This Approval, Signing Authority and Contract Review Procedure describes the required approvals, authorized signatories and required legal review for University contracts and financial commitments. Determination of the dollar value of a particular contract or financial commitment should 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).

Each University official authorized to execute contracts under this Procedure has an independent obligation to bring contracts or expenditures of any amount, no matter how nominal, to the attention of the President 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. For contracts or financial commitments in connection with which an approver, authorized signatory or other University official may have a conflict of interest, University officials should consult the University’s Conflicts of Interest and Business Ethics policy.

The University may change this Procedure at any time or from time to time.

1. **Board or Executive Committee Approval.** Contracts and other financial commitments in excess of $500,000 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. 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.

2. **President Approval.** Contracts and other financial commitments in excess of $250,000 but less than $500,000 must be approved by the President. Contracts in this category may be executed by the President, the Provost, the Executive Vice President (“EVP”), the Senior Vice President for University Advancement (“SVP”), the appropriate Vice President, or any other person duly authorized by the President.

3. **Provost, Executive Vice President, Senior Vice President and Vice President Approval.** Contracts and other financial commitments up to $250,000 must be approved by either the President, the Provost, the EVP, the SVP or the appropriate Vice President. Contracts in this category may be executed by the President, the Provost, EVP, SVP, the appropriate Vice President, or any other person duly authorized by the President. The Provost, the EVP, the SVP and any Vice President may authorize in writing others in his or her area at the Assistant or Associate Vice President, Executive Director or comparable level to sign contracts up to $100,000 on his or her behalf, in accordance with the requirements set forth in this Procedure.
4. **College Deans Approval.** Contracts and other financial commitments up to $100,000 may be executed by the Dean of a College.

5. **Research Grants and Agreements.** Notwithstanding anything to the contrary in this Procedure, the President, the Provost, the Associate Vice President for Research and Graduate Programs, and the Director, Office of Research Administration shall have full authority to 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, contracts, and agreements, provided that all such documents have been reviewed and approved pursuant to all applicable University research policies.

6. **Receipt of Gifts under Estates and Trusts.** Notwithstanding anything to the contrary in this Procedure, the EVP, the Vice President for Finance and the Controller may sign any 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.

7. **Facilities Management Contracts.** Notwithstanding anything to the contrary in this Procedure, the EVP and the Vice President for Facilities Management shall have the full authority as delegated by the President to execute all contracts involving facilities management projects included in the capital and/or operating budgets previously approved by the Board.

8. **Vice President and Chief Information Officer.** Notwithstanding anything to the contrary in this Procedure, the Vice President and Chief Information Officer shall have the full authority as delegated by the President to execute all contracts involving information technology projects included in the capital and/or operating budgets previously approved by the Board.

9. **Director of Procurement, Vice President for Finance and Controller.** Notwithstanding anything to the contrary in this Procedure, the Director of Procurement, the Vice President for Finance and the Controller shall have the full authority as delegated by the President to execute all purchase orders and purchase contracts for goods other than information technology or facilities management contracts up to a dollar limit of $250,000, or such higher dollar limit or for such additional specific areas of authority as are authorized by the EVP, provided that for any contracts in excess of $500,000, such contracts have been approved in accordance with paragraph 1.

10. **Athletic Director.** Notwithstanding anything to the contrary in this Procedure, the Athletic Director shall have the full authority as delegated by the President to execute contracts, up to a dollar limit of $250,000, involving athletics projects included in the capital and/or operating budgets previously approved by the Board. Contracts over $250,000 or outside the scope of
authority described in this paragraph shall be authorized as stated in paragraphs 1-3 of this Approval, Signing Authority and Contract Review Procedure.

11. **Director of Dining Services & Associate Vice President for Auxiliary Services.** Notwithstanding anything to the contrary in this Procedure, the Director of Dining Services and the Associate Vice President for Auxiliary Services shall have the full authority as delegated by the President to execute contracts for the acquisition of food up to a dollar limit of $250,000. Contracts over $250,000 or outside the scope of authority described in this paragraph shall be authorized as stated in paragraphs 1-3 of this Approval, Signing Authority and Contract Review Procedure.

12. **Director of Falvey Library.** Notwithstanding anything to the contrary in this Procedure, the Director of Falvey Library shall have the full authority as delegated by the President to execute all contracts involving library projects or library subscription services included in the capital and/or operating budgets previously approved by the Board.

13. **Review by the Office of the Vice President and General Counsel.** In addition to the approvals required under Paragraphs 1-12 above, all contracts (including leases and rental agreements) involving dollar amounts in excess of $25,000 over the term of the contract must be reviewed, and approved as to form and legality, by the University’s Office of the Vice President and General Counsel. Further, the following types of contracts (regardless of the dollar amounts involved) MAY NOT be signed without review by the Office of the Vice President and General Counsel:

   a) Contracts involving the use of the University’s facilities;

   b) Contracts involving the use of the University’s intellectual property, including trademarks and logos, but excluding research grants or agreements approved pursuant to Section 5;

   c) 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);

   d) Contracts in which members of the University community or third parties are engaging in high-risk activities;

   e) Contracts involving the lease or purchase of real estate;

   f) Contracts in which the University provides off-campus or online educational programs;

   g) Contracts in which a third party will receive or access student records or other sensitive or personally identifiable information; and
h) Contracts binding the University to confidentiality, non-competition or non-disclosure commitments.

THE OFFICE OF THE PRESIDENT

Rev. Peter M. Donohue, O.S.A.
President

Date: 10/6/15