

# **VILLANOVA UNIVERSITY POLICY ON THE REVIEW, APPROVAL, AND SIGNING AUTHORITY FOR CONTRACTS AND FOR SIGNING DELEGATION**

## **I. PURPOSE**

This Policy describes the required approvals, authorized contract signatories, the scope and procedure for delegating signatory authority, and the required advance legal review for University contracts, other agreements, and financial commitments. The Bylaws of the University enable the President to delegate certain authority for contracts, deeds, or other legal instruments and this Policy also describes the specific scope of delegation of such authority. The approval authority set forth herein shall not be otherwise delegated unless permitted under the Bylaws or under this Policy.

## **II. SCOPE**

This Policy shall apply to all University employees (e.g., staff and faculty) who on behalf of the University enter into University Contracts or other agreements and financial commitments. Each University individual authorized to approve and/or sign contracts under this Policy has an independent obligation to bring contracts or expenditures of any amount, no matter how nominal, to the attention of the Vice President and General Counsel if the contract or expenditure:

- may reflect adversely on the reputation of the University;
- appears to run contrary to the University's Mission Statement or other University policies; or
- otherwise appears improper in any respect; and
- if it in any way is a related party, whether or not material.

Determination of the dollar value of a particular contract or financial commitment shall take into account all fees due or amounts owed for the entire term of the University's commitment (e.g., for a contract committing the University to pay an annual fee for three years, the dollar value is three times the annual fee). For contracts or financial commitments in which no annual, other total fees, or a specific amount are specified (e.g., pricing agreements or time and materials arrangements), the determination of the dollar value shall take into account all fees and amounts that are reasonably anticipated to be owed for the entire term, including based on past spending on similar contracts, any amounts budgeted for such contract, and the amount of such products, goods, or services needed by the University.

All individuals covered under this Policy (e.g., authorized approvers, authorized signers, delegated signatories) shall consult the University's *Conflicts of Interest and Business Ethics Policy* and other relevant policies when working to effectuate their authority under this Policy.

It shall be noted that this Policy governs other documents or policies describing requisition approval authority or reimbursement authority that University officials may have in the University procurement systems, and that such other policies are subordinate to this Policy. Contracts and financial commitments for which a University official has requisition approval authority may require additional review and signature by an Authorized Approver as described under this Policy.

## **III. DEFINITIONS**

These definitions are provided below solely to aid in the interpretation of this Policy. Any questions surrounding meaning and application of these terms are ultimately determined by the Office of the Vice President and General Counsel.

### **Authorized Approver**

Those individuals at the University who are authorized by the Bylaws, the Board, this Policy, or the President of the University, to legally bind the University to the terms of a Contract.

### **Authorized Signer**

Those individuals at the University who are authorized by the Bylaws, the Board, the President of the University, the Delegation of Signing Authority, or otherwise specifically described under this Policy to sign Contracts that legally bind the University. An individual who is an Authorized Approver may also serve as an Authorized Signer.

Authorized Signers are responsible for reading the Contract/Agreement in its entirety, determining that the terms are compliant with University policies and procedures; are clear and reflect the intentions of both parties; are in the best interest of the University; and are supported by funding from an approved budget.

Authorized Signers are responsible for performing initial due diligence activities to determine financial viability, and any material misalignment with the University's mission and values.

Authorized Signers are required to maintain familiarity with contract terms to effectively monitor vendor performance. If performance deficiencies are identified, the Authorized Signer should contact the Office of the Vice President and General Counsel to determine potential remedies.

### **Contract**

A legal document (e.g., online, via DocuSign, paper, on a receipt) (e.g., use of facilities, resources) that describes the obligations for payment, purchases of goods or services, or other obligations between Villanova University and another party or parties (e.g., individuals, corporations, governmental agencies or departments, or other higher education institutions). Such contracts may also be titled, for example, as "agreements," "memoranda of understanding," "quotes," "invoices," "purchase orders," "confidentiality agreements," "non-disclosure agreements," "warranties," or "waivers."

