


Revised Policy

Revokes, rescinds, and supersedes all prior signature authority delegations or sub-delegations and establishes the University's required signature authorities for contracts and other official university documents.

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|  | <p style="text-align: center;">NORTH CAROLINA A&T STATE UNIVERSITY</p> <p style="text-align: center;">CHAPTER 1100 - GENERAL POLICIES</p> <p style="text-align: center;">UNIVERSITY POLICY 1102, SIGNATURE AUTHORITY AND DELEGATION OF AUTHORITY TO SIGN CONTRACTS</p> |
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SECTION 1102.1 POLICY STATEMENT

The Chancellor at North Carolina Agricultural and Technical State University (“NC A&T” or “University”) is authorized to execute contracts, financial documents, and other official documents necessary to conduct University business. No person is authorized to execute such documents on behalf of the University unless authority to do so has been delegated in writing by the Chancellor or another University official authorized to make such delegation.

SECTION 1102.2 PURPOSE

The purpose of this Policy is to clarify the source of all University signature authority, the responsibilities of those individuals to whom University signature authority has been delegated, and the consequences of signing contracts and other official University documents without the appropriate signature authority.

For purposes of this Policy, a Contract means an agreement between two or more persons that creates a legally binding obligation to do or not to do a particular thing. A contract may be titled as an agreement, a memorandum of understanding, memorandum of agreement, a promise to pay, or may use other terminology. A contract may or may not involve the payment of money.

SECTION 1102.3 SCOPE

This Policy applies to any University employee who purports to bind the University by signing a contract or other official document. This Policy excludes the delegation of authority for faculty, EHRA professional and administrative personnel appointments, compensation and related personnel actions. Employment contracts are governed by other University policies.

The Office of Legal Affairs maintains a list of properly executed delegations of signatory. All previous and outstanding delegations of authority not maintained by the Office of Legal Affairs are superseded and rendered void as of the effective date of this Policy.

SECTION 1102.4 UNAUTHORIZED CONTRACTS

Section 1102.4.1 No Recognition of Contracts Signed Without Authorized Delegation

N.C. A&T State does not recognize contracts signed by University employees or agents as binding on the University unless the employee who signed the contract has duly delegated signatory authority and has obtained the appropriate reviews.

Section 1102.4.2 Potential for Personal Liability

Employees who sign contracts purporting to bind the University without authority properly delegated may be held personally liable and may be subject to University disciplinary action, up to and including dismissal or discharge for cause.

Section 1102.4.3 Previous Delegations Superseded

All previous delegations of authority are superseded and rendered void as of the effective date of this Policy.

SECTION 1102.5 PROCEDURES

Section 1102.5.1 Delegation of Signature Authority by the Chancellor

The Board of Trustees of North Carolina Agricultural and Technical State University has authorized the Chancellor to execute contracts and other official documents necessary to conduct University business. Identical authority has been delegated to the Vice Chancellor for Business and Finance.

Pursuant to authority granted by the Board of Trustees, the Chancellor has delegated limited authority to other individuals on the campus to sign contracts and other official documents as agents of the University. No person is authorized to execute documents on behalf of the University unless authority to do so has been delegated in writing by the Chancellor or another University official authorized to make such delegations. A list of current signature authority delegations is attached as **Appendix A**.

Section 1102.5.2 Delegation of Signature Authority by the President of the University of North Carolina System

Policies of The University of North Carolina authorize the President of the UNC System to execute certain sponsored program contracts. To expedite sponsored program contracts, the President of the University of North Carolina has approved delegation of approval for sponsored program contracts to the Chancellor, and has authorized named individuals to sign grants, contracts or cooperative agreements and internal processing forms on behalf of the institution's Chancellor and chief financial officer. No other persons are authorized to sign such documents.

Section 1102.5.3 Written Delegations of Authority

All delegations of signatory authority must be in writing. Delegations must be made to positions, not individuals, and contain an express description of the scope, terms and limitations of the delegated authority, including a description of the types of contracts that the empowered officer is authorized to sign.

SECTION 1102.6 REVIEW AND APPROVAL OF CONTRACTS

Section 1102.6.1 Administrative Review of Contracts

Individuals or entities wishing to enter into negotiations regarding contracts affecting any University interest must solicit the cooperation of any unit that may be directly or indirectly implicated in performance of the contract (i.e., financial considerations, telecommunications/IT considerations, space considerations, etc.).

