

POL 01.15.01
Delegation of Signatory Authority for University Contracts

Authority: Chancellor

History:

- Issued: August 6, 2003
- Revised: December 22, 2010
- Last Revised: January 9, 2018

Related Policies:

- [North Carolina General Statute §116-34\(a\) – Duties of chancellor of institution](#)
- [UNC Code Section 502 A – Chancellors of Constituent Institutions](#)
- [UNC Pembroke POL 04.10.02 – Campus Law Enforcement Agency Policy](#)

Additional References:

- [North Carolina General Statute §114-8.3 – Attorney General/General Counsel; review certain contracts](#)
- [UNC Policy Manual 500.4\[R\]](#)
- Appendix 1 – Department Contract Review Checklist
- Appendix 2 – Contract Advisory Form
- Appendix 3 – Contract Amendment Checklist – to be completed by the Purchasing Office
- Appendix 4 – Purchasing Office Contract Workflow Chart

Contact Information: Vice Chancellor for Finance and Administration (910.521.6209)

1. SCOPE

1.1 This policy governs the delegation of authority by the chancellor to certain university administrative officers to sign contracts involving the commitment of the financial, academic, and physical resources of The University of North Carolina at Pembroke ("UNCP"), including, but not limited to, purchases, use of facilities, sponsored programs, and other contracts requiring performance by UNCP.

1.2 This policy excludes the delegation of authority to hire any person into any type of employment, including but not limited to, faculty, EHRA professional and administrative appointments, full-time and part-time, temporary and permanent, students and non-students.

1.3 No delegation (or sub-delegation of authority, if authorized) to sign contracts that are covered by this policy is effective unless and until it has been reviewed by the Office of the General Counsel (OGC), signed by the chancellor (or, as to sub-delegation, signed by the vice chancellor delegating the authority), and published in this policy. Each delegation of authority stated herein is subject to and limited by the purchasing procedures and regulations that apply to UNCP.

2. WHO IS AUTHORIZED TO SIGN CONTRACTS

2.1 Full executive and administrative power is vested in the chancellor by N.C. General Statute §116-34(a) and Section 502A of *The Code* of the Board of Governors of The University of North Carolina. Inherent within this power is the authority to sign contracts binding UNCP. This authority is retained and may be exercised notwithstanding delegations of authority to sign certain contracts to other administrative officers.

2.2 The chancellor delegate's signatory authority to selected administrators pursuant to the procedure set forth in this policy. Vice chancellors may further delegate their authority to subordinates or other administrators unless the delegation of authority from the chancellor specifies otherwise, provided such delegation must be accomplished through the procedures stated herein.

2.3 UNCP does not recognize contracts signed by university employees as binding on the university unless the employee who signed the contract has duly delegated signatory authority. Section 3 of this policy sets forth the procedure for duly delegating and sub-delegating authority to sign contracts that will be recognized as binding on the university.

2.4 All contracts, except small purchases as defined by the NC DOA, shall be reviewed and approved by the university director of Purchasing. All contracts, except athletics, referencing advertising and/or promotional materials shall be reviewed and approved by the executive director of university communications and marketing before being fully executed. All contracts involving information technology shall be reviewed and approved by the university Chief Information Officer before being fully executed. All contracts involving university technology transfer program, such as licenses, options, confidentiality agreements, material transfer agreements and documents required by the US Patent and Trademark Office shall be reviewed and approved by the Office of the General Counsel (OGC) before being fully executed.

2.4.1 All contracts submitted to the Purchasing Office for review and approval must be accompanied by 1). Department Contract Review Checklist; and 2). Contract Advisory form.

2.5 Employees who sign contracts purporting to bind UNCP without authority properly delegated under this policy may be personally subject to legal action by the contractor, and may be subject to university disciplinary action.

2.6 The OGC maintains, and publishes on the UNCP website, a list of properly executed delegations of signatory authority. All previous and outstanding delegations of authority not listed therein are superseded and rendered void as of the effective date of this policy.

2.7 The procedure of small purchases and other purchasing procedures promulgated by the director of Purchasing, pursuant to the authority delegated by the chancellor and vice chancellor for Finance and Administration, shall remain in effect.

3. PROCEDURE FOR DELEGATION OF AUTHORITY TO SIGN CONTRACTS

3.1 All delegations of signatory authority must be in writing.

3.2 Delegations of signatory authority must be to positions, not to individuals. As of the effective date of this policy, any outstanding delegations to individuals are void, and must be reformulated in accordance with this policy.

3.3 A written delegation of signatory authority must include:

3.3.a. a description of the authority of the delegating office;

3.3.b. an express description of the scope, terms and limitations of the delegation of authority, including a description of the types of contracts the newly empowered office is authorized to sign; and

3.3.c. an express statement as to whether the office receiving the delegation has permission to further delegate that authority.

3.4 A copy of the delegation must be submitted to the OGC for review and publication on that office's website. The delegation will not become effective until published on the OGC's website.

3.5 A copy of the memorandum of delegation must be kept on file in the office of both the delegator and the delegate, if the two are not part of the same office.

