

3341-1-7 Delegation of Contract and Signatory Authority.

Applicability	All University units
Responsible Unit	The Office of the President
Policy Administrator	Office of General Counsel

(A) Policy Statement and Purpose

The purpose of this Policy is for the President to sub-delegate, to other university administrators, certain authority to bind the university as vested in the President by the Board of Trustees. It identifies the university employees who have been sub-delegated the authority to execute contracts and other legal documents that are binding on the university.

Ohio law vests the governance of Bowling Green State University in the Board of Trustees. The Board of Trustees has adopted by-laws which provide for the appointment of the university President who serves as the university's executive officer. Among the powers the Board has resolved to delegate to the President is the authority: to bind the university to certain contracts; to execute other legal documents or obligations; and to take certain personnel actions. This delegation excludes those contracts and actions that by law or Board action are reserved to the Board, which are listed in Section (F). In this Policy the President sub-delegates the contract making and other signatory authority to specific authorized university officials for each contract and legal document type specified.

The university shall not be bound to any contract or legal document or other obligation made by any individual acting outside the express authority stated by this Policy notwithstanding any representations or misrepresentations that may be made about the individual's apparent authority. University employees or agents signing agreements or otherwise attempting to bind the university without first obtaining authority may be personally liable for that contract or legal document, may be subject to legal action, and may also be subject to university disciplinary action up to and including termination of employment.

(B) Policy Scope

This Policy applies to all university employees when acting on behalf of the university.

This Policy does not apply to signatures or approvals required for internal university transactions and processes (e.g., time reports, purchase card (P-card) transactions, space reservations, or purchase orders, etc.).

Principal delegations of contract signatory authority are indicated in Section E of this Policy. Sub-delegations of that authority may be made only where authorized by this Policy. When permitted, sub-delegations may be made only through written letter to the individual.

Authority to sign a legal document or bind the university to a contract of a type specified in Section E is granted to the persons holding the applicable BGSU position identified in that Section.

All contracts for purchases of goods or services, including grant-funded purchases, must follow Policy 3341-6-38 (Purchasing, Sales, and Disposal of University Property and Asset Control) and other applicable university policies. Having signatory authority does not exempt a purchase from following university procurement policies and processes.

Questions concerning the scope and application of the Policy should be directed to the Office of General Counsel. Specific operational questions may be directed to the employee's immediate supervisor.

(C) Policy Definitions

- (1) A "contract" is any agreement between the university and another party or parties which is enforceable at law. A university contract will most often involve employment, the sale or purchase of goods, services or real property, or the creation of legal relationships with other entities.
- (2) A "legal document" is any document requiring a signature which is not a contract, that expresses an official action of the university. Executing a legal document changes the university's legal relationship with that person or entity.

- (3) “Professional Services” or “Consulting” are services involving special training, skills or experience that the university procures from outside sources. Examples of professional services providers include architects, designers, and engineers.

(D) Policy

The authority to sign contracts and other legal documents not retained by the Board is delegated to the university President who may delegate that authority to specified university officers through this Policy.

- (1) Delegation to a Position. The delegations of authority set forth in this Policy are to the position, not to any specific individual. A person in the particular position on an acting or interim appointment assumes the same signing authority as if he or she held the position on a permanent basis. Sub-delegations of signatory authority as permitted by Section (E) of this Policy must be in writing and maintained by the individuals making and receiving the sub-delegation with a copy to the Office of General Counsel.
- (2) Implied Representations by Signing. When a person signs a contract or legal document, the signer makes the following implied representations to the university:
 - (a) The signer is acting within their delegated authority.
 - (b) The signer has performed an appropriate investigation and inquiry and is satisfied that:
 - (i) the obligations or promises set out in the contract or legal document conform to university policies, including, but not limited to, policies relating to purchasing and restricting business transactions with university employees and their family members and business associates.
 - (ii) the obligations assumed by the university in the contract or legal document are consistent with the university’s mission, including its business purposes.

