



UNIVERSITY POLICY P-04.06-12/22

TO: The University of West Florida Community

FROM: Dr. Martha D. Saunders, President

SUBJECT: Authority to Sign Contracts

RESPONSIBLE OFFICE: Office of the President

I. Purpose:

The University is an organization that, like any other organization or corporation, acts through people who have the authority to act for it. The University’s Board of Trustees, by statute, is the contracting agent of the University. The Board of Trustees has authorized the President of the University, as the chief executive officer, to enter into contracts for the purchase, sale, lease, license, and acquisition of commodities, goods, supplies, equipment, services, and real property, as well as the authority to bind the University in other types of contracts. 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, the parameters of that authority, and to whom such authority may be delegated.

II. Definitions:

- A. Absence – For purposes of this Policy, an “absence” is where the individual is anticipated to be out of the office for three (3) or more consecutive business days or the individual is, for any period of time, hospitalized, incapacitated, or out of the country and not working or without remote access.
- B. Contract – For purposes of this policy, a contract is any agreement between two or more parties, one of which is the University (including any of its centers, departments, or other units), that creates an obligation, right, or liability for the University. There must be a University interest at stake. A contract may be called by other names, including agreements, grants, memoranda of understanding (MOU), memoranda of agreement (MOA), affiliation agreements, letters of agreement, letters of understanding, software licenses, click-through agreements, purchases and sales of goods and services, and property agreements such as sales and leases. A contract does not require the payment of money or

other compensation so long as there is consideration (give and take) by both parties. University contracts do not include agreements between different units within the University or agreements purely between private parties where the University has no obligations.

- C. Delegation – The transfer of authority from one person to another. All delegation of authority must be in writing.
- D. Delegator – The person delegating authority to execute a contract to another person.
- E. Delegee – The person who has received authority to execute a contract as provided in a written memorandum delegating authority.
- F. Signature Authority – The authority to bind the University by contract.
- G. Vice President – For purposes of this policy only, the title “Vice President” includes any variation of that title, including Vice President, Associate Vice President, Assistant Vice President, Senior Vice President, and Executive Vice President.

III. Policy:

A. General.

1. Pursuant to the authority provided by statute and the Board of Trustees, the President has the authority to execute all contracts for the University, including all agreements, letters of understanding, memoranda of understanding, applicable collective bargaining agreements and other documents regarding legal assurances, commitments, and obligations on behalf of the University and its constituent units. Unless delegated, only the President has the authority to sign a contract on behalf of the University. In order to sign a contract on behalf of the University, the person signing must have been delegated the authority to bind the University. Only individuals with delegation of signature authority in writing are authorized to execute contracts on behalf of the University. This authority is retained and may be exercised notwithstanding delegations of authority to sign certain contracts to other University administrative officers.
2. Monetary limitations for the delegation of authority are the sum total of the value of the contract for the initial term plus any potential renewal periods.
3. Term limitations for the delegation of authority are the sum total of the number of years of the initial term of the contract plus any potential renewal periods.
4. Authority delegated from the President may not be further delegated unless specifically permitted by this Policy or authorized by the President in a written document, such as a memorandum from the delegator to the delegee. See Delegation Process, section III.B. below.

5. A delegee may not delegate authority to sign contracts in the delegee's absence unless specifically authorized by this Policy or by the memorandum delegating authority to the delegee. Without such authority, the delegee's supervisor is responsible for executing contracts in the absence of the delegee.
6. Contracts being entered into that require the signature of the President shall contain a signature of the Vice President, Director, chief executive officer, or other head of the division, institute, center, or unit indicating approval of the contract's terms.
7. All delegations of authority governed by this policy expire after three (3) years or the expiration date indicated in the memorandum, whichever is sooner. Upon the expiration of authority, the delegator must reauthorize the delegation in writing if the delegator chooses to continue the delegation.
8. Delegations may be revoked or modified at any time by the delegator in consultation with the delegator's supervisor and the OGC, as may be appropriate.
9. 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.
10. All delegations made shall supersede extant or prior delegations; accordingly, delegators should list all current delegations to a particular position rather than adding new delegations in separate writings.
11. The authority associated with an appointment may not be exercised by an individual prior or subsequent to the effective dates of employment or appointment. Delegation of authority does not transfer with the person, but rather remains with the position until changed or the delegation term expires.
12. 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.
13. 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 up to and including termination as appropriate and may subject their departments to fiscal responsibility. Individuals signing without authority may also be personally liable, in their individual capacity, under the contract.
14. For information and advice regarding delegations of authority, University employees should contact the OGC.

