

3364-40-08 Contract administration and signatory authority policy.**(A) Policy statement**

Signing or entering into arrangements that bind the university are to be in compliance with rules set forth by the board of trustees, as delegated to the president and further clarified in this policy.

(B) Purpose of policy

This policy provides necessary guidelines for the review, approval and executing of contracts which commit the resources of the university of Toledo (the “university”) or create obligations on behalf of the university, including purchases for goods and services. Through this policy, the president authorizes both primary and secondary delegates to approve and sign contracts which commit the resources of the university or create obligations on behalf of the university, including purchases for goods and services. The process for further delegation of authority is also provided herein. Any authority for approving and signing contracts not delegated by this policy, remains with the board of trustees or the president, as applicable.

(C) Definitions

- (1) Contract: a legally binding written agreement between the university and another party or parties in any manner for any dollar value (including zero dollars), describing the terms of the contract.**

The term “contract” may be referred to by many different names, including but not limited to: agreement, memorandum of understanding, memorandum of intent, statement of work, amendment, addendum, proposal, purchase order, notice of award and includes electronic contracts which are accepted online and not printed. All of these types of documents, regardless of what they are called, which commit university resources, including grants to the university, or create obligations on behalf of the university, shall collectively be referred to herein as “contracts”, and shall be entered into in accordance with the terms of this policy.

- (2) Delegation of signatory authority: the formal recorded conveyance of authority from the board of trustees to the president or from the president to the president’s designee(s).**

- (3) Signatory authority: permission granted to approve and execute transactions as listed below. This approval attests to the appropriateness of the transaction with the university's objectives and budgetary authorizations.

(D) Contract review and approval process

- (1) All contracts that refer to the procurement of goods, equipment, software or services, including grant funded purchases, must follow university procurement policies and procedures as outlined in rule 3364-40-15 of the Administrative Code. Having signatory authority for these types of purchase categories does not exempt the purchase from following procurement rules.
- (2) Pursuant to rule 3364-10-14 of the Administrative Code (contract review and approval process), all contracts that bind or obligate the university in any manner or for any dollar value must be reviewed and approved by the office of legal affairs prior to execution, except as indicated in the next clause.
- (3) All contracts related to research and other sponsored programs in any manner or for any dollar value, must be reviewed and approved by the office of research and sponsored programs prior to submission and/or execution.
- (4) The board of trustees of the university of Toledo is required to approve all expenditures in excess of five hundred thousand dollars, including, but not limited to: all contracts, operating expenses, capital equipment purchases, and purchase orders as well as construction projects in excess of one million dollars. Exceptions: (a) purchases or contracts that utilize funds as provided by a granting agency and the university of Toledo's contribution is five hundred thousand dollars or less, (b) any emergency purchase necessary to keep facilities structurally safe and operational, (c) renewal of existing agreements, and (d) purchases for such categories as utilities, maintenance contracts and benefits' plan that are included in the annual operating budget (resolutions 17-09-19 and 17-12-25 as may be amended from time to time).

(E) Representation of signatory

Employees may execute contracts in the name of the university only if they have signatory authority as set forth in this policy. When employees sign a contract on behalf of the university, the employee makes the following implied representations to the university:

- (1) Signatory has consulted with and obtained necessary approvals from the office of legal affairs and other specialized personnel or affected departments (i.e., global health, information technology, finance, human resources, university of Toledo medical center, administration, etc.).
- (2) Signatory is satisfied with the terms of the contract and has determined in good faith that the university can meet its substantive obligations under the contract including but not limited to the availability and/or appropriation of necessary funding and accreditation requirements.
- (3) Signatory affirms that the contract conforms to university policy, including but not limited to those related to procurement, capital spending, sponsored research and is in the best interest of the university.
- (4) Signatory understands that failure to obtain authorized execution on the contract may result in personal liability for the employee(s) involved in the transaction and/or the unauthorized signer.
- (5) Signatory understands obligations under Ohio ethics law (Chapter 102. of the Revised Code and sections 2921.42, 2921.421 and 2921.43 of the Revised Code) and affirms that no conflict of interest exists between signatory and the contractor.

(F) Unauthorized commitments or contracts

Employees who enter into contracts without signatory authority may be personally liable for such agreements. Employees who execute contracts without signatory authority may also be subject to disciplinary action, up to and including termination.

