

POLICY TITLE	Contract Review and Signature Authority	Policy Number	247
Section	Financial Affairs and Development	Approval Date	March 30, 2016
Subsection	Procurement and Contracts	Effective Date	March 30, 2016
Responsible Office	Procurement and Contract Services		

1.0 PURPOSE

1.1 The University has an obligation to be a responsible steward of the resources entrusted to it. The purpose of this policy is to safeguard university resources and to minimize the University's financial, legal, operational, and compliance-related risks by establishing the authority and responsibilities of university employees with regard to reviewing and executing contracts and other written documents on behalf of the University.

2.0 REFERENCES

2.1 Utah State Code 46-4-203 "Attribution and Effect of Electronic Record and Electronic Signature"

2.2 Utah State Code 63G-6a *Utah Procurement Code*

2.3 Utah State Board of Regents Policy R-532 *Acceptance and Approval of Contracts and Grants*

2.4 Utah State Board of Regents Policy R-710 *Capital Facilities*

2.5 UVU Policy 204 *Appropriateness of Expenditures*

2.6 UVU Policy 208 *Outside Vendors/Contractors on Campus*

2.7 UVU Policy 209 *Contracting with Non-University Employees*

2.8 UVU Policy 210 *Independent Contractors*

2.9 UVU Policy 241 *University Procurement*

2.10 UVU Policy 242 *Solicitation and Award of Procurement Contracts*



3.0 DEFINITIONS

3.1 Contract: A written agreement or other formal instrument where there is mutual agreement to terms that bind the University to any legal obligation. Typically, at least one party to the transaction is external to the University. A contract may be in the form of an agreement, proposal, statement, notice, resolution, letter, memorandum of understanding (MOU), memorandum of agreement (MOA), purchase order, license, indenture, grant, cooperative agreement, amendment to an agreement, or addendum to an agreement, etc. If a document has another title, or has no title, but binds the University to any legal obligation, such a document is a contract covered under this policy. Employment agreements are explicitly not covered under this policy and instead undergo a separate review and approval process.

4.0 POLICY

4.1 The official designee entering into and signing the contract is responsible for understanding and approving the terms and conditions of the contract and is responsible for seeing that this and all other applicable university policies and procedures are followed in the execution and administration of the contract, including review by Procurement and Contract Services and the Office of General Counsel when appropriate as set forth in this policy.

4.2 Written contracts, including purchase orders and grants, must be executed whenever the University enters into any agreement or promise that purports to obligate the University to perform some responsibility or to take specific action(s).

4.3 All real property contracts require Board of Trustees and/or State Board of Regents review and approval except (1) leases where the University is the lessor; (2) leases where the University is the lessee and the lease has a term of less than 10 years and financial consideration of less than \$100,000 annually; (3) easements; or (4) leases for the purpose of establishing regular state-supported daytime program of instruction.

4.4 Only university officials designated by this policy are authorized to execute contracts and other written instruments on behalf of the University. Any contract executed by a person not authorized to do so by this policy is not binding on the University.

4.5 Employees executing contracts and other written instruments on behalf of the University are responsible for ensuring that they have authority to act on behalf of the University and that such authority is exercised in compliance with applicable laws, regulations, policies, procedures, and guidelines.

4.6 An employee who signs a contract that he or she is not authorized to sign is acting outside the scope of his or her employment and may be personally liable for any resulting liability or



obligation. Said employee may also be subject to disciplinary action, up to and including termination of employment.

4.7 Procurement and Contract Services and the Office of General Counsel are responsible for creating and maintaining guidelines for the review and approval process for contracts.

5.0 PROCEDURES

5.1 5.1 Contract Review and Authorization

5.1.1 Prior to executing a contract, the department or person(s) entering into the contract must

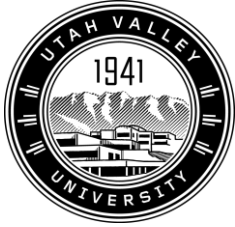
- 1) Obtain the cooperation and approval of any department that may be directly or indirectly affected in the performance of the contract (e.g., financial, information technology, and space considerations, etc.);
- 2) Obtain the proper approval in compliance with Policy 204 *Appropriateness of Expenditures* if the contract involves any expenditure of University funds;
- 3) Obtain written approval from the appropriate vice president if the proposed contract binds the University to a legal obligation for a period that exceeds one year;
- 4) Ensure sufficient budgeted funds are available to comply with the financial terms of the contract;
- 5) Coordinate the procurement of the contracted products and/or services in compliance with Policy 241 *University Procurement*; and
- 6) Obtain legal review and approval from the Office of General Counsel if required by Section 5.3 of this policy.

5.2 Signature Authority Delegation by Position

5.2.1 The President has complete signature authority for the University, as delegated by the State Board of Regents.

5.2.2 Assuming that a contract has received the proper authorization as required in Section 5.1 of this policy, the following positions shall also have signature authority for all contracts arising within the scope and authority of their respective organization within the University:

- 1) Vice presidents and the Chief Executive Officer of the UVU Foundation;
- 2) The General Counsel, for contracts relating to legal services or settlements of legal claims;



3) The Director of Procurement and Contract Services, for contracts relating to the acquisition of goods and services;

4) The Director of Sponsored Programs, for contracts relating to sponsored academic projects and grants.

5.2.3 President's Council may delegate signature authority to additional university positions. Procurement and Contract Services shall keep a list of the university positions that have been delegated authority by President's Council to execute contracts and other written instruments subject to the scope of authority defined for each position.

5.2.4 Positions delegated signature authority by either this policy or President's Council may delegate temporary signature authority to a position within their respective organization at the University for a period not to exceed one year. Temporary authority is not valid until the delegator submits the delegation in writing to Procurement and Contract Services.

5.2.5 Persons in an interim position have the signature authority of that position.

5.2.6 All previous delegations of signature authority are superseded by this policy.

5.3 Legal Review of Contracts

5.3.1 Prior to execution, all contracts must be reviewed by Procurement and Contract Services and the Office of General Counsel as to form, legal sufficiency, and risk assessment, except in the following situations:

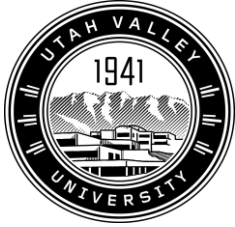
1) If both parties to the contract agree to and use an appropriate, unaltered, current version of the contract template as maintained by Procurement and Contract Services and the Office of General Counsel;

2) For previously reviewed contracts that are solely being renewed for an additional term without any changes outside of term dates and pricing and using the Office of General Counsel's approved Amendment form;

3) For purchase orders without any added terms or conditions;

4) For certain sponsored project agreements and federal grants, as determined by the Senior Vice President of Academic Affairs and General Counsel; or

5) For certain UVU Foundation agreements, such as gift agreements, as determined by the Chief Executive Officer of the UVU Foundation and General Counsel, where the Office of General



Counsel has reviewed and approved the templates being used by the UVU Foundation and no substantive alterations are being made to those templates.

5.4 Responsibilities of Procurement and Contract Services and General Counsel

5.4.1 Procurement and Contract Services and the Office of General Counsel shall make available necessary materials and training to ensure university employees involved in the contracting process are informed and understand the scope and limits of their contracting authority.

5.4.2 Procurement and Contract Services shall be a central repository for all contracts requiring review with the exception of contracts that would more appropriately be housed in a different department, as determined and approved by Procurement and Contract Services and the Office of General Counsel. Procurement and Contract Services shall keep a list of the types of contracts that are excepted from being stored in the central repository.

POLICY HISTORY		
Date of Last Action	Action Taken	Authorizing Entity