- (iii) there is no real or potential conflict of interest or there has been adequate disclosure and vetting of any potential conflict of interest.
 - (iv) the benefits to the university from the transaction are necessary, appropriate, and outweigh the potential risks to the university.
 - (v) the signer has consulted with appropriate personnel within the university (e.g., Finance and Administration, Purchasing, General Counsel, Risk Management, etc.).
 - (vi) the agreement does not conflict with existing university agreements.
 - (vii) the signer has complied with all applicable pre-contract procedures, such as competitive bidding procedures.
- (3) Signing Own Name. Those employees delegated or sub-delegated the authority to sign contracts or legal documents must sign their own names and titles.
- (4) Electronic Affirmation Allowed. When electronic affirmation to bind BGSU to an obligation is used, the person authorizing the obligation must memorialize the essential terms of the transaction in writing or in a secure electronic fashion approved by the Chief Financial Officer and Vice President for Finance and Administration. Printing out a receipt for an on-line purchase provides an adequate memorial of the transaction.
- (5) Conflicts. A person with delegated authority may not sign any contract or legal document or obligate the university to an agreement in which they may have a significant personal interest preventing objective analysis or may receive a personal advantage or benefit. Contracts and legal documents in this category must first be reviewed to determine whether the conflict is manageable and for compliance with other university policy and Ohio ethics law, and if acceptable must be authorized by the person with authority at the next highest organizational level.

(6) Contracts must be in writing.

(E) Delegations

In addition to the university President, the persons holding the following positions are hereby delegated authority to sign contracts and other legal documents on behalf of Bowling Green State University. No other persons are authorized to sign contracts and other legal documents for or on behalf of the university. No sub-delegations of authority other than those listed below may be made without written approval of the President.

Contract Type	Signature Authority
Accreditation Agreements	Provost
Advertising Contracts	Contracts less than \$50,000: Assistant Vice President for Marketing and Brand Strategy Firelands advertising contracts less than \$15,000 – Dean of Firelands College
Affiliation Agreements, except clinical affiliation agreements	Provost
Articulation Agreements	Provost
Athletic Events (game contracts, broadcast, etc.)	Contracts less than \$50,000: Director of Intercollegiate Athletics or delegee
Clinical affiliation agreements	Provost or Deans of the Colleges
College Credit Plus program agreements	Provost or delegee

Commercialization agreements for university intellectual property not subject to the Patent Policy	VPREE
Commercialization agreements for university intellectual property that is subject to the Patent Policy	See Section (F)
NOTE: Commercialization agreements are with faculty-led start-up businesses	
Construction Contracts (new construction and alteration of existing facilities)	CFO (upon Board approval as required)
Consulting Contracts where the university is purchasing consulting services.	Provost or CFO or Purchasing Department per CFO delegation
Consulting Contracts where the university is providing consulting services or testing	Provost, CFO, or VPREE
Continuing Education Instructor/ Non-Credit Instructor Contracts	Deans of the Colleges
Copyright Licensing or Transfer	VPREE
Dining agreements, institutional	CFO or Delegee
Easements for highway or utility purposes	CFO
Employee Benefit Agreements	CFO
Employment Actions (including appointments and contracts)	<p>By type and subject to compliance with university budget control procedures:</p> <p>Faculty - Deans of the Colleges (with tenure and promotion actions subject to Board of Trustees approval)</p> <p>Administrative Staff assigned to the Colleges– Deans of the Colleges</p> <p>Administrative Staff – Division Vice President/CDBO</p> <p>Classified Staff – CHRO</p> <p>Vice Presidents – See Section (F)</p>

Enrollment management services contracts	Less than \$100,000 -- Vice President for Enrollment Management and Student Outcomes
Equipment rental	CFO or delegee
Equipment rental for academic use	Deans of the Colleges
Equipment rental for student organizations	Less than \$15,000 --AVPSA or delegee \$15,000 or more -- Provost
Events, conferences, off campus (facility rentals, transportation, catering etc.).	Alumni and Advancement – VPUA Academic or Student Affairs; Diversity and Belonging Event costs \$15,000 or more- Provost Event costs less than \$15,000 – Deans of the Colleges (academic) AVPSA or delegee (student affairs) CDBO (diversity/belonging) All others - CFO or delegee
Facility Rentals (BGSU facility licensed to outside parties) NOTE: When rental involves a Performing Artist, defer to Performing Artist section	Facility Manager* or delegee *Ice Arena, Field House, Rec Center, Stroh All other facilities should be rented through Conference and Event Services
Financial management, investment advisor contracts	Upon Board authorization, CFO
Financial Obligation Contracts (e.g., contracts related to issuance of debt.)	Upon Board authorization, CFO

