Policy Title:	Policy on Delegation of Signature Authority
Policy Owner:	Office of University Counsel
Effective Date:	March 22, 2022
Last Updated:	February 22, 2022
Related Policies:	Contract Review & Approval Policy Conflict of Interest Policy
Related Forms:	N/A

I. POLICY STATEMENT

No officer or member of the Seattle University community may sign or otherwise execute a contract that binds the University unless the individual has been delegated signature authority that has been documented in writing and is on file as set forth in this Policy on Delegation of Signature Authority (the "Policy").

In cases where the authority to bind the institution or delegate authority may be unclear, an individual should seek specific guidance from the Office of University Counsel.

II. PURPOSE & BACKGROUND

This Policy is intended to establish and clarify protocols regarding signature authority and the delegation of signature authority with respect to contracts and agreements between the University and third parties. The proper delegation of authority to execute contracts with external entities that bind Seattle University is required to minimize financial, legal, and related risks and to ensure that appropriate fiscal and management controls are in place for the betterment of the entire institution.

III. APPLICABILITY/RESPONSIBILITY

This Policy applies to all Seattle University employees and members of the University community and to all contracts as defined below and in Seattle University's Contract Review and Approval Policy.

IV. DEFINITIONS

Contract: An agreement between Seattle University and another party that is intended to have a binding obligation and/or legal effect. Contracts contain the terms and conditions under which goods, services, or other considerations of value are furnished by either party. In addition to formal documents commonly understood to be contracts, documents such as service agreements, vendor agreements, leases, and letters or memoranda of agreement, understanding, and intent are contracts if there is a University interest at stake and something of value is exchanged. Procurement purchase orders are administered in accordance with the Procurement Office's policies and procedures. Employment agreements and faculty contracts are not covered under this Policy, and questions about those types of agreements should be directed to Human Resources or Faculty Services.

V. POLICY REQUIREMENTS

A. Review, Approval, and Execution of a Contract and Contract Signature Authority

All contracts must be reviewed, approved and executed consistent with the University's Contract Review and Approval Policy. The policy requires in part that individuals do not have the authority to approve or sign contracts with external entities on behalf of Seattle University unless there is: (1) authority as set forth in the Bylaws of the University; (2) a resolution of the Board of Trustees; or (3) a valid written delegation of authority from the President, the Executive Vice President, the Provost, or the CFO/Vice President for Finance and Business Affairs. Independent contractors and consultants do not have the authority to bind Seattle University.

Officials and other employees with signature authority are responsible for assuring the following:

1. An understanding of what is being approved;
2. The information and supporting documentation is accurate and complete;
3. The transaction is allowable, reasonable and justified;
4. The transaction is charged to the correct project(s);
5. There are adequate funds from an approved budget to cover the expense;
6. The funding source is appropriate for the expenditure;
7. No real or apparent conflict of interest on the part of the individual or area involved in the transaction; and
8. Appropriate consultation has taken place with constituencies that might be impacted by the transaction or contract.

B. Signature Authority Monetary Limits

All contracts whose obligations or related financial exposure is in excess of $250,000 (single or in the aggregate) must be signed by the President, Provost, or appropriate Vice President(s) depending upon the nature of the proposed transaction unless otherwise delegated. It is unacceptable to divide contracts for related purposes into multiple parts in order to circumvent this requirement. Any contract whose obligations or related financial exposure is in excess of $1,000,000 (single or aggregate) must be signed by the President, unless it involves a matter reserved or assigned by the Board of Trustees.

C. Delegation of Signature Authority

The President retains executive authority to sign all contracts on behalf of Seattle University, notwithstanding the delegations of authority described in this Policy. The Board of Trustees has authorized the President to make specific delegations of contract signature authority to the Executive Vice President, the Provost and the CFO/Vice President for Finance and Business Affairs. Upon written authorization from the President, these officials may make limited

delegations of their contract signature authority. Although delegations of authority are essential to efficient and effective management, all delegating officials shall retain overall responsibility for matters or personnel under their supervision, and ordinarily delegated signature authority should not exceed $100,000. Delegations of authority should be limited in scope, number, and time frame to those which are necessary to achieve efficiency while maintaining accountability. All such delegations of contract signature authority must:

1. Be in writing;
2. Be made to specific position titles, not named individuals;
3. Have the express written consent of the President;
4. State the scope, terms and duration of the delegation;
5. Specify the need for advance review pursuant to the Contract Review and Approval Policy; and
6. Be copied and maintained in the offices of both parties, with electronic copies sent to the Office of the University Counsel and CFO/Vice President for Finance and Business Affairs.

At the beginning of each fiscal year (i.e., July 1) all Seattle University officers 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 divisions.

VI. VIOLATIONS

A contract signed by an employee or member of the University community without documented signature authority is null and void when signed. Individuals in such circumstances may be personally liable for the obligations assumed under such contract and are subject to disciplinary action up to and including termination of employment.

VII. RELATED INFORMATION

Item	Description
University Links	Contract Review and Approval Policy Conflict of Interest Policy Procurement Office Policies & Procedures
Forms	N/A
Related Links	N/A
Procedures	N/A