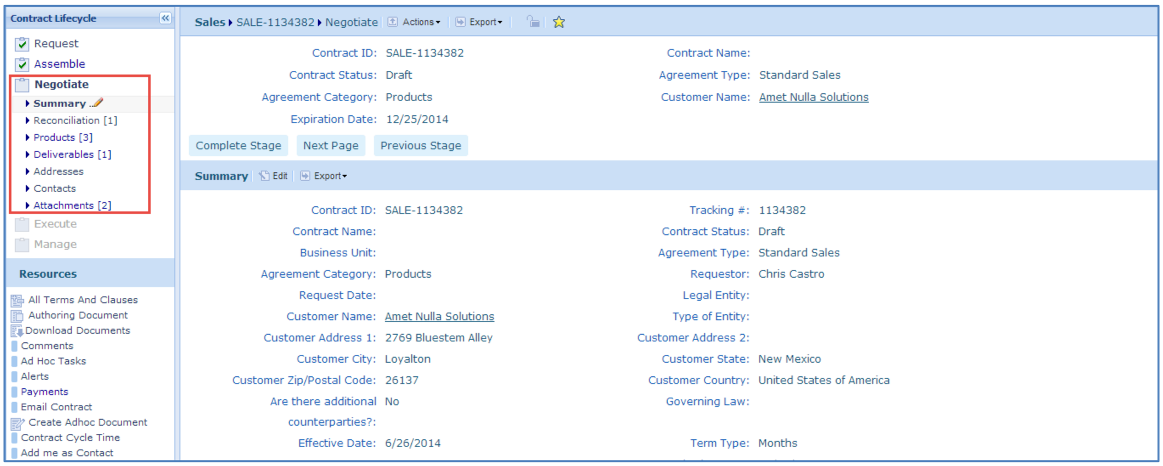


Figure 51 Negotiate Workflow

This stage marks the point in the workflow where you collaborate with other people to refine and clarify language, and agree on terms. You facilitate negotiation using the final draft contract generated in the previous stage.

Single or Multiple Documents: As discussed in the previous chapter, depending on the contract type you are working with, it will either support single or multiple document (package) handling. Most examples shown in this chapter are for contract packages, as there is some extra functionality required when working with a collection of contract documents. Additional information is provided where processes differ.

3.1 Download Contract Drafts

Click the **Reconciliation** link in the Sidebar. The **Contract Versions** tab is displayed by default.

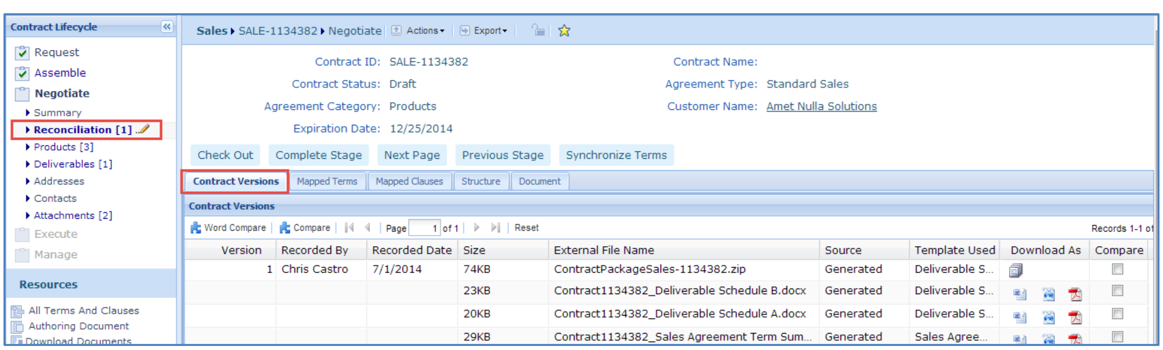


Figure 52 Download Contract Drafts or Package

Click on an icon in a row corresponding to the contract document draft or package you want to view or download.

You can view and/or download contract documents in any of the following formats:

- Microsoft Word (.doc or .docx)
- HTML
- PDF

Contract packages (for those contract types that support multiple document generation) are downloaded as a compressed ZIP archive that contains all generated documents as listed in the table.

3.2 Synchronize Terms (Optional)

Just as in the previous stage, you have the option to edit contract information and components (e.g., Summary, Products, Services, Deliverables, etc.) When you make changes to contract business data, you need to update any contract documents that use that data. Since the contract is no longer in the Assemble stage, the option to generate a new draft or package is no longer available. However, you can use the **Synchronize Terms** option to incorporate any of these changes into a single or multiple contract drafts.

The Synchronize Terms function allows you to incorporate these changes so that the CLM server values and the latest contract document(s) are in synch. If applicable to the contract template, Dynamic Inclusions based on any of the changed Terms would also be re-evaluated in the regenerated contract document

When you are finished making changes to any of the contract components, click either the **Contract Versions** or **Reconciliation** link in the Sidebar. In this example, we perform this action from the **Contract Versions** page.

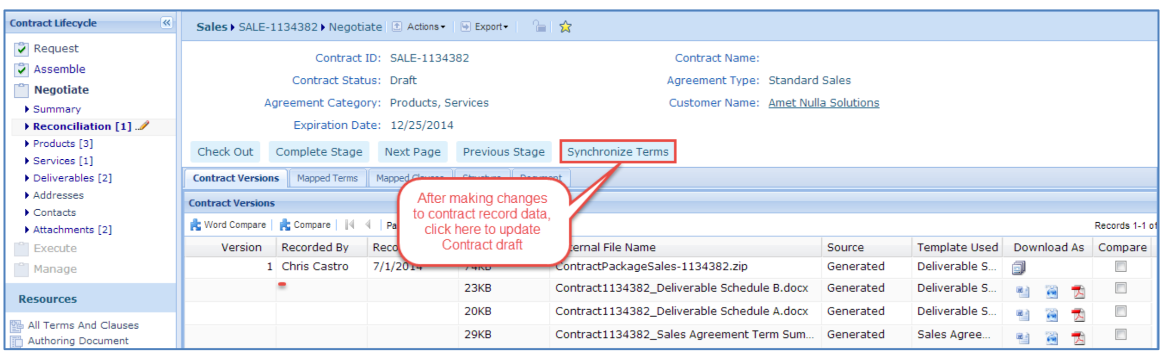
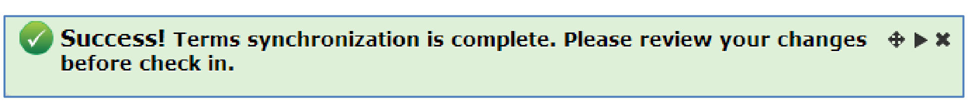


Figure 53 Negotiate: Synchronize Terms

Click **Synchronize Terms**. A new contract draft or package version is generated and attached to the contract record with the status "Draft" and the contract record is locked. The following message is displayed:



The **Contract Versions** table is updated to display the new contract draft (or package):

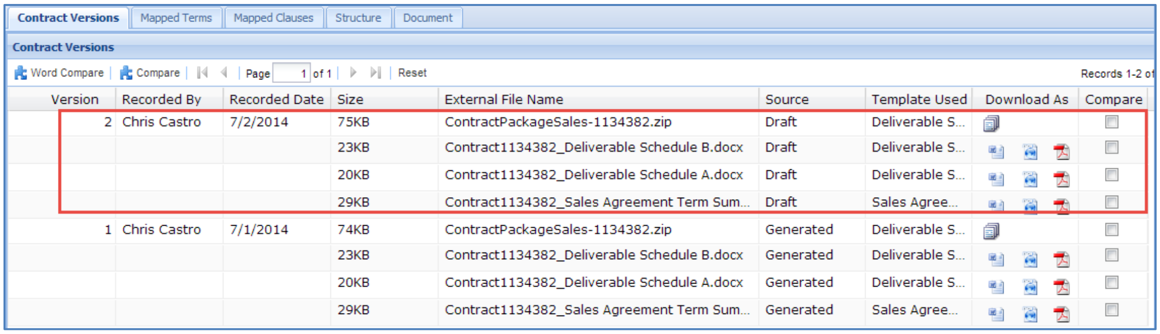


Figure 54 Synchronize Terms: New Draft

You can now download the contract document(s) or package to review any changes that have taken place when terms were synchronized. When you are satisfied with the draft, click **Check In** to check in the new draft or package, and follow the same steps as discussed in Check in the Contract.

Note: The Synchronize Terms button is only available when the contract is *not* already checked out.

If you want to undo these changes or need to make more changes and synchronize again, click **Remove Draft**. The contract draft or package you created will be removed from the record.

3.3 Checking out the Contract

To lock the contract record and initiate editing or negotiations:

1. Click **Check Out** to lock the current version of the contract for editing.
2. You are prompted to **Open** or **Save** the contract (MS Word file) or package (ZIP file).

   If you click **Open**, the current contract version is opened in MS Word for editing (or the package archive is opened in the appropriate application).

   If you click **Save**, you are prompted to save the current contract version or package (e.g. to your desktop or another disk drive), so that you can open this file later in MS Word for editing.

   Note: How documents are opened or downloaded depends on the browser you are using for Selectica CLM.

   After you have either opened or saved the file, the following screen is displayed. The contract record is locked, the date the contract was checked out, by whom, and the version number is recorded. The **Check Out** button is replaced by the **Upload** button. Click the pull-down arrow to access the **Cancel Check Out** option.

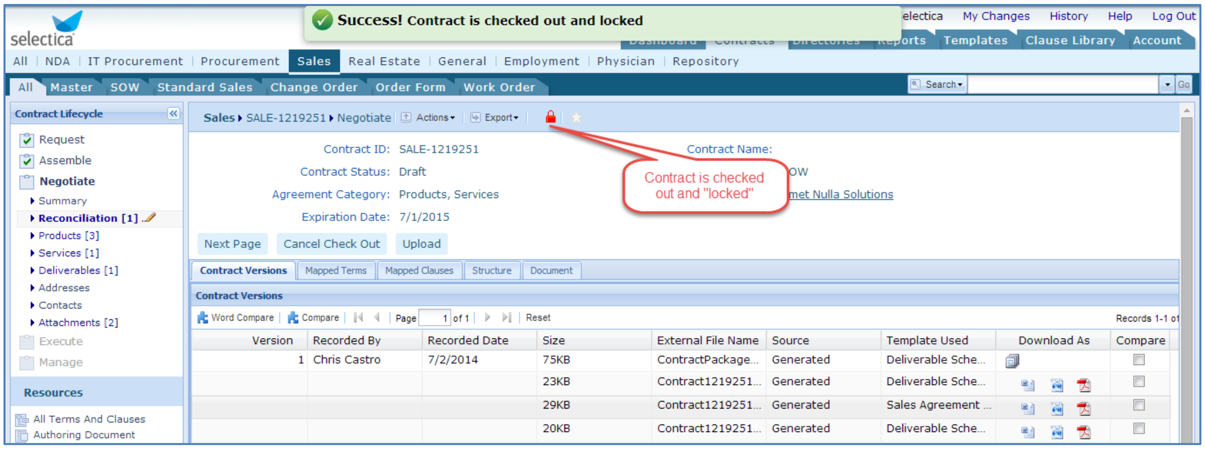


Figure 55 Contract in Negotiation and locked for editing

3. The contract draft file is locked in your name and a local copy is downloaded and stored at the location you specified. At this point you can:
   - Edit the contract draft(s) using the Selectica CLM Add-in Client for MS Word. Refer to the section, Using the Selectica Client to Edit, Upload, Check In and Check Out the Contract to edit the file.
   - Circulate the draft(s) for others to review and edit.
   - Send the draft(s) to a customer.
4. Next, you can either upload the next version or cancel the check-out and revert back to the last version that was checked-in to the server. You can:
   - Click **Upload**. You are prompted to browse to and upload the file or files. Refer to the section, Uploading the Contract.
   - Click the **Cancel Check Out** option. This unlocks the contract record on the server and refreshes the Reconciliation page.

3.4 Reviewing and Editing the Contract Document

You can edit each contract using MS Word with or without the Selectica Client.

Note: If a contract document has business term fields that are in unprotected sections, use caution when editing the file to avoid accidental deletions. If you delete a grey field, you can no longer synch that item with its associated field in the document stored in the system repository. Thus, edits should be made carefully, using the arrow and backspace keys. For this reason, when creating templates, Selectica recommends that you protect sections containing business term fields.

3.4.1 Using the Selectica Client to Edit, Upload, Check In and Check Out the Contract

It is recommended that you modify contracts using the Selectica CLM Add-in Client for MS Word, if you plan to add clauses or business terms. For details on using the Client, refer to the User Guide, *Using the Selectica CLM Add-in Client for MS Word*. You can use the client to upload, check in, and check out any single contract draft, whether or not it is part of a package.

3.4.2 Uploading the Contract

After editing and uploading the contract(s), changed business terms and clauses are listed and reviewed, and if approved, the contract/package is checked-in to the Selectica server where the business terms changed are updated, the clause changes are recorded, and the new contract or package version is stored with a new version number.

The first step is to upload the contract or contracts for analysis and comparison with the original or previous version. Depending on whether or not the contract type supports packages, the process is slightly different (with packages you can upload more than one document).

3.4.2.1 To upload the file (single document mode):

1. From the **Reconciliation** screen, click **Upload**.

You are prompted to upload the contract with the following screen.

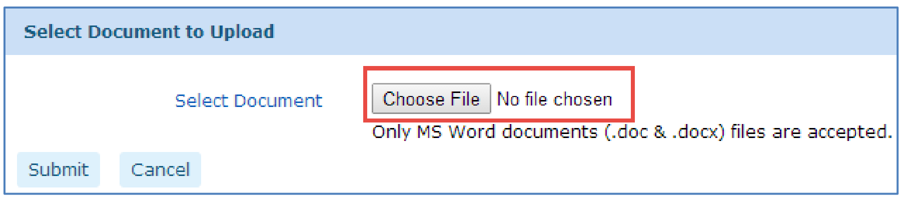


Figure 56 **Contract Draft Upload Screen**

The document naming convention used by the system is **Contract<ContractTracking#>_<TemplateName>.doc** (or docx). You can change the document name. When it is uploaded the system can still validate if the document belongs to the contract.

2. Click the **Browse/Choose File** button to select the edited file for upload.

3. Click **Submit**.

The system verifies the document belongs to the contract.   The file is uploaded and saved to the system repository and the Terms and Clauses used logged (with changes to the previous draft noted and described in the next section). The system then returns to the **Reconciliation page**. The version number is incremented and "_<Version#>" is appended to the filename of the contract draft. The contract record remains locked in your name until it is checked in.

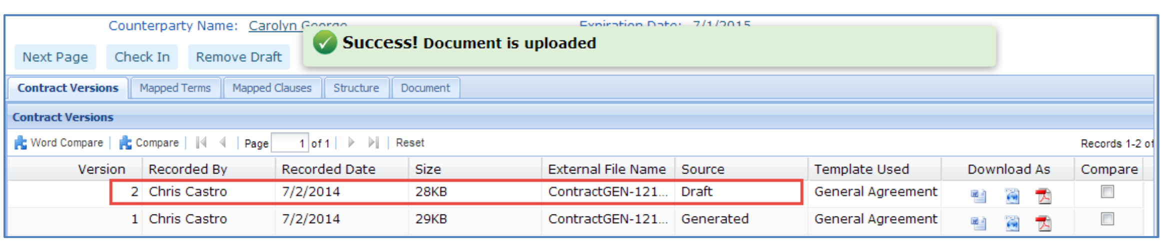


Figure 57 **Contract Version 2 uploaded**

Note: You can click **Remove Draft** to delete the uploaded draft and revert the contract to the previous version.

3.4.2.2 To upload one or more files (multiple document/package mode):

1. From the **Reconciliation** screen click **Upload**.

You are prompted to upload the contract with the following screen.

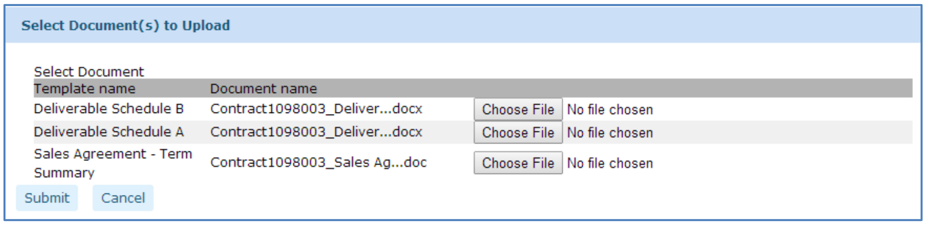


Figure 58 Contract Draft Upload Screen: Package

The Upload screen displays a list of all contract templates used in the contract package, providing the means to upload multiple contract documents at once.

The document naming convention used by the system is **Contract<ContractTracking#>_<TemplateName>.doc** (or docx). You can change the document name. When it is uploaded the system can still validate if the document belongs to the contract.

2. Click the **Browse/Choose File** button next to a listed template to select an edited file for upload. You do not need to upload files for each listed template, only those which you edited. In this example, we are uploading two files out of the four contained in the package:

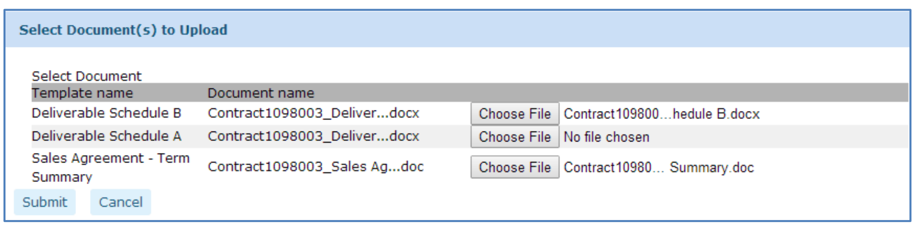


Figure 59 Multiple Contract Draft Upload: Two files

3. Click **Submit**.

The system verifies the document(s) belong to the contract and match the template specified. The files are uploaded and saved to the system repository *as a new package* and the used Terms and Clauses are logged (with changes to the previous draft noted and described in the next section). The system then returns to the **Reconciliation** page. The version number is incremented and "_<Version#>" is appended to the filename of each uploaded contract in the package. The contract record remains locked in your name until it is checked in.

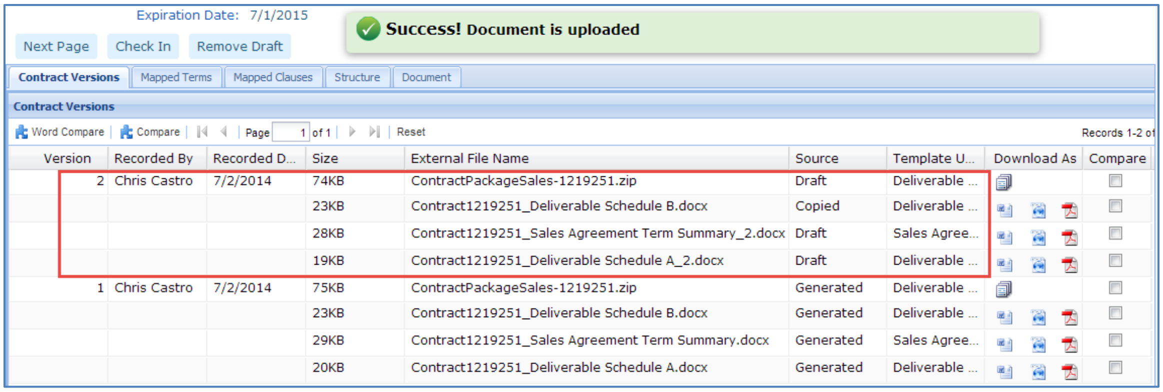


Figure 60 **Contract package version 2 uploaded**

Note: You can click **Remove Draft** to delete the uploaded package and revert the contract to the previous version.

3.5 Reconciliation/Validating the Contract

When you upload a document, the system scans the document and reconciles it with the versions stored in the repository. The variances between versions appear under the **Mapped Terms** and **Mapped Clauses** tabs, as shown in the figure below and described in this section.

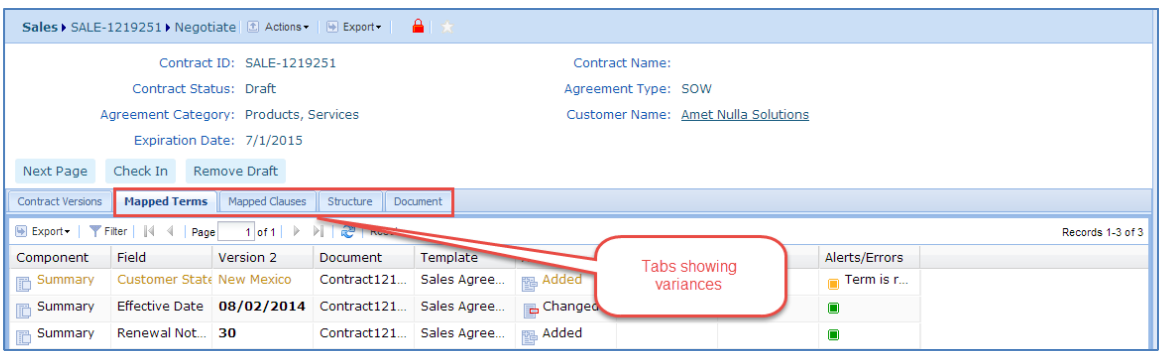


Figure 61 Contract uploaded with Term & Clause variances

The **Mapped Terms** and **Mapped Clauses** tabs display information that can be exported, filtered, sorted and customized. Within each tab you can:

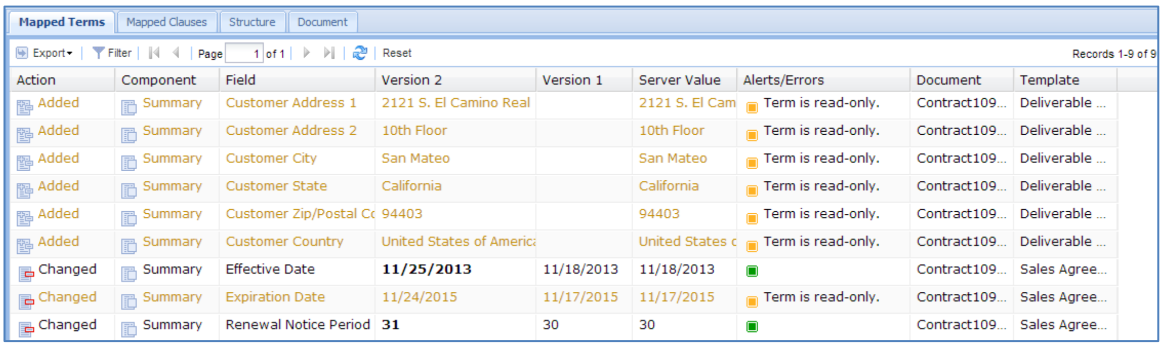
- Click the **Export** button to export the table as a PDF or Excel (Comma Separate Value) file.
- Click the **Filter** button to open the **Extended Filter** window. If a filter has been created and is active the **Clear Filter** button will be displayed. Refer to the section "Filtering a List of Records" in the *Getting Started* User Guide for filtering instructions.
- Click on the page navigation buttons to go to the **First Page, Previous Page**, enter a specific page number, or go to the **Next Page** or **Last Page**.
- Click the **Refresh** button to refresh the data in the record listing.
- Click on the line separating a column header to resize the column width.
- Click on a column header to sort the list by that field in ascending or descending order. If a column has been sorted, it will be highlighted and either the **Sort Ascending** icon or the **Sort Descending** icon

will be displayed.

- Click on a column header pull-down (right-side of the column header) to access the **Columns** selection list to add or remove columns from the listing.
- Click on a column header to reorder it in the list by dragging and dropping it between other column headers.
- Click **Reset** to restore all columns in the table to default widths and positions.
- See the total number of records in the list.
- Use the scroll bars to scroll vertically or horizontally to view the entire listing.

3.5.1 Comparing Terms

Under the **Mapped Terms** tab you see the list of Terms that differ between versions, as shown in the following figure.


Mapped Terms | Mapped Clauses | Structure | Document

Export | Filter | Page 1 of 1 | Reset | Records 1-9 of 9

Action	Component	Field	Version 2	Version 1	Server Value	Alerts/Errors	Document	Template
Added	Summary	Customer Address 1	2121 S. El Camino Real		2121 S. El Cam	Term is read-only.	Contract109...	Deliverable ...
Added	Summary	Customer Address 2	10th Floor		10th Floor	Term is read-only.	Contract109...	Deliverable ...
Added	Summary	Customer City	San Mateo		San Mateo	Term is read-only.	Contract109...	Deliverable ...
Added	Summary	Customer State	California		California	Term is read-only.	Contract109...	Deliverable ...
Added	Summary	Customer Zip/Postal Cc	94403		94403	Term is read-only.	Contract109...	Deliverable ...
Added	Summary	Customer Country	United States of Americ		United States c	Term is read-only.	Contract109...	Deliverable ...
Changed	Summary	Effective Date	**11/25/2013**	11/18/2013	11/18/2013		Contract109...	Sales Agree...
Changed	Summary	Expiration Date	11/24/2015	11/17/2015	11/17/2015	Term is read-only.	Contract109...	Sales Agree...
Changed	Summary	Renewal Notice Period	**31**	30	30		Contract109...	Sales Agree...

Figure 62 List of Terms with Variances

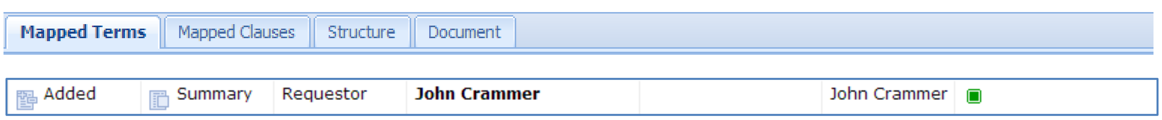
Each row is divided into columns. The following table describes the Terms tab column entries, based on the example values on the **Mapped Terms** tab in the figure above.

Terms Tab Column	Description
Action	A component varies (has changed) between versions of the draft. Possible values are: Changed, Deleted, or Added
Component	Displays the contract record component being compared.
Field	Displays the names of fields that changed between versions.
Version *m* **Where *m* is the number of the draft compared**	Displays the value of the last uploaded version. Example: In the above figure, the last uploaded version is Version #2 with Effective Date Changed to “11/25/2013.”
Version *n* **Where *n* is the number of the draft compared**	Displays the value of the last “non-draft” version (the version last generated by the system server). Example: In the above figure, Version #1 was generated by the system server with the Effective Date equal to “11/18/2013.”

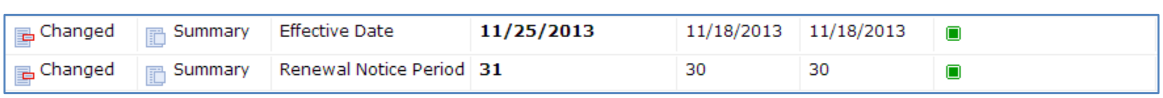
Terms Tab Column	Description
Server Value	Displays the current server value. Depending on your system configuration, this value may have changed after the contract was generated, while it was in negotiation. Example: In the above figure the current server value for Effective Date is “11/18/2013”.
Alerts/Errors	Displays Alert status and any error messages. • Accepted Variance: a green box appears • Accepted Warning Variance: a yellow box appears: • Example: Term is read-only. • Error or unaccepted variance: a red box appears • Example: Please correct the Date format to M/d/yyyy format.
Document	Document file name that contains the mapped term. This will always be the same value for single document mode, but may be different when working with a contract package. File name naming convention is **Contract<Tracking#>_<TemplateName>_<Version#>.doc (or docx)**
Template	Name of the contract template used to generate the contract document that contains the mapped term. Will always be the same value for single document mode, but may be different when working with a contract package.

Note: If a read-only field changes in the contract, the system flags this as a warning. Continuing with the check-in will not overwrite the server values. User must manually change the server value or turn off the read-only attribute of the field.

The following row shows that the **Requestor** field was added to the **Summary** Component in Version #2. The field was absent from the previous Version #1, so no value appears there.

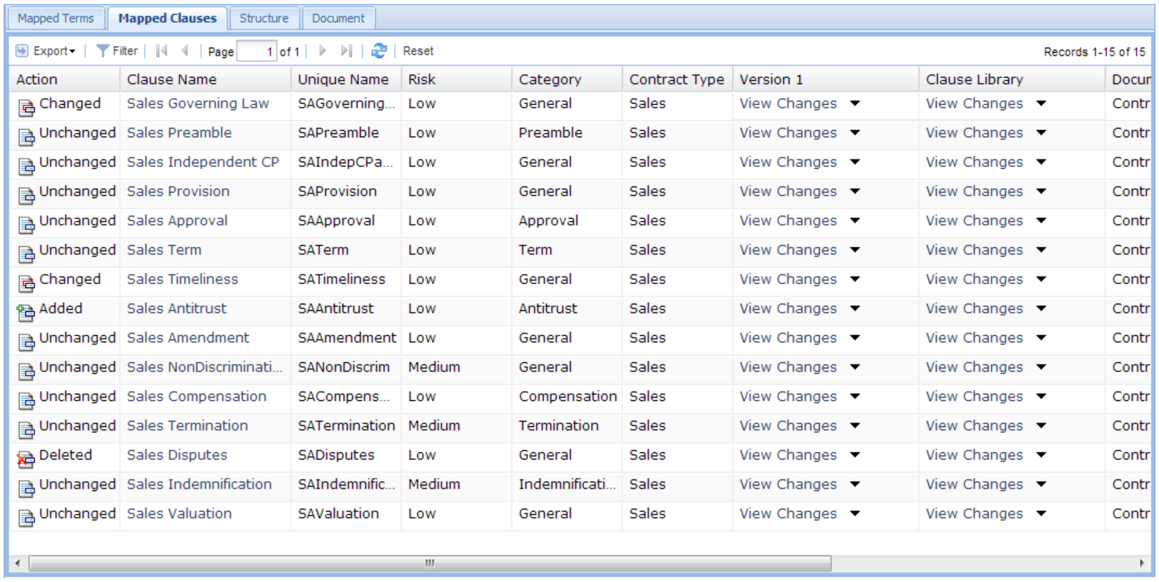


These rows show two Terms were changed: **Effective Date** and **Description of Products or Services.**



3.5.2 Comparing Clauses

The **Mapped Clauses** tab displays a list of mapped clauses in the contract document, and notes changes that differ between versions, as shown in the following figure.


Mapped Terms | Mapped Clauses | Structure | Document

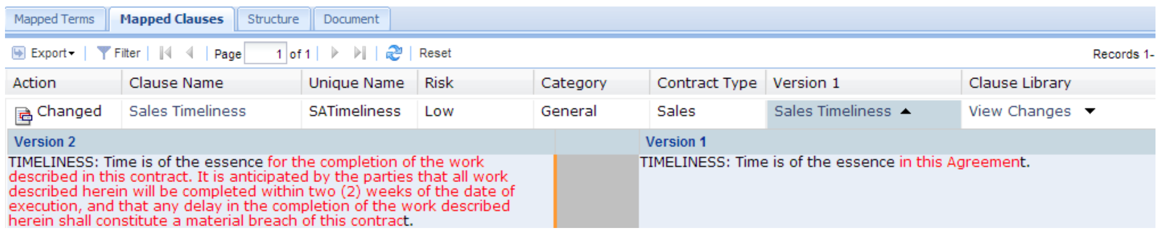
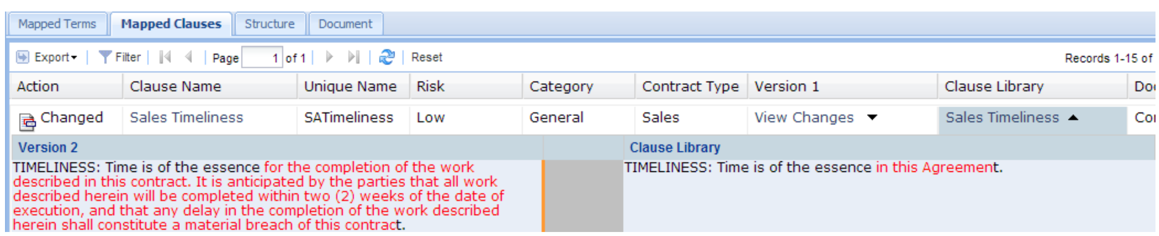
Export | Filter | Page 1 of 1 | Reset | Records 1-15 of 15

Action	Clause Name	Unique Name	Risk	Category	Contract Type	Version 1	Clause Library	Docur
Changed	Sales Governing Law	SAGoverning...	Low	General	Sales	View Changes	View Changes	Contr
Unchanged	Sales Preamble	SAPreamble	Low	Preamble	Sales	View Changes	View Changes	Contr
Unchanged	Sales Independent CP	SAIndepCPa...	Low	General	Sales	View Changes	View Changes	Contr
Unchanged	Sales Provision	SAProvision	Low	General	Sales	View Changes	View Changes	Contr
Unchanged	Sales Approval	SAApproval	Low	Approval	Sales	View Changes	View Changes	Contr
Unchanged	Sales Term	SATerm	Low	Term	Sales	View Changes	View Changes	Contr
Changed	Sales Timeliness	SATimeliness	Low	General	Sales	View Changes	View Changes	Contr
Added	Sales Antitrust	SAAntitrust	Low	Antitrust	Sales	View Changes	View Changes	Contr
Unchanged	Sales Amendment	SAAmendment	Low	General	Sales	View Changes	View Changes	Contr
Unchanged	Sales NonDiscriminati...	SANonDiscrim	Medium	General	Sales	View Changes	View Changes	Contr
Unchanged	Sales Compensation	SACompens...	Low	Compensation	Sales	View Changes	View Changes	Contr
Unchanged	Sales Termination	SATermination	Medium	Termination	Sales	View Changes	View Changes	Contr
Deleted	Sales Disputes	SADisputes	Low	General	Sales	View Changes	View Changes	Contr
Unchanged	Sales Indemnification	SAIndemnific...	Medium	Indemnificati...	Sales	View Changes	View Changes	Contr
Unchanged	Sales Valuation	SAValuation	Low	General	Sales	View Changes	View Changes	Contr

Figure 63 List of Clauses with variances

Each row is divided into columns. The following table describes the Clause tab column entries, based on the example Clause tab values in the Figure above.

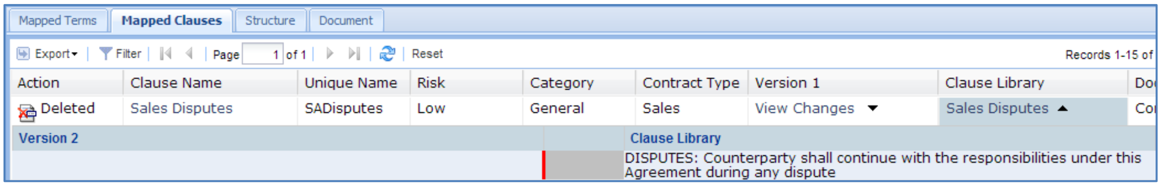
Clause Tab Column	Description
Action	A component varies between versions of the draft. Possible values are: Changed , Deleted or Added
Clause Name	Displays the clause component being compared. Example: Sales Disputes.
Unique Name	Displays the unique name for the clause. Example: SalesDisputes.
Risk	The chance of the clause being a specified hazard to the contract. Example: Low.
Category	The classification for the clause. Example: General.
Contract Type	The contract type associated with the clause. Example: Sales Agreement.

Clause Tab Column	Description
Version n **Where *m* is the number of the draft**	Compares the value of the last 'non-draft' version (the version last generated by the system server) with the current draft version. Click View Changes ▼ to see the Clause changes from the version indicated in the column header and the last uploaded version. Changes are noted in red text. Example: In the figure below the last version #1 was generated by the server and version #2 is the current version uploaded by the user. If you click **View Changes** under version #1 you will view the changes between version #1 and version #2. 
Clause Library	Compares with the current server value with the current draft version. Click View Changes ▼ to see the clause changes from the Clause Library version and the most recent version. Changes are noted in red text. Example: In the figure below, if you click **View Changes** under Clause Library, you will view the changes between the server version and the current draft version #2. 
Alerts/Errors	Displays Alert status, warning and any error messages. • If an accepted variance, a green box is displayed. • If an unaccepted variance, an error message appears.
Document	Document file name that contains the mapped clause. This will always be the same value for single document mode, but may be different when working with a contract package. File name naming convention is **Contract<Tracking#>_<TemplateName>_<Version#>.doc (or docx)**
Template	Name of the contract template used to generate the contract document that contains the mapped clause. Will always be the same value for single document mode, but may be different when working with a contract package.

The following further describes potential Clause **Actions** during Reconciliation:

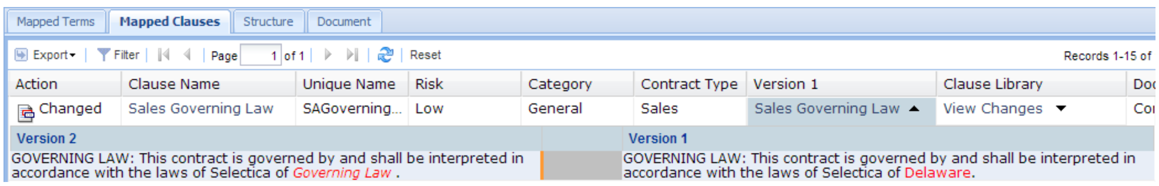
3.5.2.1 Deleted Clause:

The **Sales Disputes** Clause was deleted. Click on the **View Changes** icon; Version #2 is blank because the clause was deleted from the contract:



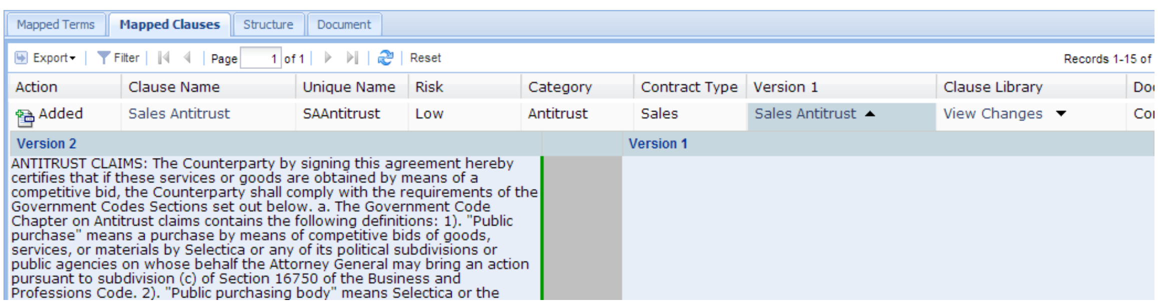
3.5.2.2 Changed Clause:

The **Governing Law** Clause was changed. Click on the **View Changes** icon; the text of the clause was changed in Version #2 of the contract:



3.5.2.3 Added Clause:

The **Sales Antitrust** Clause was added. Click on the **View Changes** icon; Version #1 is blank because the clause was not present in the contract:



3.5.3 Comparing the Contract Document Structure

The **Structure** tab displays the structural difference between the two most recent versions of the contract document. If you are working with multiple documents as part of a contract package, the page is separated into tabs that contain document structure for each document. If a document's structure has been changed, the file name in the header is followed by "(Changed)," whereas if the document structure was not changed it will be followed by "(Identical)." The figure below shows an example of the Structure page for a Sales Agreement contract package:

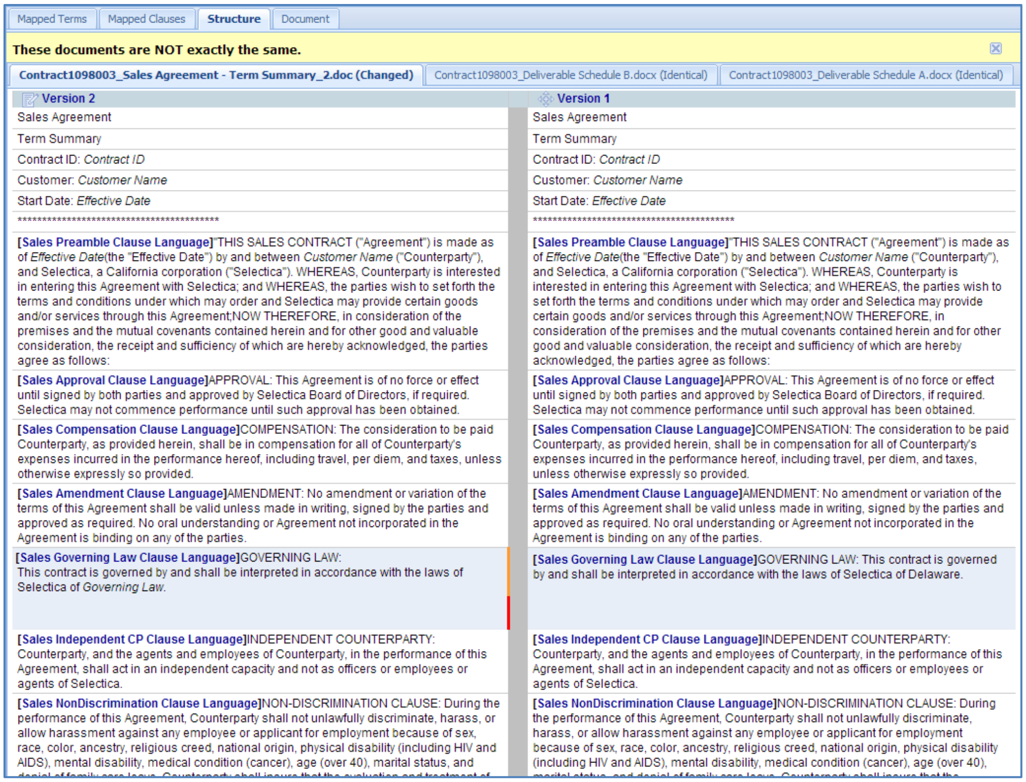


Figure 64 Contract Document Variances in the Structure Tab

3.5.4 Comparing the Contract Document

The **Document** tab displays an HTML version of the contract document, highlighting the difference between the two most recent versions. . If you are working with multiple documents as part of a contract package, the page is separated into tabs that display the body of each document. The figure below shows an example of the Document page for a Sales Agreement contract package:

Figure 65 Contract Document Variances in the Document Tab

3.5.5 Comparing Contract Documents

To compare any two versions of the contract document, click on the **Reconciliation** link in the Sidebar and refer to Comparing Contract Versions.