Any party initiating a contract for the University is responsible for, and must read the entire contract and determine whether: the contract language accurately reflects the current state of negotiations; the contract meets programmatic and University mission requirements; the contract is in the best interests of the University; the unit or specific individuals can ensure compliance with the obligations that the contract places on the University; and the contract is sufficiently clear and consistent.

The Attorney General's Office for the State of North Carolina has issued instructions mandating that state agencies may not enter into contracts that contain certain "prohibited clauses." Non-standard contracts must be reviewed by the Purchasing Department and/or Office of Legal Affairs, as applicable, prior to execution. Review of a contract by the Purchasing Department and/or the Office of Legal Affairs is intended to ensure that the contract does not contain any prohibited clauses; it is consistent with federal and/or state laws; it is consistent with N.C. A&T rules and regulations; risk management concerns have been reasonably addressed; and, to the extent possible, that it is consistent with any predecessor documents.

Section 1102.6.2 Legal Review of Special Contracts

Pursuant to North Carolina General Statute § 114-8.3(b), the General Counsel or designee must review all proposed term contracts for the purchase of supplies, materials, printing, equipment, and contractual services that exceed one million dollars (\$1,000,000). The General Counsel (or designee) must comply with rules established by the Attorney General or the N.C. Department of Administration regarding the review of contracts. Review is required 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. The term "review" or review by the General Counsel does not constitute the approval or disapproval of the merits of the proposed contract.

No employee may execute a contract that exceeds one million dollars (\$1,000,000) without consulting with and, if necessary, receiving review of the contract by the General Counsel or the General Counsel's designee.

SECTION 1102.7 COMPLIANCE

Failure to comply with this policy may result in financial or reputational damage to the University or State, and/or individual disciplinary consequences, up to, and including termination. Depending on the nature of non-compliance, violation of this Policy may also result in criminal and/or civil penalties. All Vice Chancellors, Deans, Directors, Department Chairs, and Administrative Officers are responsible for implementation of this Policy within their respective areas.

SECTION 1102.8 EFFECT

A contract shall have no effect and shall not be treated as binding by or on the University unless in writing and personally signed by the authorized signature authority. Generally, a University contract signed by a signature authority will be given effect, subject to applicable legal and ethical considerations.

SECTION 1102.9 POLICY INTERPRETATION

The interpretation and applicability of this policy is reserved to the University's Office of Legal Affairs.

SECTION 1102.10 REVIEW

This policy must be reviewed periodically, and at least, every two (2) years.

POLICY HISTORY:

Revised Policy Effective Date: September 25, 2023

Policy Effective Date: October 18, 2021

AUTHORITY: Chancellor

POLICY OWNER: Division of Legal Affairs, Risk, and Compliance

RESPONSIBLE OFFICE: Office of Legal Affairs



NORTH CAROLINA A&T STATE UNIVERSITY

DELEGATIONS OF SIGNATURE AUTHORITY

Appendix A to University Policy 1102, Signature Authority

I. Chancellor's Authority

- A. The Chancellor is authorized to sign all contracts pursuant to N.C. Gen. Stat. § 116-34(a) and Section 502A of The Code of the Board of Governors of the University of North Carolina. The Chancellor retains and may exercise this authority even if the Chancellor has delegated authority to sign certain contracts to other administrative officers.
- B. The Chancellor has delegated to certain University executive officers signature authority for contracts involving the commitment of NC A&T's financial, academic, and physical resources, including but not limited to purchases, use of facilities, sponsored programs, and other contracts requiring performance by N.C. A&T. This policy does not cover employment contracts. Employment contracts are covered by other N.C. A&T policies.
- C. No delegation (or sub-delegation of authority, if authorized) to sign contracts under this policy is effective unless and until it has been reviewed by the Office of Legal Affairs, signed by the Chancellor (or, as to sub-delegation, signed by the Vice Chancellor delegating the authority) and published on the Office of Legal Affairs' website. Each delegation of signature authority is subject to and limited by the purchasing procedures and regulations that apply to N.C. A&T.

