**TENNESSEE BOARD OF REGENTS**

**REQUEST FOR PROPOSAL (RFP) 17-0005**

Board Portal Service

PRE-PROPOSAL QUESTIONS AND RESPONSES

**DATE: 12/09/2016**

**Vendors In Attendance:**

BoardEffect, LLC

Nasdaq BoardVantage

Board Bookit

**RFP Corrections:**

None

**General Items:**

The dates in Section 2, Schedule of Events, were re-iterated and Proposers were reminded that all Proposals must be submitted no later than 2:00pm CT on 1/05/17 in order to be considered. Late Proposals cannot be accepted and shall be rejected as non-responsive. Proposers were also encouraged to closely review Attachment 6.13, Vendor Checklist for Prevention of Common RFP Mistakes that Lead to Proposal Rejection. Failure to provide/meet the mandatory requirements **in the format as specified in the RFP**, will be cause for proposal rejection by the TBR System Office (hereinafter TBR).

**Proposer Questions**:

Question #1: What are the comments that Proposers are expected to submit?  See below from RFP:

*4.1: Each Proposer must carefully review this RFP and all attachments, including but not limited to the Pro Forma Contract, for defects, objections, or any other matter requiring clarification or correction (collectively called “comments”).  All such Comments must be made in writing and received by the Institution no later than the Written Comments Deadline in the RFP Section 2, Schedule of Events.  This will allow issuance of any necessary amendments and help prevent the necessity of cancelling the RFP.*

*A Protest shall be considered waived if the subject matter of the Protest was known or should have been known to the Protester before the Written Comments Deadline and the Protester did not raise the issue in a Written Comment.*

Response: This language is provided to give Proposers an opportunity to:

1. Ask questions provide comments related to the RFP to enhance its understanding of the requirements of the RFP to provide its best response.
2. Voice concerns regarding any specification requirements, and/or
3. Provide comments for instances in which the Proposer feels that there may be erroneous information contained within the RFP.

Question #2: Is the protest bond point negotiable?

Response: No. This is according to TBR Purchasing Guideline B-120, <https://policies.tbr.edu/guidelines/purchasing-guideline>

Question #3: Is the protest bond just provided for information purposes?

Response: TBR provides this information in all competitive solicitations on the process/procedures to file a protest. The protest bond is included for instances in which proposers wish to file a protest.

Question #4: Does the protest bond need to completed upfront?

Response: Please refer to Section VIII of the Purchasing Guideline B-120 for the TBR Protest Procedures which outlines when/how a protest and a protest bond would be filed.

Question #5: What if the Proposer does not accept the *pro forma*, can it refer to the awarded company’s Terms and Agreements?

Response: The contract located within the RFP will be the base contract executed as a result of this RFP (refer to the RFP, Section 4.3.5). If Proposers have additional terms and conditions that Proposers would like added/amended to the pro forma, those additional terms and conditions must be included in the Proposers RFP Technical Response. It is not guaranteed that TBR will agree to include them, but the requested changes must be included in order to receive consideration.

Question #6: In Attachment 6.3, it is written that proposers must accept all terms and conditions and cannot submit its own. Can a Proposer submit a copy of its standard Agreement and request that it be made an Exhibit to TBR’s standard contract, as the Proposer’s Agreement contains a number terms not addressed in its terms and conditions. Would that be acceptable?

Response: The contract located within the RFP will be the base contract executed as a result of this RFP. If Proposers have additional terms and conditions for TBR to potentially take into consideration as an amendment to the pro forma, those additional terms and conditions must be included in its RFP Technical Response. It is not guaranteed that TBR will agree to include them, but the requested changes must be included in order to receive consideration.

**TBR will not attach a Proposer’s entire Agreement to the pro forma contract as there would be conflicting terms and conditions (Refer to RFP Section 4.3.5).**

Question #7: Regarding the following terms in the proposed terms and conditions, a Proposer may not be able to accept these as currently written. Would TBR be open to working together in good faith to come to mutually-agreeable provisions for the following items?

o C.7. Invoice Reductions.

o C.8. Deductions.

o D.4. Termination for Convenience.

o E.16. Data Privacy and Security.Data Privacy.

o E.17. Service and Software Accessibility Standards.

Response: As stated in the RFP, exceptions to terms and conditions must be provided in the Proposer’s technical response. It is not guaranteed that TBR will agree to the requested exceptions, but the requested exceptions must be included in order to receive consideration (Refer to RFP Section 4.1 and 4.3.5).

Question #8: For certain proposers to release some of the information requested, it will require a signed mutual non-disclosure agreement. Will TBR be willing to sign a mutual non-disclosure agreement?

Response: No, TBR is under the Tennessee Public Records Act and solicitations and related documentation are open to public inspection.

Question #9: In the proposed terms and conditions, there are references to being held to HIPAA and GLBA standards. Does TBR intend to store any data that would be protected under these provisions in the board portal? This is atypical for most of the boards served, however, some Proposers do offer hosting in a HIPAA-compliant environment, and can agree to GLBA provisions for additional fees. Please advise.