The below are contracts offered solely as examples to aid the understanding of those covered by this Policy, and may not list every Contract the University is engaged in:

- Invoices or purchase orders;
- Real estate leases or rent agreements;
- Employment contracts for adjunct faculty, tenure or non-tenure track faculty;
- Sponsored-program agreements or grants supported by Federal, State or local governments, or industry sponsors;
- Software contracts (e.g., such as those provided when purchasing or using a software that is free to use, but requires the user to click a box which indicates their agreement to the terms of the software contract);

- Institutional agreements (e.g., using University departmental funds to pay for a membership to a professional scholarly or research association);
- Settlement agreements; or
- Confidentiality or non-disclosure agreements.

### **Contract Management System (CMS)**

The University's CMS is the system of record for all University Contracts and provides a workflow for the review and approval of Contracts. Once the CMS has been implemented, all Contracts must be submitted through, and maintained within, the CMS.

### **Delegation of Approval Authority**

Those specific individuals listed below at the University who are Authorized Approvers may, only where explicitly stated herein, designate an alternate individual to become an Authorized Approver. Such authorization shall solely be through the use of the Delegation of Approval Authority Form, and pursuant to the review by and, if appropriate, approval of the Office of Vice President and General Counsel.

### **Delegation of Approval Authority Form**

This Form, attached hereto, must be used in each and every instance described below in the Procedures section of this Policy whereby a person who is an Authorized Approver delegates an alternate Authorized Approver. Please note that the completed Form must be provided to the University Office of Compliance, Chief Compliance Officer.

### **Delegation of Signing Authority**

Those specific individuals listed below at the University who are Authorized Approvers may direct others at the University to become an Authorized Signer. Such authorization shall solely be through the use of the Delegation of Signing Authority Form, and pursuant to the review by and, if appropriate, approval of the Office of Vice President and General Counsel.

Delegation shall not be permitted for any approval/signing authority, unless the applicable forms are completed and on file with the University Office of Compliance.

### **Delegation of Signing Authority Form**

This Form, attached hereto, must be used in each and every instance described below in the Procedures section of this Policy whereby a person who is an Authorized Approver delegates approval authority to an Authorized Approver. Please note that the completed Form must be provided to the University Office of Compliance, Chief Compliance Officer.

## **IV. PROCEDURE**

The University may change this Procedure at any time or from time to time. Please note that the splitting of Contracts into multiple transactions or contracts to remain below thresholds noted below is prohibited.

### **1. Board or Executive Committee Approval and Signing Authority.**

- a. Authorized Approver: Contracts and other financial commitments in excess of **\$2,000,000** must be approved by either the Executive Committee or the full Board of

Trustees. Purchases or sales of real estate must also be approved by either the Executive Committee or the full Board of Trustees, regardless of the amount of the transaction.

- b. Authorized Signer: Upon Board or Executive Committee approval, Contracts in this category may be executed by the President or by any other person duly authorized by the Board of Trustees, the Executive Committee of the Board, or the President of the University.

Notwithstanding the foregoing, in the event of an exigent circumstance that requires action before a meeting of the Board or the Executive Committee can reasonably be convened, and as determined by the President and in consultation with the Chair of the Board (or in the absence of the Chair of the Board, the Vice-Chair) the President shall have discretion to enter into a contract or other financial commitment to address the exigent circumstance, **in an amount not to exceed \$5,000,000.**

## **2. President Approval and Signing Authority.**

- a. Authorized Approver: Contracts and other financial commitments up to **\$2,000,000** may be approved by the President.
  - i. The President may delegate Approval Authority for events organized by his staff to the Assistant Vice President of Events and University Initiatives in an amount up to **\$10,000.00.**
- b. Authorized Signer: Contracts in this category may be executed by the President, the Provost, the Executive Vice President of Administration and Operations, the appropriate Vice President, or any other person duly authorized by the President.