3.6 Check in the Contract

When you are satisfied with the current contract draft or package, click **Check In** to check in the current version of the contract. This will change the **Source** field for each changed document in the Contract Versions table from "Draft" to "Checked In." The contract record is unlocked. Any business terms that were changed are updated to the server. Clauses that were added, deleted, or changed are recorded with the new version on the server. The new contract version is recorded as the current contract version.

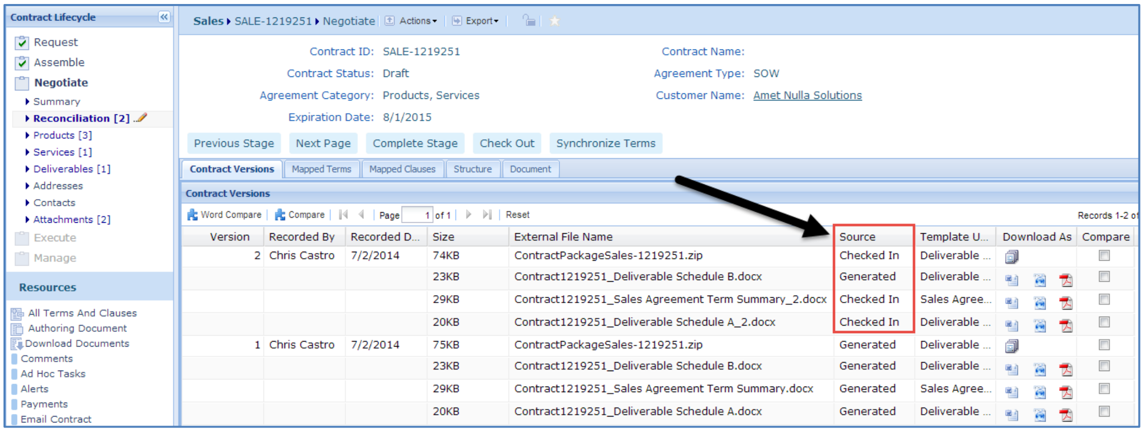


Figure 66 Checked in contract

Note: Any unchanged documents that are part of a contract package will display the Source status "Generated." These documents are generated again during the check-in process to ensure all changed terms and clauses are updated properly.

3.6.1 Comparing Contract Versions

Click the **Reconciliation** link in the contract sidebar. The **Contract Versions** table lists all draft versions of the contract that have been created and checked into the server. If there are multiple draft versions, Selectica provides two methods for comparing these contracts.

At the end of each row in the Contract Versions table is a check box. You can compare any *two* versions of individual contract drafts by clicking on the corresponding two check boxes to select the versions, and then by clicking the **Compare** or **Word Compare** button. You can compare any *two* contract packages using **Compare** only, as MS Word can only perform a comparison between two documents at once.

3.6.1.1 Microsoft Word Compare

Microsoft **Word Compare** uses standard Microsoft features to perform a side-by-side document comparison. The security settings in Microsoft Word must permit the execution of macros for the Word Compare feature to function correctly. Refer to Microsoft online help for more details.

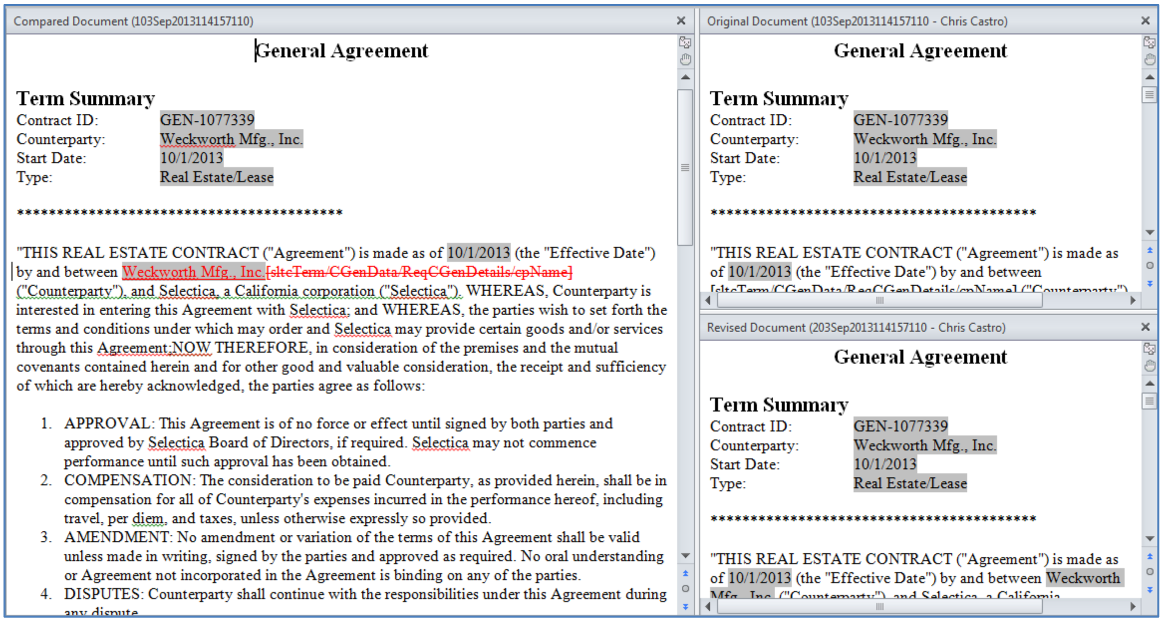


Figure 67 Microsoft Word Compare: General Agreement Example

Note: You cannot use Microsoft Word Compare to compare two contract packages as Word can only compare two documents at a time. For packages, use Selectica Compare instead.

3.6.1.2 Selectica Compare

Selectica **Compare** tracks business terms and clauses that were used in each contract draft and lists the additions, deletions, or updates which were made between any two versions. When any two versions of a contract document (or package) are compared, the contract record moves to the Reconciliation page and allows the user to compare the two drafts or packages in *exactly the same way* as detailed in Reconciliation/Validating the Contract. The only difference is that you can compare any versions you have selected, rather than reconciling the latest two versions.

For example, in the following screenshot, the user has chosen two package versions to compare:

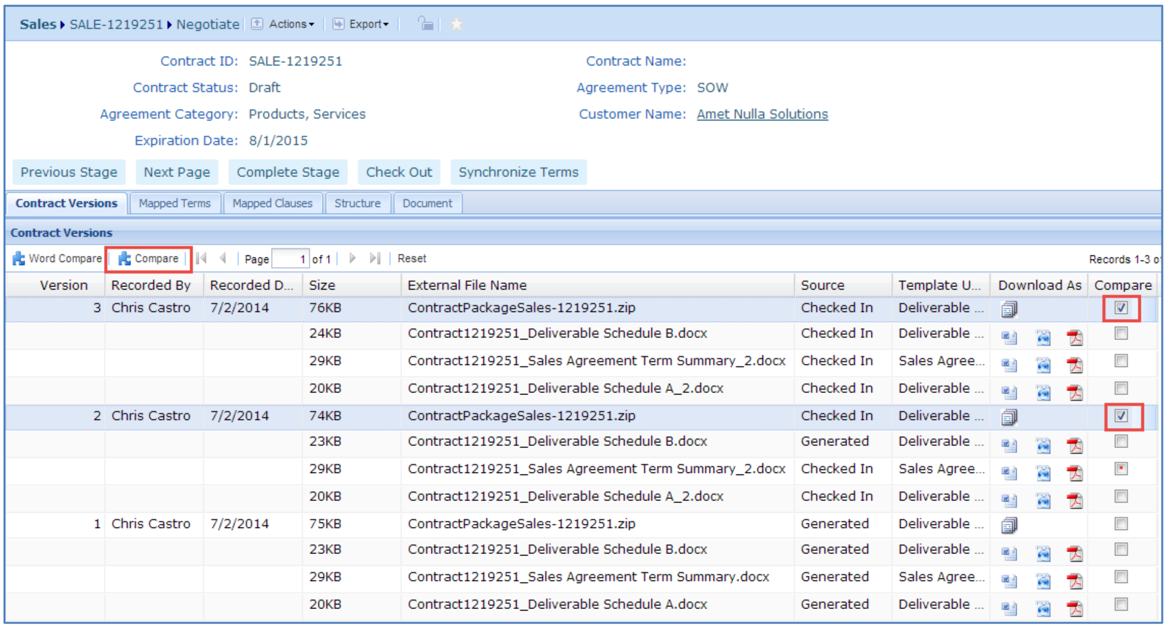


Figure 68 Compare Contract Package Versions

The user selects two check boxes and clicks **Compare**. The contract workflow changes to display the Reconciliation page.

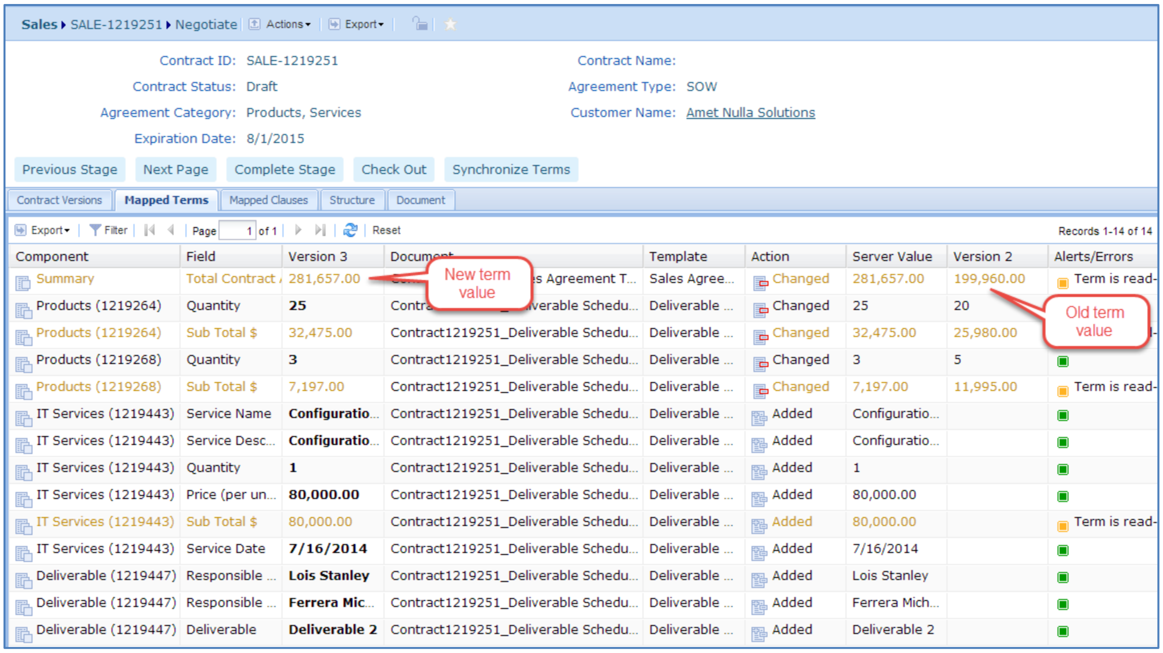


Figure 69 Reconciliation Page – Version Comparison

Use the Mapped Terms, Mapped Clauses, Structure and Document tabs to compare contract drafts as described earlier in Section 3.5.

3.7 Complete the Negotiation

As in the **Assemble** stage, you are given the option to upload or fax in any attachments to the contract record. Refer to Adding Attachments for the process.

To conclude the Negotiate stage, click the **Complete Stage** button. The contract then moves to the **Execute** stage of the workflow.

Note: If you wish to take the contract back to the Assemble stage instead of continuing the contract Lifecycle workflow (terminate negotiations and/or create an entirely new contract), please refer to the following section Terminate the Negotiation.

You also have the option to reassign the contract record to another user, set or change the parent contract, or add a subcontract.

It is possible to include an Approval request at this point to approve the completion of the Negotiation workflow. For a description of the approvals process, see Contract Approval.

3.8 Terminate the Negotiation

To terminate the Negotiate stage, click the **Negotiate** link in the Sidebar. Then click the **Previous Stage** button. The **Rejection Confirmation** screen appears.

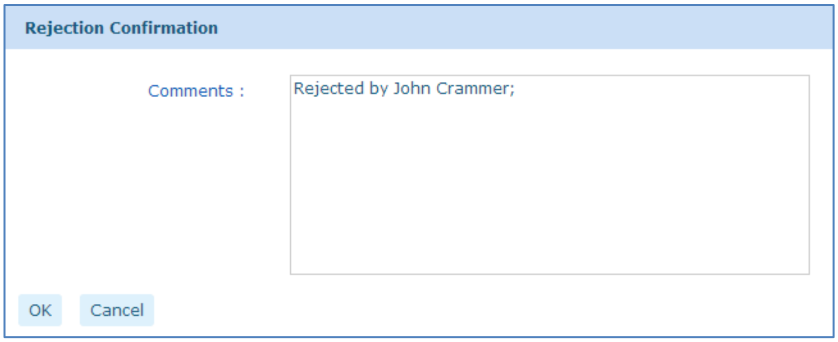


Figure 70 Rejection Confirmation screen

Enter the reason and any comments in the Comments box. Then click **OK**.

The contract moves back to the **Assemble** stage of the workflow. Click on the **Create Contract** link. Under the **Contract Versions** panel, the last version of the contract document/package is displayed as "Rejected" under the Source column.

> **Note:** If you are working with contract packages, as shown in the figure below, every document in the package is rejected. You can still upload corrected drafts and/or synchronize terms when the contract enters the Negotiate/Collaborate stage for the second time.

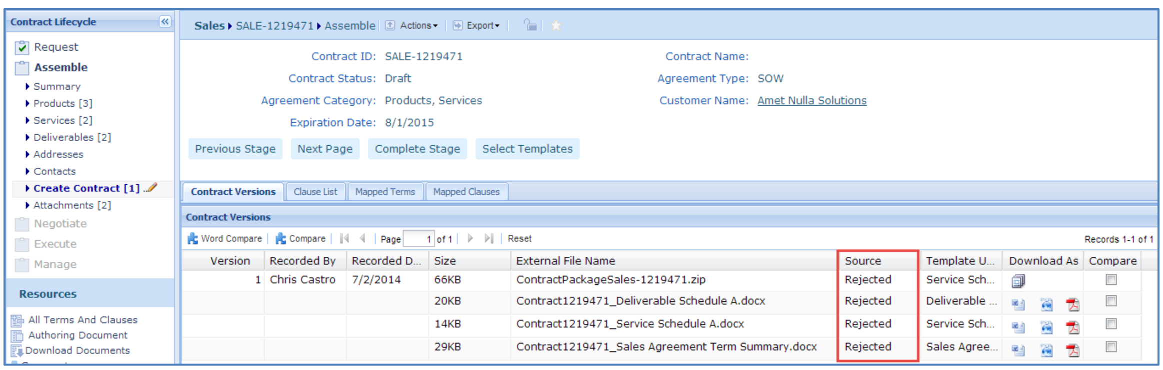


Figure 71 Assemble Workflow - Rejected Contract

4 Contract Approval

Approvals can be configured so that specified users must approve the contract before the current stage of the workflow is completed. Approval workflows consist of one to many approval tasks or steps that are triggered based on conditions being met and assigned to one to many approvers. To learn how to setup an approval workflow, refer to the User Guide *Using the Composers Suite*.

In the example below, a user has completed the **Negotiate** stage, but cannot proceed to the **Execute** stage until he gets the approval of his supervisor.

- How does his supervisor recognize that an approval is required?
- How does his supervisor make the approval?

The following figure shows an approval pending page, meaning that the **Assemble** stage must be approved before continuing to the **Negotiate** stage.

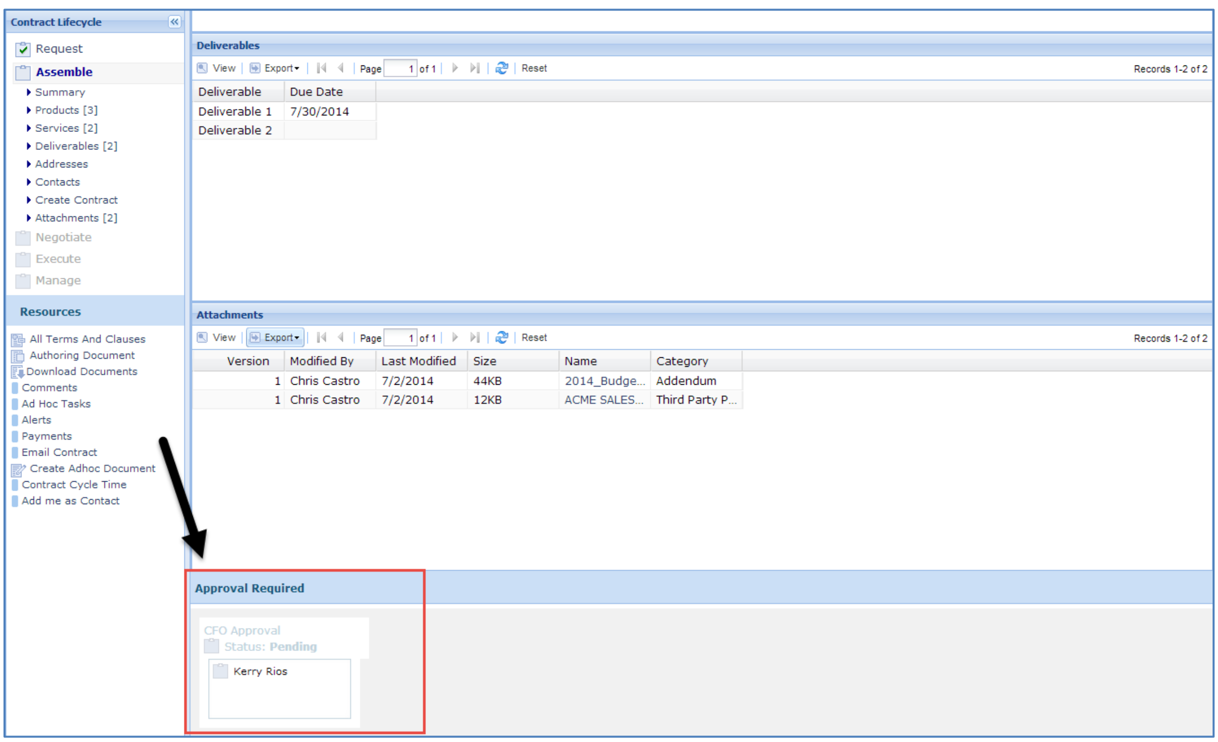


Figure 72 Sales Agreement w/Approval Pending

The following section describes the steps that the supervisor follows to find contracts with approvals required, and then to make the approvals.

4.1 Example: CFO Approval Required

Open tasks, including required approval workflows, are accessible via the **Dashboard Inbox** page. Upon navigating to this page, the approver should consult the **My Open Tasks** list, as shown in the following figure.

Figure 73 Approver Open Tasks

In this example, the approver clicks the CFO Approval link corresponding to the contract requiring approval. The contract approval screen is displayed, providing the approver with several choices.

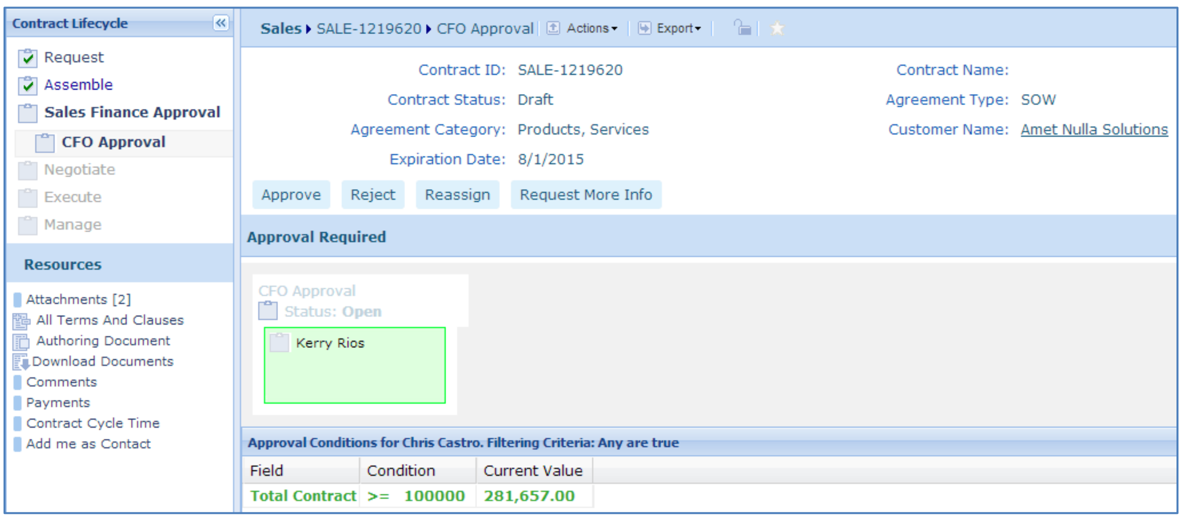


Figure 74 Contract Approval Actions

The supervisor has four button choices:

- **Approve** – click to give approval.
- **Reject** – click to reject approval.
- **Reassign** – click to assign this component to another authorized person (if permissions allow).
- **Request More Info** – click to send a request for more information to any specified group, role or individual in your organization (as permissions allow) regarding the approval.

Depending on the stage of the contract (Assemble, Negotiate, etc.), the approver also has access to all mapped terms, clauses, and document structure and can even download or preview single or multiple contract documents through the **Resources** sidebar. Additional information may also be available to the approver if Deal Economics is configured.

Note: Depending on permissions defined for your user role, you may or may not see all the approval options listed above. For more details, please refer to the administrator User Guide *Working with Groups, Roles and Users.*

4.2 Reassign Button

Depending on a user's account permissions and approval settings, the **Reassign** option may or may not be available. When the **Reassign** button is selected, the **Select User to Reassign to** page appears. Which page is presented to the user depends on whether or not they are working in an environment integrated with **Selectica Guided Selling**. The process for reassigning a user is essentially the same, but with Corporate Hierarchy, CLM users can reassign contract approvals (not clause or template) to a Guided Selling user, if desired. Both methods are described in the following sections.

4.2.1 Reassigning Approvals

1. Click the **Reassign** button to bring up the **Select User to Reassign to** form.
2. Select a single user from the hierarchy, or all members of a group (Finance, for example)
3. Optionally, select the checkbox at the top of the form to include the original approver(s) to perform the approval task.
4. Click **OK** to perform the reassignment.

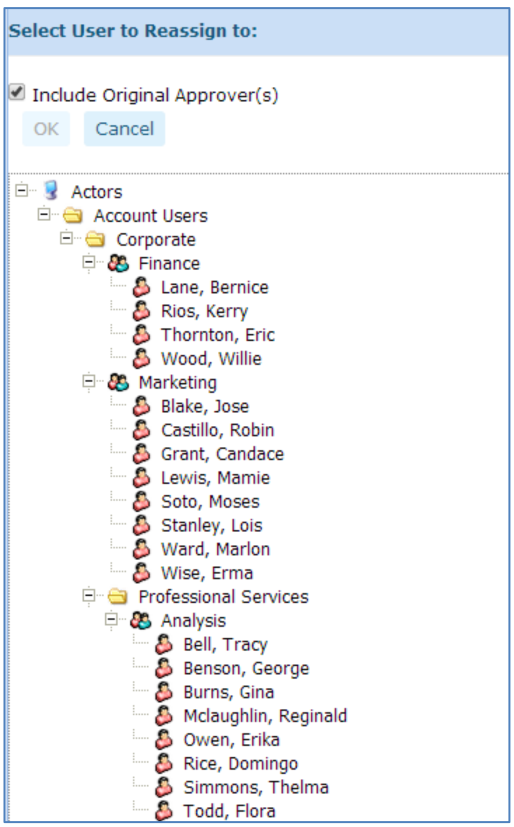


Figure 75 Reassigning an Approval Task

4.3 Reject Button

When the **Reject** button is clicked, the **Rejection Confirmation** page is displayed, as shown in the following figure. The supervisor can enter additional comments regarding the rejection. Depending on your configuration, the workflow may roll back to an earlier component.

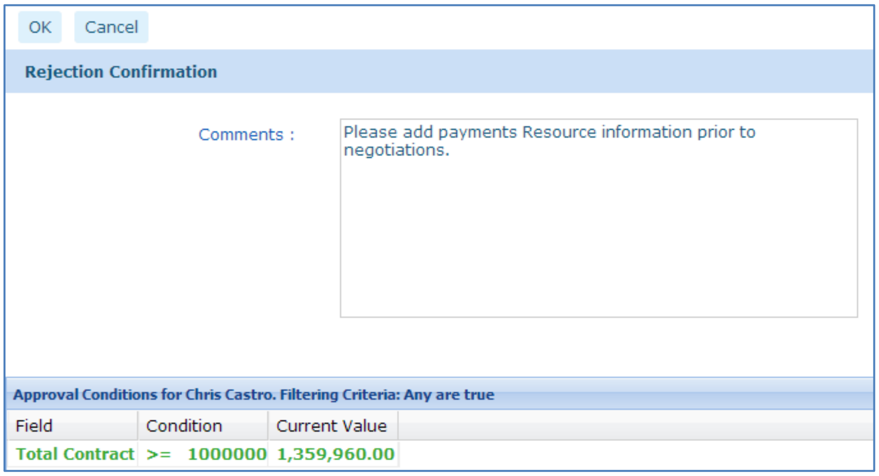


Figure 76 Rejection Confirmation Comments

4.4 Approval Button

When the **Approval** button is selected the **Approval Confirmation** page appears, as displayed below. By default, the system enters the condition for which the approval was triggered. The supervisor can enter additional comments regarding the approval.

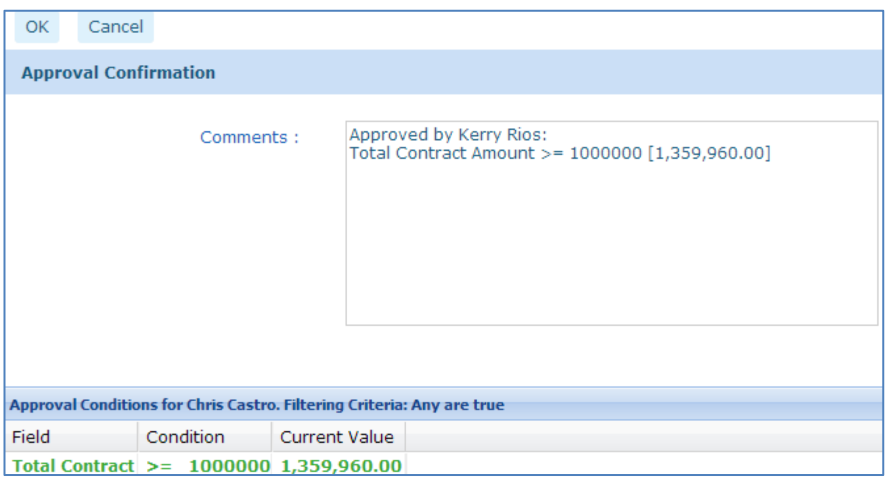


Figure 77 Approval Confirmation Comments

The Approver can add comments to approvals and rejections. Approval comments are visible to subsequent approvers in the approval boxes. Rejection comments can be viewed in the Activity Log. Approvals store the user name, approval date, and any comments as a kind of electronic signature.

Once the contract leaves the Approval stage, you can view its audit history by clicking the approval component name in the Sidebar, or by viewing the Activity Log. The following figure shows the resulting page which displays the approval status and a list of the users who have approved the specified contract conditions.

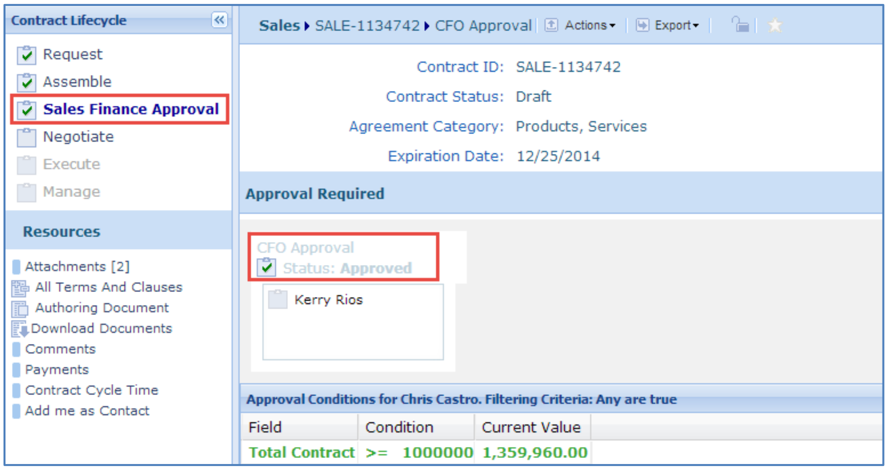


Figure 78 Approval Status and Approvers

Clicking on the box containing the list of approvers will open a window displaying the approval task and any eligible users assigned to the task. Scroll down to view the history and comments for this approval task.

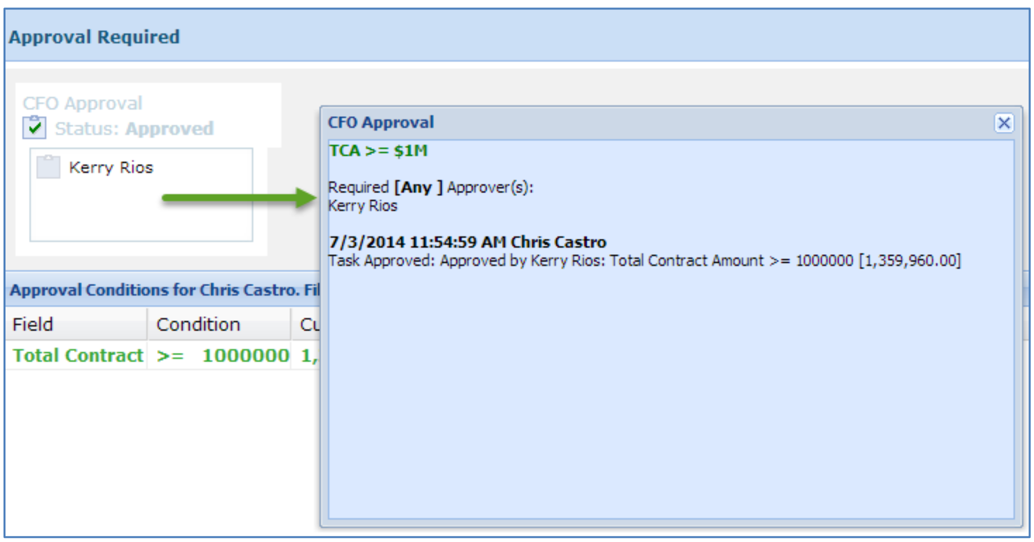


Figure 79 CFO Approval Window with Eligible Users and Approval History

With approval complete, the contract can move to the next Workflow stage. In the figure below, the side panel shows that the contract was approved and the **Negotiate** stage is now active.

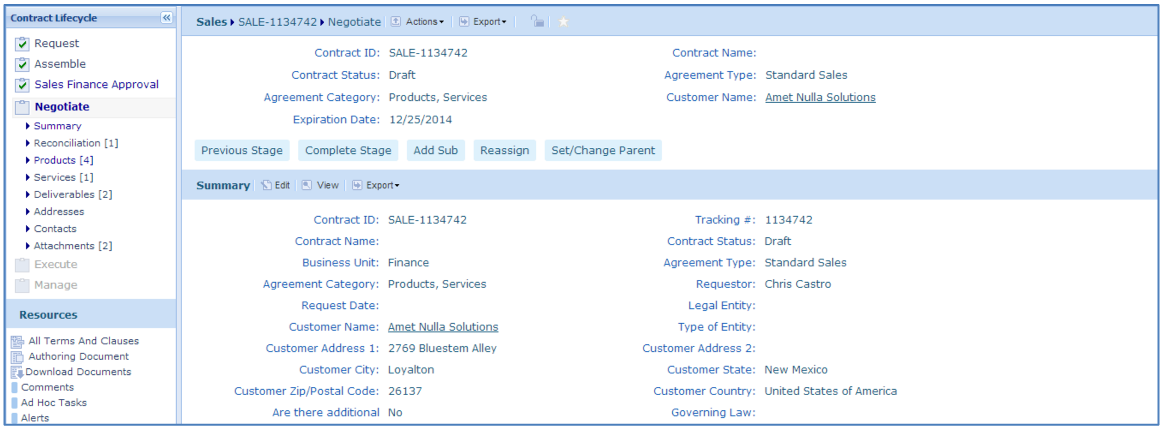


Figure 80 Completion of Approval starts Negotiate Stage

4.5 Request More Info Button

Depending on a user's account permissions and approval settings, the **Request More Info** option may or may not be available. The **Request More Info (RMI)** action allows approvers to send a request for more information to one or more users in their organization. Users who receive the request can respond to questions and send files pertinent to the approval for review before any decision is made.

4.5.1 Request More Info

1. Click the **Request More Info** button. The **Request information confirmation** page appears:

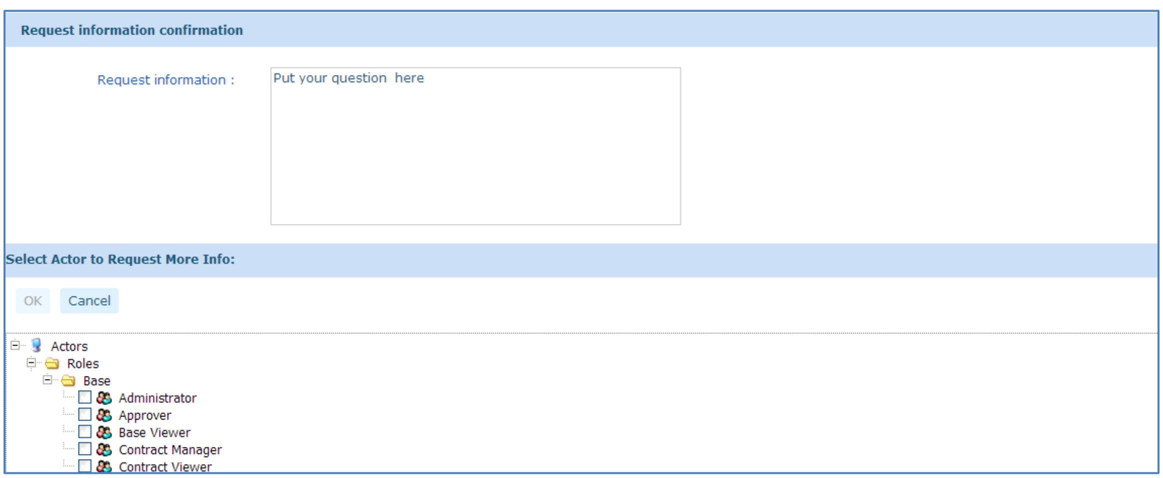


Figure 81 Request Information Confirmation form

2. Replace the "Put your question here" text in the Request Information field with one or more questions or requests.

3. Select one or more recipients (can be any number of users, roles, groups or tiers).

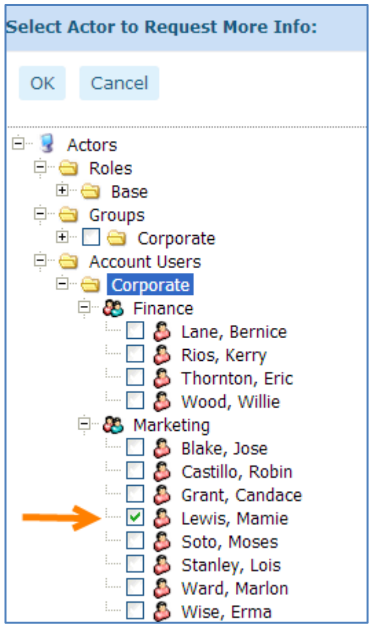


Figure 82 Select Actor form

4. Click **OK** to send the request for more information. If the approval was configured to include email notifications, recipients will receive an email informing them of the request. The RMI will also display as a link to the approval in the recipient's **My Open Tasks** section of the Dashboard.

4.5.2 Cancel Request for More Info

After a RMI has been sent, but before any recipients have replied, the requestor has the option to cancel the request. The Request More Info button is replaced on the approval page by the **Cancel Request More Info** button (only visible to the requestor).

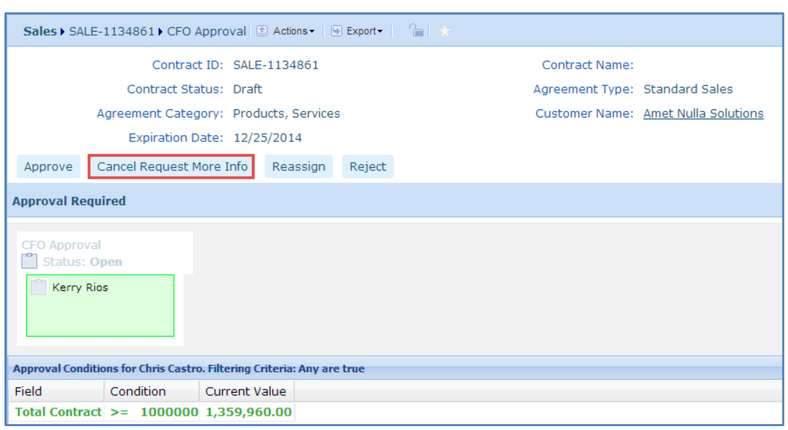


Figure 83 Cancel Request More Info button

1. Click the **Cancel Request More Info** button. The **Cancel Information Request** page appears.

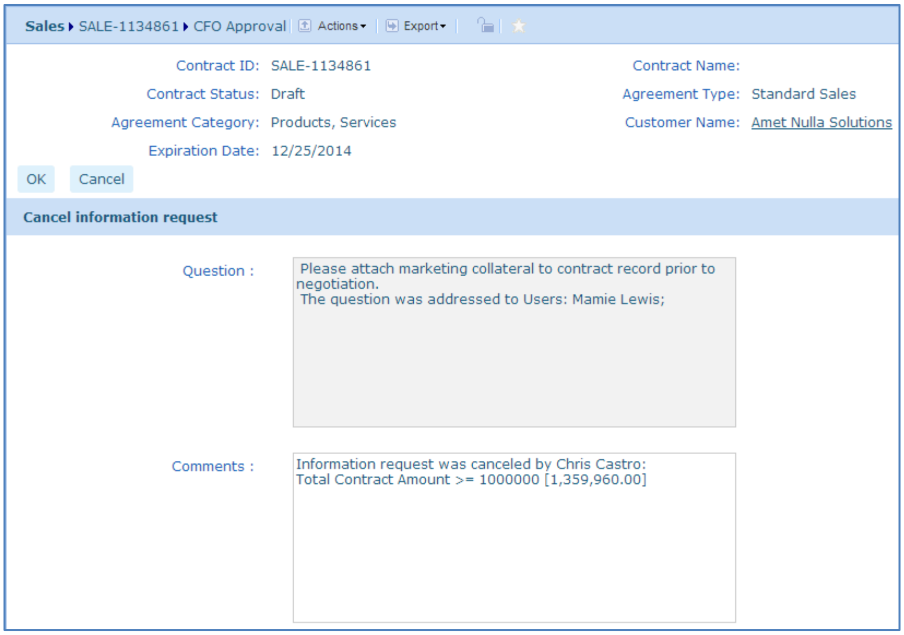


Figure 84 Cancel RMI form

2. The Question field contains the original request for information. Enter information into the Comments field regarding the cancellation.