Fire School	<ol style="list-style-type: none"> 1. Waiver and indemnification for Loan of Academy Equipment – CFO 2. Memo of Understanding for use of equipment - CFO 3. Charter for Fire Training from Ohio Department of Public Safety - Provost 4. Training proposals/bids - Dean 5. Contract for use (destruction) of structure for fire training - CFO 6. Application for Burn Permit (EPA) - CFO 7. Instructor Contracts - Dean 8. Lease or Purchase of equipment (Not paid for with purchasing card/P-card.) - CFO or delegee.
Gift Agreements or Pledges	Vice President for University Advancement
Goods or Services Contracts through BGSU Purchasing Department	CFO or delegee
Grant Agreements	VPREE or delegee
Grant Proposal Submissions	VPREE or Director, Office of Sponsored Programs and Research
Independent Contractor Agreements (speakers, individual providers of professional services not otherwise provided for)	<p>Fee \$15,000 or more – Provost or CFO; Purchasing Department per CFO delegation</p> <p>Fee less than \$15,000 –</p> <p style="padding-left: 40px;">Dean, Executive Director, or AVP</p> <p style="padding-left: 40px;">Student Affairs – AVPSA or delegee Diversity and Belonging – CDBO</p>

	Firelands – Dean or delegee. CFO or delegee
Insurance Contract Renewals and/or changes	CFO or delegee
Insurance Claim Releases (university as releasor)	CFO or delegee
Labor Agreements	See Section (F)
Leases: Capital or Long-Term Lease of real property, space or equipment (university as lessor or lessee)	CFO
Library Acquisitions	Dean of Libraries
Maintenance and service of Equipment and Physical Plant	CFO or delegee, except: For contracts to be paid from the Student Affairs budget, AVPSA or delegee. (AVPSA to notify CFO.)
Maintenance and repair of scientific/research/instructional equipment	Less than \$15,000 – Deans of the Colleges \$15,000 to \$100,000 - Provost \$100,000 or more – CFO
Material Transfer Agreements	VPREE or Director, Office of Technology Transfer and Services
Medical Devices purchased by Speech and Hearing Clinic for dispensing	Chair, Communications Sciences
Music Commissioning and Publication Agreements	Less than \$15,000 – Dean of the College of Musical Arts \$15,000 or more – Provost

<p>Patent Licensing or Transfer; including licensing or transfer of rights for other discoveries or inventions</p> <p>Note: Licensing or transfer to a faculty-led start-up is by a commercialization agreement</p>	<p>See Section (F)</p>
<p>Performing Artist/Promoter Contracts</p>	<p>By venue and by type</p> <p>Stroh Center or other Athletics facilities – Director of Intercollegiate Athletics</p> <p>College of Musical Arts venues – Dean of the College of Musical Arts</p> <p>Wolfe Center for the Performing Arts/School of Art venues – Dean of the College of Arts and Sciences</p> <p>Bowen-Thompson Student Union – CFO</p> <p>Student Activities – AVPSA or delegee</p> <p>Diversity and Belonging – CDBO</p> <p>Firelands – Dean of Firelands College</p>
<p>Professional Associations -- Institutional memberships</p>	<p>Academic memberships - Provost or delegee</p> <p>All others – Vice-President, CDBO, CFO or delegee</p>
<p>Real Estate Purchase or Lease</p>	<p>CFO per Board Resolution currently in effect</p>
<p>Recreation and Wellness (excluding capital improvements, maintenance, custodial, etc.)</p> <p>(For facility use see Facility Rentals)</p>	<p>Contracts less than \$50,000: Director of Intercollegiate Athletics or delegee</p>

Research and Sponsored Projects	VPREE or Director, Office of Sponsored Programs and Research
Research Compliance	VPREE or delegee
Residence Hall license agreements with students/parents	AVPSA or delegee
Sale of Surplus Property	CFO or delegee
Service agreements other than consulting	CFO or delegee; Purchasing Department per CFO delegation
Software License Agreements and all ITS Related Services	Less than \$100,000 - Chief Information Officer \$100,000 or more - CFO
Technology Transfer Agreements for technology not subject to the Patent Policy	VPREE or Director, Office of Technology Transfer and Services
Other contracts and legal documents not otherwise provided for	President's written delegation; also see Section (D)(1)

(F) Contracts Requiring Board Involvement

The following types of contracts require reporting to or authorization or approval by the Board of Trustees.