## **3. Provost and Executive Vice President of Administration and Operations Approval and Signing Authority.**

- a. Authorized Approver and Signer: Notwithstanding anything to the contrary in this Policy, the Provost or the Executive Vice President of Administration and Operations shall have full authority to approve and execute Contracts and other financial commitments up to **\$500,000.** The Provost may also approve expenditures related to library subscriptions in amounts up to **\$1,000,000**, to the extent that they are provided for in the library's operating budget.
  - i. The Executive Vice President may delegate Authority to the Director of Public Safety to Approve Contracts and other financial commitments up to **\$100,000.00**, via the Approval Delegation Form.
  - ii. The Executive Vice President may delegate Authority to the Associate Vice President of Auxiliary Services to approve Contracts and other financial commitments up to **\$100,000.00**, via the Approval Delegation Form.

- iii. The Provost may delegate Authority to the Vice Provost of Finance Administration to approve Contracts and other financial commitments up to **\$25,000.00**, via the Approval Delegation Form.
  - iv. The Provost may delegate Authority to the Dean of Falvey Library to approve Contracts and other financial commitments up to \$100,000.00, via the Approval Delegation Form.
- b. The Provost or the Executive Vice President of Administration and Operations may authorize others at the Assistant or Associate Vice President, Executive Director, or comparable level to sign Contracts up to **\$100,000**, in accordance with the requirements set forth in this Policy.

**4. Vice President for Finance and Chief Financial Officer Approval and Signing Authority.**

- a. Authorized Approver and Signer: Notwithstanding anything to the contrary in this Policy, the Vice President for Finance and Chief Financial Officer shall have the authority delegated by the President to approve and execute all Contracts up to **\$500,000** (e.g., purchase orders and purchase contracts for goods and services).
  - i. The Vice President and Chief Financial Officer may delegate Authority to the Associate Vice President of Finance, Strategy & Innovation to approve Contracts and other financial commitments up to **\$100,000.00**, via the delegation of Approval Authority form.
- b. The Vice President for Finance and Chief Financial Officer may authorize the Associate Vice President of Finance, Strategy & Innovation and/or Controller and/or Director of Procurement to execute Contracts and other financial commitments up to **\$500,000**.

**5. Vice President/Vice Provost Approval and Signing Authority.**

- a. Authorized Approver: Notwithstanding anything to the contrary in this Policy, Vice Presidents shall have full authority to approve Contracts and other financial commitments **up to \$250,000**.
  - i. Any Vice President may delegate authority to one additional Associate Vice President to approve Contracts and other financial commitments up to **\$100,000.00**, via the delegation of Approval Authority form.
- b. Authorized Signer: Contracts in this category may be executed by the appropriate Vice President or any other person duly authorized by the President.
  - i. Any Vice President may authorize an individual at the Assistant or Associate Vice President/Provost , Executive Director level to sign Contracts up to **\$100,000**, in accordance with the requirements set forth in this Policy.

**6. College and School Deans Approval and Signing Authority.**

- a. Authorized Approver and Signer: Notwithstanding anything to the contrary in this Policy, the Dean of a College or School shall have authority to approve and execute Contracts and other financial commitments up to **\$100,000**.
  - i. The Dean of a College or School may delegate authority to the Director of Finance to approve Contracts and other financial commitments up to **\$25,000.00**, and do so via the Delegation of Approval Authority Form.
- b. Authorized Signer: Contracts in this category may be executed by the Dean of a College or School. The Dean of a College or School may delegate their signing authority hereunder to individuals such as Finance Directors/Associate Deans or comparable level employees of centers or institutes which are situated under such a College or School, and do so via the Delegation of Signing Authority Form.

**7. Research Grants and Agreements Approval and Signing Authority.**

- a. Authorized Approver: Notwithstanding anything to the contrary in this Policy, the President or the Provost shall have full authority to approve and execute all research and training grants, Contracts or other agreements, including all documents required in connection with the initiation, operation and termination of such grants, Contracts and agreements, regardless of the dollar value of such grants, provided that all such documents have been reviewed and approved pursuant to all applicable University research policies.
  - i. The President or the Provost may delegate Authority to the Assistant Vice President of Research to approve Contracts and other financial commitments related to Research grants or contracts up to **\$25,000.00**, via the Approval Authority Delegation Form.
- b. Authorized Signer: Contracts in this category may be executed by a full-time employee authorized by the President or the Provost so long as such an individual holds an administrative role, does not report to any Dean of a School or College, and satisfies legal requirements related to administering or managing sponsored awards as defined by sponsors (e.g., an Authorized Organization Representative (AOR)).