3. Click **OK** to cancel the RMI. Provided email notifications have been configured for this approval, all recipients will receive an email informing them of the cancellation.

4.5.3 Reply to Request for More Info

This section provides instructions for replying to approval requests for more information. Recipients of requests for more information are made aware of the request in one or more ways:

- If the approval task is configured to send email notifications, any recipients of a request for more information will receive an email from the CLM system notifying them of the request. Recipients can click on a link in the email to view the Approval page and can reply to the request from that location.
- Requests for more information will display as approval task links in the recipient's **My Open Tasks** section of the Dashboard Inbox. Follow the tab path **Dashboard → Inbox → My Open Tasks** to view any tasks requiring a reply.

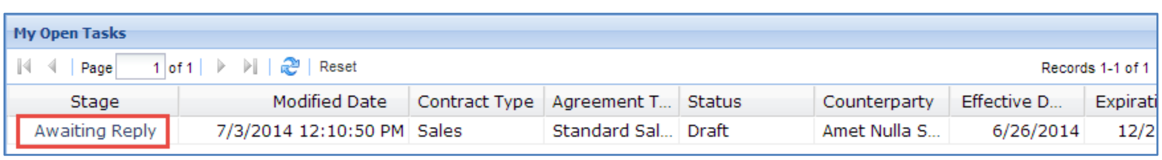


Figure 85 Dashboard My Open Tasks: Reply to RMI

To reply to a RMI:

1. Click on the link in the email you received, or click on the approval task link from **My Open Tasks**. The contract approval page is displayed.

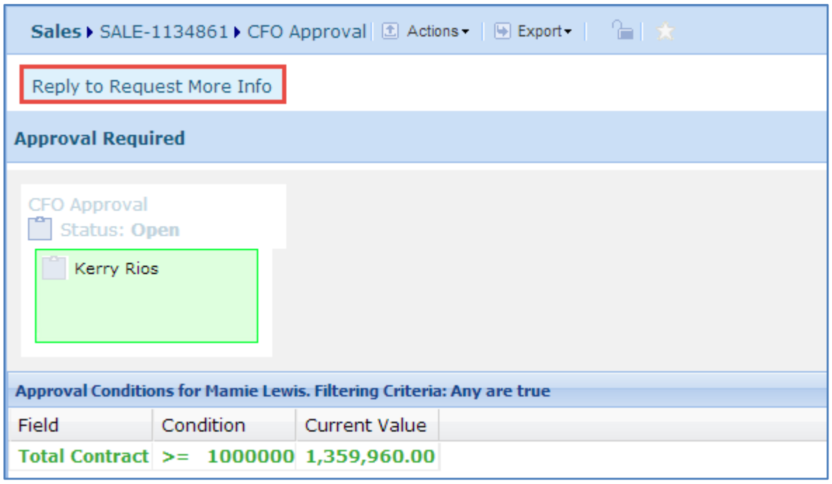


Figure 86 Contract Approval page with Reply Option

2. Click **Reply to Request More Info**. The **Answer information request** screen is displayed.

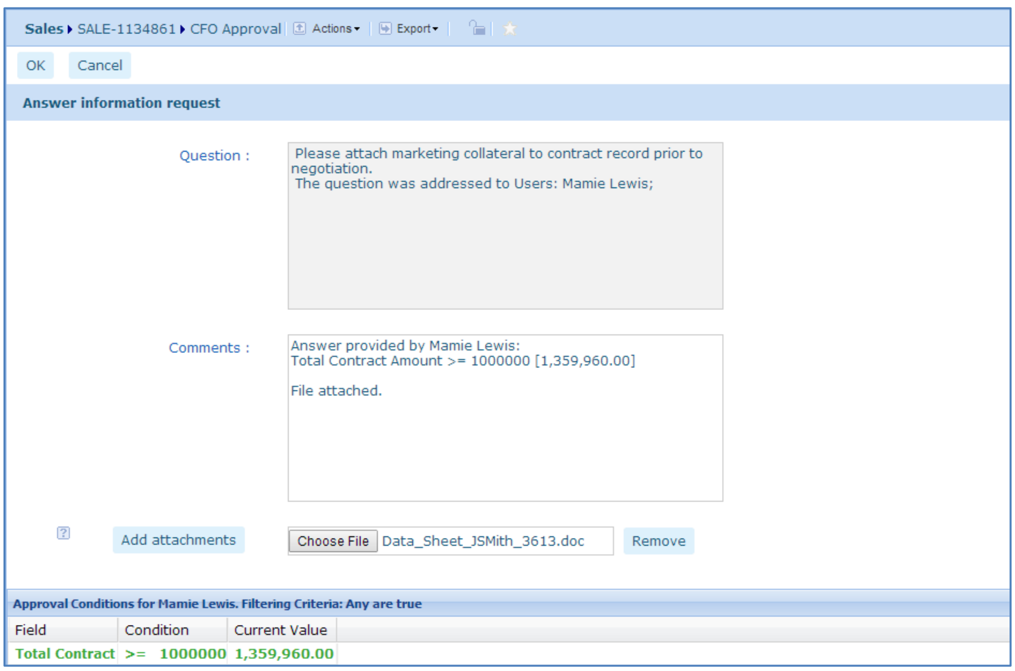
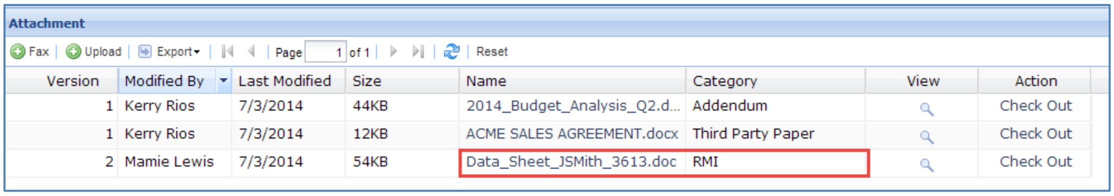


Figure 87 Answer Information Request

3. Enter your answer into the “Comments” field.
4. Click the **Add Attachments** button to include any attachments with your reply. Browse to select attachments to upload (your CLM settings define the type of attachments you can upload).
5. Click **Add Attachments** once for each additional file you want to attach to the reply.
6. When you are finished, click **OK** to submit your reply. Provided email notifications are configured for RMI, the requestor will receive an email with your response and a link to the contract. Any comments provided as part of the reply will be displayed in the **Approval Log** and any uploaded files can be viewed and downloaded from the **Attachments** page.



Attachment

Fax | Upload | Export | Page 1 of 1 | Reset

Version	Modified By	Last Modified	Size	Name	Category	View	Action
1	Kerry Rios	7/3/2014	44KB	2014_Budget_Analysis_Q2.d...	Addendum		Check Out
1	Kerry Rios	7/3/2014	12KB	ACME SALES AGREEMENT.docx	Third Party Paper		Check Out
2	Mamie Lewis	7/3/2014	54KB	Data_Sheet_JSMith_3613.doc	RMI		Check Out

Figure 88 RMI File attached to contract

Note: The default category assigned to attachments provided in a Request for More Info should be "RMI."

4.6 Approval Log

The system keeps a log in its repository of all approval activities. For a specific contract, such as the contract shown in the Figure above, you can see the approval log from:

- The **Approval Log** section visible from the **Approval** stage: in this example, click on the "Sales Finance Approval" Stage in the Lifecycle Sidebar to display the approval workflow activity that occurred at that stage (you may have to scroll down to view the Approval Log section).

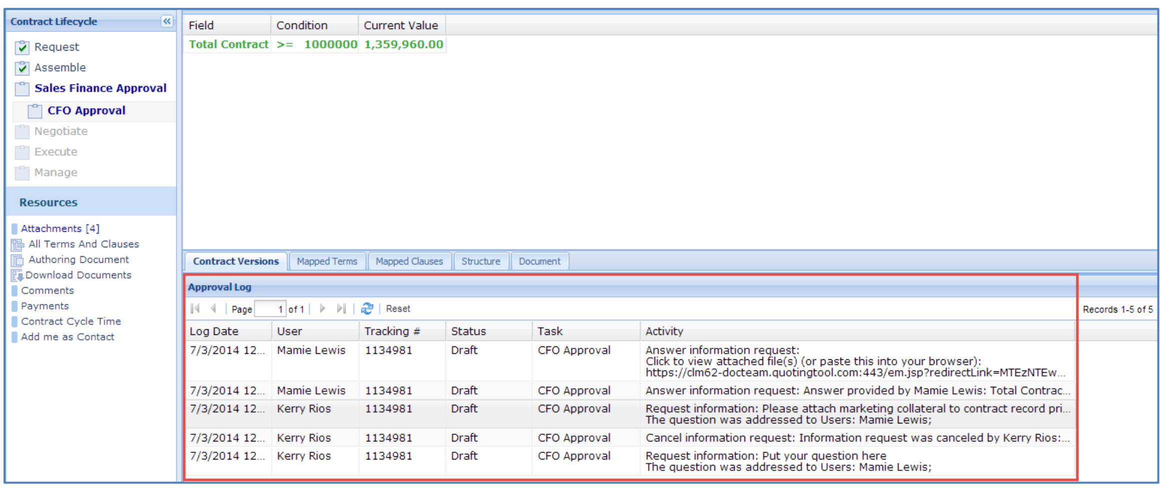


Figure 89 Approval Log visible from a prior Approval stage

- The **Activity Log**: click on the 

button in the Header bar. If you have authorization, you will see the **View Activity Log** option. The **Activity Log** page is displayed and the Approval Log is listed as a record with columns showing the Date, User, Component, and Activity for each approval event.

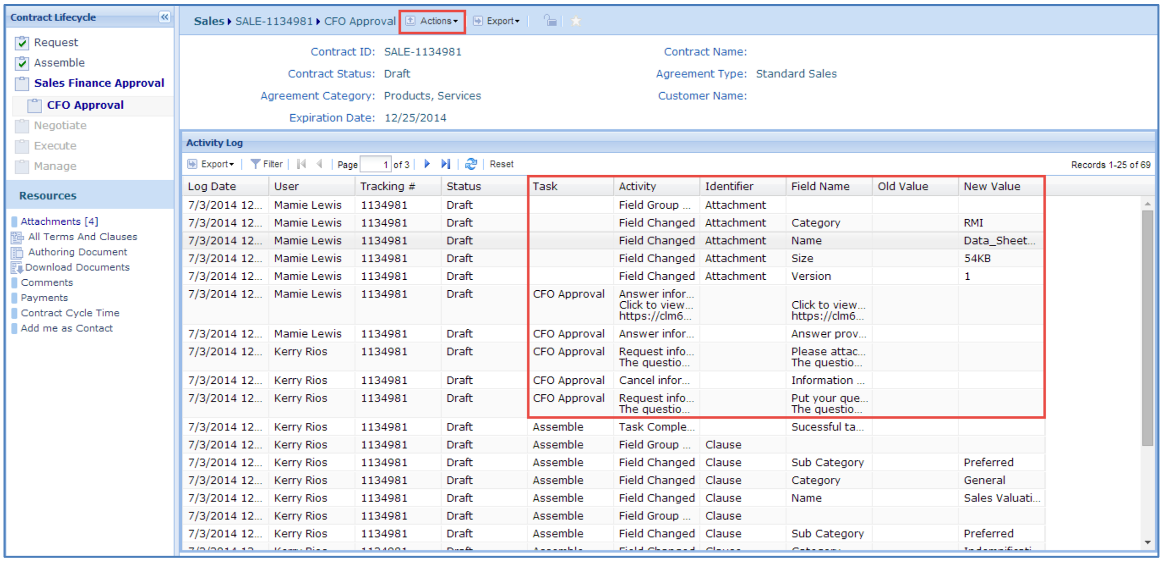


Figure 90 Approval Log actions documented in the Activity Log

4.7 Deal Economics

Selectica CLM provides a special feature for approvers to make contract information immediately visible from the contract approval page. This section is meant to give approvers an “at a glance” view of any pertinent information regarding the deal so that a more informed decision can be made regarding the approval. Rather than force approvers to navigate the entire contract record looking for the data that is critical to their approval, Deal Economics allows them to view all this information from the approval itself.

Note: This section is not available to all approvers by default. Deal Economics must be configured by Selectica Professional Services or a trained CLM Administrator and is specific to contract type. Fields from the contract summary and/or terms from multi-card components can be exposed in this section.

An example of Deal Economics is shown in the following figure:

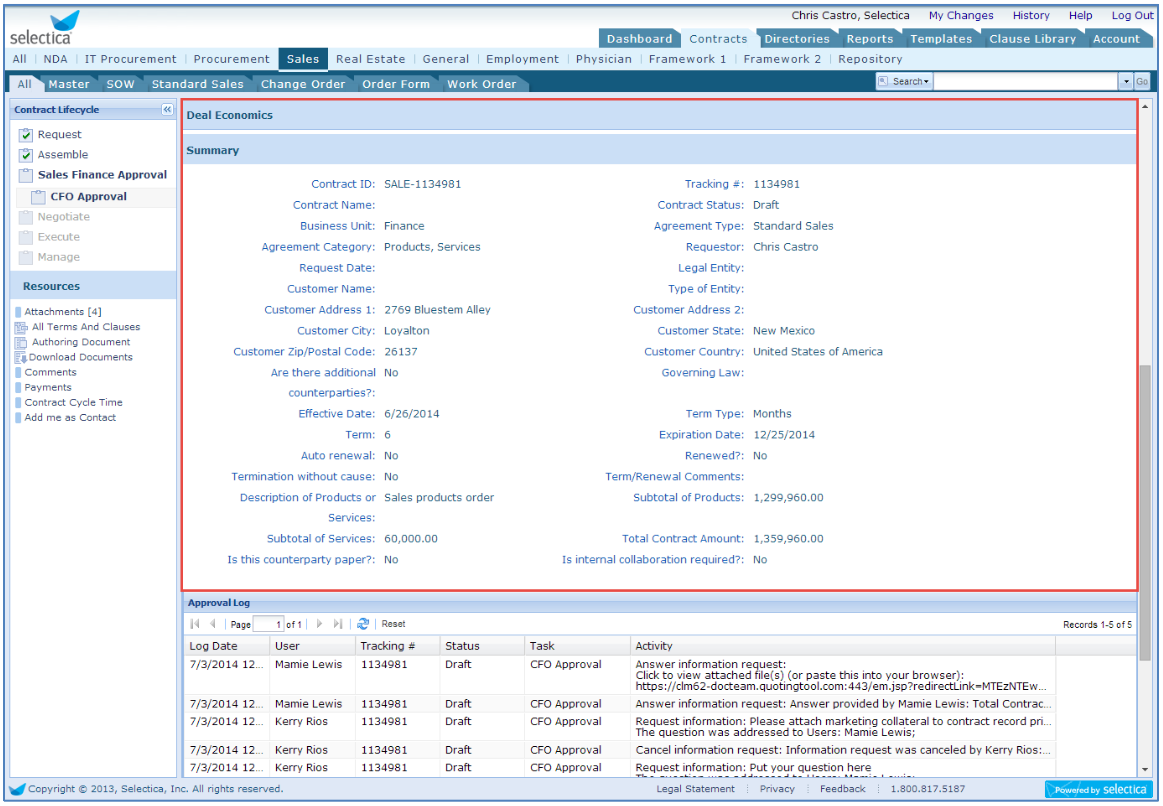


Figure 91 Sales Approval: Deal Economics

The example above shows a Sales contract approval. The Deal Economics section has been configured to display certain contract details, such as the customer name, effective date, term, term type, expiration date and total contract amount.

4.8 Mobile Device Approval Function

Approvals can be received and processed from your Mobile Device (refer to the *Selectica CLM Certified Platform Matrix* for Device Requirements). The system generates an approval email which is sent via SMTP to the Approver. The Approver receives the email on their mobile device.

4.8.1 Approve via Mobile Device

To approve via Mobile Device:

1. Open and review the Approval Pending email (the subject and content of the email is maintained by your System Administrator). Review the record details.

> **Note**: The first time user will have to authenticate by entering their CLM User Name (**Email**) and **Password**. The user will not have to authenticate for the configured duration setting in the system and the contract can be approved immediately by clicking the **Approve Now** button.

2. Click **Approve Now** in the body of the email.

   You should not have to perform any other actions, including authentication for approval. The status of the contract in the CLM system is changed to "Approved."

4.8.2 Approve or Reject with comment via Mobile Device

To approve or reject with comment via Mobile Device:

1. Open and review the Approval Pending email (the subject and content of the email is maintained by your System Administrator). Review the record details.
2. Go to the **More Options** section of the email to access the **Approve with comment** or **Reject with comment** links.

Note: Authentication for all actions in the **More Options** section is required. Each time one of these links is selected, you will have to authenticate by entering your CLM User Name (**Email**) and **Password**.

3. Click on **Approve with comment** or **Reject with comment** link in the body of the e-mail. The Mobile Device opens the browser. The CLM Approval or Rejection form is displayed.
4. Enter your comments, and then select the **OK** button. The Approval or Rejection is sent back to the CLM system. The contract record is updated in the CLM system.

4.8.3 Request More Information (RMI) via Mobile Device

To Request More Info via mobile device:

1. Select **Request More Information** from your email template.
2. Select a recipient(s) of the request from the **Corporate Hierarchy** list.
3. Enter your question into the **Comments** field.
4. Press **Submit**.

4.8.3.1 Reply to Request for More Information

To reply to a RMI via mobile device:

1. Select **Reply Now** from your email template.
2. View the question or request and enter a response into the **Comments** field.
3. Press **Submit**. A pop-up message should appear confirming "Reply was sent."
4. Press **OK.**

4.8.3.2 Cancel Request for More Information

To cancel a RMI via mobile device, you must be the original requestor:

1. Press **Cancel Request More Info**.
2. Enter the reason for cancelling the request in the **Comments** field.
3. Press **Submit.**

4.8.4 Reassign or View the Contract Record or Document

To reassign the contract record to another user:

1. Open and review the Approval Pending email (the subject and content of the email is maintained by your System Administrator). Review the record details.
2. Go to the **More Options** section of the email.

Note: Authentication for all actions in the **More Options** section is required. Each time one of these links are selected, you will have to authenticate by entering your CLM User Name (**Email**) and **Password**.

3. Click the **Reassign this approval** link. The CLM Reassign form appears.
4. Select an authorized user from the list and select the **OK** button. The approval will be reassigned to the designated user.

Note: You can also click on the links **View contract record** or **View contract document** to view the contract details or document prior to approval decisions. The contract document will be attached if it has been generated in the CLM system at the time the approval email is triggered.

5 Renegotiating a Contract

Once you have reached the Execute stage of the workflow, you may or may not have the option of renegotiating the contract. Once you complete the Negotiate stage, it is assumed that the final, agreed upon version of the contract document has been created. If a contract document has been generated in either the Assemble or Negotiate stage, there will not be an option to return to the Negotiate stage once you are in the Execute stage of the workflow. The only exception to this is the following:

- A contract document has not been generated in the Assemble stage or uploaded in the Negotiate stage.
- The final version of the contract document from the Negotiate stage has reached the Execute stage AND one or more signers have rejected the contract during the eSign process (see *Section 6.2 Rejecting the Contract Document* for more information on this process).
- The option "Use eSignature?" is set to "No" in the Execute stage.

If any of the above cases exist, and you wish to return to negotiations:

1. Click on the **Execute** link or any other link in the Execute stage sidebar. The following is an example of the Signature page after the "Use eSignature?" field has been set to "No."

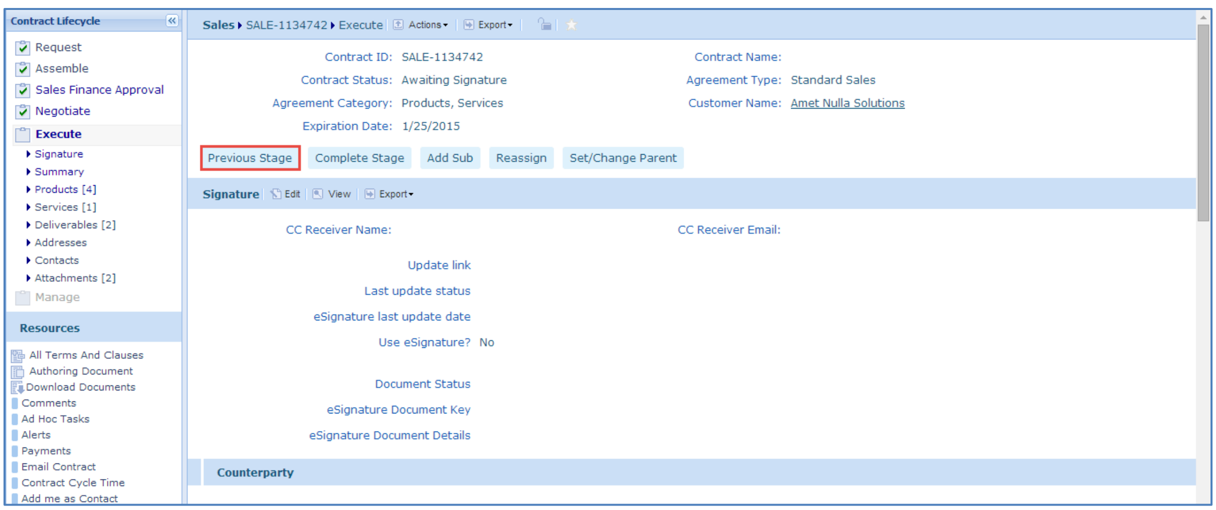


Figure 92 Execute Workflow Page with Rejection option

2. Click on the **Previous Stage** button as shown in the figure below (this is an example of return to the Negotiate stage when eSignature has been set to "No"). A **Rejection Confirmation** screen is displayed.

Figure 93 Rejection Confirmation screen

3. Enter any comments and click **OK** to return to the **Negotiate** Workflow.

4. CLM refreshes and displays the **Negotiate** overview page.

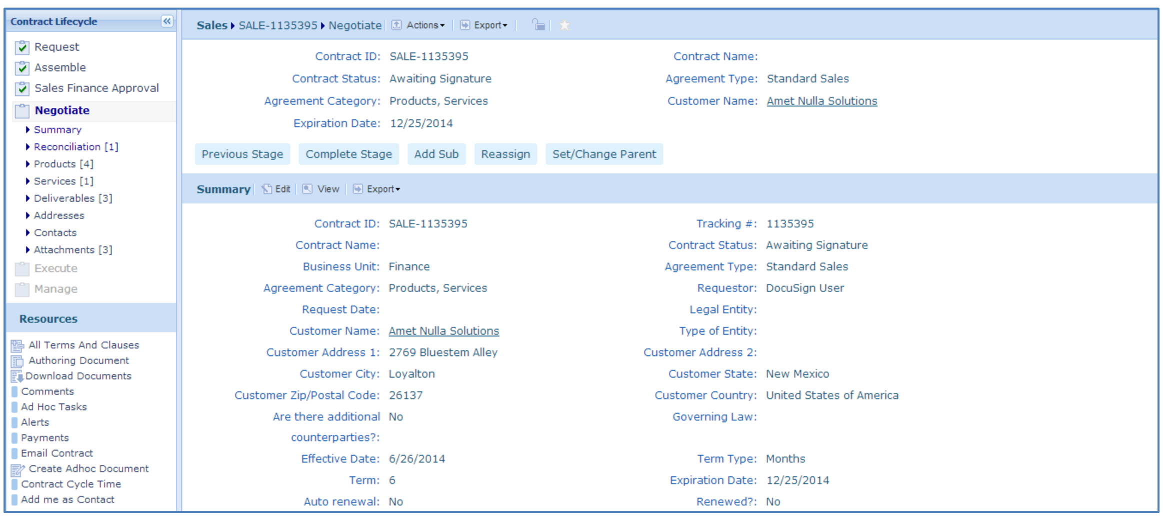


Figure 94 Rejected Contract and beginning of Negotiate Workflow

You now have the option to return to the Assemble stage to generate or upload a new draft, or you can download or check out any of the previous contract versions in the summary table, make any necessary changes, and conclude the Negotiate workflow again by checking in the appropriate contract document. Any Approval workflows that were previously required in the Negotiate stage may trigger again, and require new approvals.

6 Executing the Contract

Once the **Negotiate** stage has been completed, along with an Approval workflow (if any), the contract moves into the **Execute** stage. The purpose of the Execute stage is to finalize the contract through counterparty and internal signatures before moving the contract into the **Manage** stage. Once the contract exits the **Negotiate** stage, the **Execute** Signature page appears. The status of the contract changes from “Draft” to “Awaiting Signature”, as seen in the figure below.

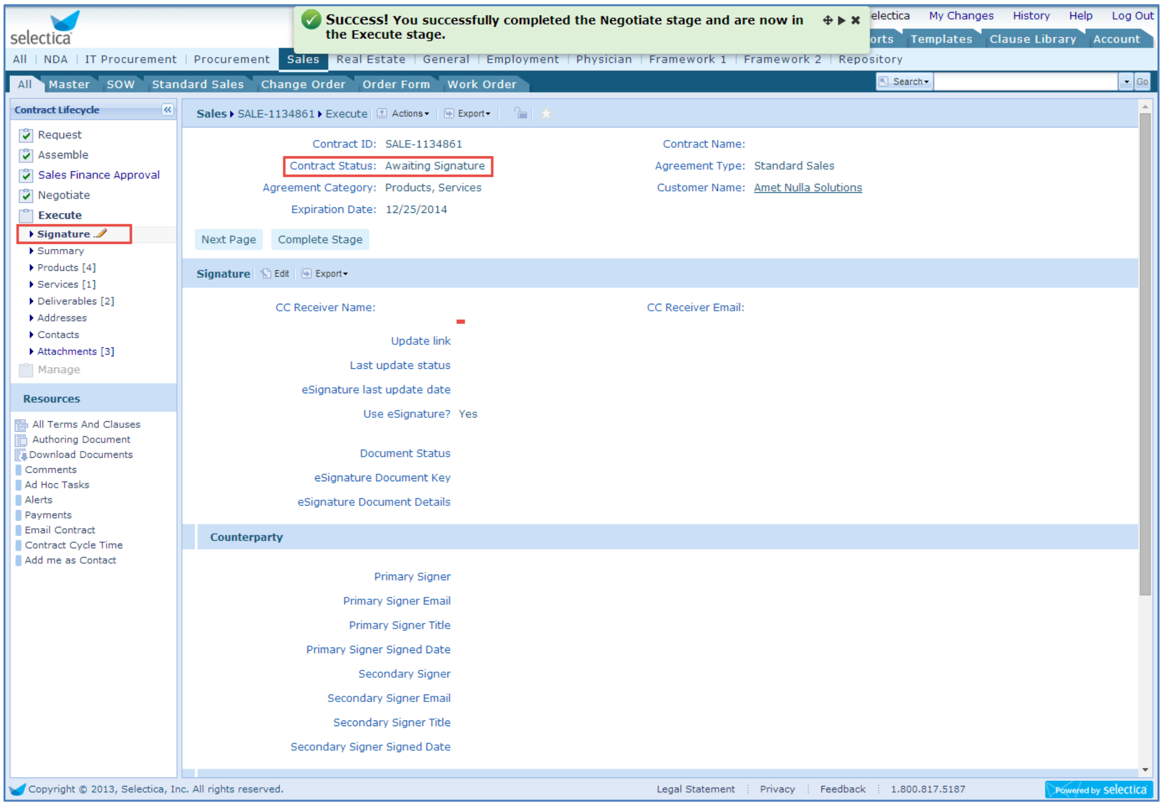


Figure 95 Signature page

The key feature of the Execute stage is the **Signature** component. Selectica CLM provides you with the option to require an eSignature for your contract documents and offers you the choice between two vendors to complete the process: **DocuSign** and **EchoSign**. Functionality for both vendors is integrated with the CLM system, creating a quick and seamless electronic method to obtain all signatures necessary to finalize the contract. Currently, **DocuSign** is the only eSignature vendor that can be configured for CLM to handle multiple documents (contract packages).

Note: Which vendor you use is determined by your organization. Selectica Professional Services or your administrator will need to configure the Selectica CLM Properties File and an eSign account to implement eSignature functionality for either vendor.

The following sections describe the entire eSignature process for CLM, including complete step-by-step instructions for completing and managing electronic signatures using DocuSign and EchoSign.

6.1 Signing the Contract with eSignature

1. To begin the signature process, click the **Edit** button. The **Choose Contract Documents** window is displayed over the now editable Signature form.

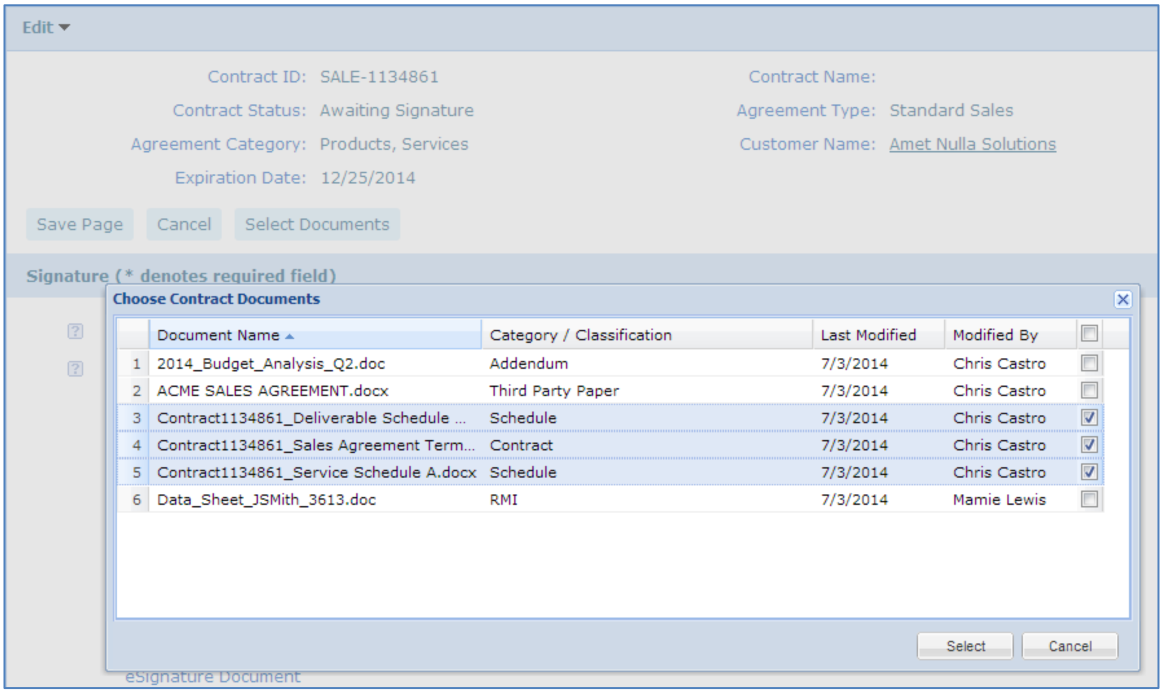


Figure 96 **Signature form – Choose contract documents**

The **Choose Contract Documents** window lists all contract documents that have been generated or uploaded in the Assemble/Negotiate stages and automatically selects all documents for eSignature. Attachments will also be listed, but not selected by default.

2. Use the check boxes to deselect any documents that should not be sent for eSignature and click **Select**. The page refreshes, and an informational message lists the contract documents that will be sent for eSignature.

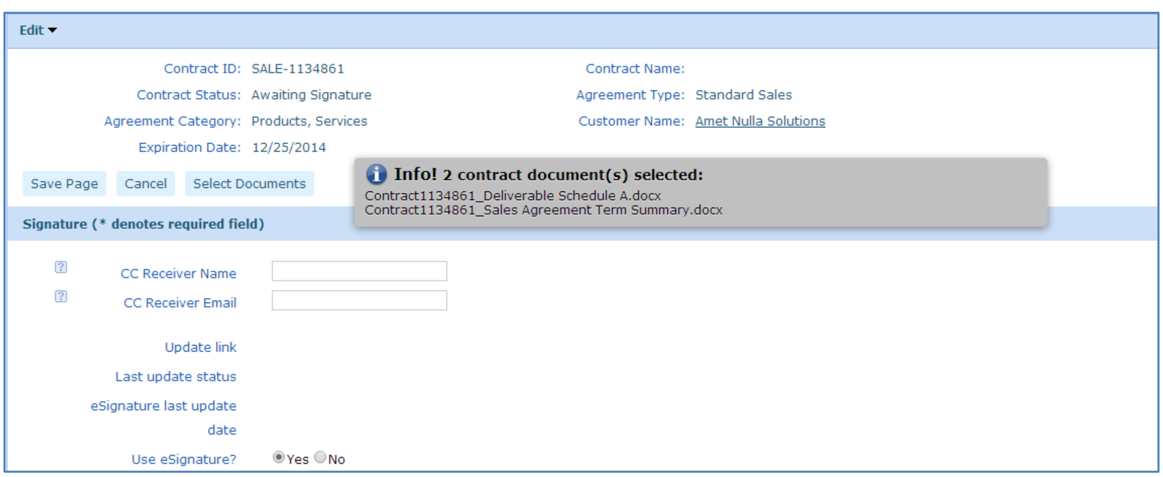


Figure 97 **Contract Document(s) selected**

If you need to add or remove contract documents from the list of documents to be sent, click **Select Documents**.

Note: If you are using EchoSign for eSignature, the Choose Contract Documents window will not be available. Signers will receive the single contract document generated or uploaded to the contract record.

---

3. Enter all appropriate information into the Signature form. Specify the following:

- **CC Receiver Name/Email**: The recipient specified here will receive all signed documents once the eSignature process is complete.
- **Counterparty: Primary Signer** is the primary client for the contract. The contract document(s) will be sent to any emails specified in this section. At a minimum, *you must specify* the Primary Signer Email.
- **Internal:** Additional individuals within your organization who are required to sign the contract document.

Note: If your organization has decided not to use eSignature for this contract document, you should select "No" for the **Use eSignature?** option. The contract will then need to be printed out and signed manually. See Section 6.5 below for more details.

---

4. When you are finished, click **Submit**. Make sure to check for the following errors:

- If no Signer email has been entered, you will see the following message:

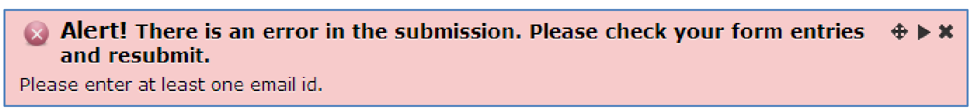


Figure 98 Signature form field signer error

- If no documents have been selected for eSignature, you will see the following message:

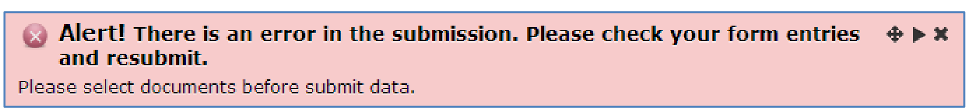


Figure 99 Signature form field document error

5. Correct any required entries in the form and click **Save Page**. The Signature page refreshes. The **Launch eSignature** button is now available.

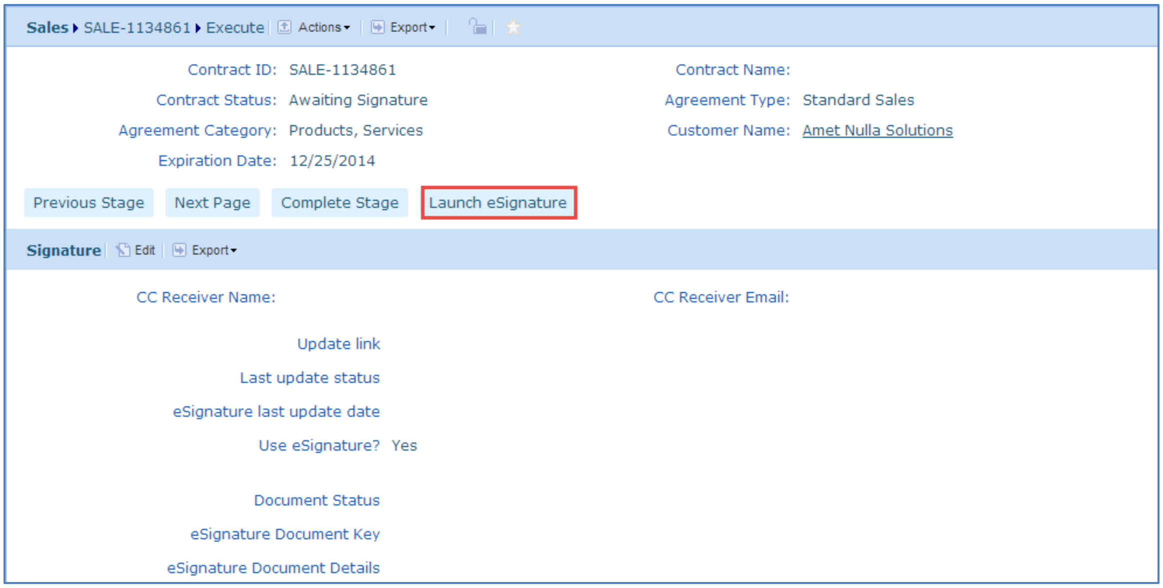


Figure 100 Updated Signature page

The Contract Status remains set to "Awaiting Signature."

Note: If you find that you have submitted the Signature form in error (such as submitting the wrong email address for a signer), ou can click **Edit** to change this information prior to clicking **Launch eSignature.** If you have already clicked **Launch eSignature**, you must cancel the eSignature process and start over. Refer to Cancelling the eSignature Process later in this chapter.

The following two sections step you through the process for preparing and signing a contract document using **DocuSign** or **EchoSign**.

6.1.1 DocuSign eSignature

DocuSign is the preferred eSignature choice for Selectica CLM and provides the richest options for electronic signature collection, including the ability to add custom tags and fields to contract documents before they are sent to the designated signer(s). Selectica CLM integrates the DocuSign console directly, allowing Contract Managers to customize eSignature requirements by sender and preview documents before they are sent.

DocuSign eSignature for CLM uses a three-step process:

1. Contract Manager launches DocuSign console, adds any required or custom tags to contract document(s) and sends document(s) to all required signers.
2. Each signer signs contract document(s) according to eSignature flow.
3. Contract documents are converted to PDF and attached to contract record. Execute stage is completed and contract enters Manage stage.

These steps are detailed in the following sections of this chapter.

6.1.1.1 Prepare Contract Document(s) for eSignature

DocuSign uses digital envelopes containing your contract documents to collect and manage electronic signatures. To prepare one or more contract documents using DocuSign, you launch the DocuSign console, add tags and fields as needed, and send the envelope to your specified signers for completion.

To prepare your contract documents using the DocuSign console, follow the steps described in Signing the Contract with eSignature, then follow these steps:

1. At the top of the Signature page, click **Launch eSignature**.

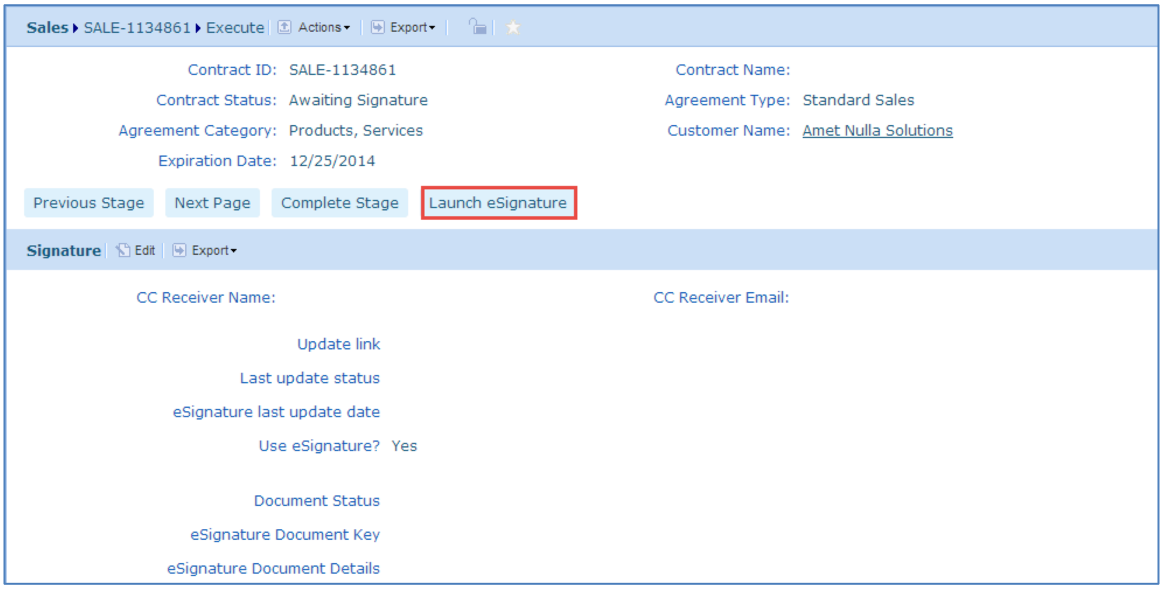


Figure 101 Launch DocuSign

The DocuSign console is loaded, displaying all contract documents you selected for eSignature, along with tools for adding tags and fields.