(G) Conflicts of interest

Any employee entering into a contract on behalf of the university must accordingly exercise their authority in a manner consistent with the university's standards of conduct policy

https://www.utoledo.edu/policies/administration/humanresources/pdfs/3364_25_01.pdf and the Ohio ethics laws <http://www.ethics.ohio.gov/>

It is the responsibility of all university employees to ensure the university does not knowingly enter into a contract that presents a conflict of interest. Any employee who has a conflict of interest with respect to a contract does not have authority to negotiate, approve or execute the contract and must recuse themselves from the process.

https://www.utoledo.edu/policies/administration/humanresources/pdfs/3364_25_50_Conflict_of_interest.pdf

(H) Electronic signature

Electronic signatures may be executed or accepted on contracts pursuant to university policy.

<https://www.utoledo.edu/policies/administration/compliance/pdfs/3364-15-16.pdf>

(I) Delegation of signatory authority

The president delegates signatory authority pursuant to the following delegation matrix:

<u>Area/department</u>	<u>Primary delegation</u>	<u>Secondary delegation</u>	<u>Contract/transaction types</u>
<u>Academic and faculty affairs</u>	Provost	<u>Dean, college of medicine and life sciences</u>	<u>Clinical faculty offers of employment and agreements</u>
			<u>Academic affiliations for graduate medical education, residencies, clerkships, international rotations, exchange agreements</u>
			<u>Facility use agreements for college of medicine and life sciences</u>
		<u>College deans</u>	<u>Academic affiliation agreements with no financial obligation, internships/externship agreements</u>
			<u>Facility use agreements for academic space</u>
		<u>College deans up to twenty thousand dollars</u>	<u>Agreements for professionals for one time performer/guest speaker/facilitator</u>
			<u>Other agreements for budgeted expenses of colleges (i.e., hosting conferences, staff retreats)</u>
			<u>Academic affiliation agreements for which funds are obligated.</u>
			<u>Accreditation agreements for colleges</u>
			<u>Faculty offers of employment and agreements (full time, part-time, adjunct)</u>
			<u>Agreements for other instructional personnel (for credit courses)</u>
			<u>Articulation agreements (e.g., community college transfer agreements)</u>
			<u>College credit plus program agreements</u>
	<u>International affiliations/exchanges (Memorandums of agreement)</u>		
<u>Athletics</u>	<u>Athletic director</u>		<u>University sports publications/sponsorship agreements</u>
			<u>Conference membership agreements</u>
			<u>Athletic game agreements ten thousand dollars or above</u>
		<u>Deputy or senior</u>	<u>Athletic game agreements under ten thousand dollars</u>

<u>Area/department</u>	<u>Primary delegation</u>	<u>Secondary delegation</u>	<u>Contract/transaction types</u>
		associate athletic director	
		Associate athletic director (or above)	<u>Athletic facility use</u>
			<u>Agreements for team travel (except for air charters)</u>
<u>Enrollment management</u>	<u>VP for enrollment management (up to twenty five thousand dollars)</u>		<u>Student recruitment services/events</u>
<u>Finance and administration</u>	<u>Chief financial officer</u>	<u>Senior director of supply chain</u>	<u>Purchase agreements for goods and services (e.g., air charter, search firm services, advertising, software licenses, maintenance agreements)</u>
			<u>Letter of intent/participation for goods, equipment or services</u>
			<u>Consignment agreements</u>
			<u>Trial or evaluation agreements for supplies and equipment</u>
			<u>Consulting/independent contractors (e.g., academic, training, operational, construction/facilities)</u>
			<u>Retirement plan documents, investment/vendor agreements</u>
			<u>Non-disclosure agreements related to proprietary business operations of the university</u>
			<u>Competitive bid waiver purchase approvals</u>
			<u>Bond documents and the related debt agreements (e.g., letter of credit, derivative/interest rate swap)</u>
			<u>Banking and investment contracts (e.g., custodial agreements, investment advisor, trust distribution)</u>
			<u>Auxiliary enterprise agreements (e.g., food services, parking)</u>
			<u>University property leases (university as lessor or lessee)</u>
			<u>Insurance agreements policies (except for professional liability)</u>
			<u>"F" permit applications and other liquor license documents</u>
		<u>Facilities use and outdoor space agreements (not assigned to other areas)</u>	
<u>Treasurer up to two hundred fifty</u>	<u>Financial instruments (e.g., checks, ACH, wire transfer)</u>		
	<u>Collection matters (e.g., claim funds, submit claims/requests)</u>		