Contract Type	Signature Authority
Commercialization agreements for university intellectual property that is subject to the Patent Policy NOTE: Commercialization agreements are with faculty-led start-up businesses	President after reporting to Board of Trustees; after this reporting, President may delegate to VPREE
Employment Actions (including appointments and contracts)	Vice Presidents – President (subject to Board of Trustees approval)
Labor Agreements	President after receiving Board authorization

Patent Licensing or Transfer; including licensing or transfer of rights for other discoveries or inventions Note: Licensing or transfer to a faculty-led start-up is by a commercialization agreement	President after reporting to Board of Trustees
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(G) General Counsel Review and Approval

Contracts involving the following subjects must be reviewed and approved as to legal form by the Office of General Counsel. No contract of these types may be signed on behalf of the university unless it has first been approved as to legal form by the Office of the General Counsel and that approval is indicated on the face of the contract or otherwise signified in an auditable manner. Those purchases that are authorized for purchase on a P-card are not subject to this requirement.

- (1) Contracts involving the sale or lease of real property;
- (2) Contracts for which the total financial value is greater than \$100,000;
- (3) Contracts with a term greater than two years;
- (4) Contracts for affiliation with other institutions or for foreign study;
- (5) Contracts for insurance;
- (6) Employment agreements providing for deferred compensation benefits other than those administered by Human Resources;
- (7) Contracts involving patent, copyright, trademark, or other intellectual property ownership or licensing;
- (8) Gift agreements; and
- (9) Contracts containing clauses related to:

- (a) defense, indemnification, or hold harmless provisions
- (b) limiting the amount or types of liability of the other contracting party, its subcontractors, agents, or successors if the contract amount exceeds \$10,000
- (c) establishing the choice of law, forum, or dispute resolution means (such as arbitration)
- (d) automatic renewal if the annual fee exceeds \$10,000
- (e) the university providing or requiring proof of insurance
- (f) the acceptance of another party's risk or liability or requiring the university to provide a warranty
- (g) confidentiality, unless there is an exception for public records requests
- (h) sovereign immunity.

(H) General Counsel Review Not Required

Contracts in the following categories do not require General Counsel review prior to execution if they satisfy the following requirements:

- (1) Contracts that follow exactly a form which has been previously approved, as a form, by the Office of General Counsel (for example, a Purchase Order form to which no special language has been added, or categories of contracts which, in the General Counsel's written opinion, do not require legal review); and
- (2) Contracts that the Office of the General Counsel has declined to approve but that are approved by either
 - (a) the President, or
 - (b) any two Vice Presidents when they are satisfied that, as a matter of policy, signing the contract will be in the best interest of the university.

- (I) Abbreviations:
- (1) AVP – Associate Vice President
 - (2) AVPSA – Associate Vice President for Student Affairs
 - (3) CDBO – Chief Diversity and Belonging Officer
 - (4) CFO – Chief Financial Officer and Vice President for Finance and Administration
 - (5) CHRO – Chief Human Resources Officer
 - (6) Provost – Senior Vice President for Academic and Student Affairs and Provost
 - (7) VPREE – Vice President for Research and Economic Engagement
 - (8) VPUA – Vice President University Advancement
- (J) This university Policy supersedes all previous university policies and communications concerning contract and signatory authority.
- (K) Related Policies
- (1) 3341-1-2 Code of Ethics and Conduct Policy
 - (2) 3341-6-38 Purchasing, Sales, and Disposal of University Property and Asset Control
 - (3) 3341-7-2 Copyright
 - (4) 3341-7-3 Patent Policy
 - (5) 3341-7-6 Commercialization

Registered Date: March 16, 2015

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