II. Chancellor's Delegations of Authority

The Chancellor makes the following delegations of authority. Unless revoked by the Chancellor, the authority delegated to Vice Chancellors and Directors is retained by each of them and may be exercised notwithstanding sub-delegations of authority to subordinate administrators within their respective divisions to sign certain contracts.

- A. The Vice Chancellor for Business and Finance is authorized to sign all contracts for which signature authority is retained or required by the Chancellor.
- B. The Provost and Executive Vice Chancellor for Academic Affairs is authorized to sign:

- (1) contracts related to academic exchange agreements and academic cooperative agreements that do not involve purchases of goods or services by N.C. A&T; and
 - (2) any other agreements requiring performance by the Division of Academic Affairs.
- C. The Vice Chancellor for Student Affairs is authorized to sign:
- (1) agreements regarding the use of any University facilities, including without limitation, the Student Center, Harrison Auditorium, Corbett gymnasium, and any other athletic facilities. The Vice Chancellor for Student Affairs will consult with the Director of Athletics before signing any contract for use of any other N.C. A&T athletic facility;
 - (2) entertainment and art exhibition agreements to take place on University property;
 - (3) contracts relating to services provided through N.C. A&T's Student Health Services; and
 - (4) agreements requiring performance by the Division of Student Affairs.
- D. The Vice Chancellor for Institutional Advancement is authorized to sign:
- (1) agreements relating to gifts and bequests, including donor agreements;
 - (2) agreements requiring performance by the Division of Advancement;
 - (3) 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.
- E. The Vice Chancellor for the Division of Research and Economic Development is authorized to sign:
- (1) contracts, grants, cooperative agreements, teaming agreements, confidentiality agreements, material transfer agreements, and other proposal and award documents, related to agreements for educational, experimental, developmental, and research projects that qualify as sponsored programs, including sub-agreements to other entities for the performance of activities related to a sponsored program. 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;
 - (2) agreements and documents necessary for the operation of the University's technology transfer program, such as licenses, options, confidentiality agreements, material transfer agreements and documents required by the US Patent and Trademark Office; and
 - (3) any other delegated authority made in writing by the Chancellor.
- F. The Vice Chancellor for Information Technology is authorized to sign contracts and agreements for information technology and systems services and products, including without limitation, software licensing agreements.

- G. The General Counsel and Vice Chancellor for Legal Affairs, Risk, and Compliance is authorized to sign:
 - (1) contracts and agreements for retaining attorneys, law firms, litigation consultants, and expert witnesses consistent with the authority granted to the University under Section 200.5[R] of the UNC Policy Manual; and
 - (2) contracts necessary for the operation of the university's trademark licensing program, including but not limited to the authority to register such marks, symbols and other indicia of the University in the various states and with the U.S. Patent and Trademark Office as deemed appropriate, to enter into a contract with an agent or attorney for the licensing of the University's marks, symbols, and indicia in a manner deemed consistent with the purposes and needs of the University, and to sign agreements granting permission to use the University's names, logos, and other trademarks in connection with the University's trademark licensing program
- H. The Vice Chancellor for Strategic Partnerships is authorized to sign contracts and agreements related to non-academic external relationships, collaborations and partnerships.
- I. The Chief of Staff is authorized to sign contracts and agreements required performance on behalf of the Office of the Chancellor.
- J. The Director of Athletics is authorized to sign:
 - (1) contracts involving N.C. A&T varsity sports teams for athletic events;
 - (2) contracts for hotel rooms and charter buses associated with athletic events;
 - (3) contracts for officiating services associated with athletic events;
 - (4) contracts for advertising and promotional materials associated with athletics and athletic recruiting; and
 - (5) agreements requiring performance by the Department of Athletics.
- K. The Associate Vice Chancellor for Public Safety and Chief of Police is authorized 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.

The Vice Chancellor for Business and Finance, Provost and Executive Vice Chancellor, Vice Chancellor for the Division of Research and Economic Development, Vice Chancellor for Information Technology, and Athletics Director may further delegate signature authority within their respective Division after review and approval by the Office of Legal Affairs.

Sub-delegations of authority under this Policy shall not affect the Chancellor's residual authority or the authority of the Vice Chancellor for Business and Finance, Provost and Executive Vice Chancellor, Vice Chancellor for the Division of Research and Economic Development, Vice Chancellor for Information Technology, and the Athletics Director.