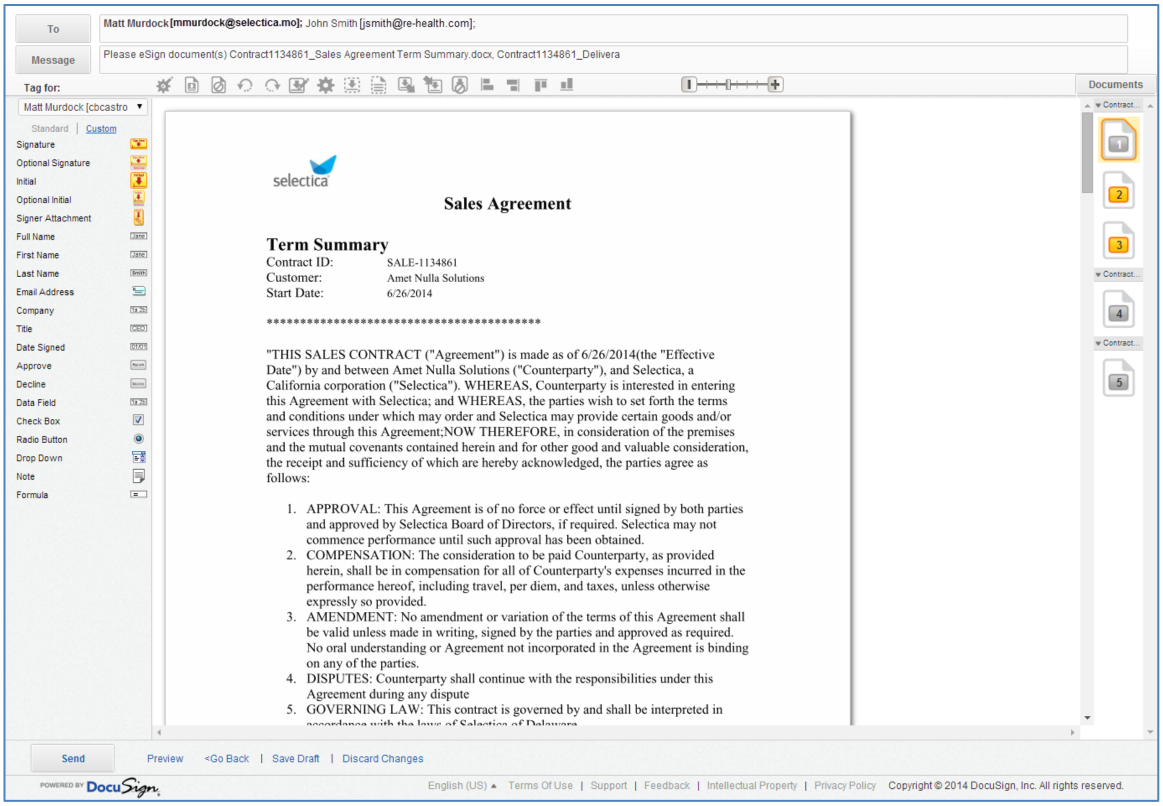


Figure 102 **DocuSign Console – Preparing documents**

2. Tag contract documents by recipient. To add a tag, simply drag and drop it into any document. The DocuSign console also allows you to add different tags and fields unique to a particular recipient. Use the drop-down menu in the left sidebar under **Tag for:** to switch between recipients.

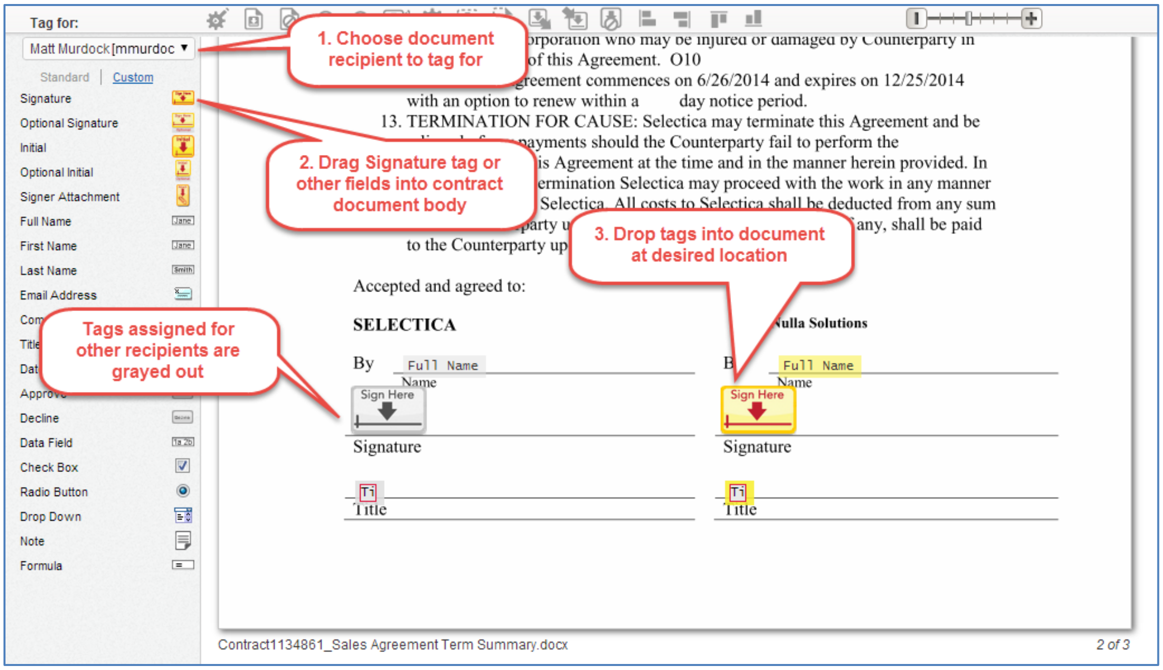


Figure 103 Tagging in DocuSign

Important Note on tagging in Templates: Depending on your requirements, contract documents may have already been tagged prior to entering the Execute stage. Template or Contract Managers can add tags mapped to fields in the Signature form and/or custom tags defined in your organization's DocuSign account to the contract template. The tags are recognized by DocuSign and automatically populate the contract document(s). You can still modify or remove these tags using the DocuSign console. Selectica Professional Services or your IT administrator are usually responsible for tagging contract templates in this manner.

3. Use the right sidebar to navigate between document pages, adding tags and fields as desired. You can also take numerous actions using the DocuSign console, including but not limited to:

   - Modifying, adding and removing signers from the envelope.
   - Changing the order of signers and/or changing the signature flow between serial and parallel or a combination of the two.
   - Modifying the Subject line of the envelope message and adding notes specific to each signer.
   - Modifying envelope settings, including the ability of signers to change signing responsibility.
   - Format placement and properties of tags and fields.

   For in-depth information on using the DocuSign console visit Docusign.com and search for documentation on "DocuSign Send."

4. Click **Preview** to take a tour through your document(s) and verify that all tags are correctly placed (only tags for the selected signer will be displayed).

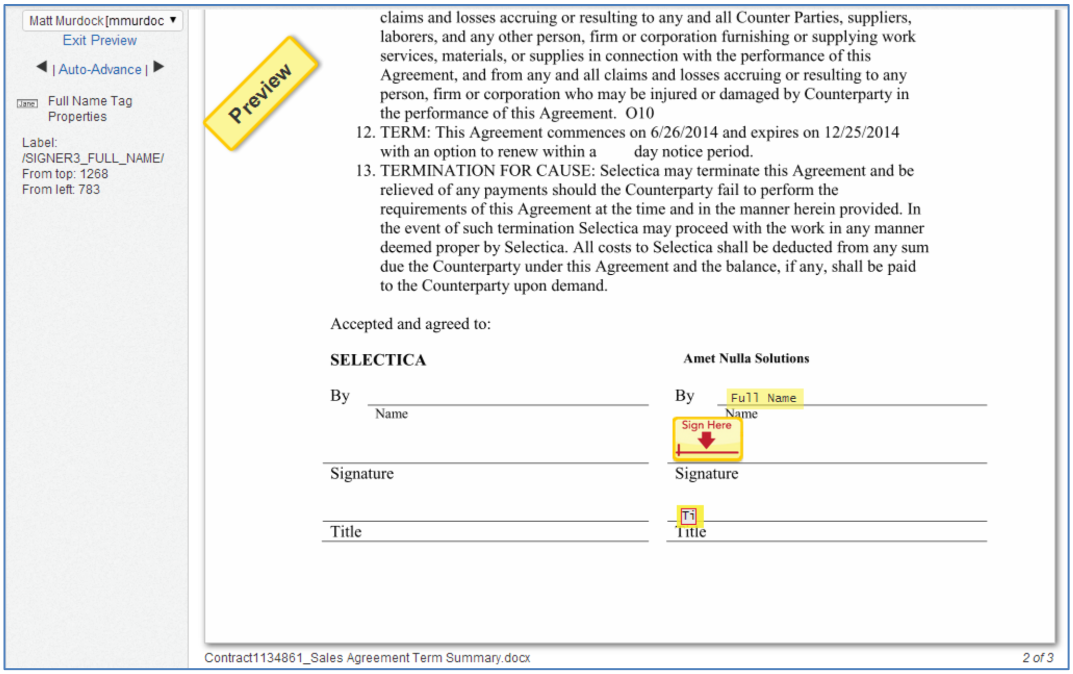


Figure 104 Preview tagged contract document(s) in DocuSign

Click **Exit Preview** to go back to the console.

5. Use the drop-down menu to switch to another recipient and repeat steps 2 – 4 (if necessary).

6. Click **Send** to send the prepared contract document(s) for eSignature. DocuSign processes the envelope and sends an email to the appropriate signer(s) (based on the defined Signature flow). The Execute Summary page is displayed.

7. Click the **Signature** link in the Contract Lifecycle Sidebar. The "Last Update Status" field should show a "Successful" status and DocuSign activity should be displayed next to "eSignature Document Details."

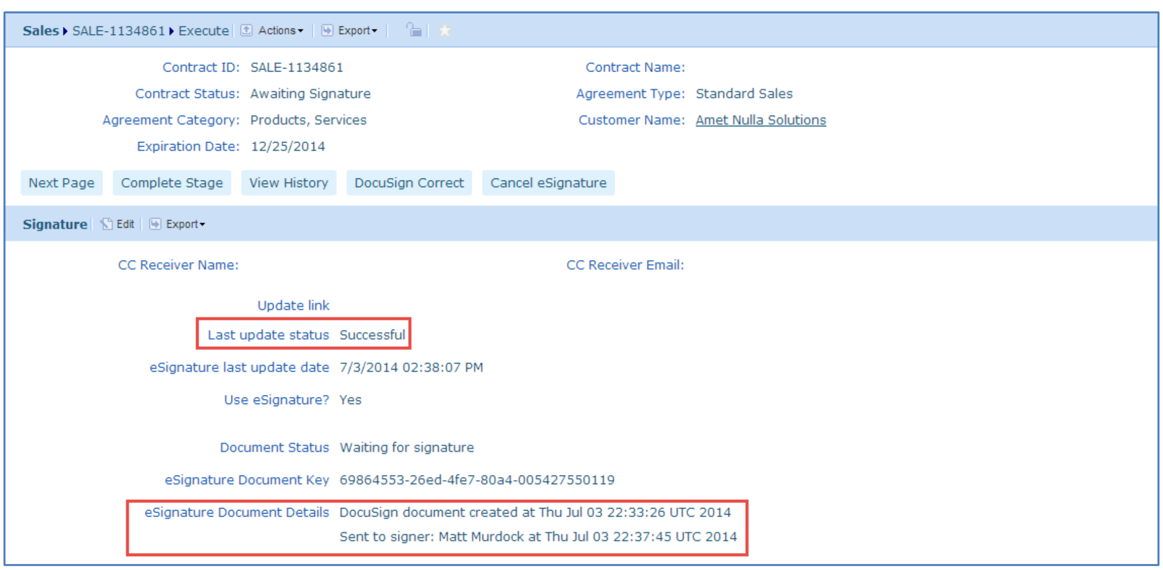


Figure 105 DocuSign envelope successfully sent

6.1.1.2 View Envelope History

You can track the DocuSign envelope as contract documents are sent to signers, signed, rejected, reassigned or completed by viewing the envelope history.

> **Note:** This option is only available after contract documents have been sent out for signature and before all contract documents have been signed (while the contract is still in the Execute stage) and may not be visible depending on system properties or your privileges.

To access envelope history:

1. Click on the Signature link in the Contract Lifecycle Sidebar. The Signature summary page is displayed.

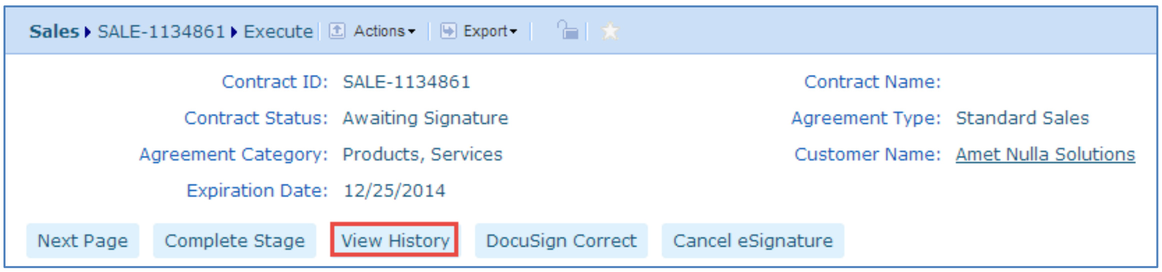


Figure 106 Signature successfully sent

2. Click **View History**. The eSignature Envelope history form is displayed.

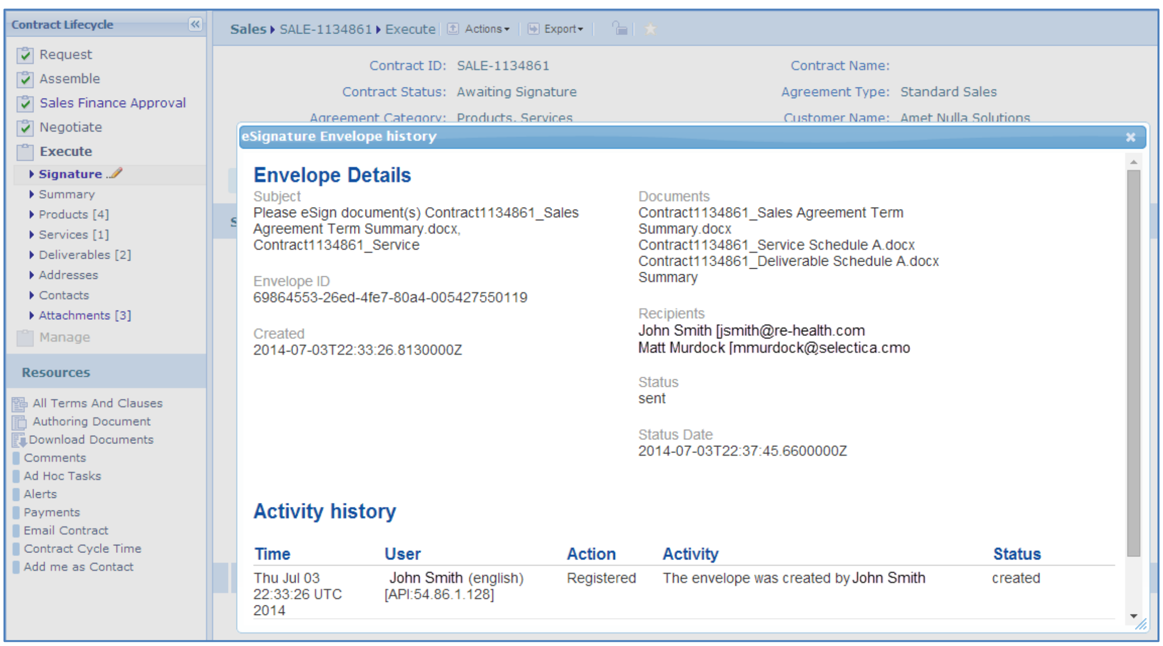


Figure 107 View DocuSign envelope history

Information is displayed from DocuSign for actions taken on the envelope in question. Every time a new action is taken this information is recorded. While the eSignature Document Details and Document Status are helpful, Envelope History gives Contract Managers a better idea of DocuSign eSignature progress, allowing them to identify precisely who has taken which actions and what responsibilities still remain.

6.1.1.3 DocuSign Correct

After the initial DocuSign envelope has been sent, a situation may arise in which one or more signer emails have been entered incorrectly or are missing, additional documents may require signatures, or tags within contract documents need to be added, changed or removed.

At any point after the DocuSign envelope has been created and sent to one or more signers, but before the envelope has been completed (all signers have completed eSignature), you can use the “DocuSign Correct” option from the Signature page to launch the DocuSign console and make corrections.

Note: “Document Status” must be “Waiting for Signature” for DocuSign Correct to function properly.

Follow these steps to make corrections using the DocuSign console:

1. Return to the contract record in CLM and click the **Signature** link in the workflow sidebar. The Signature page is displayed.

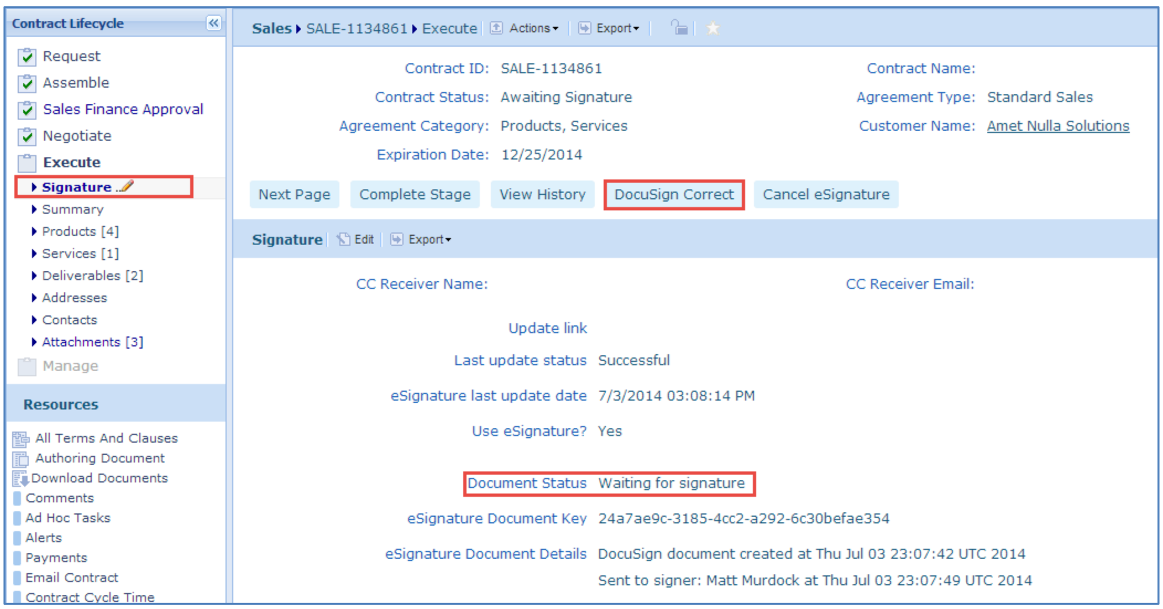


Figure 108 DocuSign Correct button visible

2. Click **DocuSign Correct** to launch the DocuSign console. The page redirects to the “Correcting Envelope” screen of the DocuSign console.

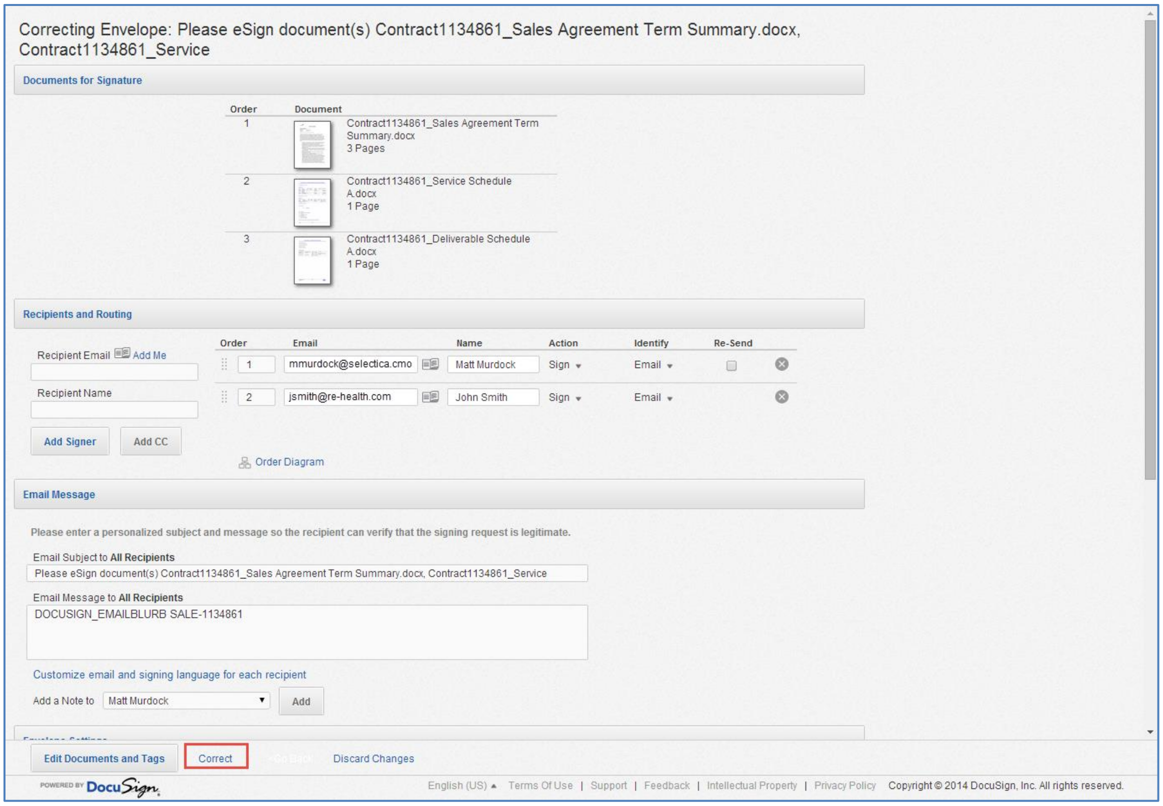


Figure 109 **DocuSign Console: Correct Envelope**

3. From this page you can add more signers to the envelope, change signer order, change the subject and contents of the email message sent to signers, and click **Edit Documents and Tags** to modify tags in your contract documents. When you are satisfied with your changes, click **Correct** to return to CLM.

Note: If you add more signers to the envelope or change email addresses of signers, you will not see this information reflected in the Signature form in CLM. Click **View History** to track additional signers through the process.

6.1.1.4 Sign Contract Document(s)

After contract documents have been prepared by the Contract Manager and sent, specified recipients will receive an email prompting them to view and sign using DocuSign (recipients receive this email based on Signature flow order).

The following figure is an example of the email sent to designated signers. The format will vary depending on the email client a signer is using.

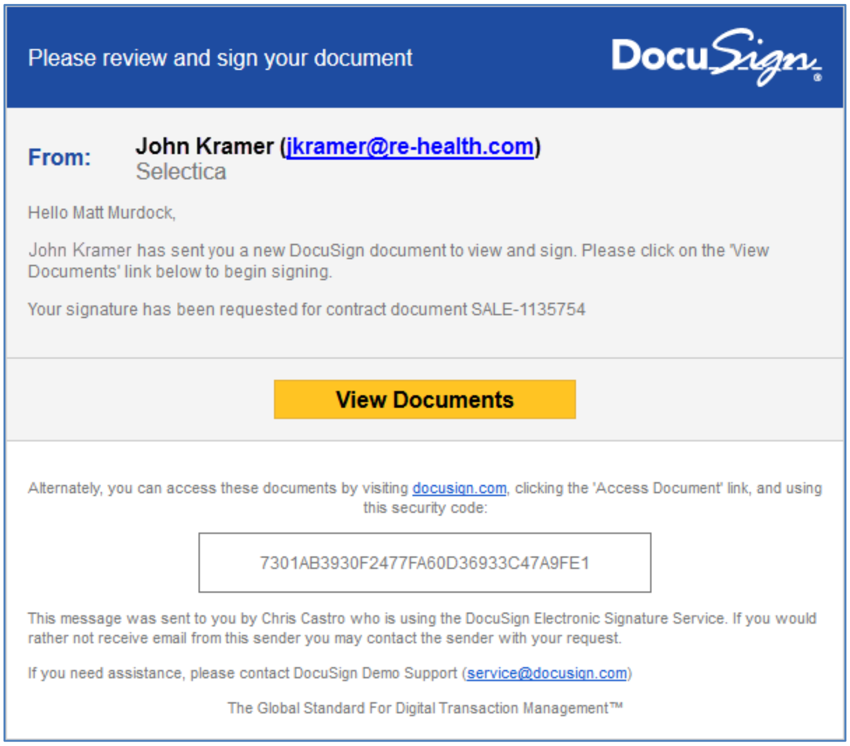


Figure 110 **DocuSign email request from Selectica CLM**

The following steps describe DocuSign eSignature process for signers:

1. Click on the View Documents link provided in the email. A new tab opens and the "Request for Signature" window is displayed:

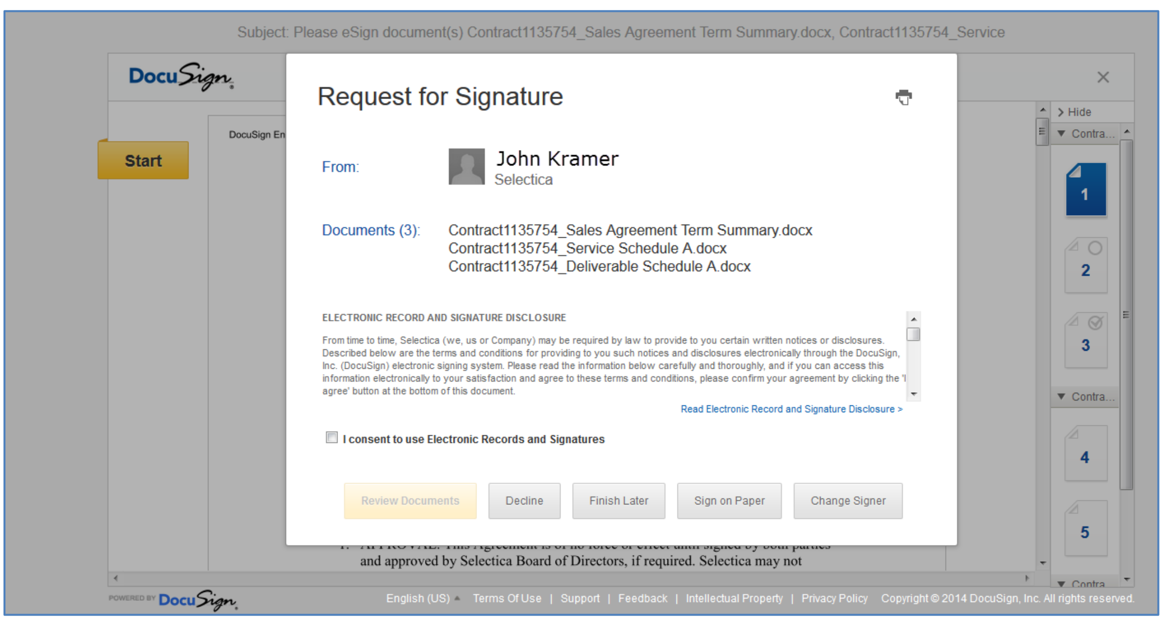


Figure 111 **DocuSign Request for Signature**

From this screen you have the following options:

- Click the button to print a hardcopy PDF version of the contract document for review or distribution.
- Click the Finish Later button to save the contract and exit the contract review. DocuSign will provide you with instructions for revisiting the contract.
- Click the Change Signer button to reassign the contract to another user (this option may or may not be available).
- Click the Decline button to decline to sign the document.

2. Before you can continue with the eSignature process you must agree to do business electronically with the entity issuing the contract by clicking on the checkbox next to "I agree…." The Review Documents button becomes available.

3. Click the **Review Documents** button. The DocuSign envelope screen is displayed:

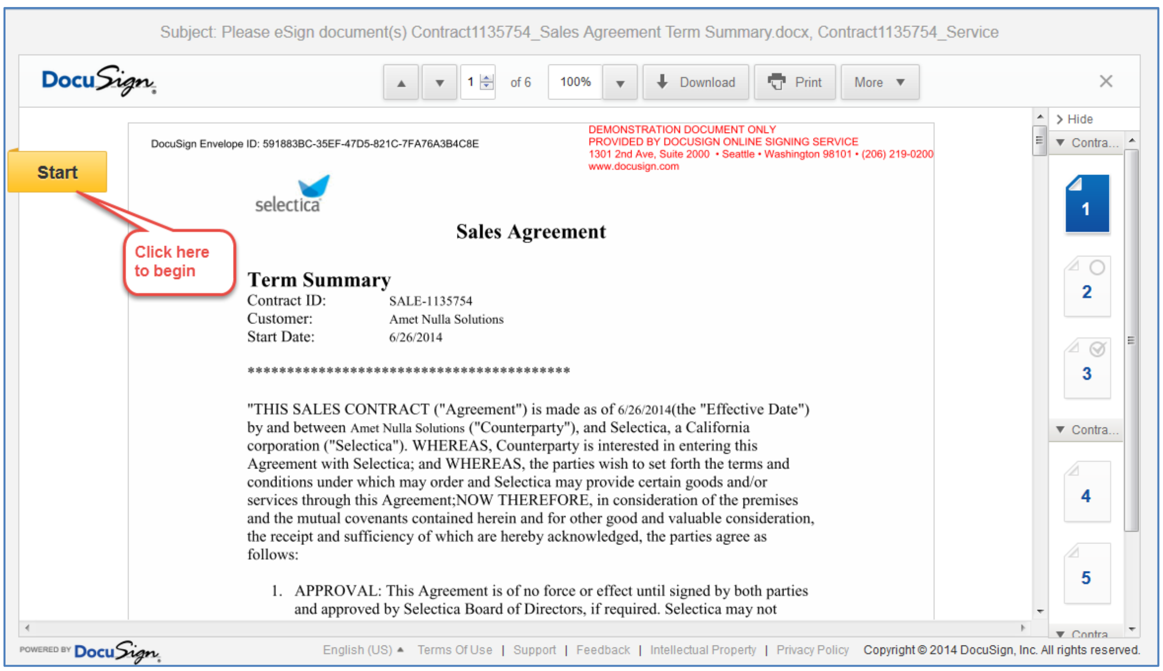


Figure 112 DocuSign Contract Review Screen

4. To sign the contract, click **Start**.

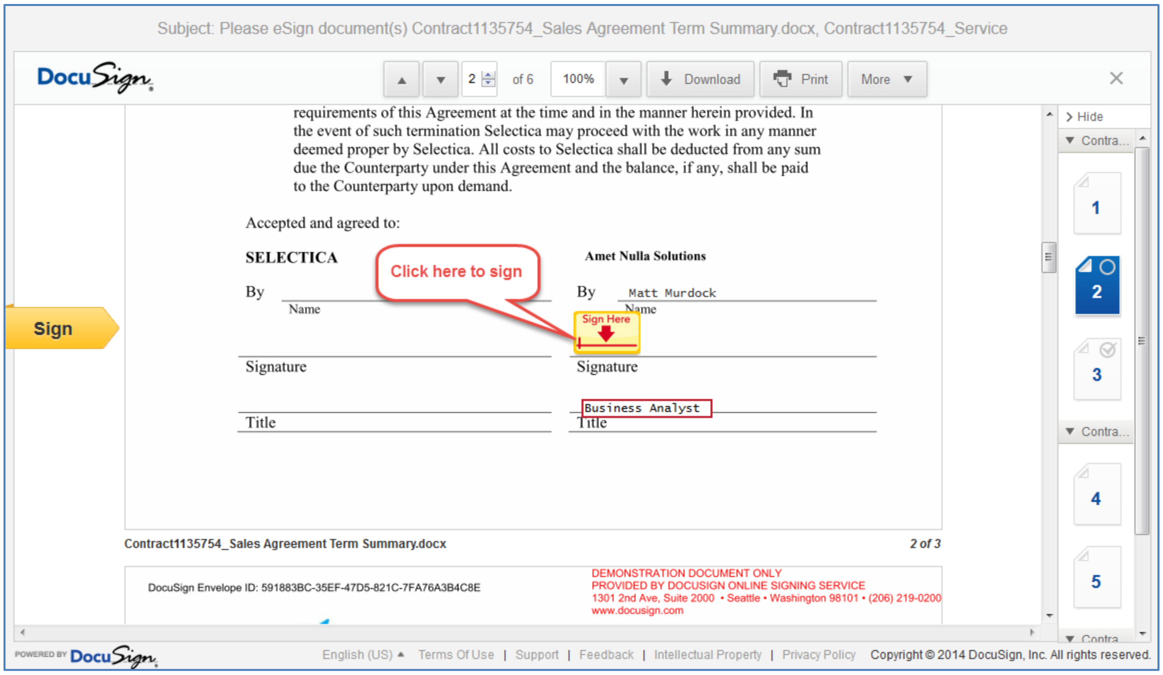


Figure 113 DocuSign Signature field in Contract Document

5. Click on the **Sign Here** field. The "Adopt Your Signature" window is displayed.

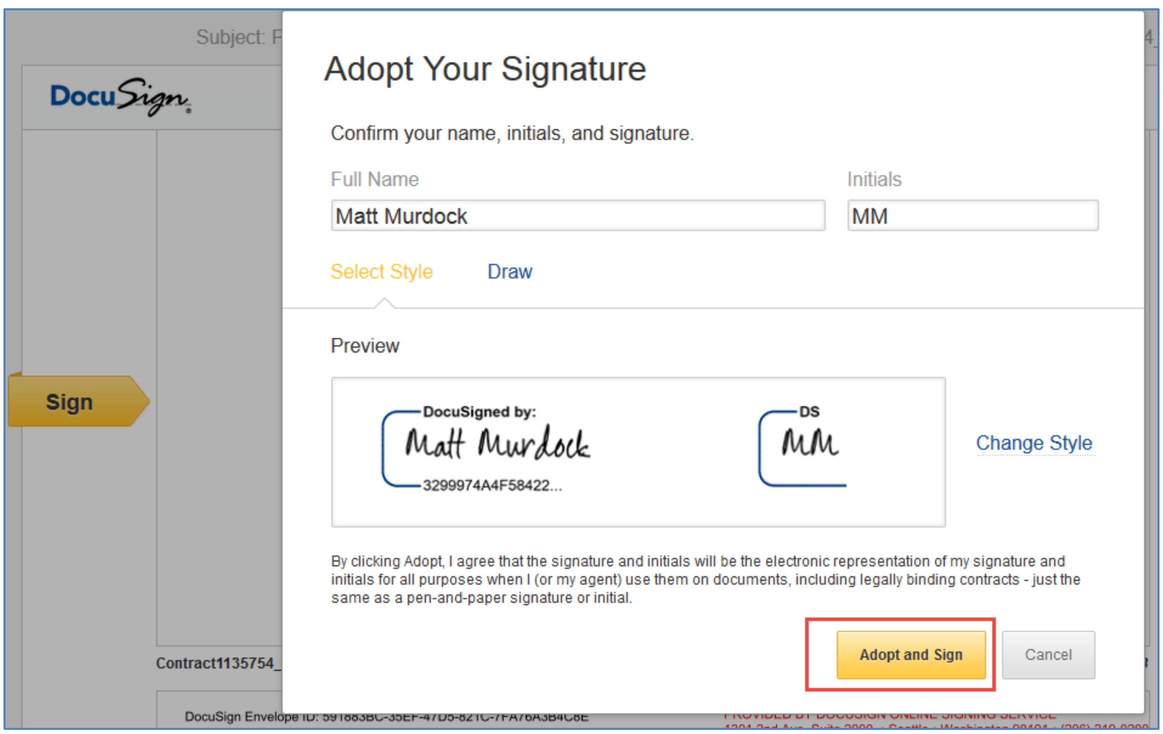


Figure 114 DocuSign eSignature Selection screen

6. Confirm your name, initials and signature using this form. Click **Adopt and Sign** to place your signature in the contract document.

Note: If there is more than one signer specified in CLM for this contract, the current user may see signatures already placed into the document by those signer(s).

7. DocuSign automatically detects when all required signatures and fields are complete. Click **Confirm Signing** to complete the eSignature process.

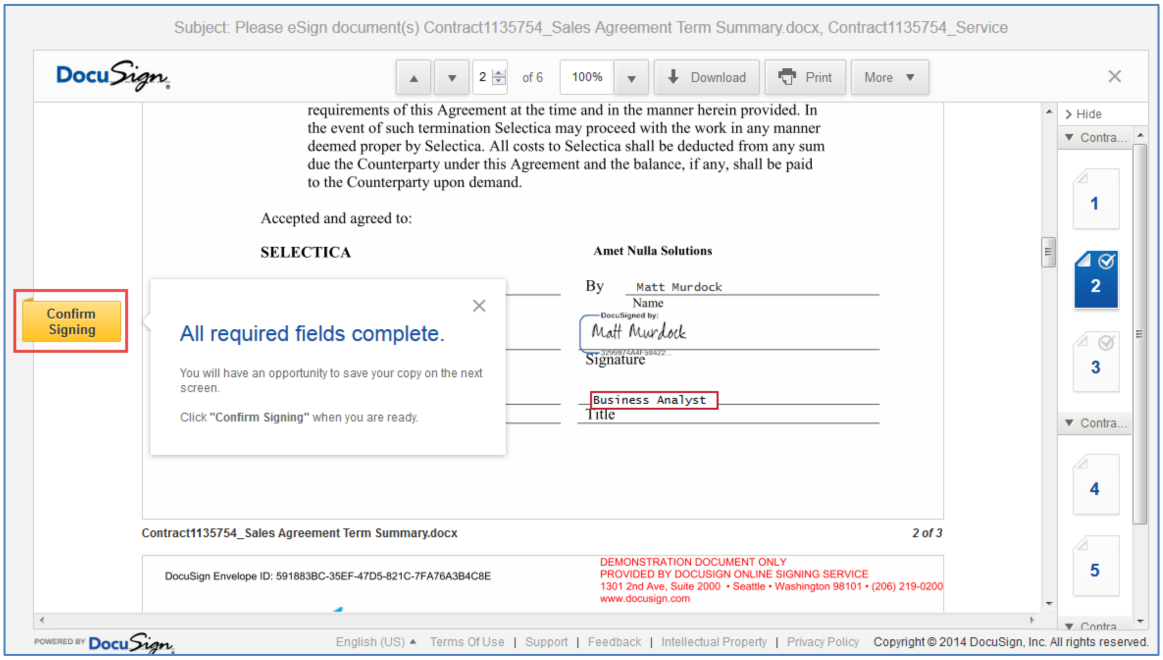


Figure 115 DocuSign: All fields complete

8. Following completion of each signature, the next signer in the eSignature flow receives an email prompting them to sign the contract document(s). eSignature Document Details are updated in CLM to reflect the current step in the process, as shown in the following figure.

