


<b>Name of Policy:</b> <b>Contract administration and signatory authority</b>			
<b>Policy Number:</b> 3364-40-08		<b>Effective date:</b> January 26, 2024	
<b>Approving Officer:</b> President		<b>Original effective date:</b> January 1, 2011	
<b>Responsible Agent:</b> Executive Vice President for Finance and Administration and CFO			
<b>Scope:</b> All campuses of the University of Toledo			
<b>Keywords:</b>			
	New policy		Minor/technical revision of existing policy
X	Major revision of existing policy		Reaffirmation of existing 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 (“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

**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.

**Delegation of signatory authority:** the formal recorded conveyance of authority from the board of trustees to the president or from the president to his/her designee(s).

**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 3364-40-15 procurement policy. Having signatory authority for these types of purchase categories does not exempt the purchase from following procurement rules.
- (2) Pursuant to policy 3364-10-14 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 \$500,000 including, but not limited to: all contracts, operating expenses, capital equipment purchases, and purchase orders as well as

construction projects in excess of \$1 million. Exceptions: 1) purchases or contracts that utilize funds as provided by a granting agency and the university of Toledo's contribution is \$500,000 or less, 2) any emergency purchase necessary to keep facilities structurally safe and operational, 3) renewal of existing agreements, and 4) purchases for such categories as utilities, maintenance contracts and benefits' plans 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, he or she 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 operating unit and 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 he/she 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 3364-25-01 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 pursuant to university policy Conflict of interest and nepotism 3364-25-18.

(H) Electronic signature

Electronic signatures may be executed or accepted on contracts pursuant to university policy Electronic signatures 3364-15-16.

(I) Delegation of signatory authority

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

Area/ Department	Primary Delegation	Secondary Delegation	Contract/Transaction Types
Academic & faculty affairs	Provost	Dean, college of medicine & life sciences	Academic affiliations for graduate medical education, residencies, clerkships, international rotations, exchange agreements
			Facility use agreements for college of medicine & life sciences
			Academic and clinical faculty offers of employment and agreements for COMLS
		College deans	Academic affiliation agreements with no financial obligation, internships/ externship agreements
			Facility use agreements for academic space
		College deans up to \$20,000	Agreements for professionals for one time performer/guest speaker/facilitator
			Part-time offer letters for adjuncts/instructors
			Other agreements for budgeted expenses of colleges (e.g., hosting conferences, staff retreats)
		Chief of staff for academic operations and associate vice provost for institutional effectiveness	Agreements such as purchasing, academic affiliations, articulation, CCP and International (not to exceed \$100,000)
		Vice provost for academic affairs	Faculty payroll and hiring documents, excluding letters of full-time faculty hires
		Vice provost for graduate affairs	Graduate student offer letters
		Associate vice president for academic finance	Faculty payroll and hiring documents, graduate offer letters and hiring documents, excluding letters of full-time faculty hires
			Budget amendment requests
			Agreements where an entity is purchasing services of university employees (excluding sponsored programs)
			Academic affiliation agreements for which funds are obligated
			Accreditation agreements for colleges
			Faculty offers of employment and agreements (full time, part time, adjunct)
			Agreements for other instructional personnel (for credit courses)
			Articulation agreements (e.g., community college transfer agreements)
			College credit plus program agreements
International affiliations/exchanges (memorandums of agreement)			

Area/ Department	Primary Delegation	Secondary Delegation	Contract/Transaction Types
Athletics	Athletic director		University sports publications/sponsorship agreements
			Conference membership agreements
			Athletic game agreements \$10,000 or above
		Deputy or senior associate athletic director	Athletic game agreements under \$10,000
		Associate athletic director (or above)	Athletic facility use
Agreements for team travel (except for air charters)			
Enrollment management	Vice president for enrollment management	Up to \$25,000	Student recruitment services/events
		Up to \$75,000	Donor fund agreements for need-based or merit-based scholarships
Finance & administration	Chief financial officer	Senior director of supply chain	Purchase agreements for goods and services (e.g., air charter, search firm services, advertising, software licenses, maintenance agreements)
			Letter of Intent/Participation for goods, equipment or services
			Consignment agreements
			Trial or evaluation agreements for supplies and equipment
			Consulting/independent contractors (e.g., academic, training, operational, construction/facilities)
			Amendments to active contracts, up to \$500,000
			Competitive bid waivers up to \$500,000
		Non-disclosure agreements related to proprietary business operations of the university	
		Bond documents and the related debt agreements (e.g., letter of credit, derivative/ interest rate swap)	
		Banking and investment contracts (e.g., custodial agreements, investment advisor, trust distribution)	

