



# Contract Signature Authority

<b>Policy Number</b>	2-107.7
<b>Responsible Authority</b>	Vice President and General Counsel
<b>Initiating Authority</b>	Vice President and General Counsel
<b>Effective Date</b>	2/4/2022
<b>Date of Origin</b>	9/6/2012

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## APPLICABILITY/ACCOUNTABILITY

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This policy applies to all employees of the university; all written contracts (and any contract amendment or renewal) obligating the university with regard to any commercial or non-commercial transaction involving goods, supplies, equipment, services, programs, or real or personal property. The policy also applies to approval of salary supplemental payments.

This policy does not apply to signature authority on behalf of Related Entities of the university. As separately incorporated entities, Related Entities have distinct governing boards and may create their own signature authorities and policies.

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## BACKGROUND INFORMATION

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All contractual and transactional authority for the university resides with the University of Central Florida Board of Trustees ("Board"). With the Board Resolution on Presidential Authority, the Board delegated substantial authority to the President of the university to conduct the day to day operations of the university, including the authority to approve and act upon contractual obligations and financial matters of the university. To increase operational efficiencies, the President further delegates his authority as outlined in this policy.

The university establishes internal controls to limit those who are authorized to obligate the university with external parties and to identify those who have access to financial systems and authority to approve financial transactions. The proper identification and delegation of authority to execute contracts with external entities and to approve salary supplemental payments is necessary to minimize legal, financial, and related risks to the university. This policy regulates and clarifies which employees of the university have such authority and to whom such authority may be delegated.

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## POLICY STATEMENT

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Contract signature authority is required for an individual to sign any contract on behalf of the university. No person may execute a contract or other written instrument obligating the university or any of its units unless that person has been delegated signature authority as set forth in this policy ("contract signature authority"). A valid delegation of contract signature authority from the President or other university official listed herein provides individuals with the authority to execute contracts with external entities on behalf of the university. Individuals who enter into contracts without signature authority may subject their departments or units to fines and themselves to disciplinary action up to and including termination. Such individuals may also be personally liable under the contract.

Individuals must not assume contract signature authority unless such authority is documented in keeping with this policy.

A contract properly signed by a person with contract signature authority binds the university to the financial and other commitments outlined in the contract and does not require further financial approvals by the same individual. A properly signed contract serves as documentation to authorize fiscal action under the contract.

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## DEFINITIONS

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**Conflict of Interest.** A divergence between an individual's private interests and their employment obligations to the university such that an independent observer may reasonably question whether the individual's actions or decisions are influenced or determined by considerations other than the best interest of the university.

**Contract.** An agreement between two or more parties that creates an obligation to do or not do a particular thing. This includes memoranda of understanding, affiliation agreements, and leases. This further includes amendments to or renewals of contracts. A contract may exist even though it does not require the payment of money or other compensation.

**Contract Signature Authority.** The authority to approve and execute a contract (with or without financial commitments) with external parties. A contract properly signed by a person with contract signature authority evidences the university's binding commitment to the financial and other obligations of the contract; the university does not require further financial approvals by the same individual to make a payment under the contract.

**Delegation.** The transfer of authority from one person to another.

**Execution.** For purposes of this policy, execution means to sign or complete all formalities necessary to make a contract or other document effective, such as signing, stamping, or delivering the contract or other document.

**Related Entities.** Direct support organizations and practice plan corporations of the University.

**Signature.** A mark or sign made by an individual on an instrument or document to signify knowledge, approval, acceptance, or obligation. A signature may be made (i) manually or by means of a device or machine, and (ii) by the use of any name, including a trade or assumed name, or by a word, mark, or symbol executed or adopted by a person with present intention to authenticate a writing. For purposes of this policy, signature includes execution.

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## PROCEDURES

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### I. Authorized Signatories

All contract signature authority listed in this policy is subject to the Board Resolution on Presidential Authority. Further, all contract signature authority is subject to other regulations or policies that may pertain to the contract (e.g., sole-source requirements, requirements for lease agreements, etc.)

A contract properly signed by a person with contract signature authority does not require further financial approvals by the same individual. The signed contract serves as documentation to authorize a payment to be made under the contract.

The business unit or department initiating the contract is responsible for compliance with the contract's terms, including being accountable for any deliverables or other requirements in the contract.