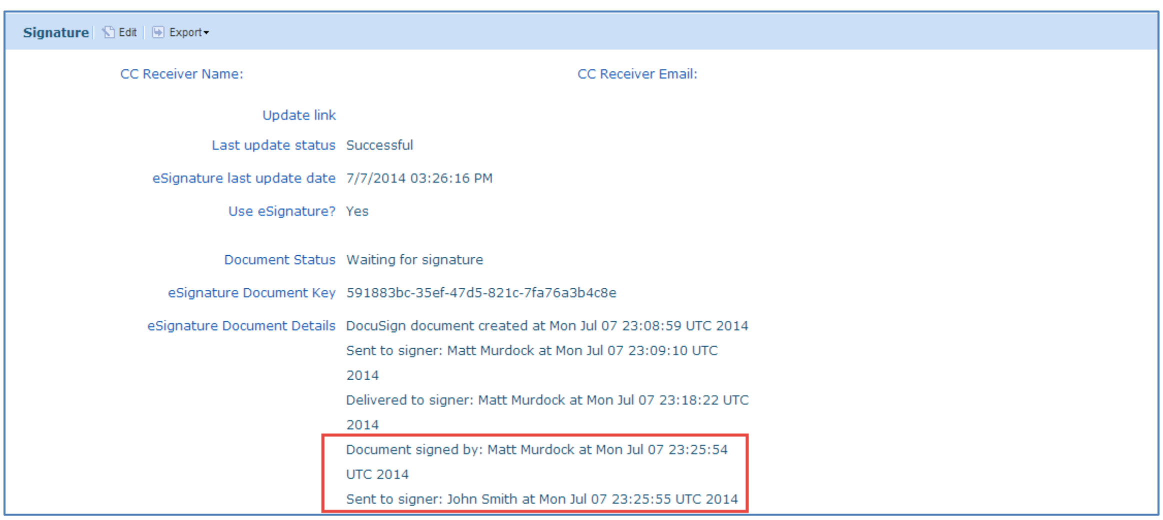


Figure 116 eSignature Document Details

9. Follow steps 1 – 8 for all remaining signers.

6.1.1.5 Completing DocuSign eSignature

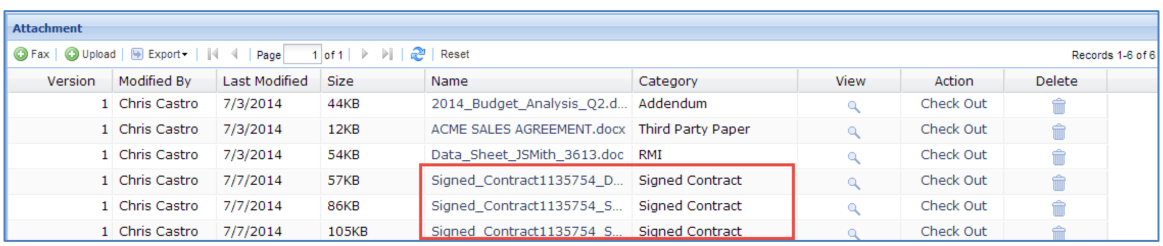
When all required signatures have been collected, an email is sent to each signer with all signed contract documents attached. Selectica CLM updates the contract record and performs the following actions:

- The contract record is automatically advanced to the **Manage** stage.
- All contract documents are added to the **Attachments** component.
- **Document Status** is updated to "Signed."
- **eSignature Document Details** is updated to reflect this activity.

The following figure shows a contract record after a successfully completed eSignature process using DocuSign.

Figure 117 **Contract Record in Manage stage w/signed documents attached**

Click on the [Attachments](#) link in the Contract Lifecycle Sidebar to view and/or download all signed documents.



Version	Modified By	Last Modified	Size	Name	Category	View	Action	Delete
1	Chris Castro	7/3/2014	44KB	2014_Budget_Analysis_Q2.d...	Addendum		Check Out	
1	Chris Castro	7/3/2014	12KB	ACME SALES AGREEMENT.docx	Third Party Paper		Check Out	
1	Chris Castro	7/3/2014	54KB	Data_Sheet_JSMith_3613.doc	RMI		Check Out	
1	Chris Castro	7/7/2014	57KB	Signed_Contract1135754_D...	Signed Contract		Check Out	
1	Chris Castro	7/7/2014	86KB	Signed_Contract1135754_S...	Signed Contract		Check Out	
1	Chris Castro	7/7/2014	105KB	Signed_Contract1135754_S...	Signed Contract		Check Out	

Figure 118 **Signed contract documents attached to record**

6.1.2 EchoSign eSignature

After the Signature form is submitted, the contract document is sent by email to the Primary Signer. If there is more than one signer specified on the Signature page, the contract document is sent in the order they are entered (e.g. "Primary Signer" must complete the eSignature before "Secondary Signer" is sent a notification, and so on). Selectica CLM then utilizes EchoSign to collect all required signatures.

Note: EchoSign eSignature functionality is currently offered only for Selectica CLM Release 5.4 and 6.0.

The following figure is an example of the email sent to designated signers. The format will vary depending on the email client a signer is using.

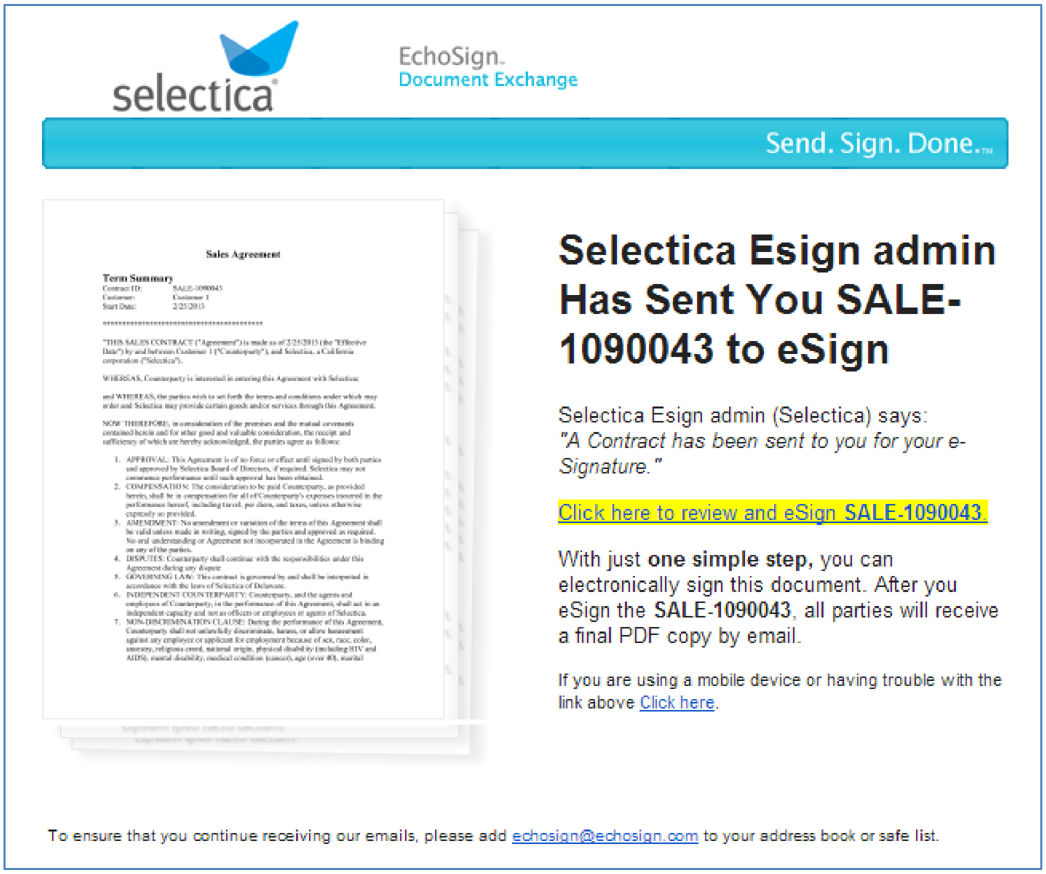


Figure 119 **EchoSign email request from Selectica CLM**

1. To continue with the eSignature process, the signer must click on the Click here to review and eSign CONTRACT ID link provided in the email. A new tab or window will open and the signer will be directed to the EchoSign client site. The following page will display.

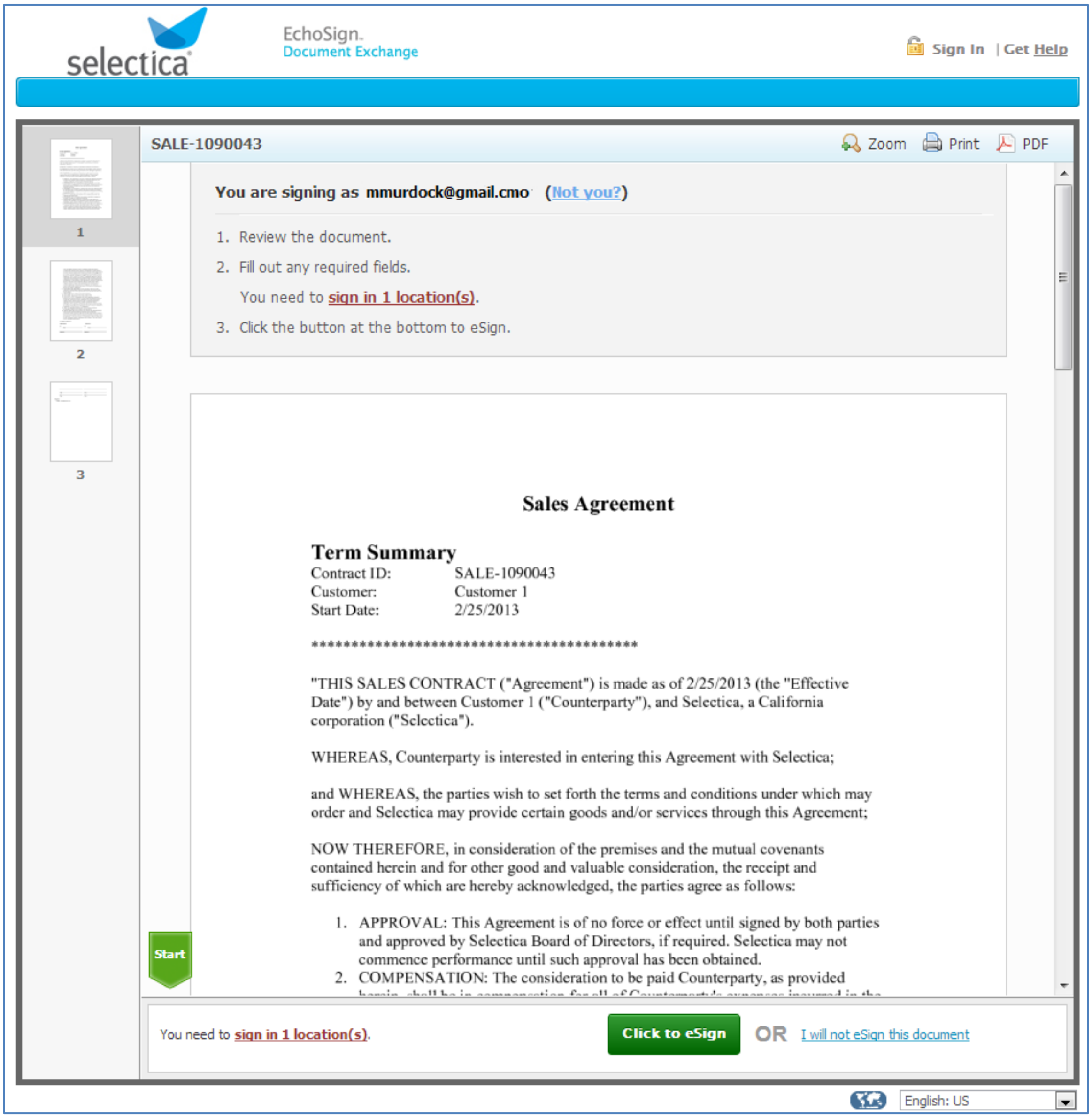


Figure 120 **Sales Agreement in EchoSign**

From this screen the signer has the following options:

- Click the Zoom button to magnify parts of the contract for review.
- Click the Print button to print a hardcopy version of the contract document for review or distribution.
- Click the PDF button to load a PDF copy of the contract for review, printing or distribution.
- Click the link next to the email displayed to log in to EchoSign as a different user (e.g. if the contract was sent to an incorrect recipient).
- Navigate the contract document using the navigation pane on the left side of the page.

2. To sign the contract, the signer must scroll or use the navigation pane to reach the portion of the document containing the eSignature field(s). The figure below provides an example:

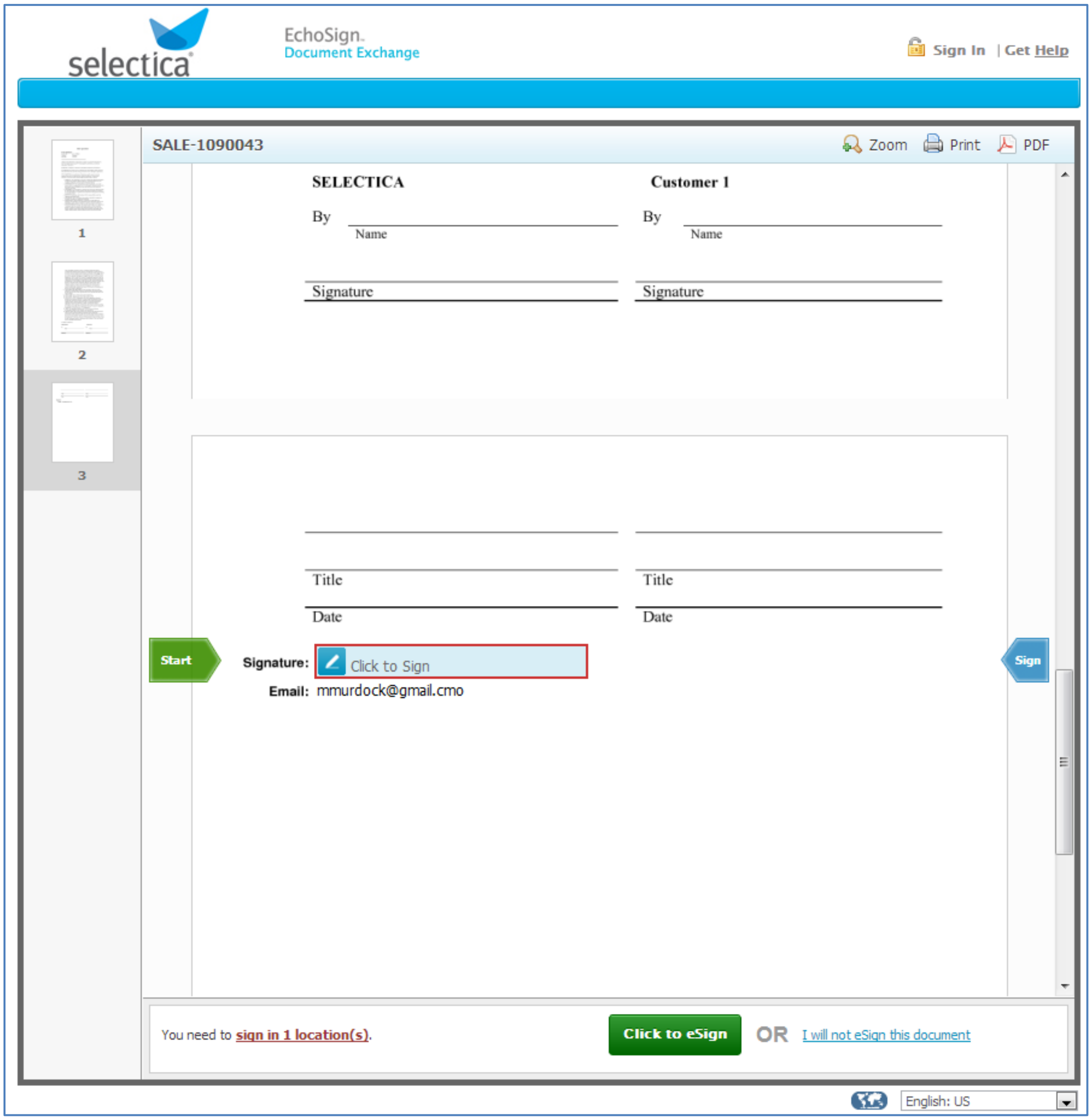


Figure 121 EchoSign eSignature field

3. The signer then clicks inside the signature box. A form appears with signature options.

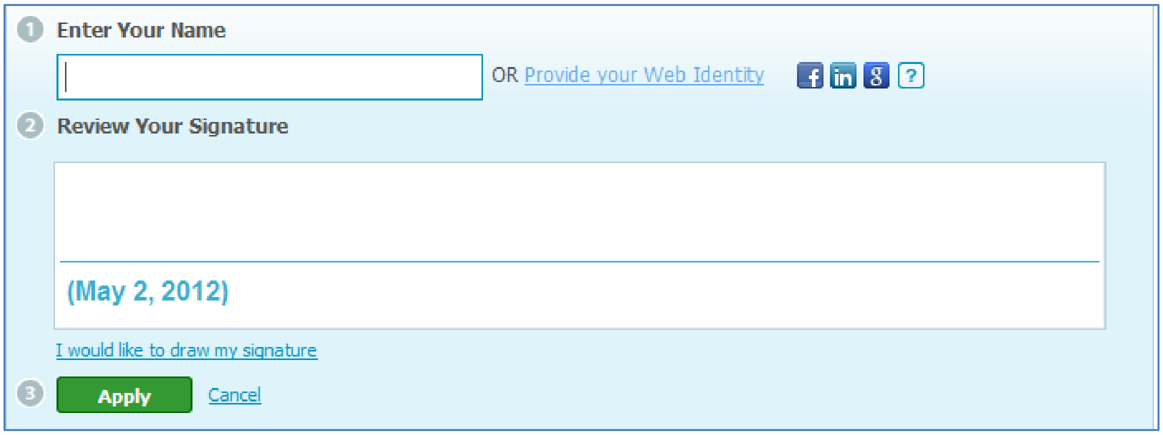


Figure 122 eSignature form

4. The signer can now input his full name into the name field or choose to provide a web identity using one of several options. The EchoSign system dynamically creates a signature for the signer as the name is typed into the form. If the signer instead wants to the signature to reflect his traditional signature, he can click the link I would like to draw my signature, and the form will change to accommodate that option.

5. Once the signature is entered, the signer clicks the **Apply** button and is returned to the contract document.

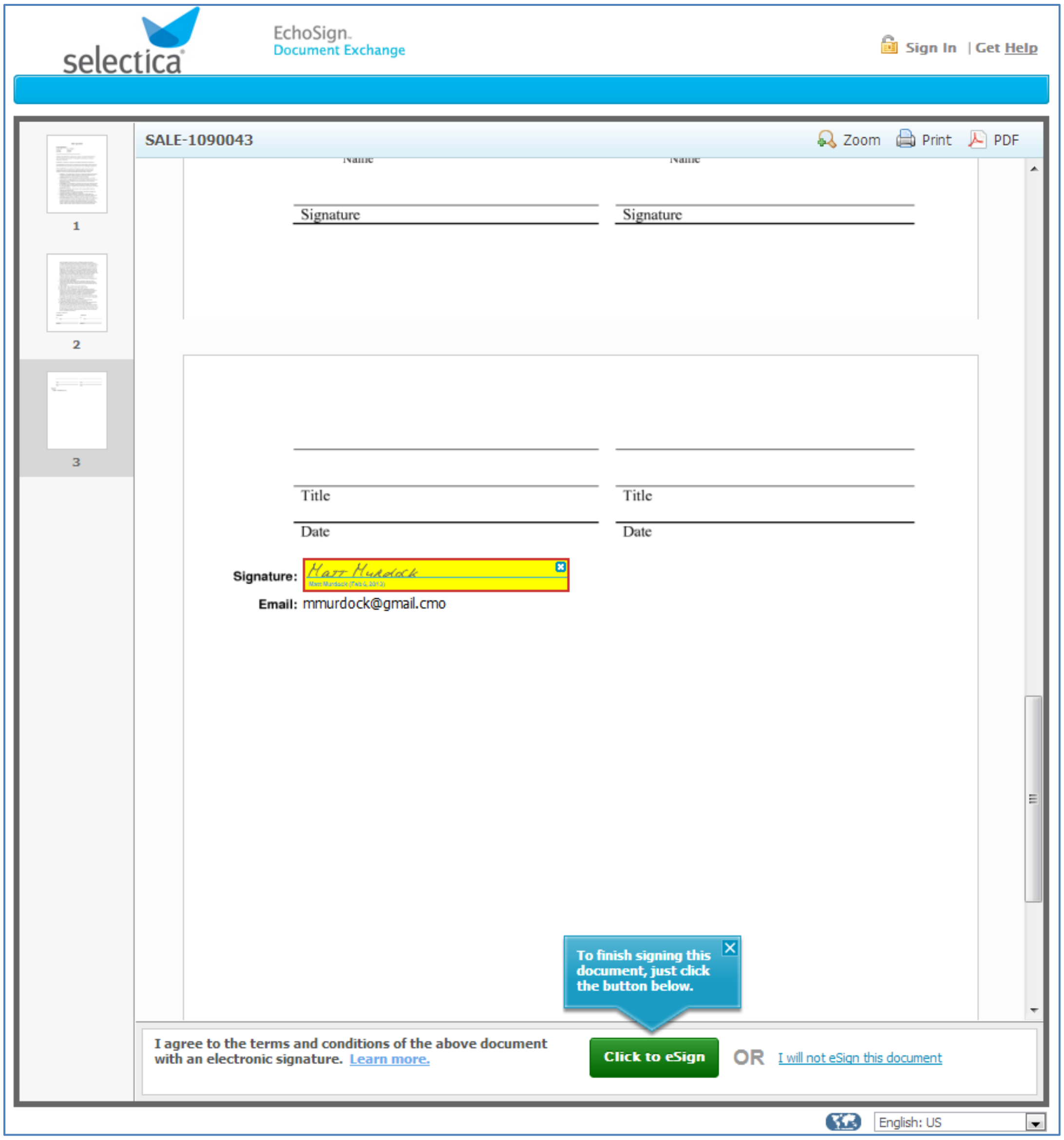


Figure 123 Sales contract eSignature confirmation

6. To finish signing the contract document, the signer must click the **Click to eSign** button at the bottom of the page. Upon success, the contract document will refresh with the signature embedded in the document. The signer will be presented with the following message:

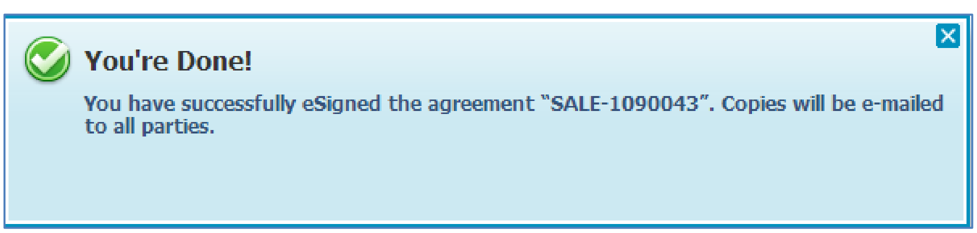


Figure 124 eSignature Success message

Note: If there is more than one counterparty or internal signer, the contract will then be emailed to the next party for signature, and the "eSignature Success" message will instead display details for the next signer in the process. Subsequent signers will be sent the most recent version of the contract document, including the signatures of those who have already signed the agreement. Once all parties have signed the contract document, the eSignature process can be completed.

6.1.2.1 Completing EchoSign eSignature

From the Signature page, you have the ability to manually refresh the status of the signature process as signatures are completed.

1. Click the **Update document state** link on the Signature page. The page will refresh, displaying any changes to the document status and the last date signatures were updated. If one or more signatures have been received by the system, "eSignature Document Details" will be updated.

Note: Document status will automatically update every 15 minutes and will be displayed if you navigate away from, and then back to the Signature page.

2. The following figure shows an example of the Signature page after all signers have given their eSignature.

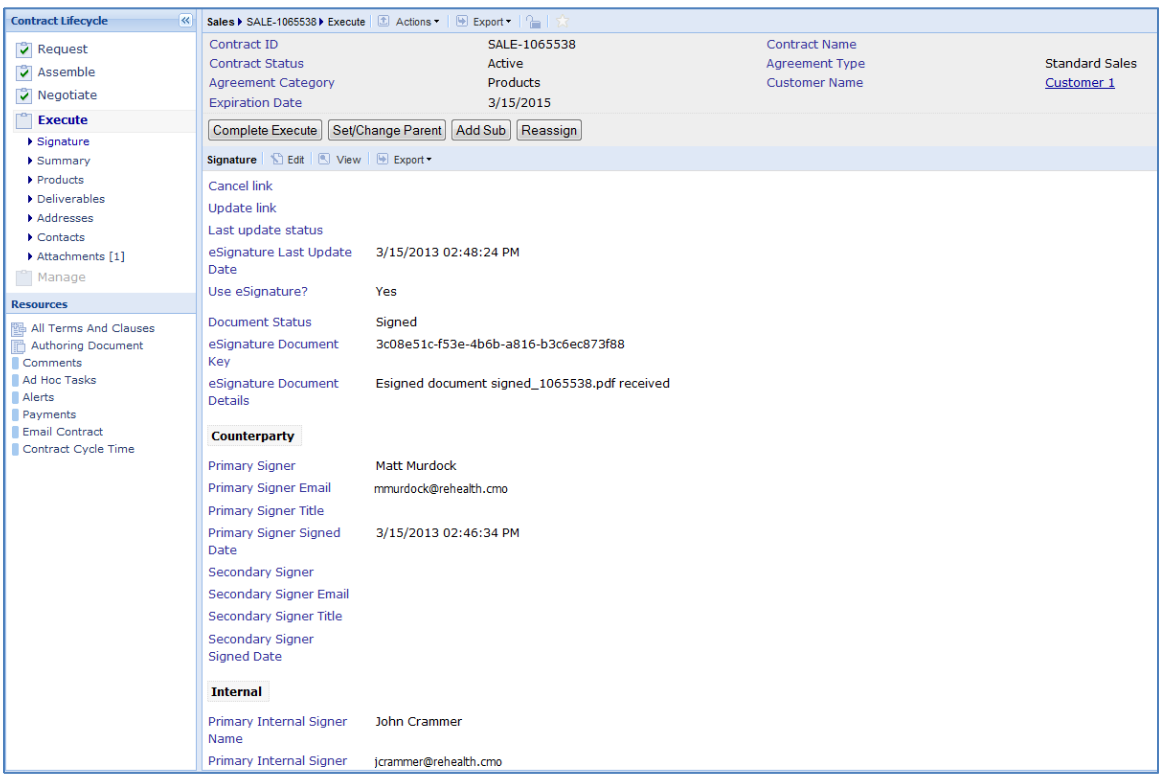


Figure 125 eSignature Completed

3. When a contract document has been signed by all signers (via either EchoSign or DocuSign), all parties receive an email with the signed contract attached as a PDF, and it is uploaded to Selectica CLM as an attachment file to the current contract record. Click the **Attachments** link in the Execute workflow Sidebar to view or save the signed document. The following figure shows the Attachments page with the signed PDF sent from DocuSign:

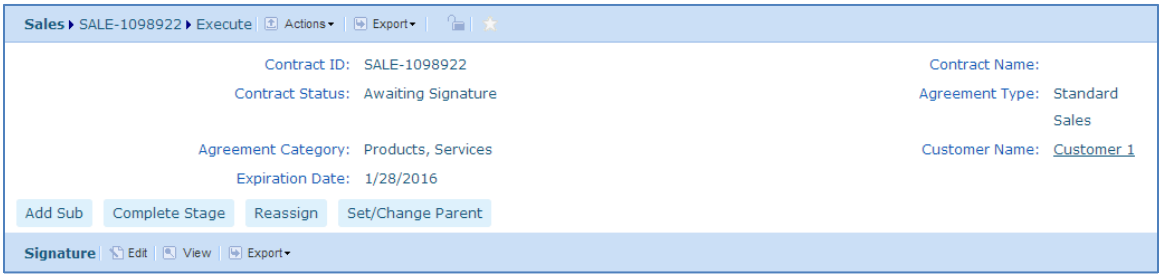


Figure 126 Signed PDF Attachment to contract

4. After all signers have completed the eSignature process, the Signature page will update to reflect the document status as "Signed" and provide eSignature document details for all signers. From the Signature page, click the **Go to Execute Stage** button.
5. Click the **Complete Execute** button to complete the Execute stage and move the workflow into the **Manage** stage.

6.2 Rejecting the Contract Document

Using EchoSign:

If a signer has determined after reviewing the contract that changes need to be made, the draft contains errors, etc., an option to reject the contract document is available. To reject the document:

1. From the Contract Document review window in EchoSign, click on the link I will not eSign this document as shown in the figure below.

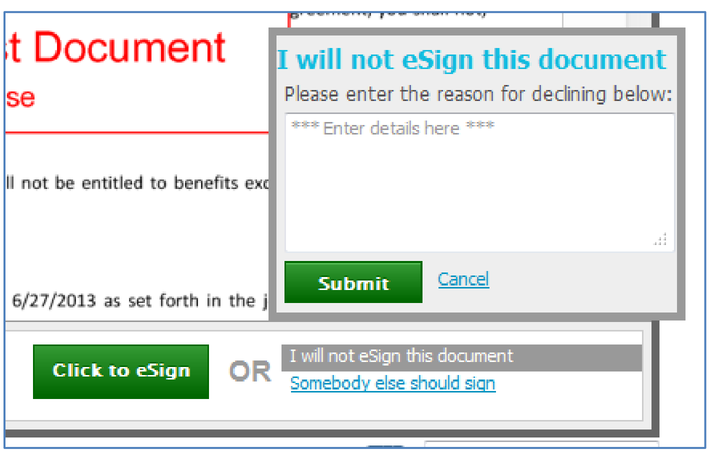


Figure 127 Reject Document in EchoSign Pop-up

2. Enter the reason for declining to sign the document, and click the **Submit** button in the window. The following message will appear. The Owning User of the contract will receive an email regarding the refusal to sign and any comments submitted by the signer. The signer (and any previous signers) will also receive an email confirmation of the eSignature cancellation.

Figure 128 eSignature Refusal Alert

3. Return to Selectica CLM. Either click the **Update document state** link or select the **Signature** component in the Lifecycle Sidebar again. The Signature page will refresh, displaying a new status of "Signature has been cancelled" and provide details on the signature refusal.

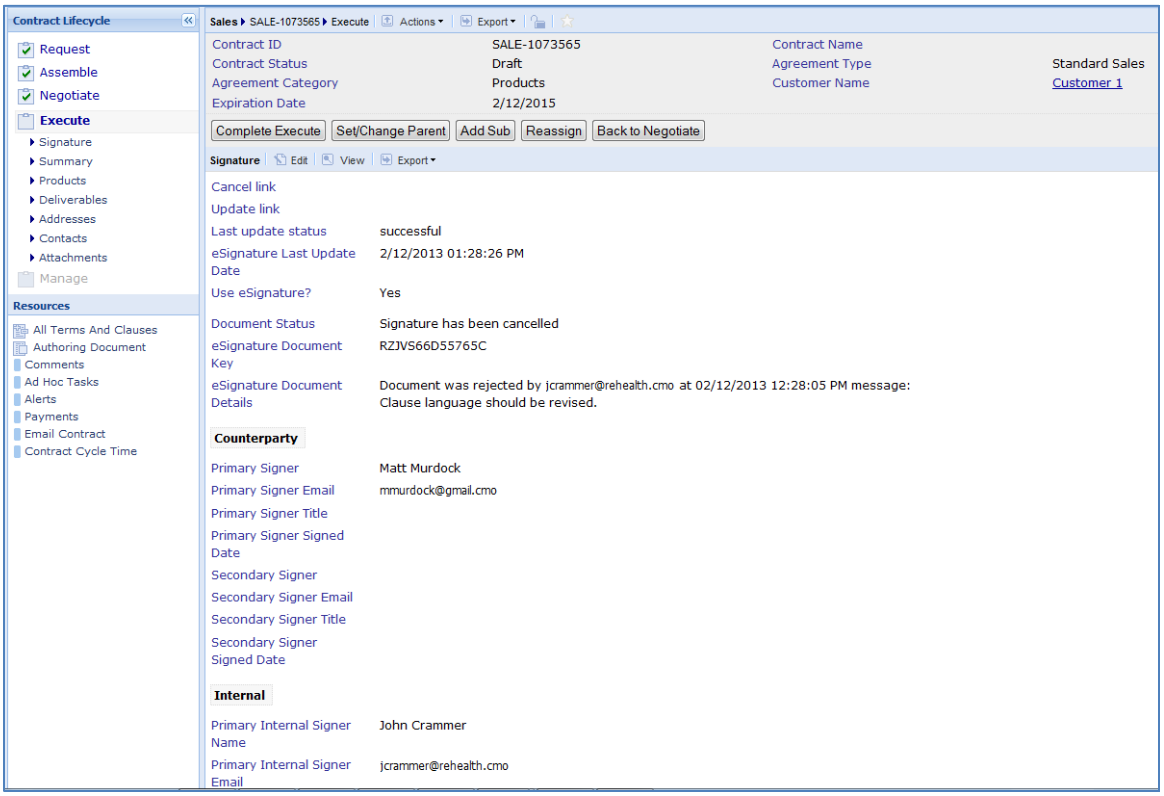


Figure 129 Signature Page with Cancellation Status

At this point, you have two options. You can decide to:

- Click **Edit** to open the Signature form and delete or edit the **Counterparty** and **Internal** signer information. You can submit the form and a copy of the contract document will be sent to the newly specified parties for eSignature.
- Click **Go to Execute Stage** or click on the Execute stage link in the Sidebar and click the **Back to Negotiate** button to once again return to negotiation (or from there, back to Assemble) and make any necessary changes before re-entering the Execute stage.

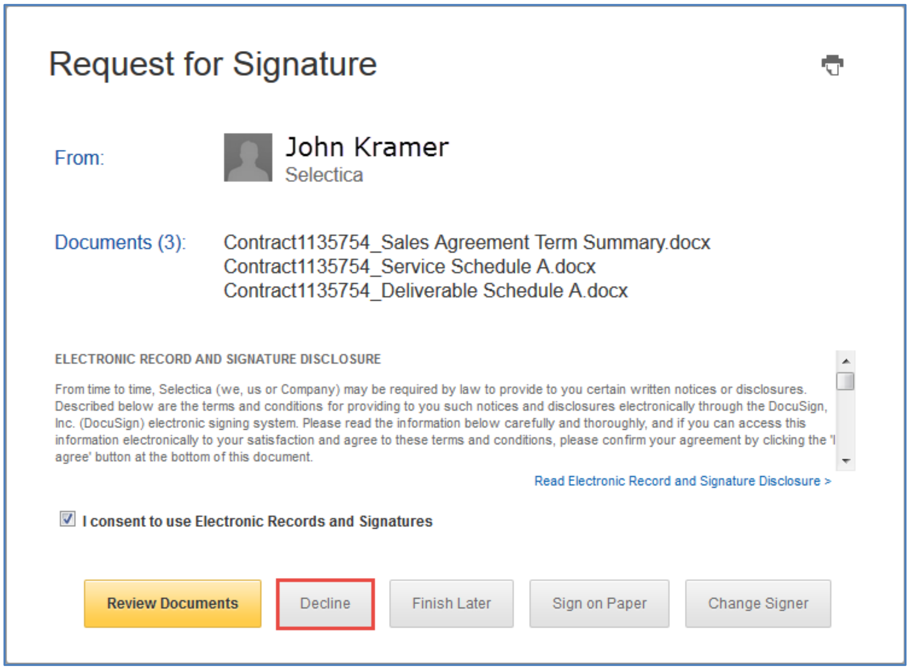
Note: Following a rejection in eSign, once a new contract document has been generated/uploaded and checked in during the Negotiate stage, the Signature component of the Execute stage will update Document Status to "Waiting for Signature" and send the new version of the contract document to all signers automatically.

Using DocuSign:

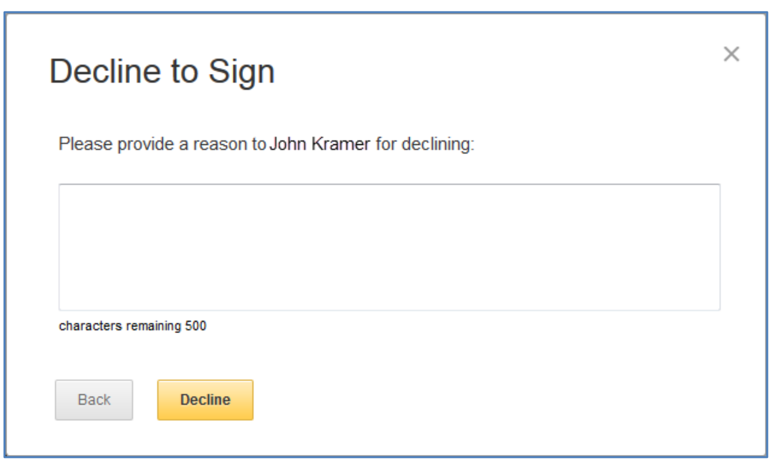
If a signer has determined after reviewing the contract that changes need to be made, the draft contains errors, etc., an option to reject the contract document is available. To reject the document you have two options:

Option 1: Decline to sign from the initial pop-up.

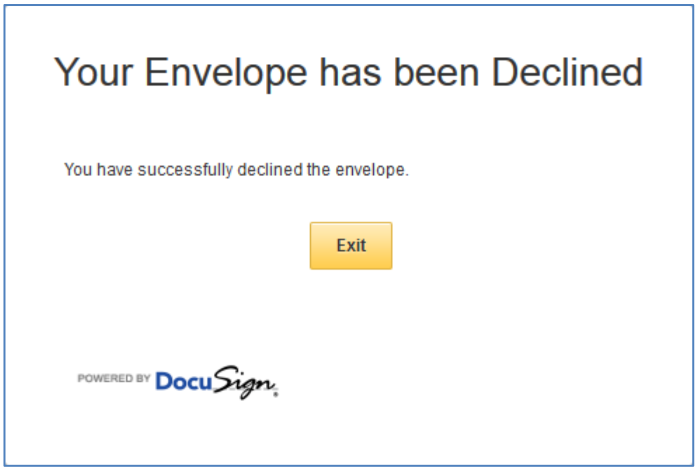
a. Click Decline from the initial pop-up that you receive upon clicking the “Review Documents” link from your email. (Note that this method is used *before* reviewing the contract)



b. You will be directed to the “Decline to Sign” pop-up which will prompt you to provide a reason for declining the eSignature.



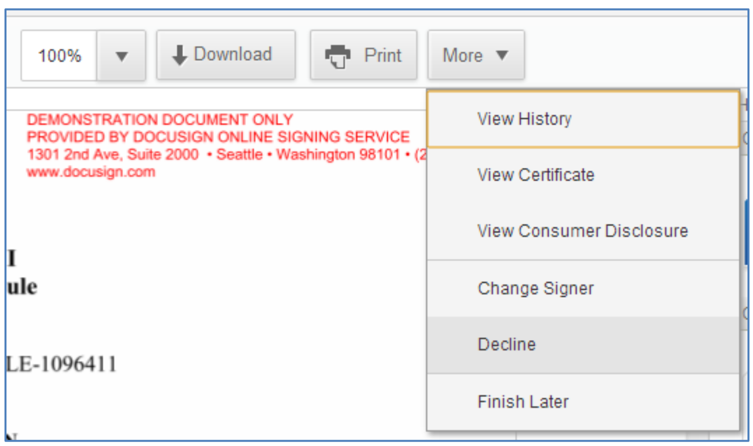
c. Click **Decline** to display a confirmation window.



d. Click  to complete the signature decline process. You will receive an email confirmation that you have declined to sign the document.

Option 2: Decline to sign from the contract review screen.

a. Once you are on the document review page of DocuSign, click the  button to reveal a drop-down menu.



b. Choose the **Decline** option and follow the steps discussed in **Option 1**.

All signers will receive an email informing them that the DocuSign envelope (contract document) has been declined. This effectively cancels the eSignature process for this contract document—no other signers will be able to view or sign the original contract until the contract has again been submitted for eSignature through CLM (details below).

Return to Selectica CLM. Click the Signature link in the Lifecycle Sidebar. The Signature page displays the Document Status as "Signature has been cancelled." eSignature Document Details displays information and a reason if one was entered.

