

# Enterprise Master Services Agreement Structure

These 3
pieces make
up the
"master
agreement"

Common terms every Supplier must agree to in order to do business with the BCBSM Enterprise, including Subsidiaries and Affiliates (entities)

### **Enterprise MSA (EMSA):**

• Includes Invoicing, Compliance with Law, Audit, Confidentiality, HIPAA, Insurance, Indemnity, etc.

Participation Agreement – entity specific conditions for purchase or license of any products and or services

### Participation Agreement (PA):

 Includes Term of Agreement, use of SOW's & exhibits, Gov't Programs, Intellectual Property, Offshore, Payment Terms, Annual Vol. Discount, etc. Other BCBSM entities can join the agreement by executing a separate Participation Agreement

## Standard Exhibits and Engagement Specific Exhibits

### **Exhibits to PA include:**

- MSOW & SOW template
- Work Order to MSOW Template
- Rate Schedule Exhibit

- Information Security Exhibit
- Software Agreement Exhibit\*

  \*Engagement specific exhibit
- Non-Domestic Locations

Engagement Specific Statements of Work (SOW)

#### SOWs:

Governed by EMSA and PA terms. Will be functionally specific. May include multiple entities.



Business Associate Agreement (BAA) stand-alone agreement