#### A. Level 1.

The President has authority to sign contracts on behalf of the university pursuant to Section 5.1 of the Bylaws of the University of Central Florida Board of Trustees and the Board Resolution on Presidential Authority. This authority is retained and may be exercised notwithstanding delegations of authority to sign certain contracts to other university employees. Some contracts may be subject to prior approval of the Florida Board of Governors or UCF Board of Trustees before execution by the President or designee.

#### B. Level 2.

(1) The Provost and Executive Vice President for Academic Affairs is the principal academic officer of the university and is the second-highest ranking officer of the university. The Provost may execute all contracts and agreements, limited to \$5,000,000 in expenditures or liability relating to academic affairs, including research, health care, and licensing matters.

(2) The Senior Vice President for Administration and Finance is responsible for fiscal operations of the university and may execute contracts involving all fiscal areas of the university up to \$5,000,000 and has final authority to approve sole-source purchases.

(3) The Vice President for Administrative Operations is responsible for facilities and business operations of the university. The Vice President for Administrative Operations may execute contracts involving facilities and business operations of the university up to \$3,000,000. In accordance with UCF Regulation 7.203, the Vice President for Administrative Operations may sign lease agreements up to \$1 million.

(4) The Vice President for Research may execute all grants, contracts, and other agreements with terms and conditions for research, sponsored training, clinical trials, patents and licensing, technology transfer, and research compliance including but not limited to agreements that obligate university project funds. This authority may be delegated as outlined by Section III, except that the Level 3 limits described therein do not apply. Level 3 limits shall apply to the Vice President and all delegates for all contracts obligating non-project (departmental) funds. This subsection does not apply to the exclusive responsibilities of the College of Graduate Studies.

(5) The Vice President for Health Affairs and Dean of the College of Medicine, as the Chief Medical Officer and Health Officer, may execute contracts and documents directly related to Academic Health Sciences Center or the College of Medicine, including the clinical practice, clinical and clinically-related services, clinical and related affiliations, and other agreements and documents relating to the development and operations of UCF Health, the College of Medicine, Student Health Services, and the Academic Health Sciences Center, limited to \$1,000,000 in expenditures or liability.

(6) The Vice President and General Counsel may execute documents related to actual or threatened legal or administrative proceedings involving UCF or its direct support organizations, limited to \$1,000,000 in expenditures or liability.

(7) The Vice President for Compliance, Ethics, and Risk may execute documents related to compliance, ethics, risk, and insurance related functions and activities of the university and may execute contracts up to \$1,000,000 in expenditures or liability.

C. Level 3.

In addition to the Vice Presidential signature authority listed in Section I(B), above, all Vice Presidents may execute contracts on behalf of the university within their areas of responsibility, limited to \$500,000 in expenditures or liability.

II. Additional Contract Signature Authority

A. Procurement of Goods and Services: The UCF Procurement Services department is responsible for coordinating procurement for the university and for the development of procurement policies and procedures. All personnel are required to abide by the Procurement Services department's policies and procedures when requisitioning goods and services unless otherwise exempted under those policies and procedures. The Assistant Vice President of Tax, Payables & Procurement may execute contracts for the procurement of goods and services, limited to \$1,000,000 in expenditures or liability, and may execute lease agreements, limited to \$100,000.

B. The Vice President for Administrative Operations may sign change orders and additional service authorizations on contracts that have previously been signed in

compliance with this policy so long as such change orders do not exceed 10% of the project's original cost or cause a project to exceed its approved budget.

### III. Delegation Parameters

The President and Vice Presidents may delegate their contract signature authority to other UCF employees as they deem necessary and appropriate. Except as otherwise stated in this policy, delegates are subject to the signature authority limits of Level 3 positions, as defined in Section I(C), unless further restricted by their delegations. It is unacceptable to divide contracts for related purposes into multiple parts in order to circumvent any monetary limits. The President and Vice Presidents have authority to approve salary supplemental payments in accordance with UCF and Human Resources policies and procedure and any applicable collective bargaining agreements and may delegate such authority as needed. These supplements include such things as uniform/tool allowances, one time performance payments, stipends, awards, and criminal justice incentive pay.

