University Policy P-04.03-11/15

Policy Title: Authority to Sign Contracts and Other Documents

Originator: Dr. Judith A. Bense, President

Responsible Office: Office of the Provost

Reason for Policy/Purpose:

This policy applies to all written contracts and other instruments with external entities relating to commercial and non-commercial transactions involving goods, supplies, equipment, services, programs, and real and personal property. The proper delegation of authority to execute contracts with external entities is necessary to minimize legal, financial, and related risks to the University. This policy clarifies which employees of the University have authority to sign contracts and to whom such authority may be delegated.

Definitions:

1. Contract - An agreement between two or more parties that creates legal obligations to do or not do a particular thing regardless of how the agreement is titled. This includes, but is not limited to, agreements for purchase and sale of goods and services, memoranda of understanding, affiliation agreements, software licenses, and leases. A contract does not require the payment of money or other compensation to create a legal obligation.

2. Delegation - The transfer of authority from one person to another.

3. Signature Authority - The authority to bind the University by contract.

Policy Statement:

Pursuant to regulation of the Florida Board of Governors and action of the University of West Florida Board of Trustees duly taken on March 20, 2007, the President of the University has been delegated all authority necessary to operate and administer the University. This authority includes the approval and execution of all contracts, agreements, letters of understanding, memoranda of understanding, and other documents regarding legal assurances, commitments, and obligations on behalf of the University and its constituent units. This authority is retained and may be exercised notwithstanding delegations of authority to sign certain contracts to other University administrative officers.

The President has delegated to the Executive Vice President and Provost, the Vice Presidents (and their designee(s), in certain circumstances) the authority to sign certain contracts and other documents as provided herein.
I. Authorized Signatories – Level I.

The Executive Vice President and Provost is the principal academic officer of the University and is the second-highest ranking officer of the University. The Executive Vice President and Provost may execute all contracts and agreements relating to academic affairs, including affiliation agreements, licensing agreements, contracts for purchase of goods and services, research grants and donations, representations and certifications incidental to research contracts and grants, non-disclosure agreements and other agreements related to intellectual property and the commercialization thereof. The approval of the Provost and Executive Vice President is required on contracts and agreements relating to matters within the purview of the Vice President for Business, Finance, and Facilities, the Vice President for Advancement, the Vice President for Student Affairs, and General Counsel of the University in the circumstances set forth below.

The Executive Vice President and Provost has authority to delegate to others the authority to execute contracts and other instruments he or she is herein authorized to execute, provided that the delegation is in writing and further provided that a copy of such delegation is provided to the Office of General Counsel.

II. Authorized Signatories – Level II.

The Vice President for Business, Finance, and Facilities (and designee(s)) serves as the University’s main contract and procurement officer and has the authority to approve and execute all contracts related to the acquisition of commodities, goods, equipment, services, leases of real and personal property, and construction to be rendered to or for the University. Such acquisitions constitute “procurement” of goods or services, and all University procurement contracts are to be executed through the department of Procurement and Contracts. Any contracts in excess of $500,000 also require the written approval of the Executive Vice President and Provost. The Vice President for Business, Finance and Facilities has final authority to approve sole-source purchases.

The Vice President for Business, Finance, and Facilities has authority to delegate to others the authority to execute contracts and other instruments he or she is herein authorized to execute, provided that the delegation is in writing and further provided that a copy of such delegation is provided to the Executive Vice President and Provost and to the Office of General Counsel.

III. Authorized Signatories – Level III.

The Vice President for Advancement has the authority to approve and execute all contracts within his or her areas of responsibility including documents concerning University fundraising, endowments and gifts, agreements and projects involving public affairs/marketing relationships between the University and the general public, and agreements concerning the University of West Florida Foundation, Inc. Any contracts in excess of $250,000 also require the written approval of the Executive Vice President and Provost. The Vice President for Advancement is not authorized to delegate such authority to others.
The Vice President for Student Affairs has the authority to approve and execute all contracts within his or her areas of responsibility, including athletic grant-in-aid letters of intent, intercollegiate athletic contest contracts, contracts regarding summer youth camps, annual music royalty agreements, and agreements involving entertainment, speakers and other professional services related to campus activities and programming, and rental contracts for the following: the Commons (including Concourse vendor tables and the Cannon Green), the Center for Fine and Performing Arts (including the main lawn and the outdoor amphitheater), indoor and outdoor Recreational facilities, and indoor and outdoor Athletic facilities. Any contracts in excess of $250,000 also require the written approval of the Executive Vice President and Provost. The Vice President for Student Affairs is not authorized to delegate such authority to others.

IV. Authorized Signatories – Level IV.

The General Counsel has the authority to sign contracts for legal representation, settlement agreements, and other necessary documents regarding legal actions. Any contracts in excess of $100,000 also require the written approval of the Executive Vice President and Provost. The General Counsel is not authorized to delegate such authority to others.

V. Delegation Process.

The procedures to follow for proper delegations of authority under this policy are outlined below.

A. All delegations of authority must be in writing.

B. The authority associated with an appointment may not be exercised by an individual prior or subsequent to the effective dates of employment and/or appointment. Delegation of Authority does not transfer with the person, but remains with the position until changed or the delegation term expires.

C. The delegation must include:

   (1) a specification of the scope, terms, and limitations of the delegation;

   (2) the contract or types of contracts the delegate is authorized to sign; and

   (3) the duration of the delegation.

D. A copy of the delegation must be transmitted within three business days to the Office of the General Counsel. A copy must also be maintained in the office of both the delegator and the delegatee. The Office of the General Counsel will maintain a master list of all delegations.

E. All delegations of authority governed by this policy are considered to be in effect for a period of no more than three years unless otherwise specified and may be revoked or modified at any time by the delegator (in consultation with his or her supervisor and the Office of the General Counsel, as appropriate). Upon the expiration of this authority, the appropriate individual must reauthorize the delegation in writing.

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F. Any senior administrative leadership change (to include an interim or acting leadership appointment) should precipitate a review of all existing delegations of authority to determine whether existing delegations of authority should continue under the new leadership.

G. At the beginning of each fiscal year, all university officers should review the written delegations governing their areas to ensure that such delegations are current, accurate, and consistent with the needs of the institution and its various units. University employees must not execute contracts or other instruments of commitment on behalf of the University unless they have been expressly delegated the authority to do so. Unauthorized execution of contracts or other instruments of commitment on behalf of the University by an employee may subject the employee to disciplinary action and personal liability.

For information and advice regarding delegations of authority, University employees should contact the Office of the General Counsel.

Additional Review

All documents described herein shall be submitted to the General Counsel for review and approval as to form and legality prior to execution unless prior arrangements have been established. All documents described herein relating to information technology or information resources shall be submitted to the CTO for review and approval as to impact on the University’s technology resources prior to execution.

Change Justification:

This policy is being revised and updated to reflect current University practice.

Authority and Related Documents:

Florida Board of Governors Regulation 1.001 University Board of Trustees Powers and Duties; UWF/Regulation-6.0058 Contracts; University Policy P-15.01-09/14 Revenue Generating Contracts.

APPROVED: _______________________________ Date: __________
Dr. Judith A. Bense, President

History:

P-04.00-06/01 Authority to Sign Contracts and Other Documents, adopted June 2001; amended by P-04.01-11/09 Authority to Sign Contracts and Other Documents, adopted December 2009; revised hereby.

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