



Procedures for Approving and Signing Contracts On-Behalf of the University

The University of Connecticut Board of Trustees ("Board") has authorized the President to approve and sign all University contracts, subject to Board approval in limited circumstances. The Board has further authorized the President to delegate such authority as the President deems appropriate. These procedures establish the terms and conditions that apply to all University employees who receive a delegation of authority to approve and sign certain University contracts. These procedures also set forth the signature delegation authority process.

Only the President and Duly Authorized Employees have actual authority to approve and sign contracts on behalf of the University. Duly Authorized Employees may only approve and sign contracts on behalf of the University within the scope of their delegated authority.

The University is not bound by any promise or obligation made by an unauthorized person. Unauthorized persons who approve or sign a University contract may be held personally liable.

DEFINITIONS

Contract: A contract is a legally enforceable exchange of promises between parties.

Duly Authorized Employee: Any employee with delegated authority to approve and sign contracts in accordance with these guidelines.

PROCEDURES

A. Authority to Approve and Sign Contracts.

When a Duly Authorized Employee approves and signs a contract, that Duly Authorized Employee is acting on behalf of the University and is binding the University to fulfill all University promises under the terms of the contract.

By signing a contract, a Duly Authorized Employee is attesting that he or she understands the obligations, terms, and any associated risks in the contract. The Duly Authorized Employee is also attesting that, in his or her best judgment, the contract in its entirety is in the best interest of the University.

Duly Authorized Employees are responsible for (a) knowing the scope of their authority; (b) only signing contracts within the scope of their authority; and (c) exercising that authority in conformity with these guidelines and in the best interest of the University as a whole.

B. Signature Authority Delegation

The delegation of signature authority, unless expressly stated otherwise, is to a position and not a specific employee. For example, the Board's delegation of authority to the "President" is a delegation to any incumbent holding that position. This is true even if the person holding the position is serving in an "interim" or "acting" role.

From time to time the titles for administrative positions may change, but their functions remain the same. In these situations, the signature authority delegation shall remain in effect for the position's successors-in-function. For example, if the position currently known as "Vice President for X" is changed to "Vice President for X & Y," the employee serving in the newly titled position may continue to exercise the same signing authority.

If a Duly Authorized Employee no longer serves in the position for which their authority was delegated, their signing authority terminates effective immediately.

1. Only University employees (not consultants, contractors, or employees of other state agencies) with a written delegation issued in accordance with these procedures are authorized to approve contracts, and then only in accordance with Connecticut law, University policies and procedures, and any condition included in the applicable delegation.
2. Unless otherwise stated in writing, a delegation is effective immediately upon issuance and shall remain in effect until amended, superseded, or rescinded. A subsequent or supplemental delegation does not supersede any existing delegation unless explicitly stated in writing.
3. The President may authorize the sub-delegation of authority to a delegate's subordinates. All sub-delegations must be made in accordance with these guidelines.
4. An employee's authority under one or more delegations is automatically rescinded upon the earlier of an employee's separation from the University and/or on the date the employee ceases to serve in the position described in the employee's delegation.
5. The Office of the General Counsel will maintain a website accessible to University employees that contains information about which offices and administrative positions have received a delegation of authority.

C. Sub-Delegations.

1. When explicitly authorized in their delegation, a Duly Authorized Employee may sub-delegate his or her authority to University employees to the extent permitted in their delegation.
2. Every sub-delegation must:
 - a. Be made in writing and in the University approved form;
 - b. Be consistent with these procedures; and

- c. Be submitted to the Office of the General Counsel upon issuance, with receipt acknowledged by the Office of the General Counsel.

3. No sub-delegation shall be effective until the fully executed copy submitted to the Office of the General Counsel is acknowledged as having been received.

4. Any Duly Authorized Employee sub-delegating their authority is responsible for (a) ensuring that an employee receiving a sub-delegation has the experience and knowledge required to use the delegated authority appropriately; and (b) taking appropriate measures to ensure that the employee receiving the sub-delegation is exercising his or her authority appropriately. This may include reviewing the actions taken by the individual to whom the authority was sub-delegated. A delegator may not sub-delegate his or her authority to an employee whose primary role is to provide administrative assistance for the delegator (e.g., an executive assistant).
5. Anyone exercising sub-delegated authority is acting as a Duly Authorized Employee and therefore is subject to the same requirements set forth herein.
6. If a delegator rescinds or suspends a sub-delegation, it is the responsibility of said delegator to immediately notify the Office of the General Counsel.

D. Required Contract Review and Approvals

Before a Duly Authorized Employee approves and signs a contract, he or she is responsible for confirming that the contract has received any required review and approvals. For additional details regarding required reviews and approvals, please click [here](#). Such approvals may include:

1. Administrative Approvals

These may include review by University Business Services (Procurement), Chief Information Security Officer, UConn's Privacy Officer, the Budget Office and other offices as may be appropriate. These may also include review by external state agencies, such as the Office of the State Treasurer.

2. Legal Approvals

Except in limited circumstances, all University contracts are required to be reviewed and approved by the Office of the General Counsel. As part of the review, the Office of the General Counsel will determine if any additional legal approvals are required.

Click [here](#) for information on contract approval requirements.

3. Board of Trustee Approvals

The dollar amount or nature of a contract may trigger additional required approvals from the Board of Trustees and/or the Board of Directors for UConn Health before being executed. Other contracts must be reported to the Board as informational items after execution.

For information on contracts requiring approval by the Board of Trustees and/or the Board of Directors for UConn Health and those required to be reported as informational items, please click [here](#).

E. Acting Outside the Scope of Authority.

Any employee determined to be acting outside the scope of their delegated authority is subject to discipline and may lose eligibility for coverage under the University's legal immunity or insurance.

(Issued May 2, 2022)