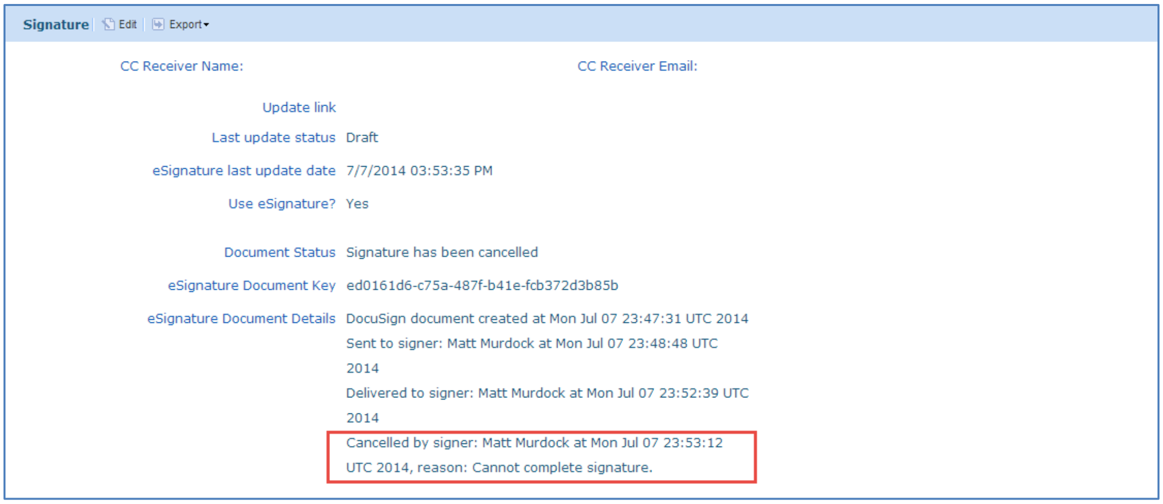


Figure 130 **Signature Page with Cancellation Status**

For information on how to reset eSignature following a decline in either DocuSign or EchoSign, see [Section 6.4.1](#).

6.3 Reassigning the Contract Document

Using EchoSign:

If a signer determines that another party should be responsible for signing the contract document, there are two easy ways to reassign signature responsibility using EchoSign. The signer can either:

- Click on the link in the initial email: "Do you need to forward this to a party authorized to sign it? **Click here**." OR
- From the Contract Document review window in EchoSign, click on the link **Someone else should sign**.

Upon clicking either link, a form is displayed as shown in the following figure.

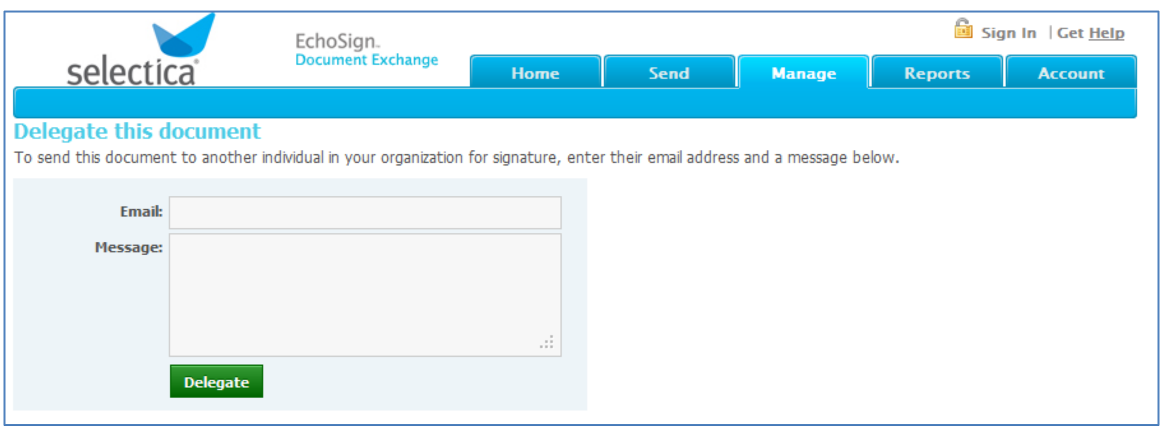
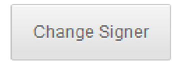


Figure 131 **Delegate Signature form**

The signer must enter an email address and a short message, then click the **Delegate** button. The contract document is sent to the email recipient, who can then use EchoSign to complete the eSignature process. The Document Status in CLM will remain set to "Waiting for Signature" until all signatures have been submitted.

Using DocuSign:

If a signer determines that another party should be responsible for signing the contract document, there are two easy ways to reassign signature responsibility using DocuSign. The signer can:

- From the Request for Signature window in DocuSign, click the 

button. OR
- From the document review page, click the **More** drop-down and select **Change Signer**.

Upon clicking **Change Signer**, DocuSign displays the following form:

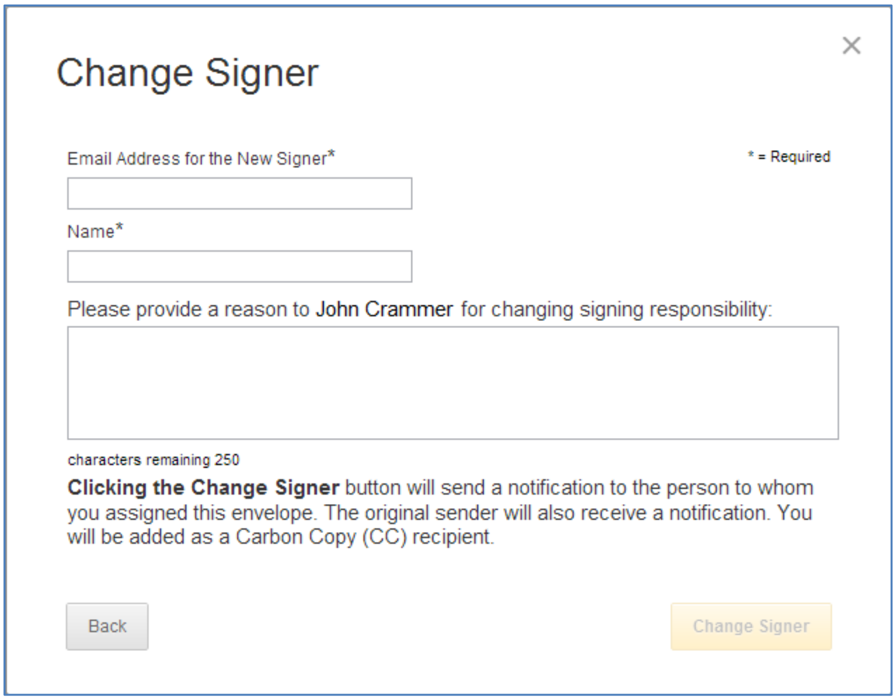


Figure 132 DocuSign Change Signer form

The signer must enter the email address and name of the new signer and an optional short message, and then click the 

button. The new signer and the contract owner will both receive email notifications regarding the reassignment, and the new signer will be provided with a link to DocuSign. The contract's Document Status in CLM will remain set to "Waiting for Signature" until all signatures have been submitted.

6.4 Cancelling and Resetting the eSignature Process

At any time prior to completion of the eSignature process (EchoSign or DocuSign), the contract owner or manager has the option to cancel it from the contract's Signature page. You cancel eSignature by clicking on the **Cancel eSignature** button.

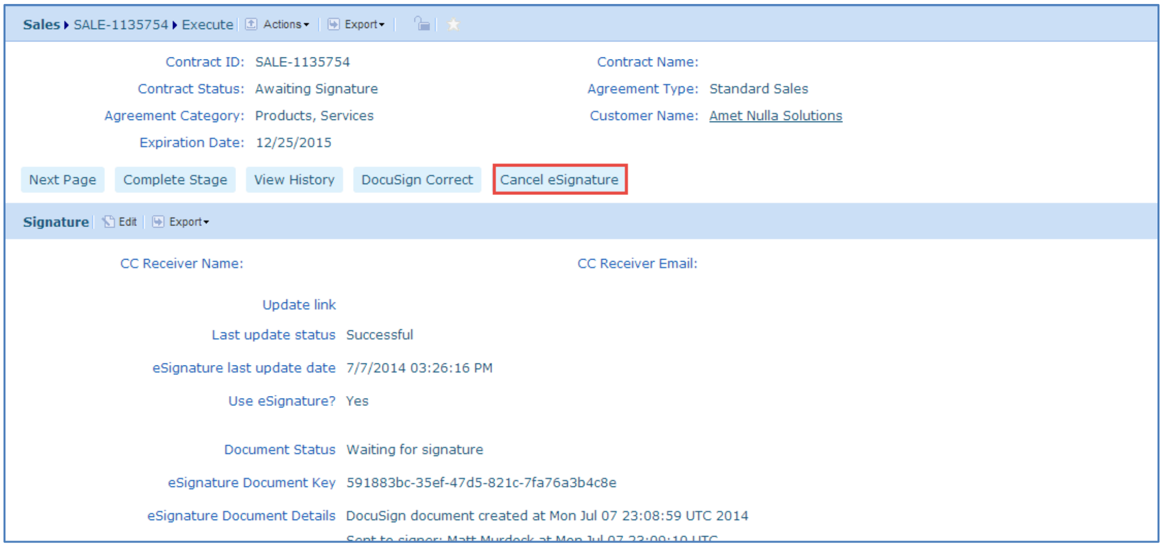


Figure 133 **Signature Page with Cancel link visible**

Note: The **Cancel** button is visible and useable by anyone with edit privileges for the current contract record.

To cancel an eSignature process:

1. Navigate to the contract record with a contract document that has been sent out for eSignature.
2. From the Signature page, click **Cancel eSignature**.
3. The page refreshes to display the cancelled process.

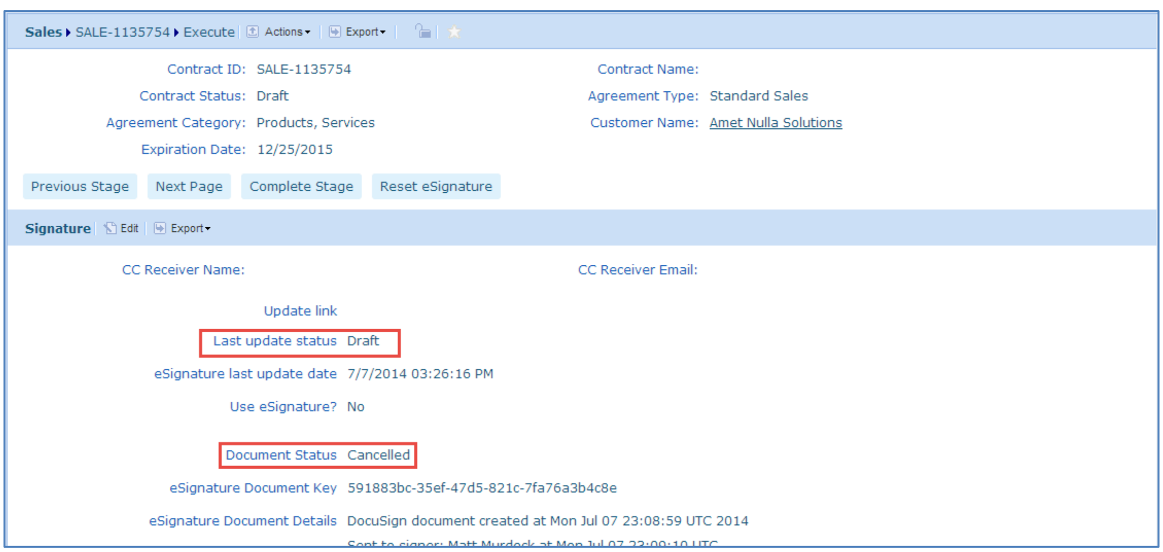


Figure 134 **Signature Page following cancellation**

The Document Status changes to “Cancelled,” the Last Update Status changes to “Draft” and “Use eSignature?” is set to “No.” The current envelope is voided and a notification email is sent informing signers (only those signers previously notified to sign) of the cancellation of eSignature for this contract document.

6.4.1 Reset eSignature

After eSignature has been cancelled, you have the option to start the eSignature process again by resetting the form in CLM. To reset the Signature page:

1. Click **Reset eSignature**.

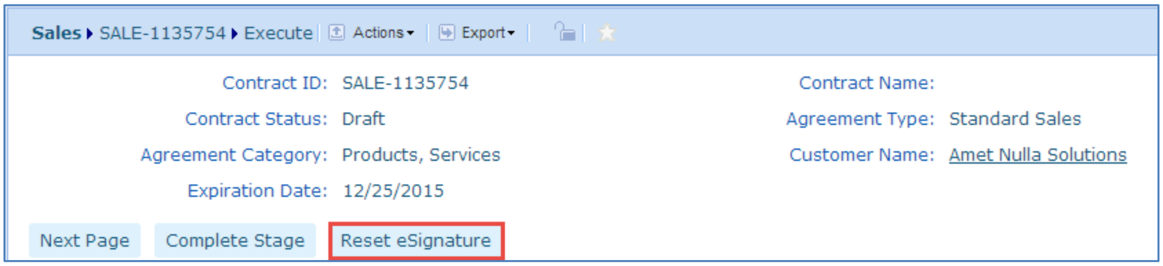


Figure 135 **Reset eSignature**

2. The Signature page refreshes, changing the “Use eSignature?” field back to “Yes.” All previously entered information and selected documents are cleared from the form.

3. Click **Edit** to restart the eSignature process. Return to Section 6.1 in this guide for step-by-step instructions.

6.5 Signing the contract without eSignature

As an alternative to using eSignature functionality, you have the option to forego this feature and manually print and sign the contract document. From the Signature form, choose “No” as the option for “Use eSignature?” Once you have chosen to sign the contract manually, and a signed contract document has been uploaded as an attachment, you can move the contract to the **Manage** stage.

7 Managing Contract Records

At this point, your contract is in the **Manage** stage of the workflow and becomes an obligation managed over its lifetime.

Several features are available for you to manage your contracts. In this chapter, we'll guide you through the **Contract Resources** section of the left Sidebar, links from the **Actions** pull-down, and the buttons on the **Main** page. Depending on the requirements of different contract types, Sidebar sections and links may be configured differently. The following screen shows an example of a contract in the **Manage** stage.

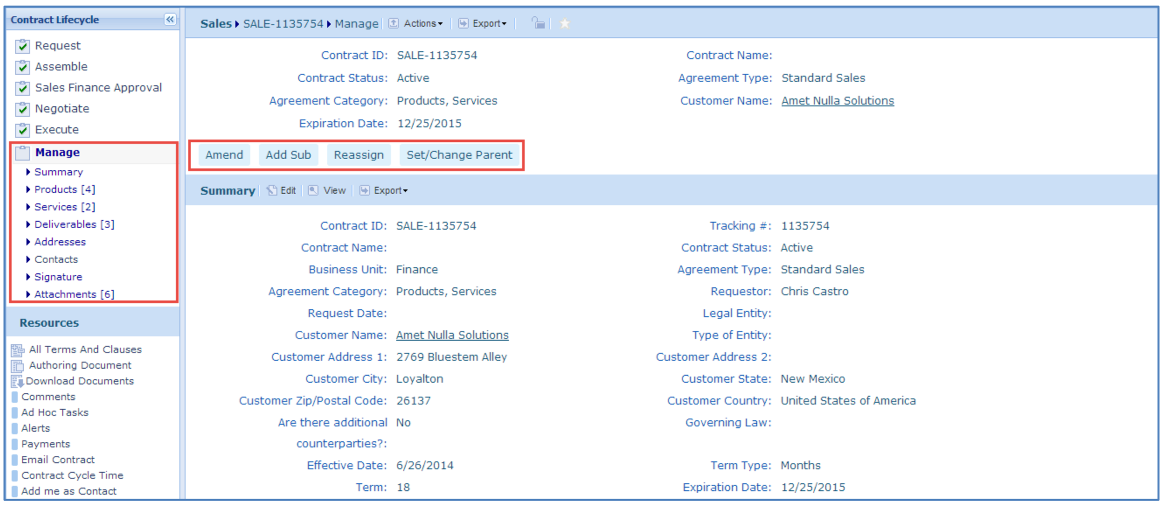


Figure 136 Managing Contracts Stage

IMPORTANT NOTE: As with previous stages of the contract workflow, components for the contract type are available in the Contract Lifecycle Sidebar and can be edited. However, depending on your organization's settings, some or all of these components may or may not be editable. If component data is edited and must be incorporated into the contract, the managing user will be required to either return to a previous stage to draft a new version of the contract, or initiate an amendment process. For detailed instructions on the amendment process, refer to the Adding Amendments section later in this document.

7.1 Manage Buttons

For full access to all options available during the **Manage** stage, click on the **Go to Manage Stage** button (or the Manage link in the Contract Lifecycle Sidebar). The following page is displayed:

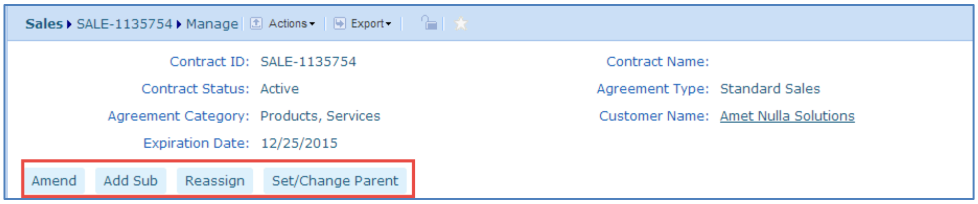


Figure 137 **Manage Stage Buttons**

The buttons available on this page are configurable depending on the visibility, privilege and contract blueprint configuration. The following buttons are available to support the stage:

- **Amend** – initiates an amendment process. For more information on creating Amendments, refer to the section Adding Amendments.
- **Add Sub** – creates a sub-agreement. The tree of subcontracts appears in the Sidebar. See Adding Subcontracts.
- **Reassign** – reassigns contract record to one or more authorized users.
- **Set/Change Parent** – assign a parent contract. Refer to the section Flexible Hierarchy: Set/Change Parent Button.
- **Export** – this button appears above each component panel and allows you to choose to export the component data to PDF, HTML or Excel (Comma Separate Value).
- **View** – this button appears above each component panel to give you a full view of all the information associated with the panel.
- **Edit** – gives you the opportunity to edit the information associated with the panel on which it appears.
- **Actions** – if you have the assigned permissions, access the options to:
    - View and reassign the **Workgroup** assigned to the contract record.
    - View the **Activity Log** (if you have permission to do so) to view or export an audit report of all modifications made to the current Contact record.
    - View the **Current Stage** (if you have navigated to a different Stage).
      Note: these Actions are detailed below in the *Actions Tool* section.

7.2 Download Contract Documents

Selectica CLM provides you with the means to download contract drafts, executed contract documents, attachments and/or contract packages containing any related contract documents directly from the Contract Summary list. To view a list of contracts, click on the **Contracts** tab and follow the path to the desired contract type. In the following figure, we are viewing a list of Sales contracts:

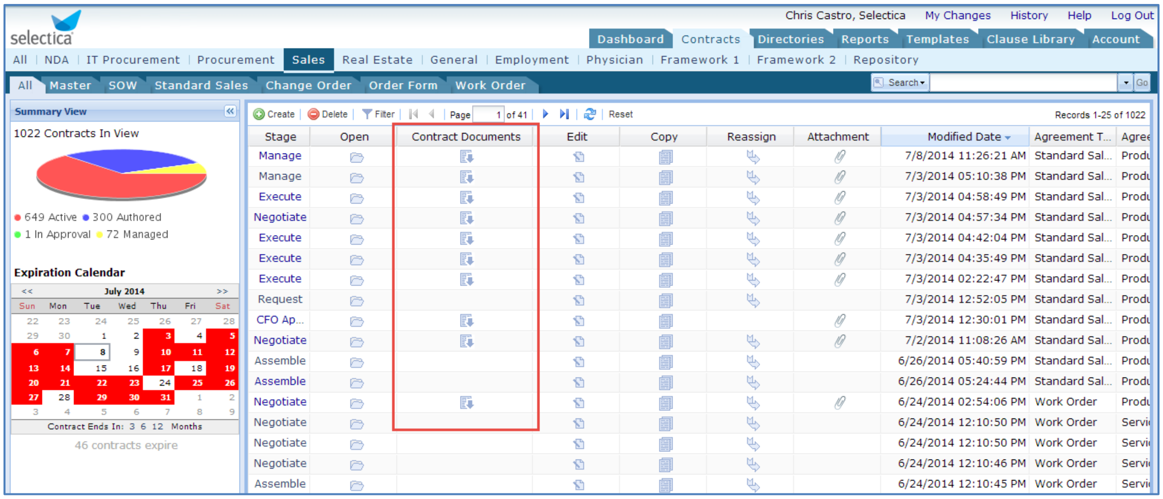


Figure 138 Sales Contract Summary List

Any contract records that contain generated or executed contract documents or attachments show the icon under the **Contract Documents** column. Click on this icon to:

- Download the *latest* draft version(s) of the contract document or all documents contained in the contract package.
- Download one or more fully executed contract documents (signed contract documents attached to the contract record as “Signed Contract”).
- Download any attachments that are a part of the contract record.

To download contract documents and/or attachments:

1. Click the icon in the Contract Summary list. A pop-up window is displayed.

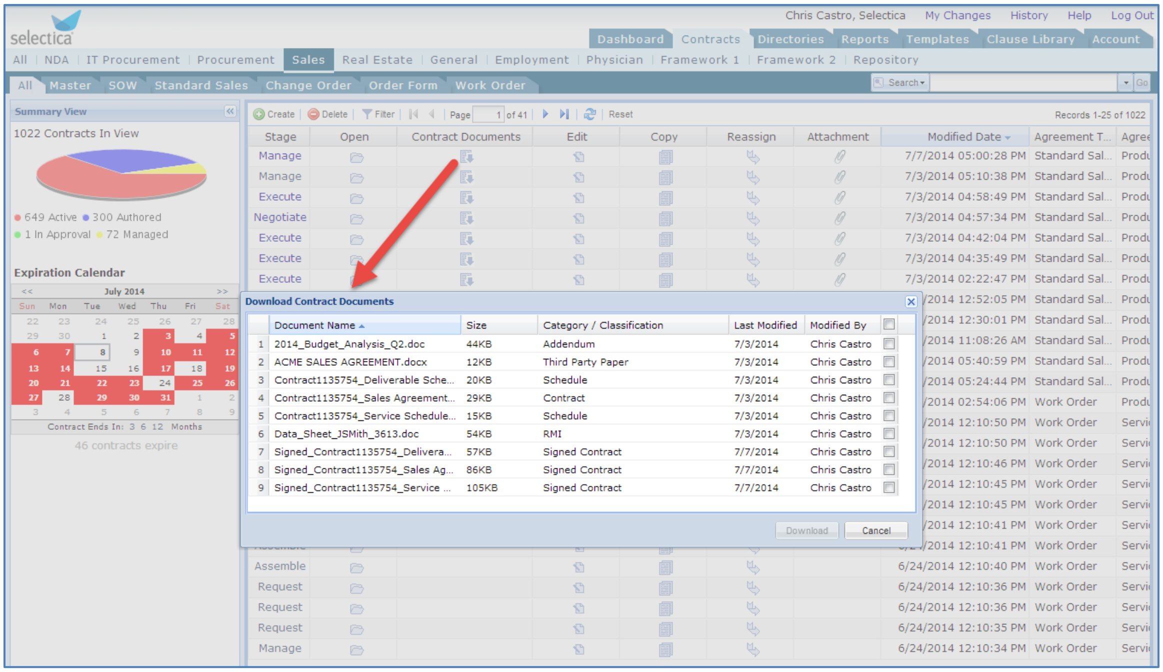


Figure 139 Download Contract Documents from Summary List

2. Click on the check box at the end of a row to select a contract document and/or attachment to download. You can select more than one check box to download multiple documents, or click the checkbox at the top of the column to select all documents for download. All contract documents are automatically selected by default.

Note: Only the *latest* version of each listed contract document and/or attachment is available for download. In the case of managed contracts and contracts with active amendments, all fully executed signed contracts can be downloaded as a compressed ZIP archive.

Click **Download** to download all selected documents. If you select a single document it will download in its current format. If multiple documents are selected, they will download as a compressed ZIP archive. If a contract record has been amended, and has reached the Effective View with active amendments, you can use this resource to download a ZIP file of all signed, executed contracts in PDF format.

You can also download contract documents from the Resources sidebar within the contract record. Refer to Download Documents for more information.

7.3 eSignature Management

Just as in the **Execute** stage, you have the opportunity to access the **Signature** component from the workflow sidebar. However, because the contract has already been executed, you can view the Signature component but you cannot make any edits. If your organization requires additional signers at this point, it is recommended to create an amendment and take it through the Lifecycle to the **Execute** stage to obtain additional signatures.

8 Resources Sidebar

The **Resources** section of the Sidebar provides additional functionality for the contract management process. The resources included and the order in which they appear is configurable; below is one example. These resources are also used within the business process workflow stages for some contract types. This is also configurable.

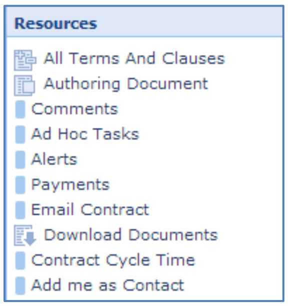


Figure 140 Resources

The tools apply to one selected contract. They do not apply generally to contracts of a Contract Type, or to any other business object. Thus, a specific contract must be selected, when you are working with the **Resources** options. We refer to this as the current contract, or the currently selected contract.

The following table describes the **Resources** options.

Sidebar Resource	Description
Authoring Document	View the last version of the contract from inside the browser.
Create Adhoc Document	Quickly create a contract based on a stored template. Not available in Execute or Manage stages.
Download Documents	Download the *latest* contract draft document(s) and/or attachments to the contract without leaving the current screen in CLM.
Comments	Enter comments related to the contract.
Ad Hoc Tasks	Describe related components that must be performed in support of the contract, and assign the components to a person.
Alerts	Create email and Dashboard Inbox notifications on date-based events in the contract lifecycle.
Email Contract	Email a contract document to users.
Contract Cycle Time	View vital and useful statistics on contract's progress through the workflow, including the time spent in each stage.
Payments	Create payment streams and allocate payments to cost centers. Available only in IT Procurement, Procurement and Sales contract types.

Sidebar Resource	Description
All Terms and Clauses	View all terms and clauses used in the most recent version of the contract document.
Add me as Contact	Add the logged-in user as a Contact multi-card entry for the current contract record.

The following section provides additional information on some of the **Resource** features.

8.1 Adding Alerts

To manage compliance events on the current contract, you can set alerts for each contract record that are triggered by dates associated with the contract, such as start and end dates. When set, these alerts are transmitted as e-mail messages to the specified parties.

8.1.1 To create an alert:

1. Click the **Alerts** link in the **Resources** Sidebar.

2. Click **Create** to display the Alerts form.

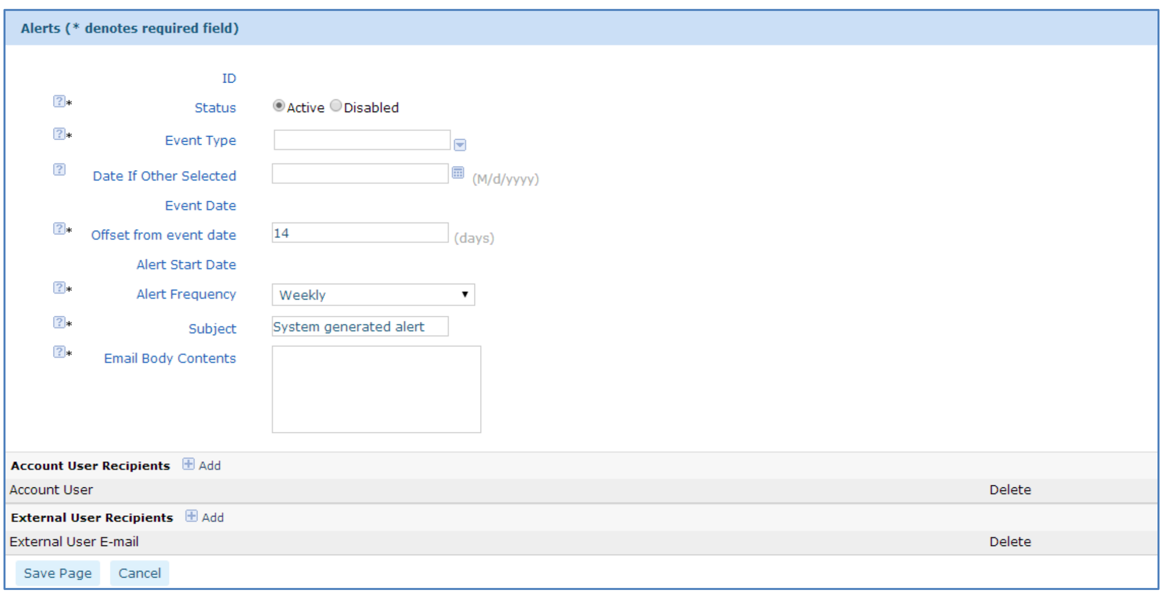


Figure 141 New Alerts form

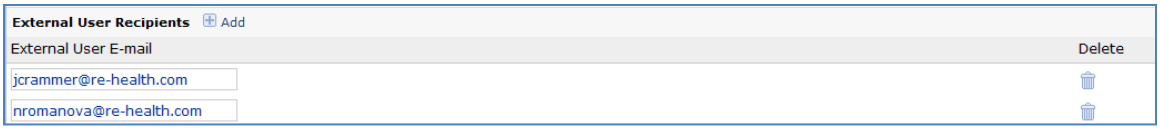
3. Complete the form. The following table describes the fields:

Field	Description
Status	Change the alert status: **Active –** enables the alert. **Disabled –** disables the alert.

Field	Description
Event Type	Select the type of event that triggers the alert from the drop-down list. Event Types available are: • Date (Comments) • Due (Ad Hoc Tasks) • Effective Date (Summary) • Expiration Date (Summary) • Last Modified (Attachment) • Recorded Date (Contract) • Request Date (Summary) • Other (see below) Depending on the contract type, there may be other event types available. Any date-based event existing for any component in the contract will be available (e.g. "Pay Date" from the Payments component).
Event Type (if Other)	If you selected **Other** in the drop-down list, type a description of the event type.
Date if Other Selected	If you selected **Other** in the drop-down list, type the event date using the mm/dd/yyyy format, or click the calendar icon to locate and select a date.
Event Date	Read only field based on Event Type selected.
Offset from event date	Type the number of days before the event when the alert should be triggered. (Default=='14')
Alert Start Date	Displays the date the alert is triggered, calculated using the Offset date and the Event date.
Alert Frequency	Select the interval in which the alert sends messages. (Default=='Weekly')
Subject	Type the subject-line message that accompanies this alert. (Default=='System Generated Alert')
Email body contents	Type a standard text message to include in the body of the e-mail transmission.

4. Add one or more recipients for e-mail alerts:

   - For each **External User**, click **Add** in the External User Recipients area. You can then enter email recipients. Click **Add** to create additional fields.



- For each Selectica CLM System **Account User**, click **Add** in the Account User Recipients area and select the user from the Account User drop-down list.

5. Click **Save Page**.

The page refreshes, showing a list of alerts associated with this contract. If necessary, you can click **Edit** to make adjustments to the alert.

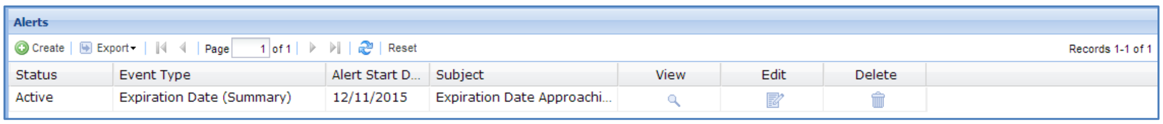


Figure 142 **Alert Page**

6. Click the **View** icon to display details about the alert, including external email and user recipients.

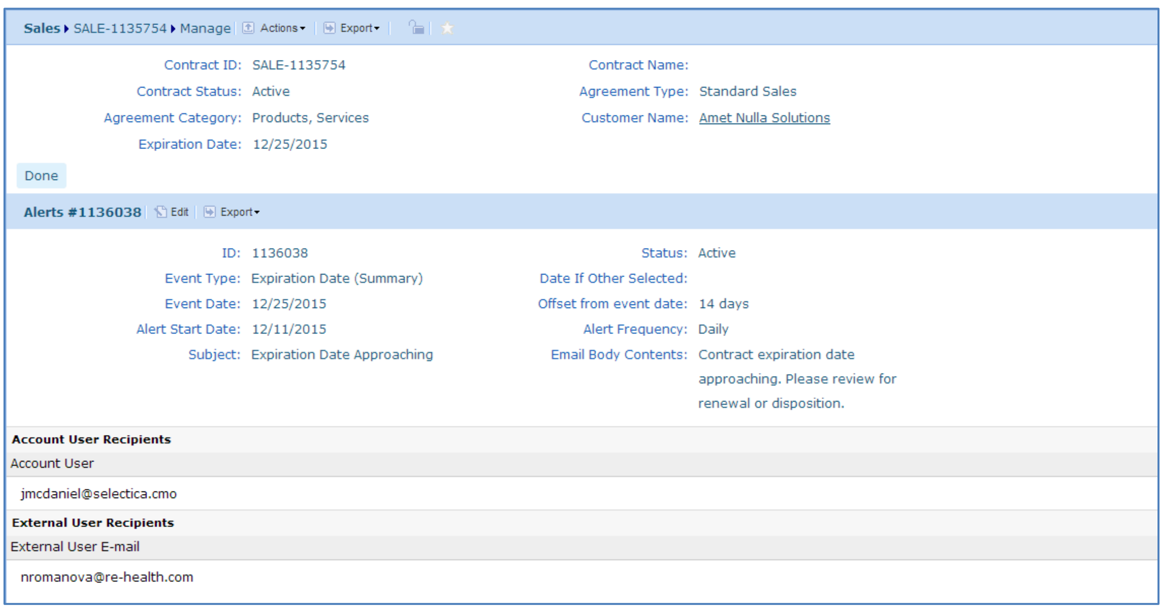


Figure 143 **View Alert Details**

7. Click **Done**.

You return to the main contract page with the alert information added to the Alerts section.

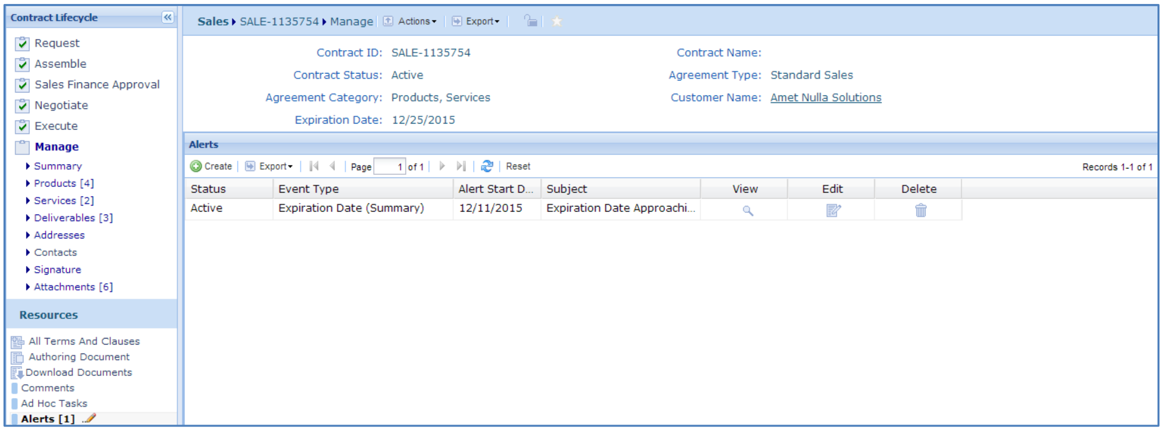


Figure 144 **Completed Alert**

Repeat the process for each alert associated with this contract record. After an alert has been set up, the system begins sending e-mails to the recipients according to the frequency you specified in the alert. Alerts also appear on your Dashboard in the "My Alerts" section. The alert remains active until you disable or delete it, or until the Event Date has been reached. A System Administrator can also configure the alert to remain active beyond the Event Date by modifying the Extended Alert Timeout field in Account Settings.

8.2 Download Documents

You can use the Download Documents link in the Resources Sidebar to:

- Download the *latest* draft version(s) of the contract document or all documents contained in the contract package.
- Download one or more fully executed contract documents (signed contract documents attached to the contract record as "Signed Contract").
- Download any attachments that are a part of the contract record.

Download Documents is only available as a resource in certain stages, usually beginning at the Assemble stage, as this is the first stage in which contract documents are generated. If a contract record has been amended, and has reached the Effective View with active amendments, you can use this resource to download a ZIP file of all signed, executed contracts in PDF format.

To download contract documents and/or attachments:

1. Click the Download Documents link in the Resource Sidebar. A pop-up window is displayed.

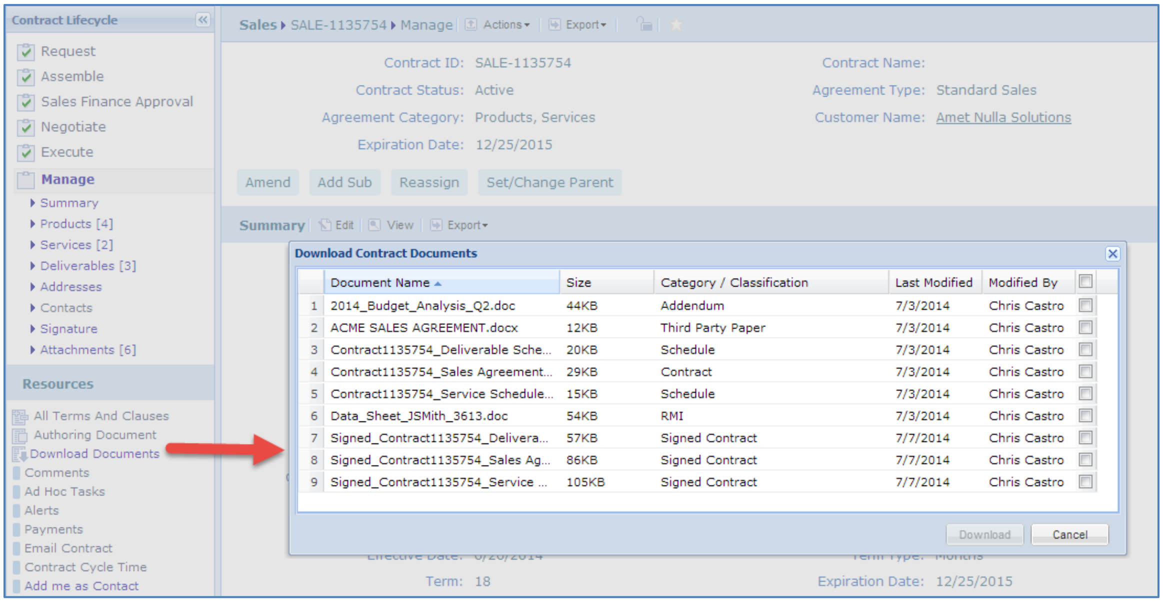


Figure 145 Download Contract Documents window

2. Click on the check box at the end of a row to select a contract document and/or attachment to download. You can select more than one check box to download multiple documents, or click the checkbox at the top of the column to select all documents for download. By default, all contract documents are automatically selected.

Note: Only the *latest* version of each listed contract document and/or attachment is available for download. In the case of managed contracts and contracts with active amendments, all fully executed signed contracts can be downloaded as a compressed ZIP archive.

3. Click **Download** to download all selected documents. If a single document is selected, the document will download in its current format. If multiple documents are selected, they will download as a compressed ZIP archive.

8.3 Adding an Ad Hoc Task

To identify required tasks for the current contract that are not preconfigured into the Contract Type, the system provides a resource that allows you to define an Ad Hoc Component. This allows any user with access to this feature to assign tasks on the fly to any other user that is involved with the contract. When you click on this resource, the system displays the following panel.

8.3.1 To add Ad Hoc Tasks:

1. Click the **Ad Hoc Tasks** link.

   The following page displays the Ad Hoc Tasks panel.