Expenditures related to research grants and agreements shall be approved and executed in accordance with the other provisions of this Policy.

**8. Receipt of Gifts under Estates and Trusts Approval and Signing Authority.**

Authorized Approver and Signer: Notwithstanding anything to the contrary in this Policy, the Vice President for Finance and Chief Financial Officer shall have full authority to approve and execute Contracts and all documents, including Releases, in connection with the receipt of gifts to the University from estates or trusts or similar planned giving vehicles (e.g., life insurance proceeds).

The Vice President for Finance and Chief Financial Officer may authorize the Controller to execute Contracts and other documents in this category.

#### **9. Facilities Management Contracts Approval and Signing Authority.**

- a. Authorized Approver: Pursuant to the Bylaws, the President shall have full authority to approve and execute Contracts for capital projects in amounts up to **\$2,000,000**. With regards to the annual capital renewal budget, the list of projects and costs will be shared with the Stewardship Committee of the Board of Trustees for informational purposes, but specific approval will only be requested for projects greater than **\$2,000,000**. Other capital renewal projects will be listed as informational items and amounts and projects will be subject to change without additional review by the Stewardship Committee of the Board of Trustees unless an individual project cost exceeds **\$2,000,000**.
- b. Authorized Signer: Notwithstanding anything to the contrary in this Policy, the Executive Vice President of Administration and Operations or the Vice President for Facilities Management shall have the full authority as delegated by the President or the Board of Trustees to execute all Contracts.

Limited Approval Authority: the Executive Vice President of Administration and Operations or the Vice President for Facilities Management or other individuals as authorized by the President or the Board, may be authorized to approve all expenditures involving facilities management projects **previously** approved by the Board or by the President so long as such approval is **within** the amount and scope established by the Board or the President's existing authority.

#### **10. Utility Bills Approval and Signing Authority.**

Authorized Approver: Notwithstanding anything to the contrary in this Policy, the Vice President for Facilities Management shall have the full authority as delegated by the Executive Vice President of Administration and Operations to approve and execute Contracts for individual expenditures for utilities payments **up to the amount of \$500,000**.

#### **11. Employee Benefits Approval and Signing Authority.**

- a. Authorized Approver: Notwithstanding anything to the contrary in this Policy, the Vice President for Human Resources shall have the full authority as delegated by the Executive Vice President of Administration and Operations to approve Contracts for individual expenditures related to employee benefits **up to \$500,000**.

- b. Authorized Signer: Contracts in this category may be executed by the Vice President for Human Resources or the Assistant/Associate Vice President for Human Resources who oversees the benefits function, or any other person duly authorized by the Vice President for Human Resources.

**12. Vice President for Technology/Chief Information Officer Approval and Signing Authority.**

- a. Authorized Approver and Signer: The Vice President for Technology/Chief Information Officer shall have the authority as delegated by the Executive Vice President of Administration and Operations to approve and execute all expenditures related to information technology contracts and licenses **up to the amount of \$500,000**, to the extent that they are provided for in the approved operating budget. The Executive Vice President of Administration and Operations shall have the authority to approve and execute Contracts for information technology projects **up to \$2,000,000**.
- b. Authorized Signer: Notwithstanding anything to the contrary in this Policy, the Vice President for Technology/Chief Information Officer shall have the full authority as delegated by the President and/or the Executive Vice President of Administration and Operations to execute all Contracts involving information technology projects previously approved by the Board or the President.

**13. Associate Vice President for Auxiliary Services Approval and Signing Authority.**

Authorized Signer: Notwithstanding anything to the contrary in this Policy, the Associate Vice President for Auxiliary Services shall have the full authority as delegated by the Executive Vice President of Administration and Operations to execute Contracts for the acquisition of food up to **\$500,000**.

