



Ohio Administrative Code

Rule 3361:10-1-06 Board of trustees bylaws: execution of instruments.

Effective: February 1, 2019

(A) No contract, agreement, promise, bank account, or other undertaking in the name of the university of Cincinnati or purporting to be made for, or on behalf of any college, school, department, division or other part of the university of Cincinnati, shall be made by any of its officers, agents, or employees or by any student, faculty, or alumni organization, enterprise, or association whatever, unless the same shall have been first authorized by the board of trustees of the university or in pursuance of authority conferred by the university rules.

(B) Whenever the board of trustees shall have authorized or ratified the making of any contract or the execution of a written instrument of any kind involving a sum or sums in excess of five million dollars, the chairperson or in his/her absence a vice chairperson, and in his/her absence the chairperson of the finance and administration committee, shall, without special authorization by the board, execute and deliver such documents as may be necessary or proper for the performance of the university's obligations thereunder. The signature of a vice chairperson to any such writing shall, when attested and authenticated, as provided in these bylaws, be conclusive as to the absence of the chairperson, and the signature of the chairperson of the finance and administration committee to any such writing shall, when attested and authenticated, as provided in these bylaws, be conclusive as to the absence of the chairperson and a vice chairperson. All instruments executed by the chairperson, vice chairperson or chairperson of the finance and administration committee shall be reported by the secretary at the next regular meeting of the board.

(C) Contracts involving the purchase or sale of operating real estate must be approved by the board of trustees, regardless of amount. Other contracts involving sums of one million nine hundred ninety-six thousand five hundred dollars or less may be executed as follows:

(D) All non-sponsored contracts, purchase orders, and modifications thereof that require the expenditure of funds by the university of amounts greater than five million dollars shall require prior approval of the board of trustees, and shall be executed by the chairperson, vice chairperson or chairperson of the finance and administration committee as authorized in paragraph (B) of this rule,



without further approval, unless execution authority is specifically delegated to the president.

(E) Contracts other than those for the purchase or sale of operating real estate involving sums of five million dollars or less may be executed as follows:

(1) Without board of trustees' approval, the president or his/her delegate appointed pursuant to paragraph (F) of this rule shall have the authority to:

(a) Approve all budget transfers in undesignated general or auxiliary funds, and all additional appropriations of undesignated general, auxiliary or plant funds in amounts of four million five hundred dollars or less. The four million five hundred thousand dollar limit may be increased to five million dollars with the verbal or written consent of the chairperson of the finance and administration committee or in his/her absence the vice chairperson of the finance and administration committee, which consent when given by the vice chairperson of the finance and administration committee shall, when attested, be conclusively presumed to have been given in the absence of the chairperson of the finance and administration committee. Under normal conditions written approval shall be preferred. The president shall report all such approvals to the board for information at its next regular meeting.

(b) Approve and execute

(i) Contracts (including term contracts that are the result of ordinary competitive bidding procedure), purchase orders and modifications thereof that require the expenditure of funds by the university of amounts not in excess of four million five hundred thousand dollars; provided that the four million five hundred thousand dollar limit may be increased to five million dollars with the verbal or written consent of the chairperson of the finance and administration committee or in his/her absence the vice chairperson of the finance and administration committee, which consent when given by the vice chairperson of the finance and administration committee and attested as provided in these bylaws shall be conclusively presumed to have been given in the absence of the chairperson of the finance and administration committee. Under normal conditions written approval is preferred.

(ii) Grants, sponsored contracts and other contracts that do not require the expenditure of funds by the university (other than as an incident of performance of the contract), and modifications thereof, in any amount.



The president shall report all such approved and executed contracts, purchase orders, grants or modifications to the board for information at its next regular meeting or at such intervals as the board of trustees shall direct. Such report may be in summary form showing aggregated information for multiple contracts.

(2) Contracting officer.

The general counsel of the university is the university's contracting officer except as specifically provided for herein.

(a) Without board of trustees' approval the contracting officer shall have the authority to execute

(i) Contracts, purchase orders, and modifications and amendments thereto, on behalf of the university that require the expenditure of funds by the university of one million dollars or less;

(ii) Leases of real estate, and modifications and amendments thereto, with the approval of the office managing university investment real estate;

(iii) Contracts for the sale of investment real estate, and modifications and amendments thereto, together with such deeds, certificates, instruments and other documents as may be necessary or advisable to consummate such transactions and perform the obligations created thereby, with the approval of the administrative investments committee;

(iv) Contracts relating to the licensing, sale, assignment, transfer or other disposition of the university's intellectual property rights in inventions, discoveries, patents, and copyrights, with the approval of the chief innovation officer or his/her delegate, and in trademarks, with the approval of the director of licensing; and

(v) Consents, applications, approvals, releases, affidavits, financing statements, certifications, waivers, powers of attorney and other actions of the university as may be necessary in the conduct of the ordinary course of the university's business, with the approval of the president or the appropriate vice president.