4. ADMINISTRATIVE REVIEW

4.1 Persons wishing to enter into negotiations regarding contracts affecting any interest of UNCP, must have the cooperation and approval of any unit that may be directly or indirectly implicated in performance of the contract (i.e., financial considerations, telecommunications considerations, space considerations, etc.). More specifically, the party initiating the contract for the university is responsible for reading the contract entirely and determining that:

4.1.a. the contract language accurately reflects the current state of negotiations;

4.1.b. the contract meets programmatic and university mission requirements;

4.1.c. the contract is in the best interests of the university;

4.1.d. (s)he can ensure compliance with the obligations it places on the university; and

4.1.e. the contract is sufficiently clear and consistent.

4.2 The Attorney General's Office for the State of North Carolina has issued instructions mandating that certain "prohibited clauses" may not be included in any contracts into which a state agency enters. The OGC maintains, and publishes on the UNCP website, a list of the prohibited clauses. Review of a contract by the party initiating the contract for the university and the university director of Purchasing is intended to ensure that:

4.2.a. the contract does not contain any of the prohibited clauses;

- 4.2.b. it is consistent with federal and/or state laws;
- 4.2.c. it is consistent with UNCP policies and regulations;
- 4.2.d. risk management concerns have been reasonably addressed; and
- 4.2.e. to the extent possible, that it is consistent with any predecessor documents.

4.3 In accordance with NC General Statute §114-8.3, all proposed statewide and agency term contracts for supplies, materials, printing, equipment, and contractual services that exceed one million dollars (\$1,000,000) must be reviewed by the OGC or designee to ensure that the proposed contracts are in proper legal form, contain all clauses required by law, are legally enforceable, and accomplish the intended purposes of the proposed contract.

5. CHANCELLOR'S DELEGATIONS OF AUTHORITY

5.1 The chancellor makes the following delegations of authority. Absent revocation of such authority by the chancellor, the authority delegated to vice chancellors is retained by each vice chancellor and may be exercised notwithstanding sub-delegations of authority to subordinate administrators within their respective divisions to sign certain contracts.

5.2. Provost and Vice Chancellor for Academic Affairs

5.2.1 The provost and vice chancellor for Academic Affairs has authority:

5.2.1.a. to sign contracts related to academic exchange agreements and academic cooperative agreements that do not involve purchases of goods or services by UNCP;

5.2.1.b. to sign contracts, grants, and agreements for experimental, developmental, and research projects that qualify as sponsored programs. Sponsored programs are those that are separately financed in whole or in part by external agencies and are carried out under terms of agreements between the sponsoring agencies and the university.

5.2.1.c. to sign contracts and agreements for information systems services and products, including without limitation, software licensing agreements;

5.2.1.d. to sign agreements and documents necessary for the operation of the university technology transfer program, such as licenses, options, confidentiality agreements, material transfer agreements and documents required by the US Patent and Trademark Office; and

5.2.1.e. to sign any other agreements requiring performance by the Division of Academic Affairs.

5.3 The Vice Chancellor for Finance and Administration

5.3.1. The vice chancellor for Finance and Administration has authority to sign all contracts for which signature authority is not delegated to any other vice chancellor.

5.4 The Vice Chancellor for Student Affairs

5.4.1 The vice chancellor for Student Affairs has authority:

5.4.1.a. to sign agreements regarding the use of any university facilities, including without limitation, Chavis University Center, the University Water Feature, Jones Athletic Center, and any other athletic facilities. The vice chancellor for Student Affairs will consult with the director of Athletics prior to signing any contract for use of the Jones Athletic Center or any other UNCP athletic facility;

5.4.1.b. to sign entertainment and art exhibition agreements to take place on university property;

5.4.1.c. to sign contracts relating to services provided through UNCP's Student Health Services; and

5.4.1.d. to sign agreements requiring performance by the Division of Student Affairs.

5.5 The Vice Chancellor for Advancement

5.5.1 The vice chancellor for Advancement has authority to sign agreements relating to gifts and bequests, including donor agreements, agreements requiring performance by the Division of Advancement, as well as contracts for advertising, promotional materials, and for use of facilities, goods and services for or in the course of special events sponsored by the University. This authority may not be delegated.

5.6 The Director of Athletics

5.6.1 The director of Athletics is authorized to sign contracts involving UNCP's varsity sports teams for athletic events, hotel rooms and charter buses associated with athletic events, officiating services associated with athletic events, contracts for advertising and promotional materials associated with athletics and recruiting, and agreements requiring performance by the Department of Athletics.

5.7 The Executive Director for University Communications and Marketing

5.7.1 The executive director for University Communications and Marketing has authority to sign contracts necessary for the development and implementation of the university's advertising plan, including but not limited to the authority to register the university's marks, symbols and other indicia used in connection with various branding, advertising, and licensing initiatives. This authority may not be delegated.

5.8 The director of Police and Public Safety.

5.8.1 The director of Police and Public Safety has authority to sign contracts on behalf of the university with other law enforcement agencies for the purpose of enforcing the laws of North Carolina. This authority may not be delegated.