Response: It is not anticipated that HIPAA and GLBA standards would apply to any data being stored in the successful proposer’s solution.

Question #10: Is the goal to have one central body (administrators) managing the board portal, or will each institution need to be managed completely separately? In other words, is TBR seeking a single platform for all schools, or separate installations for each school?

o Follow-up question to the one above, how much overlap is there between the boards with the number of users per school?

o If the goal is to have separate installations for each school, can TBR identify the portion of the total number of users (n=271) that would be assigned to each institution?

Response: Each institution will be managed complete separately. The information provided in Attachment 6.8 of the RFP outlines how many potential users there will be from each institution.

Question #11: Which types of devices do board members currently use (computers, tablets, phones, etc.)?

Responses: As outlined in Section C.1, board members should be expected to be able to use any type of device (computer, tablet, smart phone, etc.) to access content and materials.

Question #12: How many committees does each board have?

Response: TBR and the universities will work with the successful proposer related to the number of sub-committees.

Question #13: How frequently do the boards and committees meet?

Response: The boards that are currently in operation, meet quarterly. It is anticipated that the newly formed six (6) boards will meet in a similar fashion/frequency. Sub-Committees could meet more frequently. Each Institution will work with the successful proposer, if necessary, regarding number of sub-committees and frequency of meetings.

Question #14: Are the boards currently using any board management software? Are any of the

boards moving from an entirely paper-based system? Other?

Response: The University of Tennessee System is currently using a board portal solution. For

TBR and the six (6) universities, this will be a new concept; however, many of the existing TBR

board members currently serve on other boards and are familiar with these types of solutions.

Question #15: Who will be involved in the demo – what roles do these individuals have in

managing the work of the boards?

Response: Representatives from all institutions will be evaluating the proposals received.

Representation ranges from IT expertise to functional users/administrators.

Question #16: Does TBR prefer to have the demo on-site at a central location, or is providing the demonstration via webinar acceptable?

Response: As outlined in Section C.8 of the RFP, presentations will be given at the Tennessee Board of Regents offices in Nashville, TN. These will be onsite presentations.

Question #17: Will TBR be providing sample documents, examples, or other information prior to the start of the demo?

Response: As outlined in Section C.8 of the RFP, sample documents will be provided to each finalist during the presentation phase.

Question #18: How would TBR describe the level of technological expertise (and comfort) of the board members and other users? Of the board administrators?

Response: TBR and UT already have established Boards which either use board portal software in this capacity or members use board portal solutions on other boards. For the six (6) TBR universities, the boards are currently being appointed. However, the technological expertise of board members and other users will vary by the individual. Some may be technically proficient while others will be significantly technologically challenged. Board Administrators will typically possess basic clerical technological skills.

Question #19: In Attachment 6.2, Section C.5. it is noted that travel compensation will not be reimbursed. Should proposers assume that is for travel for the presentation, and not for the on-site training that would be provided by the successful proposer selected to implement the system?

Response: The resulting contract from this RFP will not pay individual travel expenses. Proposers are asked to provide flat implementation and training rates as well as additional hourly rate for training if the institution wishes to receive additional training.

Question #20: Generally, if a Proposer requires that its agreements/Terms and Conditions be executed for the sale of its products. Will the TBR be open to consider using a Proposer’s agreement as the base for the contract? The Proposer is willing to work with TBR’s team to make sure the parties can find agreement on the terms and conditions of the agreement.

Response: See response to Question 6 above.

Question #21: In terms of governing law, will the TBR require that Tennessee be the state of governing law or are there other options? If it must be Governing Law of the State of Tennessee, does TBR have a statute from the state government stating such?

Response: Per Section D.17 of the pro forma contract, the governing law is Tennessee and the statutes are referenced.

Question #22: Must the service be a SaaS offering or will the TBR be open to other types of hosting options? Other options are available for hosting that may be a better option for the TBR.

Response: TBR is open to other hosting options that meet or exceed the specifications described in the RFP.

Question #23: To clarify, TBR is looking for a cloud-based solution and are not looking for on-site hosting for this Proposal, correct?

Response: Yes.

Question #24: Please confirm that the credit reference requirements are also mandatory.

Response: Yes, proposers are required to submit the mandatory items identified in Section A of Attachment 6.4.

Question #25: Regarding Section C.2.3 related to single sign-on (end users or straight log-in), please elaborate. Additionally, is this a pass/fail or scored requirement?

Response: There will be employees that already have single sign-on as employees of the Institutions. There will be others that serve on the Board that will need direct log-in capability. This is a scored requirement.

Question #26: Regarding on-site requirements, the Proposer assumes that this is just for the presentation and the training/implementation and not an on-site solution.

Response: Yes. TBR is looking for a cloud based solution.

Question #27: If there are a couple of provisions where the Proposer does not meet the requirement as stated, will the Proposer be disqualified (i.e. toll-free number, search capability by date and author)

Response: In all instances where a Proposer does not meet the specification as stated, the Proposer must indicate this in its Technical Response. Failure to meet a mandatory requirement, will be grounds for rejection/disqualification. A scored requirement will result in fewer points awarded for that section.