The signature of the contracting officer on any of the foregoing documents shall be conclusive evidence of the authority of the contracting officer to execute the same by and on behalf of the board of trustees.

(b) The contracting officer may appoint other officers or employees of the university to serve as assistant contracting officers to whom the contracting officer may delegate some or all of the authority of the contracting officer to execute instruments. The signature of a duly appointed assistant contracting officer on any instrument described in sub paragraph (E)(2)(a) of this rule within the term of such appointment and scope of such delegation shall be conclusive evidence of the authority of the assistant contracting officer to execute the same by and on behalf of the board of trustees.

(c) The contracting officer may appoint attorneys or other agents to attend the closing of real estate transactions and to execute closing documents on behalf of the board of trustees, to act on behalf of the university in prosecuting patent, copyright and other applications, to act on behalf of the university in clearing shipments through customs, and to act on behalf of the university in performing other representative functions; and the signature of any such duly appointed attorney or agent shall be conclusive evidence of his or her authority to execute the same on behalf of the board of trustees. All such appointments shall be in writing and shall be limited in scope and time to the particular transaction.

(3) Without special authorization of the board, the secretary of the board shall have authority to amend this rule every three years, on July first, to reflect a ten per cent increase in the signing authority granted in the foregoing paragraphs of this rule.

(4) Vice president for finance.

Without board of trustees' approval, the vice president for finance shall have authority to execute contracts and change orders for construction projects within the limit of funds appropriated by the board for each project. Contracts and change orders executed by the vice president for finance shall be filed immediately with the contracting officer and/or the office of the board of trustees, as appropriate.



(5) The senior vice president for administration and finance

The senior vice president for administration and finance shall have the same authority to execute instruments as that granted to the contracting officer by paragraph (E)(2) of this rule.

(F) All delegations of contracting authority whether by the president pursuant to paragraph (E)(1) of this rule or by the contracting officer pursuant to paragraph (E)(2) of this rule shall be in writing, shall identify the delegate by name, title and/or position of employment, shall describe the scope of the authority provided by the delegation, shall bear the signature of the president or contracting officer, and shall expire on the earlier of: (1) the date of expiration contained in the written delegation, (2) the date of death or separation from employment with the university of the president or contracting officer making the delegation, (3) the date of death or separation from employment with the university of the delegate; (4) the date written notice of revocation of the delegation signed by the president or contracting officer is delivered to the delegate, or (5) the date that is three years from the date of the delegation. The president and the contracting officer shall provide copies of all such delegations to the board of trustees at the next regular meeting of the board following any such the delegation. No person receiving a delegation of authority from the president or the contracting officer may further assign or delegate to any other person all or any part of the delegated authority. No delegation of authority by the president or the contracting officer shall exceed the limits established herein.

(G) Electronic signatures

(1) Definitions

(a) Authenticity - the assurance that an electronic signature is that of the person purporting to sign a record or otherwise conducting an electronic transaction.

(b) Electronic signature - an electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record.

(c) Electronic transactions - the exchange of an electronic record and electronic signature between the university and a person to:



- (i) Consent to release information;
 - (ii) Purchase, sell or lease goods, services or construction;
 - (iii) Transfer funds;
 - (iv) Facilitate the submission of an electronic record with an electronic signature required or accepted by the university; or
 - (v) Create records formally issued under a signature and upon which the university or any other person will reasonably rely including but not limited to formal communication, letters, notices, directives, policies, guidelines and any other record.
- (d) Integrity - the assurance that the electronic record is not modified from what the signatory adopted.
- (e) Non-repudiation - proof that the signatory adopted or assented to the electronic record or electronic transaction.
- (2) Electronic transactions
- (a) This paragraph does not grant contracting authority to any individual or expand authority already granted.
 - (b) The university shall enact policies governing the use of electronic signatures. Electronic signatures shall only be used in accordance with university policy.
 - (c) An electronic signature may be accepted in all situations where the requirement of a signature or approval is stated or implied. An electronic transaction entered into pursuant to this rule and policies promulgated hereunder shall be presumed to be valid, and may not be denied legal effect or enforceability solely because it is in electronic form.



- (d) The university may, at its discretion, elect to opt out of conducting electronic transactions with any party or in any transaction, for any reason or no reason.
- (3) The method of applying electronic signatures shall require a separate and distinct action for each signature. The action may include a series of keystrokes, a mouse click, or other similar action.
- (4) The university shall establish procedures to provide authentication, non-repudiation and integrity to the extent reasonable for each electronic transaction.
- (5) Records of electronic transactions shall be maintained in accordance with the university record retention schedule for the type of transaction at issue.