15. All current delegations of authority shall be maintained by the OGC.

B. Delegation Process

The procedures to follow for proper delegations of authority under this policy are:

1. All delegations of authority must be in writing.
2. The delegation must include:
 - a. a specification of the scope, terms, and limitations of the delegation, including monetary limits and time limits;
 - b. the contract or types of contracts the delegate is authorized to sign;
 - c. the duration of the delegation, not to exceed the maximum limit as provided by this policy; and
 - d. if the delegation of authority requires approval by the President, then the President must indicate approval of the delegation on the memorandum.
3. All delegation memoranda shall be directed to the President.
4. A copy of the delegation must be transmitted immediately to the Office of the General Counsel at gcfrofrontdesk@uwf.edu or hand delivered. Copies also must be maintained in the office of both the delegator and the delegee. The OGC maintains the master list and underlying documentation of who has signing authority.

C. Delegation of Authority from the President

1. To the Provost
 - a. *General.* The Provost is the chief academic officer of the University and often is the second-highest ranking officer of the University. The Provost may have an additional title of Vice President, Senior Vice President, or Executive Vice President.
 - b. *Areas of Responsibility.* The Provost's areas of responsibility for academic affairs include: 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, and advertising and marketing contracts related hereto.

- c. *Parameters of Authority.* The Provost may execute all contracts less than or equal to \$500,000 relating to the Provost's areas of responsibility. Any contract in excess of \$500,000 also requires the written approval of the President.
 - d. *Authority to Delegate Further.* The Provost has authority to delegate to others who are under the Provost's direct supervision the authority to execute contracts the Provost 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 OGC.
 - e. *Miscellaneous.* Contracts being entered into on behalf of an academic unit and requiring the signature of the Provost shall contain a signature of the Dean of the College or director of the unit indicating approval of the contract's terms.
2. To the Vice President for Finance and Administration
 - a. *General.* The Vice President for Finance and Administration (VP-FA) is the chief financial officer for the University, serves as the University's main contract and procurement officer, and is responsible for all fiscal and nonacademic administrative operations of the University.
 - b. *Areas of Responsibility.* The VP-FA's areas of responsibility include: all contracts related to the acquisition of commodities, goods, equipment, services; leases of real and personal property; construction; and advertising and marketing contracts related hereto.
 - c. *Parameters of Authority.* The VP-FA may execute all contracts less than or equal to \$500,000 relating to the VP-FA's areas of responsibility. Any contract in excess of \$500,000 also requires the written approval of the President.
 - d. *Authority to Delegate Further.* The VP-FA 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 Provost and to the Office of General Counsel.
 - e. *Miscellaneous.* The VP-FA has final authority to approve a contract as a sole-source purchase, regardless of the value. The value of the contract will determine who has authority to sign the contract as described above.
3. To the Vice President of Academic Engagement and Student Affairs
 - a. *General.* The Vice President of Academic Engagement and Student Affairs (VP-DAESA) is the chief diversity officer.
 - b. *Areas of Responsibility.* The VP-DAESA's areas of responsibility include: all contracts relating to recreation and wellness; housing and residential life; student

health and counseling services and other student support services; activities at the Commons, Cannon Green, and other indoor and outdoor facilities available for rental; the Honors program; the international affairs programs; career services; diversity and equity programs and support services; and advertising and marketing contracts related hereto.

- c. *Parameters of Authority.* The VP-DAESA may execute all contracts less than or equal to \$250,000 relating to the VP-DAESA's areas of responsibility. Any contract in excess of \$250,000 also requires the written approval of the President.
- d. *Authority to Delegate Further.* The VP-DAESA is not authorized to delegate such authority to others without written approval from the President.

4. To the Vice President for Advancement

- a. *General.* The Vice President for Advancement is responsible for fundraising and marketing the University.
- b. *Areas of Responsibility.* The Vice President for Advancement's areas of responsibility include: all contracts related to University fundraising, endowments and gifts, donations, and agreements and projects involving public affairs/marketing relationships between the University and the general public, and advertising and marketing contracts related hereto.
- c. *Parameters of Authority.* The Vice President for Advancement may execute all contracts less than or equal to \$250,000 relating to the Vice President's areas of responsibility. Any contract in excess of \$250,000 also requires the written approval of the President.
- d. *Authority to Delegate Further.* The Vice President for Advancement is not authorized to delegate such authority to others without written approval from the President.
- e. *Miscellaneous.* The authority provided here to the Vice President for Advancement is distinct from any additional role the same individual may have for a direct support organization. Authority to execute contracts for a UWF direct support organization are addressed in UWF Policy GC-02.02, Contract Review, as it may be amended.