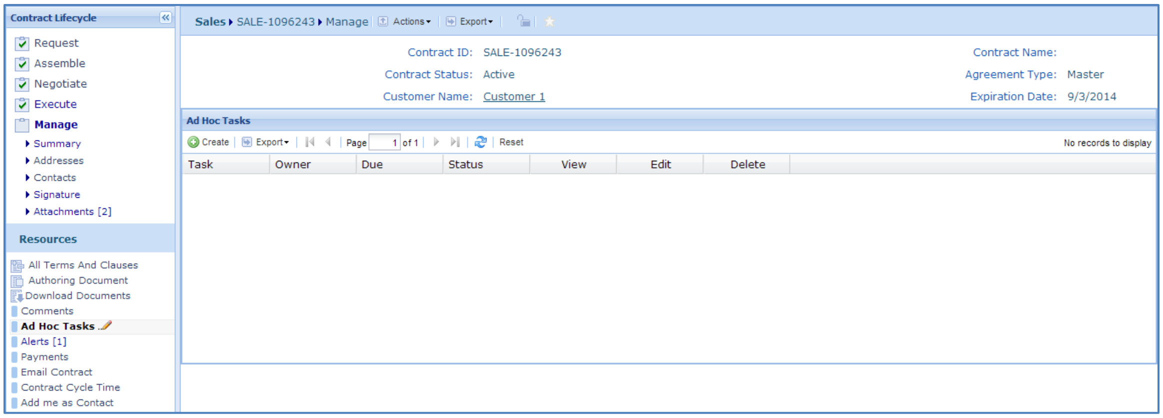


Figure 146 List of Ad Hoc Tasks

2. Click **Create** to display the form you use to define the Ad Hoc Task. The form appears as below.

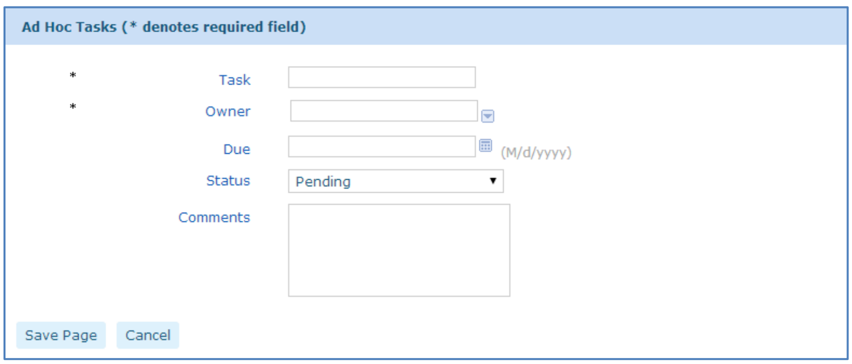


Figure 147 New Ad Hoc Form

3. Fill in the fields (fields marked with * are required):
   - **Task** – Give a description of the task to be performed.
   - **Owner** – Specify the person assigned to perform the component. Select from a drop-down list of group members.
   - **Due** – Enter the date when due in the form dd/mm/yyyy. You can click on the Calendar icon to select a date from the interactive calendar.
   - **Status** – Choose from possible status identifiers: Pending, In Progress, Complete, or Deferred.
   - **Comments** – Enter any free form text to further explain the component.
4. Click **Save Page** when complete.

8.4 Adding Comments

To associate text comments with the current contract, the system provides a resource that allows you to enter the comment and tracks the user who entered it as well as the date of entry.

8.4.1 To add comments to the contract:

1. Click the **Comments** link in the **Resources** Sidebar.

The following page displays the Comments panel.

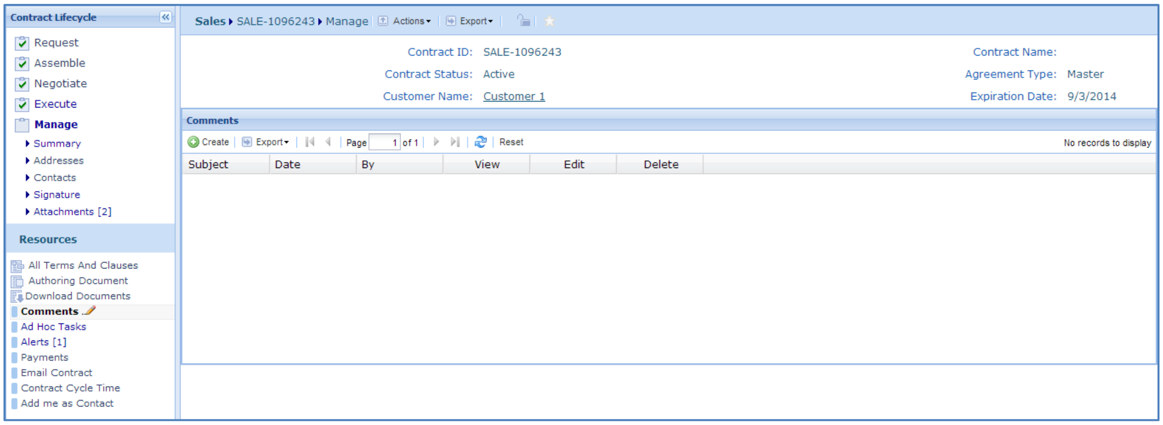


Figure 148 **List of Comments**

2. Click **Create** to add a comment. The Comments form is displayed.

Figure 149 **New Comments form**

3. Enter your comments and click **Save Page**.

8.5 Emailing Contracts

You can email a contract document to a list of people from the **Email Contract** link in the **Resources** section of the Sidebar (depending on the contract type, this link may be available in the Lifecycle or Resources sections of the Sidebar).

8.5.1 To email a contract:

1. Click the **Email Contract** link.

The following page displays the Contacts panel.

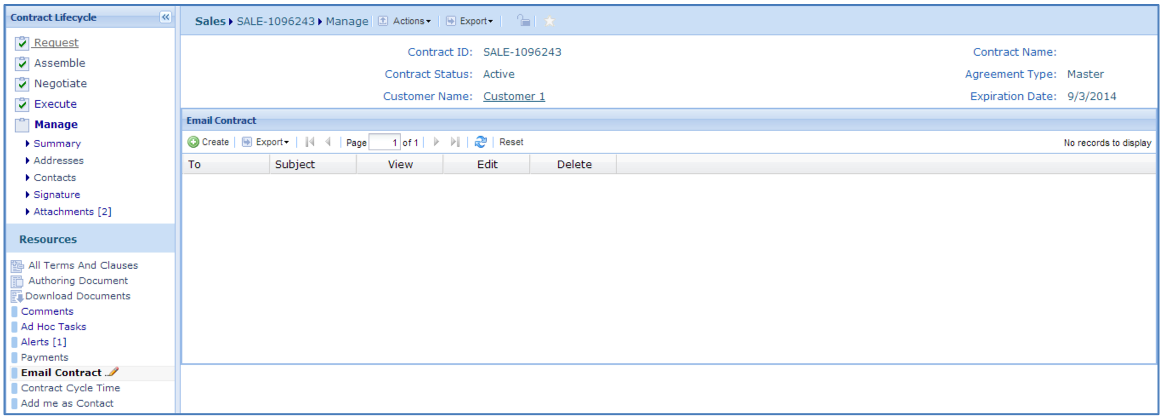


Figure 150 List of Emailed Contracts

2. Click **Create** to display the Contract Email form.

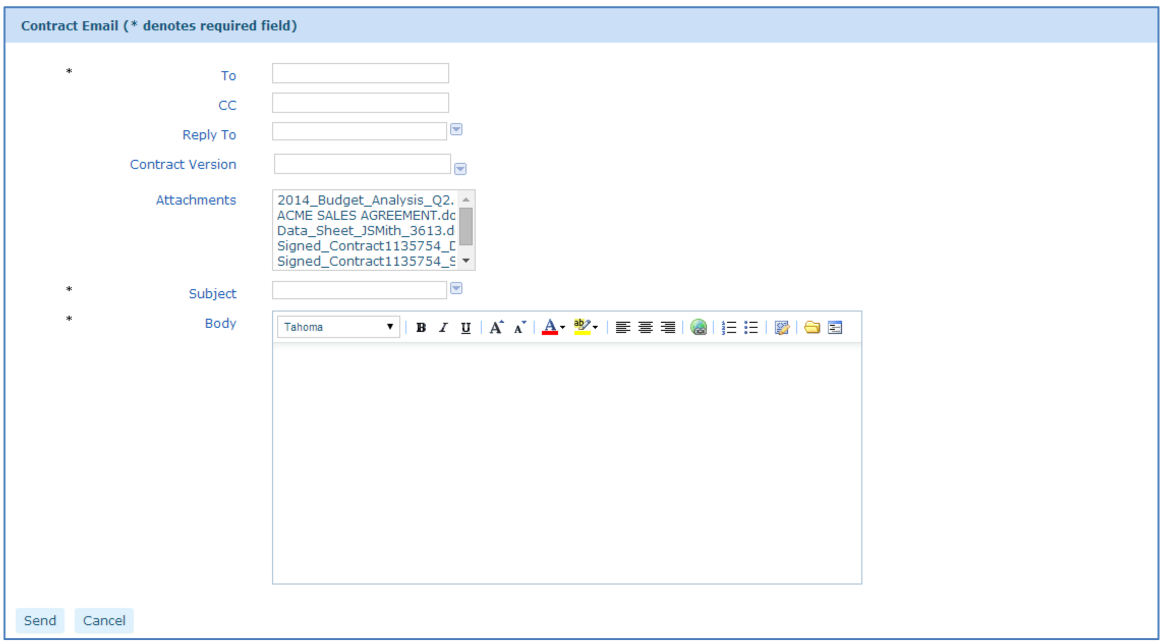


Figure 151 New email form

3. Enter the recipient in the **To** field (multiple recipients delimitated by a comma).
4. Enter the **CC** recipient if applicable (multiple recipients delimitated by a comma).
5. Select the **Reply To** recipient(s).
6. Select the **Contract Version** you want to send.
7. Select the **Attachments** if applicable. You can select one or more of the existing contract attachments. To select more than one, hold down the Shift or Ctrl keys while selecting.
8. Enter a **Subject**. You can click the **Choose Field** icon to embed one or more contract field variables.
9. Enter a message in the **Body**. Formatting options are available in the toolbar.
10. Click **Send**.

8.6 Contract Cycle Time

Contract Cycle Time is a resource that gives you an overview of the contract through the various stages of the Contract Lifecycle Workflow. This not only allows you to determine the amount of time the contract has spent in the various stages of the workflow, but also the number of times the contract has been in one stage or another (due to renegotiations, changes to terms, etc.). Contract Cycle Time is updated upon entry to the Manage stage or when the contract leaves any stage. The following figure shows an example of the Contract Cycle Time for a Sales contract.

Figure 152 Contract Cycle Time Details

8.7 Add me as Contact (Custom Resource)

Add me as Contact is different from other contract resources in that you use it to populate a page in the contract record with just one click. When you click on the link in the Resources panel, a custom script is triggered that creates an entry in the Contact multi-card corresponding to the currently logged-in user. CLM displays the following message:

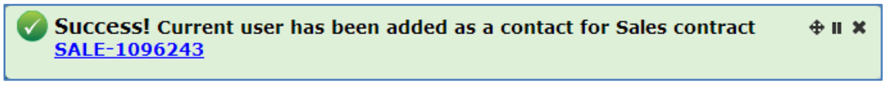


Figure 153 Add me as Contact success message

The Contacts multi-card increments by 1, and you can click on the Contacts link in the Workflow Sidebar to view the new entry:

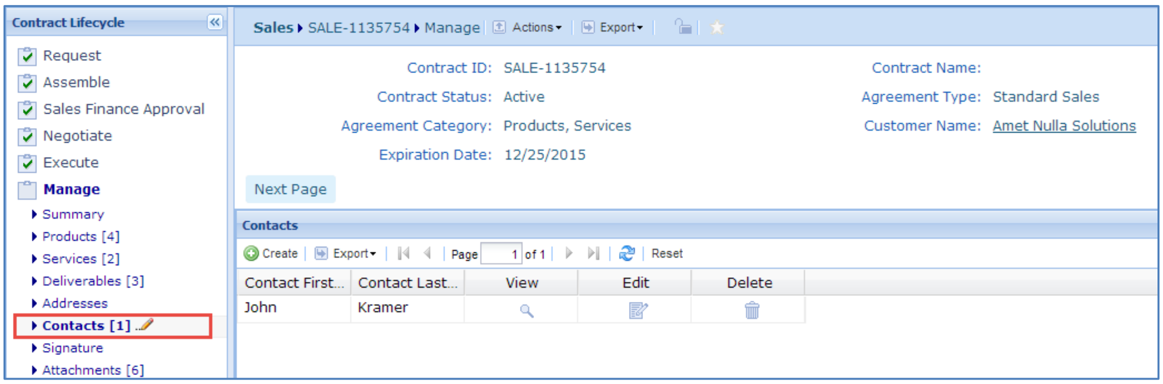


Figure 154 Current User Contact Added

Add me as Contact represents a pre-configured action available with the release of CLM 6.1, and is an example of a custom, scripted action that is now available for any configuration of Selectica CLM. Please contact Selectica Professional Services or your IT Administrator for details on creating additional custom resources and actions.

9 Actions Tool

The **Actions** button is available on the Header bar of the contract record and provides additional functionality for the contract management process. Access to each tool is based on the security permissions of the user.

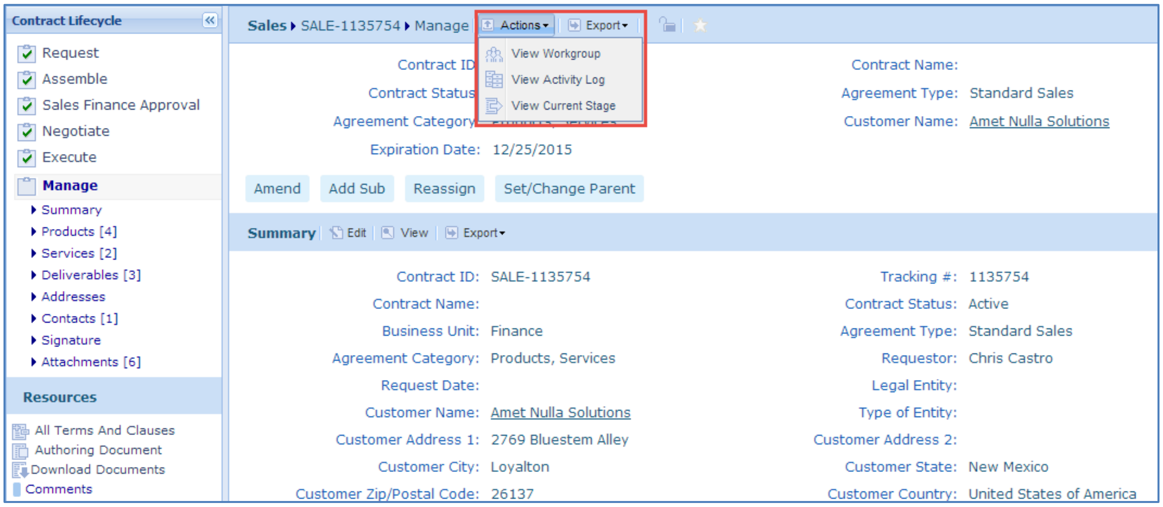


Figure 155 Actions Tools

The following table describes the **Tools** options.

Option	Description
View Workgroup	Identify people to carry out Manage components (access is based on security permissions).
View Activity Log	View or export an audit report of all modifications made to the current contract record (access is based on security permissions).
View Current Stage	If you've navigated to another screen, this will display all summary data for the current stage.

9.1 View Workgroup

The [View Workgroup] resource provides you with the ability to view/add new users and grant them various access to the currently selected contract. To protect your organization you want to control access to this contract. You want to know who edits it, who views it, who can delete it, and who is included in its collaboration circle.

While you are in the **Collaborate** stage, for example, you might want to add another collaborator to the list of collaborators on this contract. You do not want to allow this collaborator to look at any other contracts, but you want to give the person the privileges to edit and view the current contract.

Similarly, you might want to allow a group access to the current contract without granting them access to any other contracts.

The **Edit Workgroup** resource provides the means to accomplish those objectives.

9.1.1 To edit a Workgroup:

1. Click the **View Workgroup** link from the **Actions** pull-down to display the **Workgroup** panel, as shown in the following example.

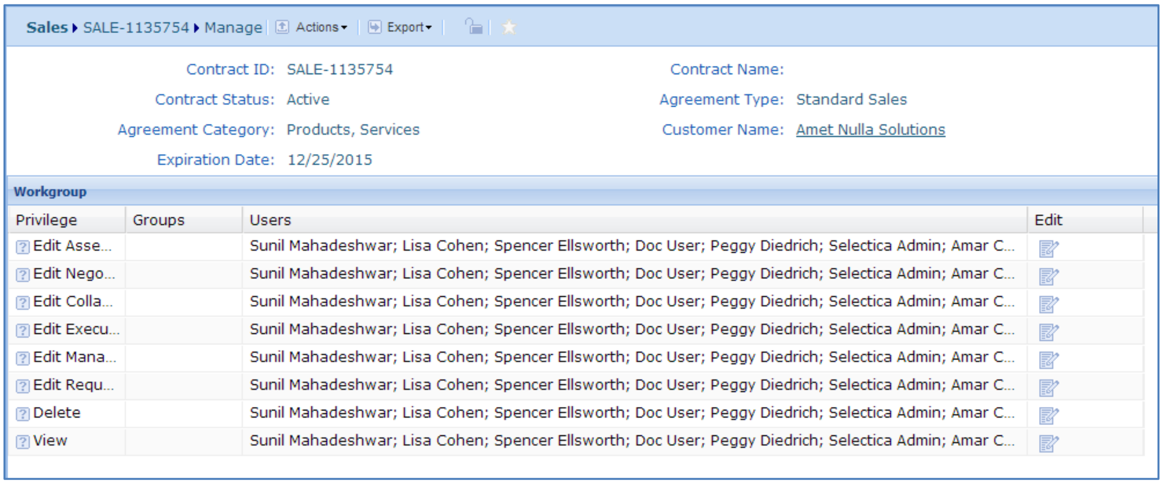


Figure 156 List of Workgroups

The **Privilege** column on the **Workgroup** panel lists the activities available to users. These privileges are:

- **Edit Assemble** – the ability to make changes to a contract record and create a new contract document.
- **Edit Execute** – the ability to finalize a contract and approve signatures.
- **Edit Manage** – the ability to manage an active contract.
- **Edit Negotiate/Collaborate** – the ability to negotiate a contract.
- **Delete** – the ability to delete a contract from the system repository.
- **View** – the ability to view contract documents.

2. When you click on the **Edit** icon, the **Select to Add** panel is displayed on the Main Page allowing you to add users to the privilege shown in the left column.

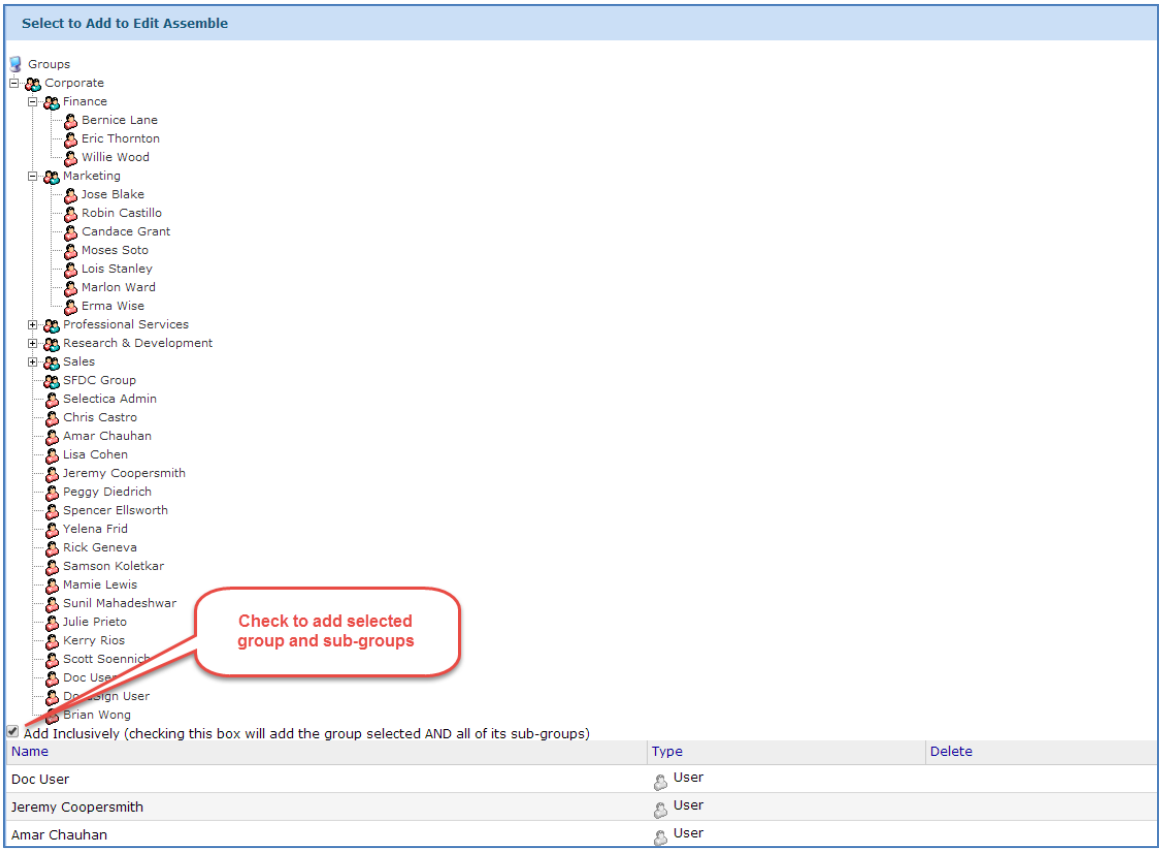


Figure 157 **Edit Workgroup panel**

The corporate hierarchy, from the top-level groups (Corporate, Finance, IT, Legal, etc.), down to individual users, is displayed in the top panel. The bottom of the panel displays a list of groups and users with current authorization.

Groups are indicated with a two-person icon.

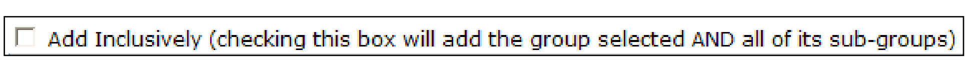
Individual users are indicated with a single-person icon.

9.1.2 Add Group

A plus sign (+) to the left of a group indicates that it has one or more sub- groups. Click on the plus sign to expand a group to see sub groups.

To add a group to the privilege list, click on the group name. It then appears on the list.

If you want to add the group and all sub groups, click the check box at the bottom of corporate hierarchy to put a check mark in the check box.



When your entries are complete, click the **Done** button.

9.1.3 Add Individual User

To add an individual user to the privilege list, click on the user name. It then appears on the privileged list. When your entries are complete, click the **Done** button.

9.2 View Activity Log

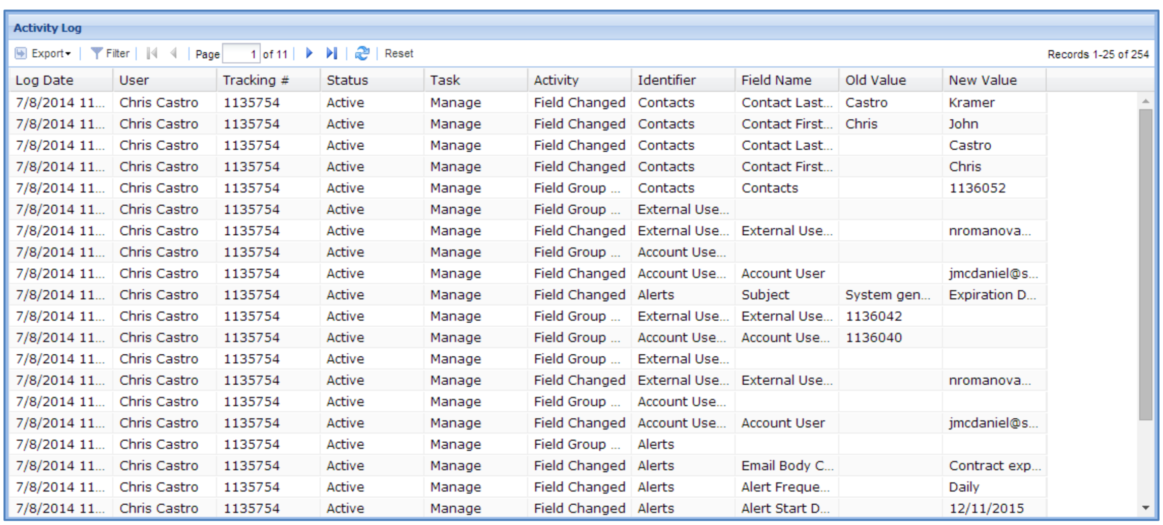
Activity Logs are records of all activity in the system for the current contract record. Reviewing the Activity Log allows you to track all actions, and also allows you to go back to a specific activity. The log includes:

- **Log Date** when activity was performed.
- **User** who performed the activity.
- **Task** or stage the contract was at when the activity was performed.
- **Activity** performed.
- **Identifier** or component/section of the Component/contract stage.
- **Field Name** affected.
- **Old Value** of field.
- **New Value** of field.

Thus, you can track who made modifications or additions, when they were made, and what resources they used.

9.2.1 To view the Activity Log:

To view the Activity Log, click the View Activity Log link from the **Actions** pull-down in the record header. The **Activity Log** page appears. The following is an example.



Activity Log

Export Filter Page 1 of 11 Reset Records 1-25 of 254

Log Date	User	Tracking #	Status	Task	Activity	Identifier	Field Name	Old Value	New Value
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Changed	Contacts	Contact Last...	Castro	Kramer
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Changed	Contacts	Contact First...	Chris	John
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Changed	Contacts	Contact Last...		Castro
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Changed	Contacts	Contact First...		Chris
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Group ...	Contacts	Contacts		1136052
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Group ...	External Use...			
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Changed	External Use...	External Use...		nromanova...
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Group ...	Account Use...			
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Changed	Account Use...	Account User		jmcdaniel@s...
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Changed	Alerts	Subject	System gen...	Expiration D...
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Group ...	External Use...	External Use...	1136042	
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Group ...	Account Use...	Account Use...	1136040	
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Group ...	External Use...			
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Changed	External Use...	External Use...		nromanova...
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Group ...	Account Use...			
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Changed	Account Use...	Account User		jmcdaniel@s...
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Group ...	Alerts			
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Changed	Alerts	Email Body C...		Contract exp...
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Changed	Alerts	Alert Freque...		Daily
7/8/2014 11...	Chris Castro	1135754	Active	Manage	Field Changed	Alerts	Alert Start D...		12/11/2015

Figure 158 Activity Log Page

From the Activity Log list, you can:

- Click the **Export** button to export the Activity Log to PDF or Excel (Comma Separate Value). **Note:** Exporting the Activity Log is a resource-intensive operation and may affect system performance. It is recommended that exports are only performed by Administrators during non-peak hours.
- Click on the **Filter** button to open the Extended Filter window. If a filter has been created and is active

the **Clear Filter** button will be displayed.

- Click on the page navigation buttons to go to the **First Page**, **Previous Page**, enter a specific page number, or go to the **Next Page** or **Last Page**.
- Click on the **Refresh** button to refresh the data in the record listing.
- See the total number of records in the list.
- Click on and drag the line separating a column header to resize the column width.
- Click on a column header to sort the list by that field in ascending or descending order. If a column has been sorted, it will be highlighted and either the **Sort Ascending** icon or the **Sort Descending** icon will be displayed.
- Click on a column header pull-down (right-side of the column header) to access the **Columns** selection list to add or remove columns from the listing.
- Click on a column header to reorder it in the list by dragging and dropping it between other column headers.
- Click **Reset** to restore all columns in the table to default widths and positions.

9.3 View Current Stage

To view all contract data for the current Stage, click the <u>**View Current Stage**</u> link from the **Actions** button. This will expand all the components in the contract so that you can view all the information on one page.

10 Adding Subcontracts

While a contract stands during its specified calendar term, you may need to create additional subcontracts. A contract type can be configured with the option to create subcontracts at various stages of the contract lifecycle, establishing a hierarchy of parent and subcontracts. There are two options which allow the user to create a subcontract. Both of these options can be used at any stage of the contract lifecycle and users can view the entire hierarchy along with the status of each contract in the hierarchy.

- **Add Sub** button – When selected, a subcontract is created which initially is a copy of the parent contract record. Once created, it can be edited. The relationship between the parent agreement is established and can only be broken if the subcontract is deleted. This function can be available at any stage in a contract Lifecycle.
- **Change Parent** button – When selected, you can select the parent contract from a list of existing contracts. This action establishes a **Flexible Hierarchy** where subcontracts can be manually assigned to a parent contract anytime during the contract lifecycle and the link can also be changed or removed at any time during the contract Lifecycle.

10.1 Add Sub Button

In this example, an **Add Sub** button is displayed in the Assemble and Manage stages. Clicking **Add Sub** will create a copy of the data from the current contract (parent record) into the subcontract, which you can then edit.

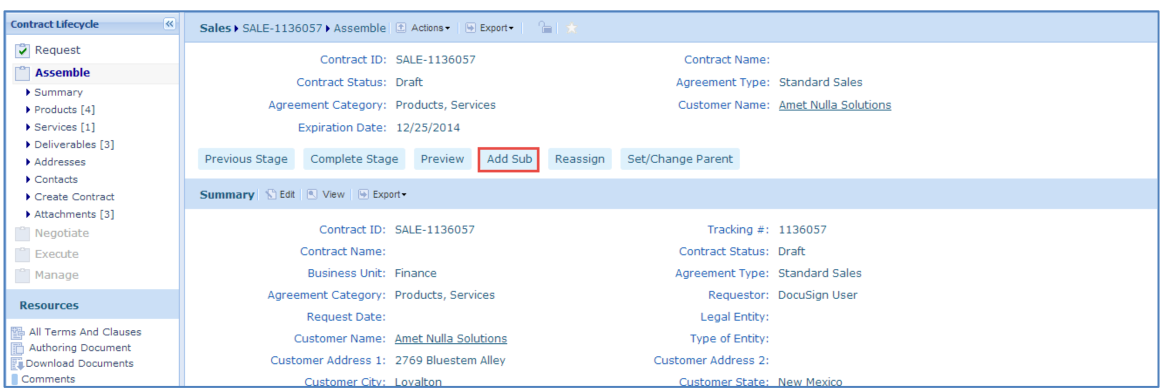


Figure 159 **Parent Contract in Assemble Stage – Add Sub Button**

This action establishes a link between the related records. You can then use the links in the **Subcontracts** section of the Sidebar to navigate between these records.

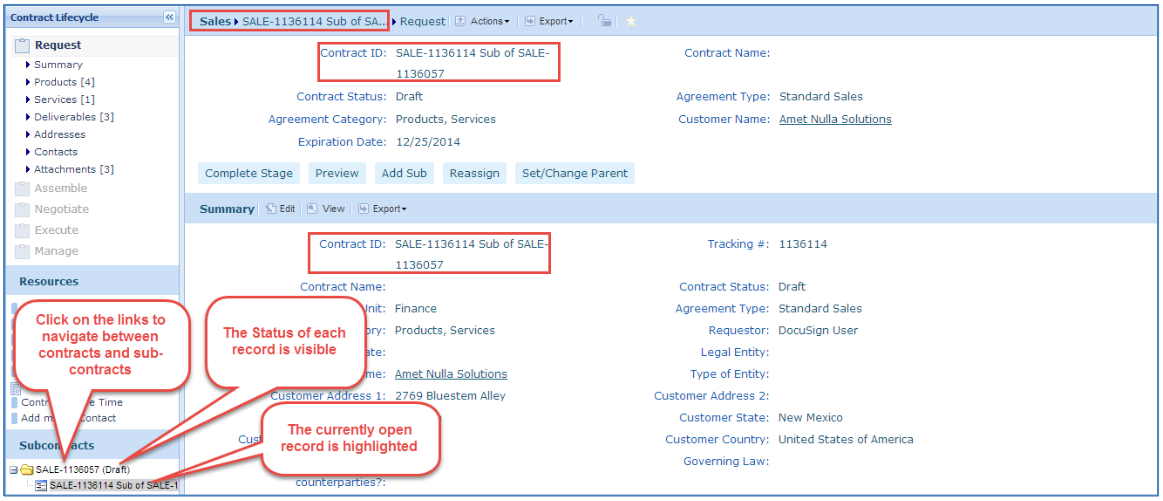


Figure 160 Parent Subcontract Hierarchy

Clicking the **Add Sub** button creates a subcontract that is a copy of the parent contract record with the following key attributes:

- The record becomes a "child of" the parent contract record. The relationship is reflected in the **Subcontracts** section of the Sidebar. This function saves time and reduces data error when producing these new records, and preserves the navigation between the related records.
- The Subcontract record is a copy of the parent contract record (the contract document is not copied).
- Attachment documents are copied.
- The **Contract ID** of the Subcontract lists its unique ID and also contains 'Sub of' appended to the front of the parent Contract ID. This field can be configured to be editable. The "new" **Contract ID** is also listed in the contract header and summary.
- The **Subcontracts** hierarchy highlights the contract currently open and allows you to click on the links to navigate between all linked records.
- There is no limit on the number of subcontracts you can create.
- Subcontracts can be created from the parent or any child contract.
- The Activity Log of the parent and subcontract records show an audit trail of the contract terms copied over.
- An error validation message will be triggered if a parent contract has associated subcontracts and was selected for deletion.

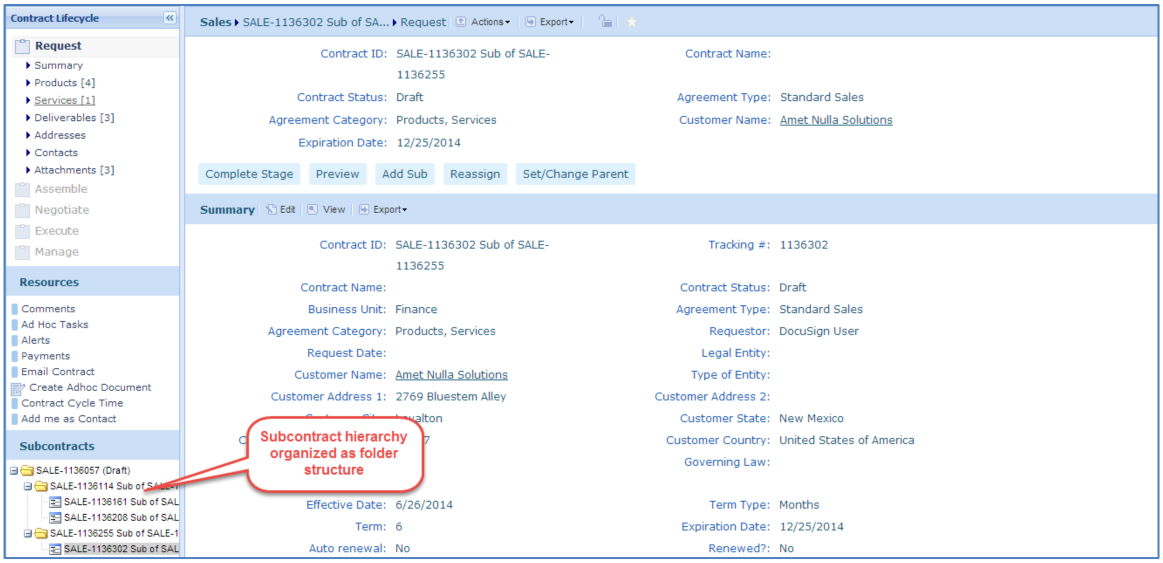


Figure 161 **Subcontract Hierarchy**

10.2 Flexible Hierarchy: Set/Change Parent Button

In this example, the **Set/Change Parent** button is displayed in the Assemble stage. Clicking the **Set/Change Parent** button will allow you to link the open contract to another from a list of existing contracts. The hierarchy established between these records is flexible; from the subcontract, you can manually assign or unassign a parent contract anytime during the contract lifecycle. Links between records are available from any record in the hierarchy.

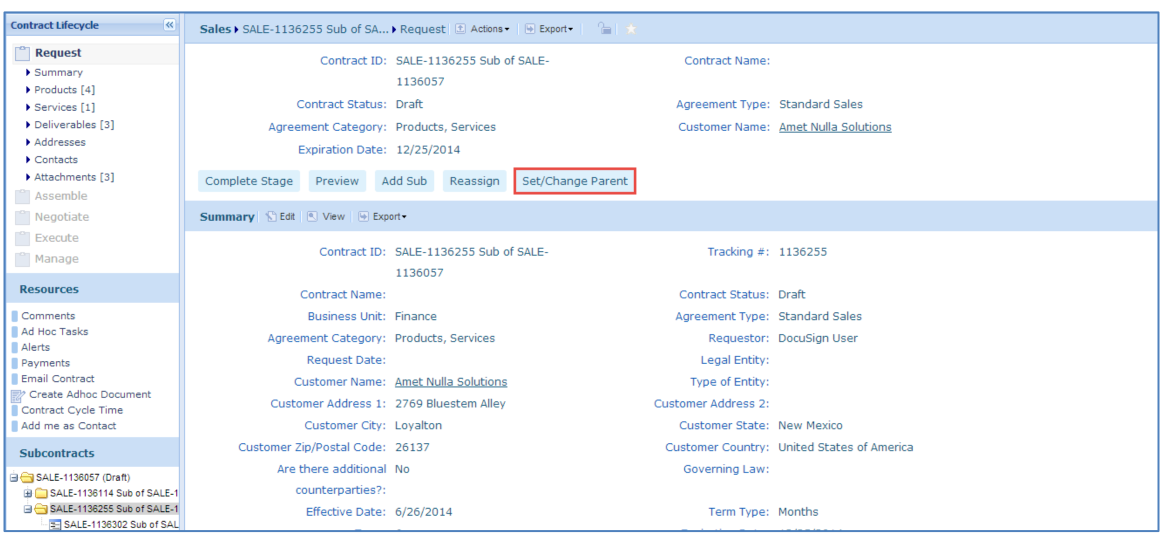


Figure 162 **Subcontract in Assemble Stage – Set/Change Parent Button**

10.2.1 Assign a parent contract

To assign a parent contract:

1. Open the desired contract.

2. Click the **Set/Change Parent** button. The **Select parent contract** window is displayed.

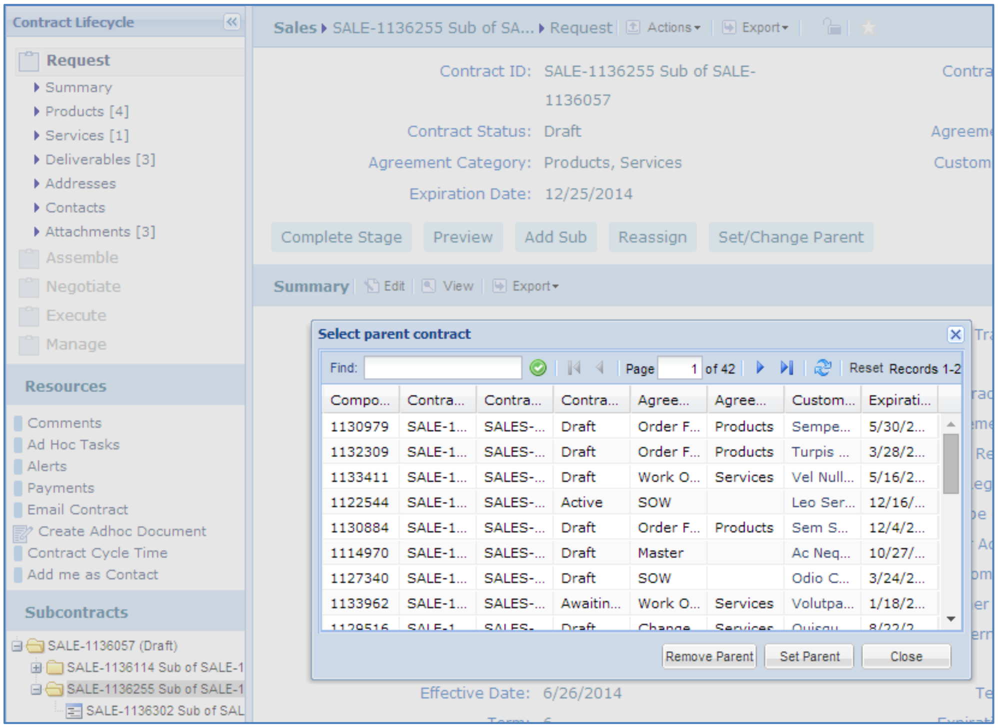


Figure 163 Subcontract in Assemble Stage – Set/Change Parent Button

From within the **Select parent contract** list, you can:

- Enter a search term in the **Find** field then click the button.
- Click on the page navigation buttons to go to the **First Page**, **Previous Page**, enter a specific page number, or go to the **Next Page** or **Last Page**.
- Click on the **Refresh** button to refresh the data in the record listing.
- Click on the line separating a column header to resize the column width.
- Click on a column header to sort the list by that field in ascending or descending order. If a column has been sorted, it will be highlighted and either the **Sort Ascending** icon or the **Sort Descending** icon will be displayed. Refer to the *Getting Started* User Guide for further details on the logic used to sort the data.
- Click on a column header pull-down (right-side of the column header) to access the **Columns** selection list to add or remove columns from the listing.
- Click on a column header to reorder it in the list by dragging and dropping it between other column headers.
- Click **Reset** to restore all columns in the table to default widths and positions.
- See the total number of records in the list.
  Use the scroll bars to scroll vertically or horizontally to view the entire listing.
- Click on the link in the **Directory** column to navigate directly to that record.