**14. Review by the Office of the Vice President and General Counsel.**

- a. Additional Review and Review Threshold: In addition to the approvals required under Paragraphs 1-13 above, and prior to such approval and execution, all Contracts involving dollar amounts in excess of **\$25,000** over the **entire** term of the Contract, or Contracts wherein the **annual expenditure** will cumulatively exceed **\$25,000** (even if there are no vendor terms or conditions) must be reviewed and approved as to form and legality by the University's Office of the Vice President and General Counsel. *Please allow two weeks for Contracts to be reviewed by the Office of the Vice President and General Counsel.*
- b. **Mandatory Review:**  
In addition to the foregoing, the following types of Contracts (regardless of the dollar amounts, if any) shall not be approved and signed without prior review by the Office of the Vice President and General Counsel:
  - 1. Contracts involving the use of any of the University's facilities;



2. Contracts involving the use of the University's intellectual property, including trademarks and logos, but excluding standardized research grants or agreements (e.g., FDP template agreements) approved pursuant to Section 7;
3. Contracts requiring the University to provide indemnification or insurance to an outside party (which will also be reviewed by the Office of Insurance and Risk Management);
4. Contracts in which members of the University community or third parties are engaging in high-risk activities (i.e. activities involving significant risk of personal injury, damage to property or financial loss) (which will also be reviewed by the Office of Insurance and Risk Management);
5. Contracts involving the lease or purchase of real estate;
6. Contracts with parties outside the United States;
7. Contracts with any governmental agency;
8. Contracts in which the University provides off-campus or online educational programs (which will also be reviewed by the Office of Insurance and Risk Management);
9. Contracts in which a non-University party will create, process, store, receive or access student records, employee records or other sensitive or personally identifiable information (which will also be reviewed by the Office of Information Security);
10. Contracts binding the University to confidentiality, non-competition, non-solicitation, no-hire, exclusivity, or non-disclosure commitments; and
11. Contract renewals where original Contracts were previously reviewed by the Office of the Vice President and General Counsel where terms and conditions have changed and/or where terms were last reviewed by the Office of the Vice President and General Counsel five+ years ago.

**15. Delegation of Signing Authority.**

Those specific individuals at the University who are an Authorized Approver may direct others at the University to become an Authorized Signer. Such authorization shall solely be through the use of the Delegation of Signing Authority Form, and pursuant to the review by and, if appropriate, approval of the University's Office of the Vice President and General Counsel.

Delegation of Signing Authority shall not be permitted unless specifically permitted by the Bylaws or under this Policy.

A signing authority delegation is effective immediately from the date on the specific Delegation of Signing Authority Form until three (3) years from such date, unless it is changed, renewed, or revoked earlier. If the delegator or the delegate is no longer employed by the University or is otherwise unable to effectuate the authority under the Delegation of Signing Authority Form, the signing authority delegation reverts back to the next appropriate individual described in this Policy. A signing authority delegation does not alter and maintains the delegator's Authorized Approver obligations, and it does not change the requirement that the execution of Contracts, deeds, agreements and other legal documents must be reviewed and approved in accordance with this Policy.

This delegation is effective as of the date above upon confirmation from the University's Office of the Vice President and General Counsel. Once confirmation is received, this delegation form will be housed in the University's Contract Management System.

**V. RELATED INFORMATION/FORMS**

1. Delegation of Signing Authority Form
2. Conflicts of Interest and Business Ethics Policy

**VI. HISTORY**

**Effective Date:** 10/14/2025

**Current Policy last revised:** 10/14/2025

**VII. RESPONSIBLE UNIVERSITY DIVISION/DEPARTMENT**

**Responsible Officer:** President

**Name of Oversight Office:**

Office of the Vice President and General Counsel and Compliance  
Picotte Hall at Dundale  
800 Lancaster Avenue  
Villanova, PA  
610-519-7875