

I. Policy Statement

This Policy establishes University rules concerning the approval and execution of all University contracts and applies to all University employees and counterparties, including without limitation suppliers, contractors, and other third parties. This policy supersedes any practice, policy, or guidelines on the subject matter issued prior to the effective date of this policy.

Responsibility and accountability for compliance with applicable federal, state, and local laws, regulations, and policies rests with each individual employee who must act ethically, honestly, and with integrity. Every University department leader is accountable for ensuring that their subordinates who are negotiating contracts are adequately trained and adhere to this policy.

II. Contract Formation

A “contract” is any document or arrangement that creates a legally binding agreement between the University and a counterparty. The document or arrangement doesn’t have to be expressly named a “contract” to be considered legally binding upon the University. For example, it might be called a “memorandum of understanding,” “MOU,” “letter of agreement,” “letter of intent,” “letter of understanding,” “terms and conditions,” or “terms of use.”

Contracts can be formed verbally and by email exchanges if certain legal conditions are met. Employees should presume that any kind of agreement or document that places obligations on the University or one of its divisions is a legally binding contract.

The contract review process requires approvals from the Office of General Counsel (“OGC”), IT, and various units in the Finance Department (collectively, “Approval Cycle”). In reviewing and approving contracts, we are guided by numerous University policies (e.g., Purchasing Policy, Contract Review Policy, Accessibility Guidelines, etc.). The Approval Cycle must be completed before an authorized University signatory will execute the contract.

III. Contract Monitors

Anyone who submits contracts in the ImageNow system on behalf of their University division are involved in the contracting process and deemed Contract Monitors. Contract Monitors must complete the United Educators Contracting Fundamental course before submitting contracts and follow the Approval Cycle. Contract Monitors must also stay up to date on any other required training as indicated by OGC and Finance.

IV. University Approved Templates

Contract Monitors can submit proposed contract templates for review via the [Legal Intake Process](#). Contract templates will allow for a quicker review and approval. You may find approved templates on [MyQ: Campus Offices: OGC](#). Approved Templates only require budgetary approval and can be approved within three days of submission. Properly submitted contracts will be reviewed within three weeks. Contracts that have to be resubmitted will be reviewed within three weeks of resubmission.

V. Signature Authority for Approved Contracts

Only contracts that have gone through the Approval Cycle can be signed by employees with Signature Authority.

The Board of Trustees via the Chairman's Certificate has delegated Signature Authority to execute contracts on behalf of the Board to the following University leaders: Judy Olian, President, Debra J. Liebowitz, Provost, Mark Varholak, Vice President for Finance/Chief Financial Officer, Elicia Spearman, General Counsel and Vice President for Human Resources.

The Chairman's Certificate also conveys Signature Authority to the remaining members of the Management Committee and the Athletic Director who have the (i) authority to sign contracts for products and services to be provided to the University divisions over which they have supervisory authority, excluding checks, grants, stock transfers, sales and Memoranda of Understanding/Partnerships related to tuition or tuition discounts (collectively, "Contracts"); (ii) such Contracts shall not exceed Twenty-Five Thousand Dollars (\$25,000.00), and (iii) such signature authority shall not be subdelegated.

The Deans (Dean of the School of Education, Dean of the School of Communications, Dean of the School of Nursing, Dean of the School of Business, Dean of the Frank H. Netter MD School of Medicine, Dean of the School of Health Sciences, Dean of the College of Arts & Sciences, Dean of the School of Computing and Engineering, Dean of the School of Law) have the (i) authority to sign contracts for products and services to be provided to the University school over which they have supervisory authority, excluding checks, grants, stock transfers, sales and Memoranda of Understanding/Partnerships related to tuition or tuition discounts (collectively, "Contracts"); (ii) such Contracts shall not exceed Ten Thousand Dollars (\$10,000.00), and (iii) such signature authority shall not be subdelegated.

Anyone acting in an Interim capacity at the Management Committee or Dean level will also have Signature Authority.

VI. Unauthorized Signatures

Any employee who executes a contract on behalf of the University without following the Approval Cycle, or submitting an Approved Template is subject to the following actions:

1. Potential disciplinary action by the University, up to and including termination of employment;
2. Potential legal action by the University, along with personal liability for any obligations under the contract, including the financial obligations set forth in the contract; and
3. Potential liability may otherwise result from violations of applicable federal, state, or local laws and regulations enforceable by governmental authorities.