<u>Area/department</u>	<u>Primary delegation</u>	<u>Secondary delegation</u>	<u>Contract/transaction types</u>
		<u>thousand dollars</u>	
		<u>Controller or treasurer</u>	<u>Tax filings and returns</u>
		<u>AVP for facilities up to five hundred thousand dollars</u>	<u>Construction-related agreements (contractor, A/E, changes orders, etc.)</u>
			<u>Utility agreements (e.g., gas, water, electric, cable/fiber, etc.)</u>
		<u>Chief of police</u>	<u>Mutual aid/collaboration agreements for equipment and services</u>
			<u>Information exchange agreements</u>
		<u>Director of benefits or above</u>	<u>Employee benefit agreements and documents</u>
			<u>Student health plan agreements and documents</u>
		<u>Chief human resources officer</u>	<u>Retirement plan administrative and oversight duties</u>
			<u>Labor and employee relations agreements</u>
			<u>Employment offers/agreements</u>
			<u>Educational agreements for company partnerships (center for continuous improvement)</u>
<u>Legal affairs</u>	<u>General counsel (up to twenty-five thousand dollars)</u>		<u>Non professional liability agreements</u>
			<u>Legal service/expert witness agreements</u>
<u>Marketing and communication</u>	<u>AVP of marketing and communication</u>		<u>Advertising agreements</u>
			<u>Publications/printing</u>
			<u>Sponsorships</u>
<u>Research and sponsored programs</u>	<u>VP for research</u>		<u>Consortium commitment letters</u>
			<u>Agreements related to externally sponsored programs</u>
			<u>Conflict of interest agreements; non-disclosure agreements related to research collaborations</u>
			<u>Grant agreements</u>
			<u>Agreements related to technology control/transfer (e.g., licensing, inter-institutional, confidentiality, subcontracts, material transfer, intellectual property assignments)</u>
			<u>Submission of proposals to external sponsors for funding</u>
<u>Student affairs</u>	<u>VP for student affairs</u>		<u>Student organization agreements for events, hosting and attending conferences, travel, and outside facilities;</u>
			<u>Agreements for speakers/entertainment for student events; outside facility/equipment rental for events.</u>

<u>Area/department</u>	<u>Primary delegation</u>	<u>Secondary delegation</u>	<u>Contract/transaction types</u>
			<u>Officials for student sports clubs</u> <u>Facility use agreements for recreation center, Libbey hall, Doermann theater, student union, and residence hall space; Centennial mall outdoor space agreements</u>
<u>University of Toledo medical center (UTMC)</u>	<u>CEO UTMC</u>		<u>Affiliation agreements for UTMC to receive students</u>
			<u>Agreements with any source of patient referrals (e.g., UTP)</u>
			<u>Facility/hospital and administrator agreements</u>
			<u>Agreements related to patients (safety, care, billing or information)</u>
			<u>Professional liability insurance policies, agreements and settlements</u>
			<u>Agreements involving UTMC space usage, employees, accreditation, public safety/emergency management or resources</u>
			<u>Patient transfer agreements</u>
			<u>Agreements related to clinical and pharmaceutical operations of UTMC</u>
<u>Other agreements related to public health cooperation</u>			

(J) Integration with other university policies

This policy is not intended to affect, change or revise the method of procuring goods and services under board resolution 17-09-19 (competitive procurement authority and approval) or rule 3364-40-15 of the Administrative Code (procurement policy). Nothing in this policy confers authority to establish or adjust student tuition or fees.

(K) Further delegation of signatory authority

Only the president may modify the delegation of signatory authority which must be in writing with a copy to the office of legal affairs.

(L) All existing delegations of signatory authority, not otherwise revoked, will be deemed revoked as of the revised date of this policy. All delegations of signing authority made on or after the revised date must be made in accordance with this policy.

Related rules:

3364-10-14 of the Administrative Code (contract review and approval process)

3364-40-15 of the Administrative Code (procurement policy)

3364-15-16 of the Administrative Code (electronic signature policy)

3364-25-01 of the Administrative Code (standards of conduct)

3364-25-44 of the Administrative Code (independent contractor policy)

Replaces: 3364-40-08

Effective: 7/2/2020

CERTIFIED ELECTRONICALLY

Certification

06/22/2020

Date

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