

Enterprise Master Services Agreement Structure

These 3 pieces make up the "master agreement"

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

Enterprise MSA (EMSA):

- Includes Confidentiality, Audit, HIPAA, Insurance, Indemnity, Invoicing, Compliance with Law, Operational Matters, and Miscellaneous.

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

Participation Agreement (PA):

- Includes Term of Agreement, use of Exhibits, Termination, SOWs & Services, Gov't Programs, FEP, Supplier Personnel & Subcontracting, Intellectual Property, Offshore, Payment Terms, Annual Volume Discount, Supplier Diversity Requirements, 508 Compliance, Non-Solicitation of Employees, and Notices. Other BCBSM entities can join the agreement by executing a separate PA

Standard Exhibits and Engagement Specific Exhibits

Exhibits to PA include:

- MSOW & WO Template Exhibit
- SOW Template Exhibit
- Rate Schedule Exhibit
- Information Security Exhibit*

- Offshore Locations Exhibit
- Information Security Exhibit*
- Contingent Labor Exhibit*
- Supplier Software License Exhibit*

**Engagement specific exhibit*

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 and may include multiple entities