5.9 Assistant Secretary to the Board of Trustees

5.9.1 The assistant secretary to the Board of Trustees has authority to sign contracts and agreements, including those on behalf of the chancellor, relating to the operations of the Board of Trustees such as contracts for use of facilities and acquisition of goods and services to be used in fulfilling the duties of the Board of Trustees or the chancellor, except those negotiated by the assistant secretary to the Board of Trustees for himself. This authority may not be delegated.

6. DELEGATIONS FROM THE OFFICE OF THE PROVOST AND VICE CHANCELLOR FOR ACADEMIC AFFAIRS

6.1 The associate vice chancellor for Academic Affairs has authority, in the absence of the provost, to sign contracts and agreements that the provost is empowered to sign. This excludes those contracts and agreements negotiated solely by the associate vice chancellor for Academic Affairs. Additionally, the associate vice chancellor for Academic Affairs has authority to sign contracts related to academic exchange agreements and academic cooperative agreements that do not involve purchases of goods or services by UNCP. This authority may not be delegated.

6.2 The associate vice chancellor for Engaged Outreach has authority to sign contracts with a total value up to but not exceeding \$10,000 and with a duration not to exceed one year, including any extensions provided for by the terms and conditions thereof, for services to be provided by The Office for Regional Initiatives of UNCP, so long as such contracts do not involve real property or employment agreements. This authority may not be delegated.

6.3 The associate vice chancellor for Enrollment has authority to sign contracts for advertising, promotional events and entertainment, and contracts for goods and services relating to student recruitment. This authority may not be delegated.

6.4 The associate vice chancellor for Research and Sponsored Program, has authority to sign contracts, grants, and agreements for experimental, developmental, and research projects that qualify as sponsored programs. Sponsored programs are those that are separately financed in whole or in part by external agencies and are carried out under terms of agreements between the sponsoring agencies and the university. This delegated authority will include acting as the authorized organizational representative (AOR) for the purpose of submitting grant applications, negotiating grant awards; and awarding and monitoring sub-contracts arising from grants awarded to UNCP as the primary institution. The authority to submit grant applications may be sub-delegate to the director of Sponsored Programs and Research.

7. DELEGATIONS FROM THE OFFICE OF THE VICE CHANCELLOR FOR FINANCE AND ADMINISTRATION

7.1 The senior associate vice chancellor for Finance and Administration has authority, in the absence of the vice chancellor, to sign contracts and agreements that the vice chancellor is empowered to sign. This excludes those contracts and agreements negotiated solely by the associate vice chancellor for Finance and Administration. This authority may not be delegated.

7.2 The director of Purchasing has authority to sign purchase orders in any amount that are used to obligate UNCP for payment of funds that are either required under any contract executed by a duly authorized employee of UNCP or requested under a properly approved requisition. This authority may be sub-delegated to the Purchasing Specialist in the absence of the director of Purchasing.

7.3 The associate vice chancellor for Information Resources and Chief Information Officer has authority to sign contracts and agreements for information systems, services and products, including without limitation, software licensing agreements. This authority may not be delegated.

8. DELEGATIONS FROM THE OFFICE OF THE VICE CHANCELLOR FOR STUDENT AFFAIRS

8.1 The associate vice chancellor for Student Affairs has authority, in the absence of the vice chancellor, to sign contracts and agreements that the vice chancellor is empowered to sign. This excludes those contracts and agreements negotiated solely by the associate vice chancellor for Student Affairs. This authority may not be delegated.

8.2. The associate vice chancellor for Campus Safety and Emergency Operations has authority to sign contracts directly related to preserving the health and safety of the campus community. This authority may not be delegated.

8.3. The director of Housing and Residence Life has authority to sign standard housing contracts and, once approved by the OGC, modifications to the standard housing contracts. This authority may not be delegated.

8.4. The director of Student Involvement and Leadership has authority to sign entertainment agreements utilizing the standard UNCP Engagement Agreement or other entertainment agreements once approved by the OGC. This authority may not be delegated.

9. DELEGATIONS FROM THE OFFICE OF THE DIRECTOR OF ATHLETICS

9.1 Head coaches for each athletic team and the director of Sports Information are delegated authority to sign contracts for lodging for their respective teams, coaching staff, prospective student athletes; lodging at professional conferences; and off campus travel while representing UNC Pembroke Athletics or visiting teams with which UNCP has a contractual agreement. This authority may not be delegated.

9.2 The assistant AD for Marketing Partnerships is delegated authority to sign contracts for advertising and promotional materials associated with athletics and recruiting.

10. DELEGATIONS FROM THE OFFICE OF THE EXECUTIVE DIRECTOR FOR UNIVERSITY COMMUNICATIONS AND MARKETING

10.1 The director of Givens Performing Arts Center has authority to sign standard agreements regarding the use of Givens Performing Arts Center (“GPAC”) and, once approved by the OGC, non-standard agreements for use of GPAC and contracts relating to performances at GPAC. This authority may not be delegated.