5. To the Director of Intercollegiate Athletics

- a. *General.* The Director of Intercollegiate Athletics ("Athletics Director") is responsible for directing and coordinating the intercollegiate athletic sports programs; managing daily operations; implementing strategic initiatives; developing athletic priorities; and enforcing federal, state, NCAA, and Gulf South Conference regulations, policies, and procedures regarding intercollegiate athletics.

- b. *Areas of Responsibility.* The Athletics Director's areas of responsibility include: all contracts related to National Letters of Intent, Gulf South Conference Athletic Grants-in-Aid, game contracts, contracts for game officials, merchandise contracts, hotel agreements, bus agreements, broadcasting rights contracts, athletic facility rentals, and corporate sponsorship agreements relating to athletics at the University.
 - c. *Parameters of Authority.* The Athletics Director may execute all contracts less than or equal to \$100,000 relating to the Athletic Director's areas of responsibility, providing that such contracts are on OGC-approved templates or otherwise approved by the OGC. Any contract in excess of \$100,000 also requires the written approval of the President.
 - d. *Authority to Delegate Further.* The Athletics Director is not authorized to delegate such authority to others without written approval from the President.
 - e. *Miscellaneous.* The Athletics Director must inform the President of all transactions and contracts that are executed by the Athletics Director under this delegation of authority.
6. To the General Counsel
- a. *General.* The General Counsel is the chief legal officer for the University.
 - b. *Areas of Responsibility.* The General Counsel's areas of responsibility include: legal representation of the University in all matters before all courts, all administrative agencies, and all other governmental entities.
 - c. *Parameters of Authority.* The General Counsel may execute all contracts for legal representation, settlement agreements, actual or threatened legal or administrative proceedings involving UWF or its direct support organizations (to the extent the OGC represents the DSO at issue), and other necessary documents regarding legal actions for less than or equal to \$100,000. Any legal document, including settlement agreements, in excess of \$100,000 also requires the written approval of the President.
 - d. *Authority to Delegate Further.* The General Counsel is not authorized to delegate such authority to others without written approval from the President. However, notwithstanding any language to the contrary, the General Counsel has the authority to delegate to an Associate General Counsel or Assistant General Counsel the authority to sign pleadings in court proceedings, letters to federal and state agencies, and take other actions to represent the University before the courts, administrative agencies, and other governmental entities.

7. To Other Positions

The President has authority to delegate signature authority to other positions at the President’s discretion. The delegations must be in writing and describe the parameters of the authority being delegated. A person who receives a delegation of authority from the President may not delegate that authority any further without written approval from the President.

D. Responsibilities of the Delegee

1. The person to whom authority is delegated and who approves any contract or transaction that constitutes a commitment between the University and external entities has the responsibility to:
 - a. verify the availability of funds for the contract or transaction;
 - b. obtain legal review and approval from the General Counsel’s office in compliance with UWF Policy GC-02.02, Contract Review;
 - c. ensure that there is no real or apparent conflict of interest on the part of any individual or organization involved in the contract or transaction, or, where there is a real or apparent conflict of interest, the issues have been resolved prior to entering into the contract or transaction; and
 - d. confirm that all necessary approvals have been obtained.
2. Even if signature authority is delegated, the ultimate responsibility shall remain with the delegator.

Approved by: DocuSigned by:
Martha Saunders **Date:** 12/12/2022
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 Dr. Martha D. Saunders

Authority: Generally Chapter 1001, Fla. Stat., and specifically §1001.72, Fla. Stat.
 Florida Board of Governors Regulation 1.001
 University Board of Trustees Bylaws
 University of West Florida Board of Trustees Resolution 2017.5 (Nov. 16, 2017)
 UWF/Regulation-6.0058 Contracts

Cross Ref: UWF Policy GC-02 Contract Review
 UWF Policy P-15 Revenue Generating Contracts

History: Created June 2001; amended December 2009, November 2015, January 2017, February 2017, and December 2022

Last Review: December 2022