3. Select the record (avoid selecting the link in the **Directory** column). It is highlighted in the list.

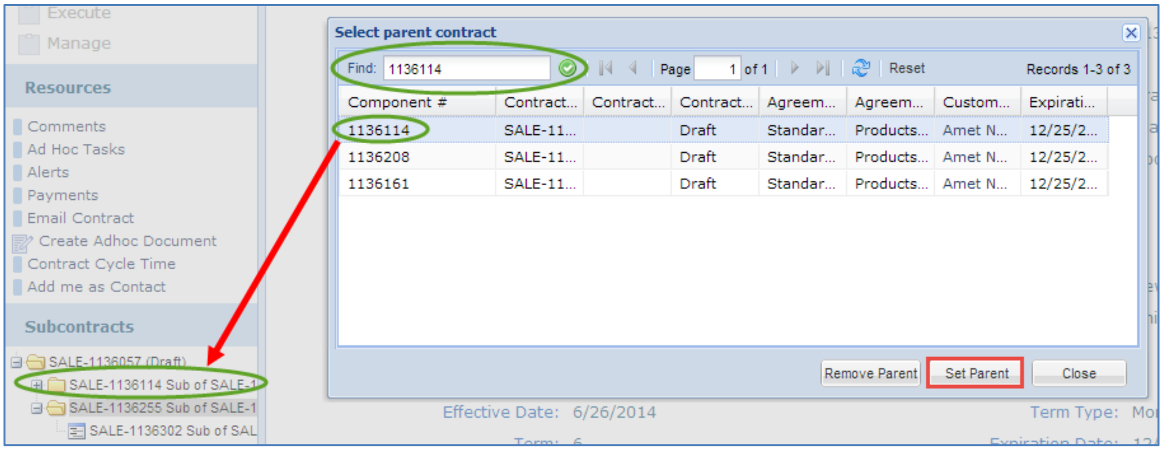


Figure 164 Search for an Select new Parent record

4. Click the **Set Parent** button. The Subcontracts section of the Sidebar is updated to display the existing parent/subcontract links.

Figure 165 Flexible Parent Link Created

Clicking the **Set/Change Parent** button creates a subcontract that is a copy of the parent contract record with the following key attributes:

- The record becomes a parent of the contract record. The relationship is reflected in the **Subcontracts** section of the Sidebar.
- The link can be broken by changing or removing the parent assignment.
- The **Subcontracts** hierarchy highlights the contract currently open and allows you to click on the links to navigate between all linked records.
- There is no limit on the number of parent/subcontracts links you can establish in a tree.
- The Activity Log of the parent and subcontract records show an audit trail of the contract terms copied over.

10.2.2 Change or Remove the Parent Assignment

To remove the parent assignment:

1. Open the subcontract.
2. Click the **Set/Change Parent** button. The **Select parent contract** window is displayed.
3. Select the parent record (avoid selecting the link in the **Directory** column). It is highlighted in the list.

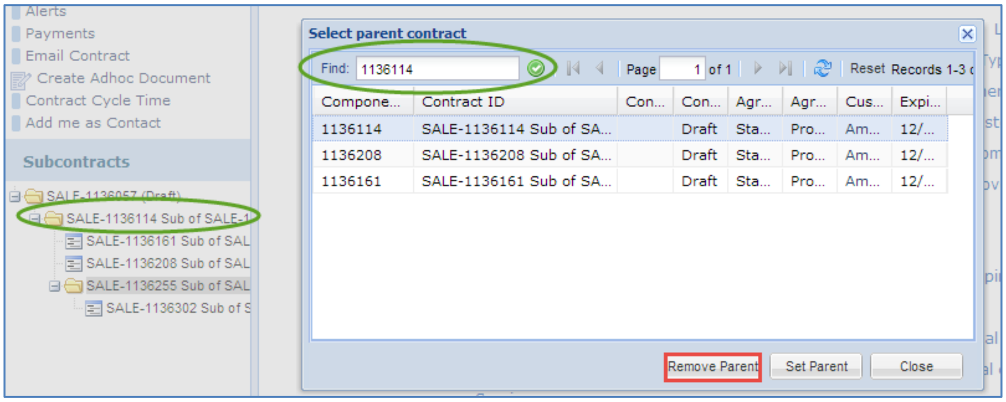


Figure 166 Select parent contract: Parent Contract Highlighted

4. Click the **Remove Parent** button. The link is removed. The **Subcontracts** section is updated and the record displayed.

Note: If you wish to change the parent record and a parent already exists, first go through the steps above to remove the link between the existing parent and then set the link to the new parent.

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11 Adding Amendments

A contract amendment is a modification to the terms of a contract. The Amendment module can assist parties in following a formal change proposal process when amending a contract and managing it throughout the contract lifecycle. The Amendment workflow helps to ensure that:

- All information for the proposed amendment and its impact on the performance of the contract is accessible in a single system.
- An appropriate consideration/review process is given to the proposed amendment.
- An audit trail of amendments is kept.
- The contract remains current by incorporating all contract amendments.

The following concepts apply to amendment processing:

- The Master (Effective) contract record = Original contract record + all Amendment records in the Amendment Manage Stage based on the Amendment start date as specified below:

Amendment Start Date Prior to Today's Date	Amendment Start Date of Today's date	Amendment Start Date in the future
Amendment included in Master (Effective) contract	Amendment included in Master (Effective) contract	Amendment is NOT included in Master (Effective) contract

- Amendments will always be created from the Master (Effective) contract. In other words, an amendment cannot be originated from another amendment.
- An error validation message will be triggered if a parent contract has associated Amendment contracts and was selected for deletion.

11.1 Amendment Exempt Data Attribute

There may be data fields that can be edited without requiring an amendment. There is an amendment specific data property and attribute that can be configured so that once a contract reaches the Manage stage, all or specific data fields either remain editable (amendment exempt) or become non-editable, requiring an amendment to be created in order to edit the values.

11.2 Amendment Template

An amendment specific template can be created and uploaded to the system for each contract type. A template filter can be selected such that it is only available for amendment contract processing. When the amendment document is generated, the template will automatically include all Terms and single-cards that were included in the amendment and will allow you to manually add any amended multi-cards and clauses. Refer to the *Using the Selectica CLM Add-in Client for MS Word* User Guide for details on creating and editing templates. And refer to the *Managing Templates* User Guide for details on uploading and managing templates.

11.3 The Amendment Workflow

The Amendment workflow will mirror that of the Original contract workflow unless specific Lifecycle stages of the Original contract workflow have been configured to not be included. Approval workflows activated for the Original contract will apply to the Amendment contract with the following differences in how they are triggered:

- Criteria Based Approvals: This type of approval workflow will be triggered when the filtering criteria condition is satisfied and parameters used in those conditions are changed in that amendment.
- Script Based Approvals: This type of approval will be triggered as long as the scripted condition is met.

Note: The system is only taking into account whether or not the approval condition parameter is included as an amended Term to trigger the approval workflow; it is not taking into consideration the value of the amended term.

11.4 Creating the Amendment Record

To create a contract amendment, the contract must first be in the **Manage** stage. The **Amend** button will be available above the contract summary. Clicking this will initially create a copy of the data from the current (Original) contract into the Amendment record. This record is then edited specific to the amendment requirements. For the purpose of instruction, a Physician contract will be used as an example to demonstrate the amendment process in Selectica CLM.

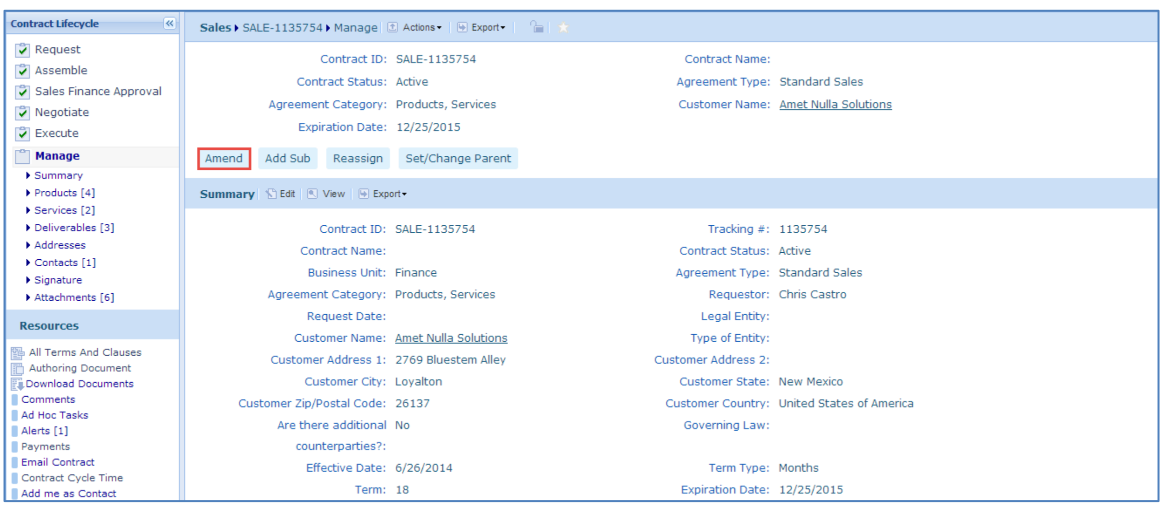


Figure 167 **Original Contract in Manage Stage**

11.4.1 To initiate an Amendment:

1. Click the **Amend** button. The **New Amendment** form is displayed.

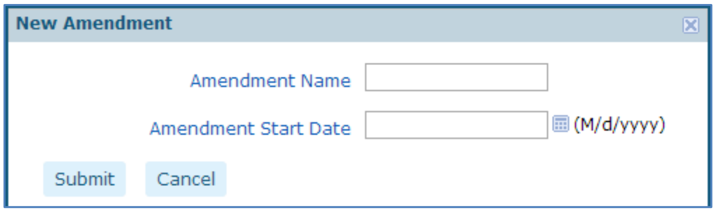


Figure 168 **New Amendment Form**

2. Enter a **Name** for the amendment. The **Start Date** is optional. The Amendment will be effective from the **Start Date** which is entered, or if left blank, the system will use the date the Amendment record Lifecycle moves to its final stage. In this example, the final contract Life cycle stage is the **Manage** stage.

3. When entries are completed, click **Submit.** The Amendment record is generated.

   The Master record Terms are copied into the Amendment record. (Note: for the first amendment, the Terms are copied from the Original record. For the subsequent amendments, the Terms are copied from the Master.)

   The navigation between related records is established. In the Amendment record, the links are available from the **Contract Resources** section of the Sidebar. Click on the **Edit** icon in this section to edit the Amendment Name or Start Date. Click on the **Delete** icon to delete the Amendment record.

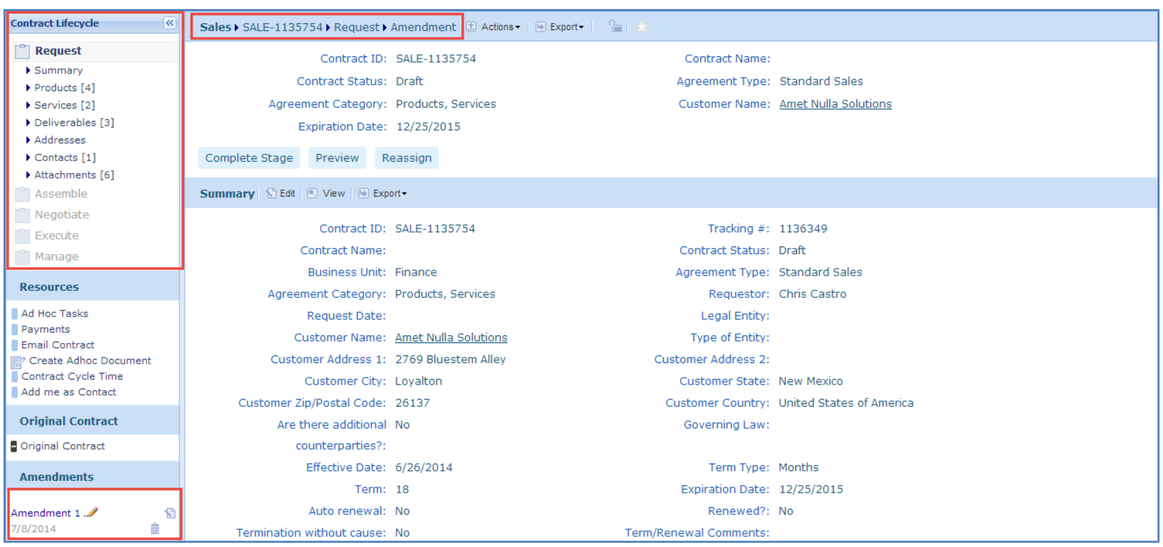


Figure 169 **New Amendment Contract in Assemble Stage**

Click the **Original Contract** link to navigate to the Master record. In the Master record, the links are available from the **Amendments** section of the Sidebar.

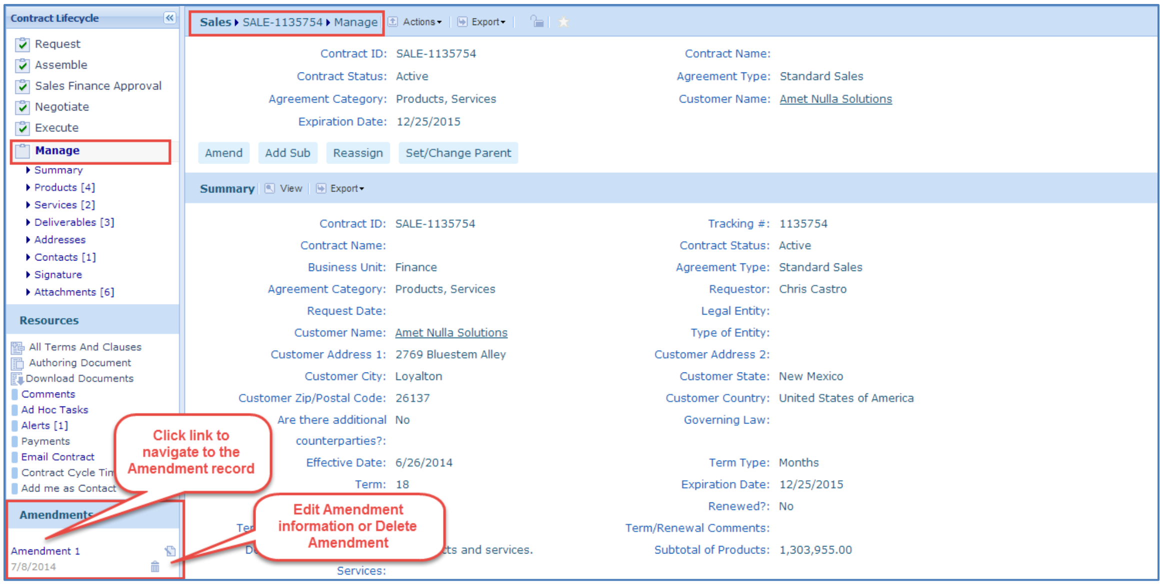


Figure 170 **Original Contract: Amendments Section of the Sidebar**

11.5 Assembling the Amendment Draft

The Amendment can be of the following types:

- Removal of terms and/or clauses.
- Addition of terms and/or clauses.
- Change or Modification to terms and/or clauses.

Terms are amended by editing the values in the different pages. Clauses are amended directly in the Amendment template using the Selectica CLM Add-in Client for MS Word to include those clauses that are being added, modified, or deleted from the contract.

1. Edit any Terms included in the **Assemble** stage components being amended (e.g. Summary, Compensation, etc.).
2. When complete, navigate to the **Create Contract** page of the Assemble stage.

11.6 Generating the Amendment Draft

1. From the **Create Contract** page, create the Amendment draft using the same process as described in Generate a Contract Draft during the Assemble Workflow. The list of available contract templates available may differ if any of them have been specified for *Amendments* only (or if visibility conditions are different based on changes to the contract). Refer to the *Managing Templates* User Guide for details on template management.

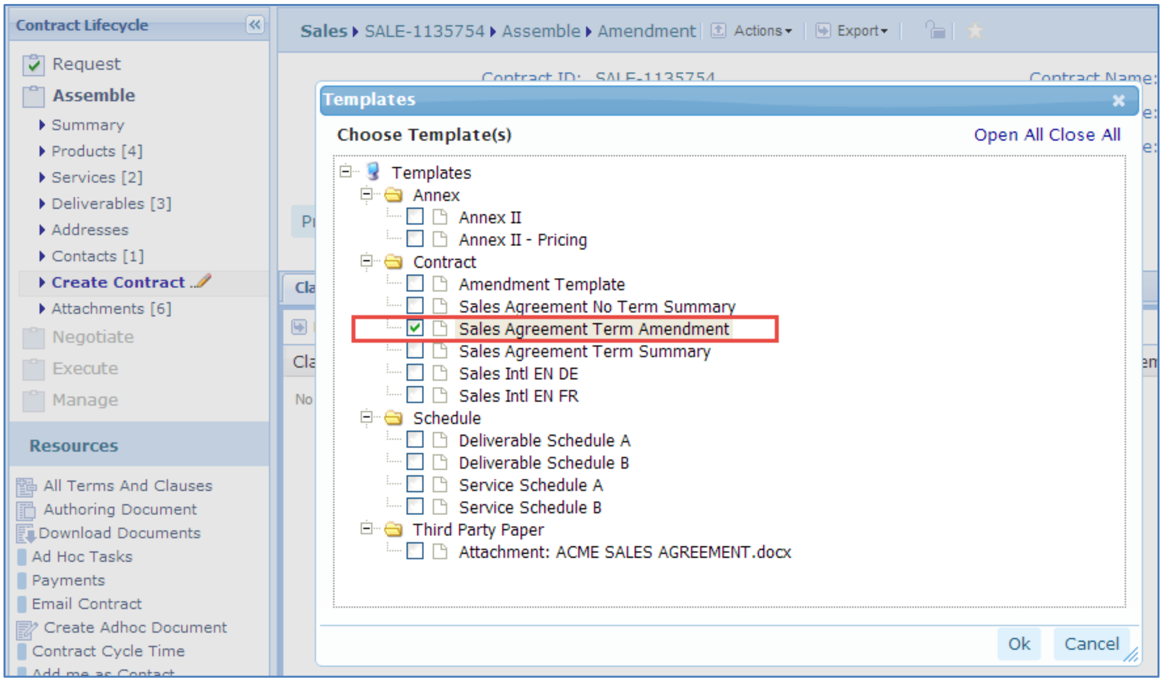


Figure 171 **Amendment Template Accessible from the Create Contract Page**

2. Complete the **Assemble** stage.

11.7 Negotiating with Amendment Documents

Negotiation is completed using the same procedure as you normally use.

1. Check out the Amendment draft and edit it using the Selectica CLM Add-in Client for MS Word. Insert any amended multi-cards. Insert any Clauses that should be modified, added, or deleted.
2. Upload and check the draft into the system and proceed with negotiations until complete.
3. Once negotiations are complete, complete the **Negotiate** stage. Complete the **Execute** stage, collecting any signatures, as needed. The Amendment enters the **Manage** stage of the Lifecycle.

11.8 Manage Amendment Records

Once the Amendment contract enters the **Manage** stage you will see the following changes in the Amendment record:

- The Amendment record **Status** changes to "Active."
- If a **Start Date** wasn't entered, the date the **Manage** stage is entered becomes the effective start date of the Amendment. Otherwise, it will be the **Start Date** entered.
- The **Changed Parameters Summary** (Terms and Clauses)**,** and if applicable, the **Changed Components Summary** sections are displayed. Click the **History** icon to see the Terms changed within the Component.

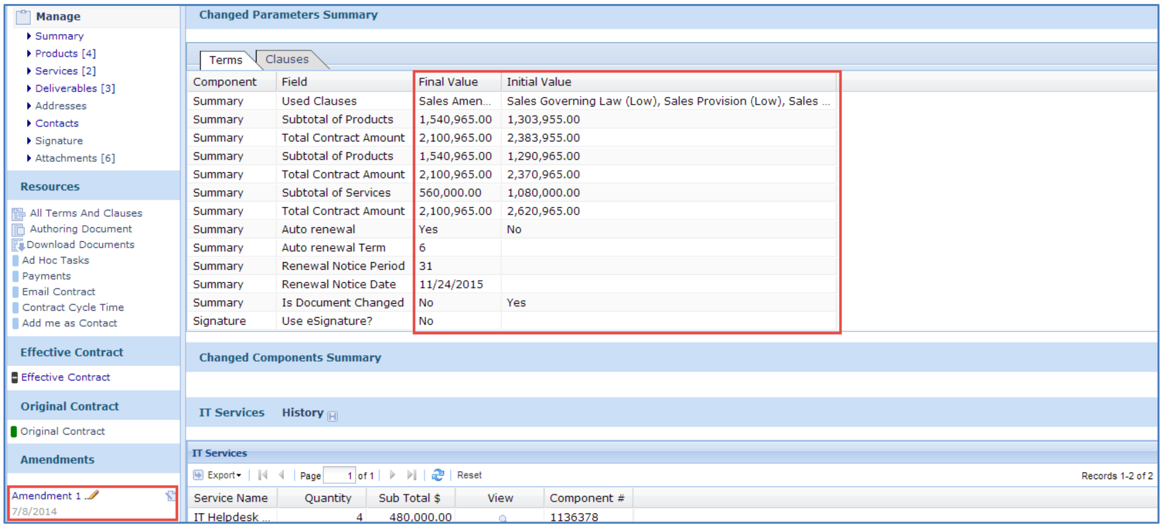


Figure 172 **Amendment in Manage Stage**

Once the Amendment contract enters the **Manage** stage the following elements change in the Amendment and Master Agreement records:

- The Amendment **Start Date** is only editable from the **Edit** link in the **Amendments** section of the Sidebar if the date is in the future. Once this date has passed, it will no longer be editable.
- The Amendment can no longer be deleted from a **Delete** link in the **Amendments** section of the Sidebar.
- A link to the **Original Agreement** is added to the Sidebar when the first Amendment enters the **Manage** stage.

Once the Amendment contract enters the **Manage** stage the following elements change in the Master Agreement record:

- An Effective View is created in the Master contract. The Master contract becomes a sum of the Original plus all Amendments.

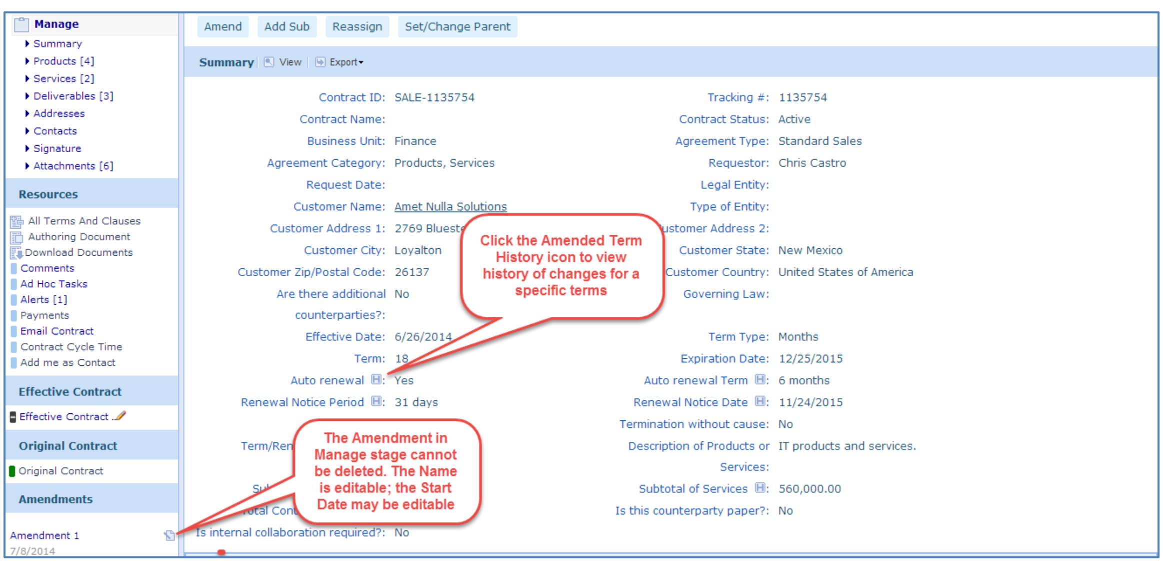
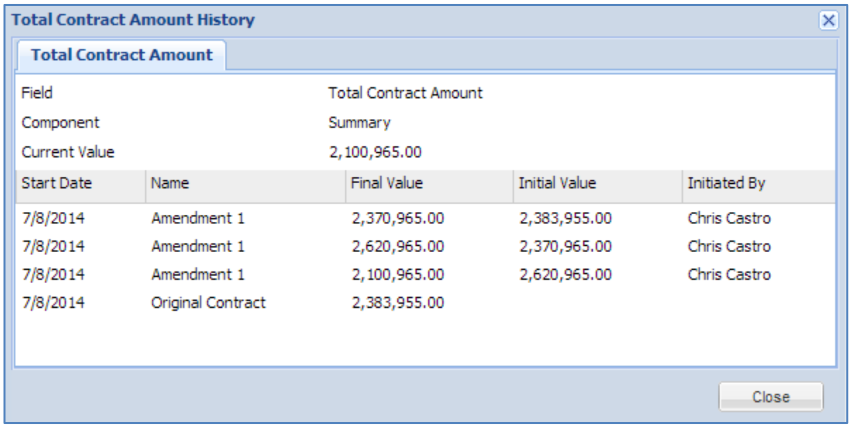


Figure 173 **Master Record Effective View**

All the terms which have been amended are highlighted in the various Components by the **History** icon. By clicking on this icon, the history of amendments to that term is displayed.



Start Date	Name	Final Value	Initial Value	Initiated By
7/8/2014	Amendment 1	2,370,965.00	2,383,955.00	Chris Castro
7/8/2014	Amendment 1	2,620,965.00	2,370,965.00	Chris Castro
7/8/2014	Amendment 1	2,100,965.00	2,620,965.00	Chris Castro
7/8/2014	Original Contract	2,383,955.00		

Figure 174 Amended Term History

- The icon is displayed next to the Master (Effective) contract in the Contracts tab list providing a visual of Master Contracts with active Amendments.

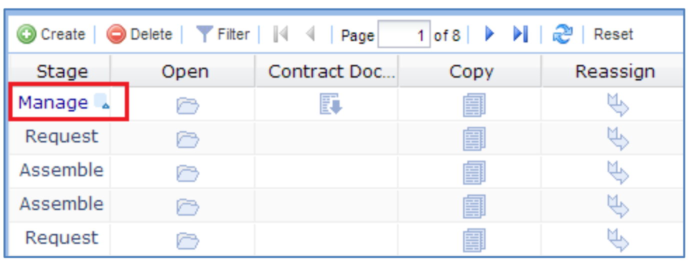


Figure 175 Contracts Tab List: Master Contracts with Amendments

11.9 Amendment Resources

The **Resources** section of the Sidebar provides additional functionality for the contract management process surrounding amendments.

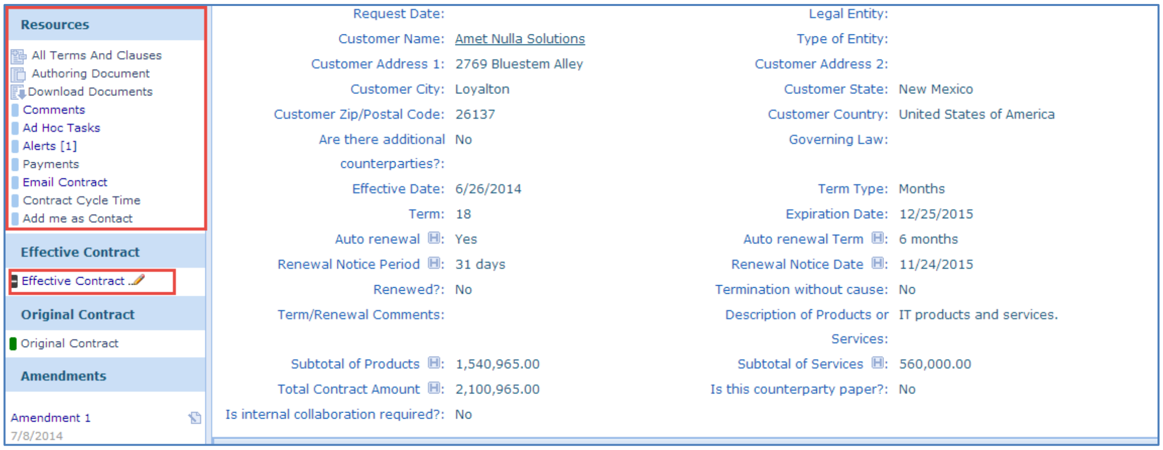


Figure 176 **Amendment Contract Resources**

- A link to all related records (Original, Effective, and Amendments) is available from all related records.
- You can search and report on the Effective, Original and Amendments.
- The Alerts, Reports, and Rules engine can be used to determine key performance indicators such as:
    - The effect on the contract price and payment schedule.
    - The effect on the delivery schedule.
    - The effect on the contract specifications.
    - The effect on the risk allocation under the contract.
    - The effect on other existing terms and conditions of the contract.
- Certain components such as Alerts and Ad Hoc Components are not merged when the Master contract Effective View is compiled.

11.10 Amendment Related Search and Reports

When using the Search tool as described in the *Getting Started* User Guide, you will be able to distinguish between the Effective, Original and Amendment records by the **Result Type** column. Attachments to amendments are also searchable and will appear in the search results.

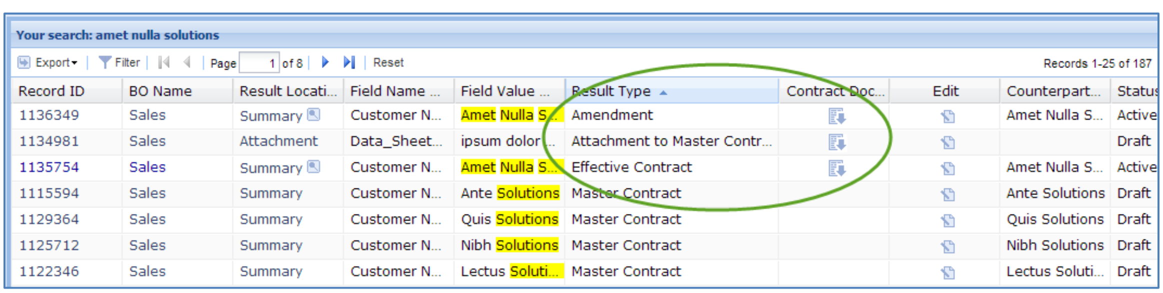


Figure 177 **Result Type Column in Search Results**

You will also be able to group records with amendments and distinguish between the Effective, Original and Amendment records in reports by following the instructions in the *Creating and Running Reports* User Guide. For details on doing the same with Rules, please refer to the administrative User Guide, *Using the Composer's Suite*.

12 Working with Third Party Documents

Frequently, an outside party originates the contract document. In this case, you can use the Selectica CLM Client Add-in for MS Word to map the business Terms and Clauses to those in the CLM system. Once the contract is mapped, you can import the contract during the Collaborate/Negotiate stage and continue with negotiations, checking-out and checking-in the contract. The CLM system will track and log the changes as if the contract was generated from the system.

When working with Third Party documents, the Negotiate stage consists of these two steps:

- **Contract Versions**, which lets you locate and upload a document into the repository. For more information, see the Creating a Third Party Collaboration section below.
- **Reconciling Terms and Clauses**, which lets the system scan the uploaded document and check the contents for terms and Clauses that were mapped using the Selectica CLM Add-in Client for MS Word. For more information, see Reconciliation/Validating the Contract.

IMPORTANT! Depending on whether the contract type you are working with is configured for single or multiple contract documents, you can either upload a single Third Party document or multiple documents at once. Single documents can be uploaded and checked in as normal. Multiple documents upload and are collected into a contract package.

Although you are working with a Third Party document, you must still create the contract record through the Negotiate stage.

Exception: You can create the initial third party draft(s) before the Collaborate/Negotiate stages through contract attachment upload. Third party drafts created in this way cannot be marked up using Selectica's Add-in Client prior to upload (but can be marked up once the contract reaches negotiation). Refer to Third Party Paper Attachments as Contract Documents for instructions.

12.1 Creating a Third Party Collaboration

Before you can upload a Third Party contract, Terms and Clauses must be mapped. This process is described in the User Guide*, Using the Selectica CLM Add-in Client for MS Word*. The Third Party contract process may vary slightly depending on the Contract Type and how the Lifecycle stages were configured for your contracts. The following example describes the process for uploading single or multiple Third Party documents.

12.1.1 Third Party Process

1. Begin the **Assemble** process by entering business terms in the **Summary** component.
2. Insert business terms as normal and scroll to the bottom of the summary form. For the radio button choice "Is this counterparty paper?" select "Yes" as shown in the figure below.

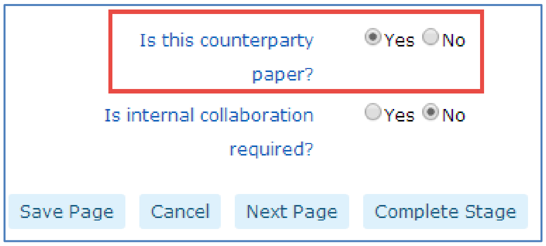


Figure 178 Contract Record Summary Component Page

Note: If the Business Terms were mapped in the Third Party document, an entry only needs to be made in those fields, if required, since during the contract reconciliation step the system will automatically pull those terms from the mapped contract document into the contract record.

---

3. Click **Submit to Next Stage.** The contract creation workflow will refresh. In the workflow Sidebar, the **Create Contract** component will no longer be available as you have chosen to create the contract using a Third Party document.

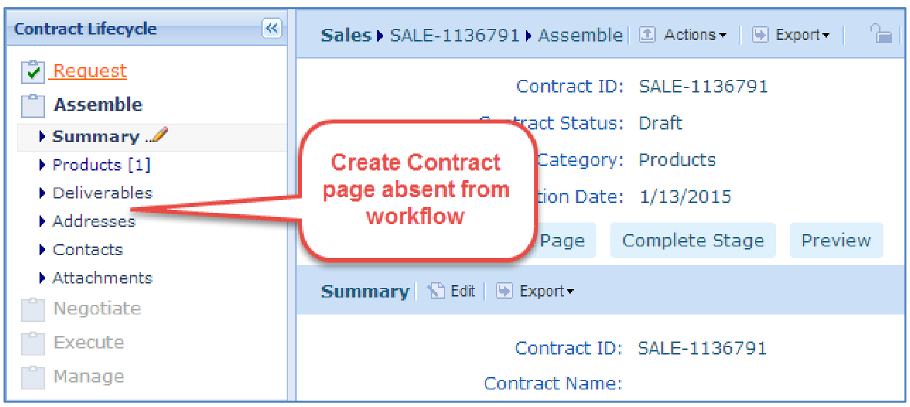


Figure 179 Contract Workflow After Selecting Counterparty Paper

4. Add any other component information or attachments as desired, then click **Go to Assemble Stage**.

Note: You also have the option to simply skip the **Create Contract** component of the Assemble stage to forego contract creation from a system template.

---

5. Click **Complete Stage** to conclude the **Assemble** process and begin the **Negotiate** process.

6. Click **Next** on the summary page or the **Reconciliation** link in the **Negotiate** workflow Sidebar.

   The Reconciliation page appears with no contract generated. From this page, you can upload the Third Party document.

Figure 180 **Contract Versions: No contract drafts**

7. Click **Upload**.

Option 1: *Single Document Upload*

a. The **Select Document to Upload** form appears.

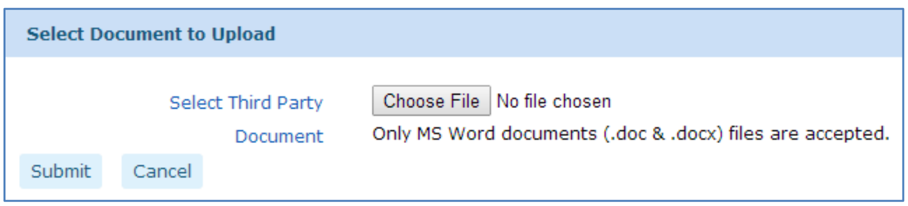


Figure 181 **Upload Third Party Contract**

b. Use the **Browse…** (or **Choose File**) button to locate the Third Party document.

Note: Only the tagged values in this document are imported into the contract record. Therefore, the document structure and contents can vary widely.

---

c. Click **Submit** to begin the processing.

Option 2: *Multiple Document Upload*

a. The **Select Document(s) to Upload** form appears.

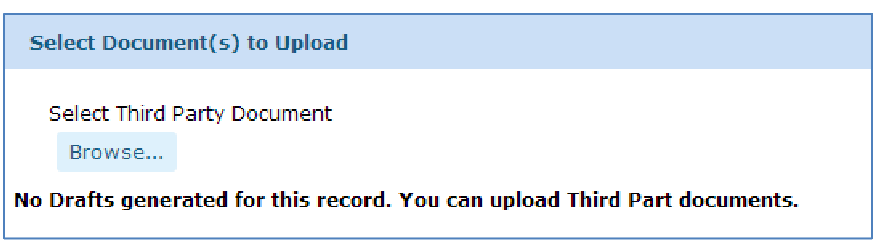


Figure 182 **Upload Multiple Third Party Contracts**

b. Use the **Browse…** button to locate one or more Third Party documents. After selecting all files they are displayed in a list on the same page (as shown in the following figure).

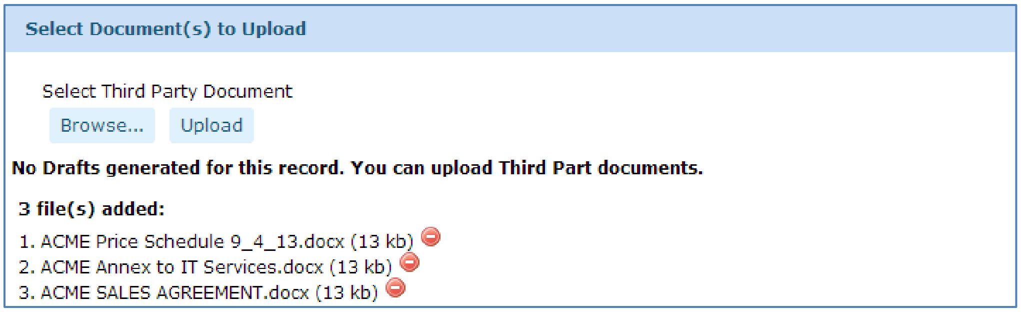


Figure 183 List of Third Party Documents for Upload

c. Remove individual documents from the list by clicking on the icon. Click **Browse...** again to select more documents for upload.

d. Click **Upload** to begin processing all Third Party documents. They will be uploaded and collected into a contract package.

8. At this point you can continue with the Contract Reconciliation process (refer to Reconciliation/Validating the Contract) as if the contract was created in the system. The "tagged" business terms from the Third Party contract will automatically be uploaded into the contract record, and the "tagged" clauses listed for you to compare with those in the Clause Library.

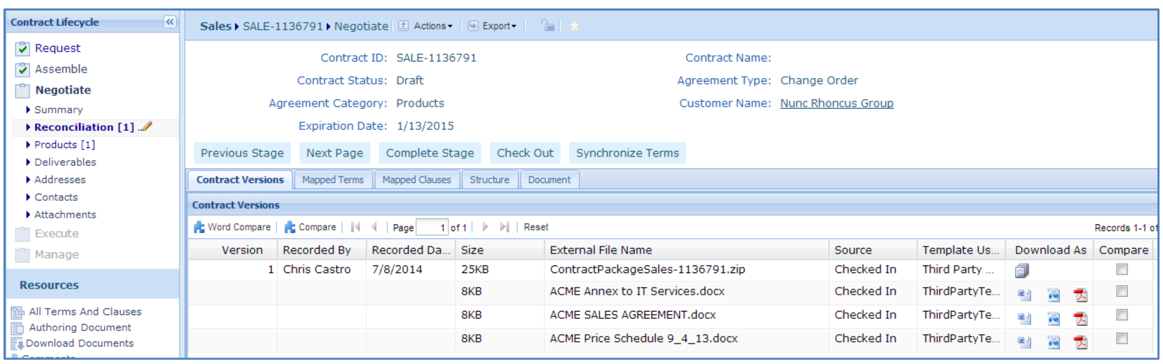


Figure 184 Example of Multiple Third Party Contracts Checked in to CLM

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