Area/ Department	Primary Delegation	Secondary Delegation	Contract/Transaction Types
			Auxiliary enterprise agreements (e.g., food services, parking)
			University property leases (University as lessor or lessee)
			Insurance agreements over \$100,000
			F permit applications and other liquor license documents
			Facilities use and outdoor space agreements (not assigned to other areas)
		Associate vice president for risk management	Insurance agreements policies (brokerage, third party administrator, claim settlements, consulting agreements and policies) up to \$100,000
		Treasurer up to \$250,000	Financial instruments (e.g., checks, ACH, wire transfer, cryptocurrency)
			Collection matters (e.g., claim funds, submit claims/requests)
		Controller or treasurer	Tax filings and returns
		Associate vice president for facilities up to \$500,000	Construction-related agreements (contractor, A/E, changes orders, etc.)
			Utility agreements (e.g., gas, water, electric, cable/fiber, etc.)
		Chief of police	Mutual aid/collaboration agreements for equipment and services
			Information exchange agreements
		Director of benefits or above	Employee benefit agreements and documents
			Student health plan agreements and documents
		Chief human resources officer	Retirement plan administrative and oversight duties
Labor and employee relations agreements			
Employment offers/agreements			
Educational agreements for company partnerships (center for continuous improvement)			
<b>Information technology</b>	Vice president and chief information & technology officer	Up to \$75,000	All software, hardware and associated maintenance agreements over the entire university of Toledo enterprise

Area/ Department	Primary Delegation	Secondary Delegation	Contract/Transaction Types
<b>Legal affairs</b>	General counsel (up to \$100,000)		Settlement agreements except for professional liability
			Special counsel and related litigation expenses
<b>Marketing &amp; communication</b>	Vice president of marketing & communication		Advertising agreements
			Publications/printing
			Sponsorships
<b>Research and Sponsored Programs</b>	VP for Research	Associate vice president for research	Signatory on research compliance reporting to federal agencies and sponsors (e.g., human or animal research subjects, research misconduct)
			Consortium commitment letters
		Director of sponsored programs	Agreements related to externally Sponsored Programs
			Conflict of Interest agreements
			Grant and contract agreements
		Associate vice president for technology transfer	Submission of proposals to external sponsors for funding
			Non-disclosure agreements related to research collaborations
			Agreements related to technology control/transfer (e.g., licensing, inter-institutional, confidentiality, subcontracts, material transfer, intellectual property assignments)
<b>Student affairs</b>	Vice president for student affairs		Student organization agreements for events, hosting and attending conferences, travel, and outside facilities
			Agreements for speakers/entertainment for student events, outside facility/equipment rental for events
			Officials for student sports clubs
			Facility use agreements for recreation center, Libbey hall, Doermann theater, student union, and residence hall space; centennial mall outdoor space agreements



Area/ Department	Primary Delegation	Secondary Delegation	Contract/Transaction Types
University of Toledo medical center (UTMC)	Chief executive officer UTMC		Affiliation agreements for UTMC to receive students
			Agreements with any source of patient referrals (e.g., UTP)
			Facility/hospital and administrator agreements
			Agreements related to patients (safety, care, billing or information)
			Hospital guarantees, lease agreements, direct pays over \$250,000
			Agreements involving UTMC space usage, employees, accreditation, public safety/emergency management or resources
			Patient transfer agreements
			Agreements related to clinical and pharmaceutical operations of UTMC
			Other agreements related to public health cooperation
		Chief financial officer UTMC	Hospital guarantees, lease agreements, direct pays up to \$250,000
	Chief executive officer UTMC, dean, college of medicine & life sciences, associate vice president risk management		Professional liability insurance policies, agreements and settlements

## (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 university policy 3364-40-15 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 documents:

3364-10-14 Contract review and approval process

3364-40-15 Procurement policy

3364-15-16 Electronic signature policy

3364-25-01 Standards of conduct policy

3364-25-44 Independent contractor policy

<p><b>Approved by:</b></p> <p><i>/s/</i></p> <hr/> <p>Gregory Postel, MD President</p> <p><b>Date:</b> October 26, 2023</p> <p><b>Review/revision completed by:</b></p> <ul style="list-style-type: none"> <li>• <i>Finance</i></li> <li>• <i>Office of Legal Affairs</i></li> <li>• <i>Supply Chain Management</i></li> <li>• <i>Senior Leadership Team</i></li> </ul>	<p><b>Policies superseded by this policy:</b></p> <ul style="list-style-type: none"> <li>• <i>None</i></li> </ul> <p><b>Original effective date:</b> <i>January 1, 2011</i></p> <p><b>Review/revision date:</b> <i>May 2, 2013, June 26, 2015, June 15, 2020 October 26, 2023</i></p> <p><b>Next review date:</b> <i>October 26, 2026</i></p>
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