### IV. Delegation Responsibilities

- A. The person to whom contract signature authority is delegated and who signs any contract or transaction that constitutes a commitment between the university and external entities has the responsibility to:
  - (1) ensure funds are available and appropriate for the source of funds being used;
  - (2) where applicable, obtain legal review and approval in compliance with UCF Policy 2-102;
  - (3) ensure that there is no real or apparent conflict of interest on the part of any individual or organization involved in the contract or transaction, or, where there is a real or apparent conflict of interest, the issues have been resolved prior to entering into the contract or transaction;
  - (4) confirm that all other required approvals have been obtained, including confirming that all supplemental reviews have been completed where applicable, such as privacy or vendor risk management review; and
  - (5) ensure the purpose of the contract is legal and that the transaction or activity contemplated by the contract complies with university policies and any applicable sponsor, donor, or other restrictions.
- B. Even if signature authority is delegated, the ultimate responsibility shall remain with the delegating individual (delegator).

### V. Delegation Process

The procedures to follow for proper delegations of contract signature authority under this policy are outlined below.

- A. All delegations of contract signature authority must be in writing. A form to be used for such purpose can be found at the link below. Any delegations made shall supersede existing or prior delegations; accordingly, delegators should list all current delegations to a particular position rather than adding new delegations in separate writings.

- B. The delegation of authority is associated with an appointment. Delegation of authority does not transfer with the person who holds the appointment.
- C. The delegation must include (1) a specification of the scope, terms, and limitations of the delegation; (2) the contract or types of contracts the delegate is authorized to sign; and (3) the duration of the delegation, not to exceed three (3) years as provided by this policy.
- D. A copy of the delegation must be transmitted within three business days to the Office of the General Counsel at [contracts@ucf.edu](mailto:contracts@ucf.edu). A copy must also be maintained in the office of both the delegator and the delegate. The Office of the General Counsel will maintain and publish a master list of all delegations.
- E. By default, all delegations of authority governed by this policy are considered in effect for a period of three (3) years and may be less as stated in the delegation. Delegations may be revoked or modified at any time by the delegator. Upon the expiration of this authority, the appropriate individual must reauthorize the delegation in writing.
- F. Any senior administrative leadership change (to include an interim or acting leadership appointment) should precipitate a review of all existing delegations of authority to determine whether existing delegations of authority should continue under the new leadership.
- G. At the beginning of each fiscal year, university officials should review the written delegations governing their areas to ensure that such delegations are current, accurate, and consistent with the needs of the institution and its various units.

VI. Penalties for non-compliance

- A. First violation: written reminder to the head of the department or unit of the requirements of the policy.
- B. Second violation: five hundred dollar fine assessed against the department or unit.
- C. Third and subsequent violations: one thousand dollar fine assessed against the department or unit.
- D. In addition to the above, the individual signing without authority shall be subject to progressive discipline consistent with existing policy, up to and including termination.

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**RELATED DOCUMENTS**

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[Board Resolution on Presidential Authority:](#)

- A. [Bylaws of the University of Central Florida Board of Trustees](#)

- B. [Procurement Services regulations](#)
  - C. [Procurement Services Procedures Manual](#)
  - D. [Conflict of Interest regulation UCF -3.018](#)
  - F. [Real property leasing regulation UCF-7.203](#)
  - G. [Contract review policy 2-102](#)
  - H. Signature Authority List  
The UCF Signature Authority list is located on the Office of the General Counsel website – navigate to Legal Services tab and then to “Signature Authority List”:  
<https://generalcounsel.ucf.edu/>.
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## **FORMS**

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Delegation of Authority form:  
<https://generalcounsel.ucf.edu/>

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## **CONTACTS**

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Office of the General Counsel, 4365 Andromeda Loop N., Millican Hall 360, Orlando, Florida, 32816-0015; (407) 823-2482.

**POLICY APPROVAL**  
**(For use by the Office of the President)**

Policy Number: 2-107.7

Initiating Authority: \_\_\_\_\_

Date: 1/28/2022

University Policies and  
Procedures Committee Chair: \_\_\_\_\_

Date: 1/27/22

President or Designee: \_\_\_\_\_

Alexander  
Cartwright

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Alexander Cartwright  
Date: 2022.02.04  
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Date: 2/4/2022

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