

**VILLANOVA UNIVERSITY APPROVAL, SIGNING AUTHORITY
AND CONTRACT REVIEW PROCEDURE**

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). For contracts or financial commitments in which no annual or other total fees or amounts are specified (e.g., pricing agreements, or time and materials arrangements), the determination of the dollar value should take into account all fees and amounts that are reasonably anticipated to be owed for the entire term, including based on past spending on similar contracts, any amounts budgeted for such contract, and the amount of such products or services needed by the University.

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.

This Procedure is distinct from any requisition approval authority that University officials may have in NovaBuy and similar procurement systems and from approval authority for reimbursement. **Contracts and financial commitments for which a University official has requisition or approval authority may require additional review, and signature by an authorized signatory, under this Procedure.** University officials should consult with the Procurement Office regarding matters related to requisition approval authority and approval authority for reimbursement.

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 \$2,000,000 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, regardless of the amount of the transaction. 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.

Notwithstanding the foregoing, in the event of an exigent circumstance that requires action before a meeting of the Board or the Executive Committee can reasonably be scheduled, as determined by the President, in consultation with the Chair of the Board, or in his or her absence, the Vice-Chair, the President shall have discretion to enter into a contract or other financial commitment to address the exigent circumstance, in an amount not to exceed \$5,000,000.

2. **President Approval.** Contracts and other financial commitments in excess of \$500,000 but less than \$2,000,000 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 and Executive Vice President Approval.** Contracts and other financial commitments in excess of \$250,000 and up to \$500,000 may be approved by either the Provost or the Executive Vice President. The Provost may approve expenditures related to library subscriptions in amounts up to \$1,000,000, to the extent that they are provided for in the library's operating budget.
4. **Senior Vice President, Vice President and Vice Provost 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 or Vice Provost. Contracts in this category may be executed by the President, the Provost, EVP, SVP; the appropriate Vice President, Vice Provost or any other person duly authorized by the President. The Provost, the EVP, the SVP and any Vice President or Vice Provost 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.
5. **College Deans Approval.** Contracts and other financial commitments up to \$100,000 may be executed by the Dean of a College.
6. **Research Grants and Agreements.** Notwithstanding anything to the contrary in this Procedure, the President, the Provost, the Vice Provost for Academics, the Associate Vice Provost for Research, the Director, Office of Grants and Contracts and the Director, Office of Research Protections 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. Expenditures related to research grants and agreements shall be approved in accordance with the other provisions of this Procedure.
7. **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.
8. **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 and approve all expenditures involving facilities management projects previously approved by the Board or by the President. The President shall approve capital projects in amounts greater than \$500,000 and up to \$2,000,000. With regards to the annual capital renewal budget, the list of projects and

costs will be shared with the Stewardship Committee for informational purposes, but specific approval will only be requested for projects greater than \$2,000,000. Other capital renewal projects will be listed as informational items, and amounts and projects will be subject to change without additional review by the Stewardship Committee unless an individual project cost exceeds \$2,000,000.

9. **Utility Bills.** Notwithstanding anything to the contrary in this Procedure, the Vice President for Facilities Management shall have the full authority as delegated by the President to approve individual expenditures for utilities up to the amount of \$500,000.
10. **Employee Benefits.** Notwithstanding anything to the contrary in this Procedure, the Associate Vice President for Human Resources and the Assistant Vice President for Human Resources shall have the full authority as delegated by the President to approve individual expenditures related to employee benefits up to the amount of \$500,000.
11. **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 previously approved by the Board or the President. The President shall approve information technology projects in amounts greater than \$500,000 and up to \$2,000,000. Additionally, the Vice President and Chief Information Officer shall have the full authority as delegated by the President to approve all expenditures related to information technology contracts and licenses up to the amount of \$500,000, to the extent that they are provided for in the approved operating budget.
12. **Vice President for Finance, Controller, and Director of Procurement.** Notwithstanding anything to the contrary in this Procedure, the Vice President for Finance, the Controller, and the Director of Procurement, 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 the preceding paragraphs .
13. **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 previously approved by the Board or by the President. Contracts over \$250,000 or outside the scope of authority described in this paragraph shall be authorized as stated in the preceding paragraphs of this Approval, Signing Authority and Contract Review Procedure. The Athletic Director may authorize in writing the Chief Operating Officer - Athletics to sign contracts up to \$100,000 on his or her behalf, in accordance with the requirements set forth in this Procedure.

14. **Associate Vice President for Auxiliary Services and Director of Dining Services.** Notwithstanding anything to the contrary in this Procedure, the Associate Vice President for Auxiliary Services and the Director of Dining 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 the preceding paragraphs of this Approval, Signing Authority and Contract Review Procedure.

15. **Review by the Office of the Vice President and General Counsel.** In addition to the approvals required under Paragraphs 1-14 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 6;
- 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 non-University party will create, process, store, receive or access student records, employee records or other sensitive or personally identifiable information; and
- h) Contracts binding the University to confidentiality, non-competition, non-solicitation, no-hire or non-disclosure commitments.

THE OFFICE OF THE PRESIDENT



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

Date: 3/26/19