

RECOMMENDATION TO THE
UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES
REGARDING AN UPDATED RESOLUTION ON
SIGNATURE AUTHORITY FOR THE UNIVERSITY

Governance, Trusteeship, and Nominating Committee – July 14, 2022
Board of Trustees – July 14, 2022

RECOMMENDATION:

The Interim President recommends that the Board of Trustees adopt the attached updated resolution regarding signature authority for the University of Louisville.

BACKGROUND:

The resolution is updated to reflect recent changes in titles of university administration.

COMMITTEE ACTION:

Passed X
Did Not Pass _____
Other _____

BOARD ACTION:

Passed X
Did Not Pass _____
Other _____

Signature on File
Assistant Secretary

Signature on File
Assistant Secretary

**UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES
RESOLUTION ON SIGNATURE AUTHORITY**

Board of Trustees – July 14, 2022

WHEREAS, the Board of Trustees constitutes a body corporate granted the usual corporate powers pursuant to KRS 164.830;

WHEREAS, the Board of Trustees passed that certain resolution dated February 15, 2018, to grant signature authority to certain University officers and agents; and

WHEREAS, the Board of Trustees desires to update its grants of signature authority to conform its grants to existing titles and positions within the University, and therefore desired to grant signature authority to the University officers and agents listed below with respect to the described transactions on the terms and conditions specified.

NOW, THEREFORE, BE IT RESOLVED that, so long as transactions described below have received any and all approvals required by law or by the University's governing documents, including The Redbook and Board of Trustees policies and resolutions, including as resolutions addressing financial transactions and spending¹, as they may be amended from time to time:

The President and/or the President's designees (appropriately documented), Executive Vice President & Provost, Executive Vice President for Research & Innovation, Chief Financial Officer (CFO), Chief Operating Officer (COO), Treasurer/Controller, and Chief Procurement Officer are empowered to execute contracts on behalf of the University of Louisville pursuant to their respective administrative duties, including contracts with federal and other governmental agencies; and

The President and/or the President's designees (appropriately documented), Executive Vice President & Provost, CFO, COO, and Treasurer/Controller are empowered to endorse for sale or subscription any securities or rights belonging to the University of Louisville; and

The President and/or the President's designees (appropriately documented), Executive Vice President & Provost, and Vice President for Academic Medical Affairs are empowered to enter into and execute on behalf of the University and its affiliated entities all 1) service agreements and 2) provider and reimbursement related contracts for clinical activities and professional health care services; and

The President and/or the President's designees (appropriately documented), Executive Vice President & Provost, and Vice President for University Advancement are empowered to execute gift receipts and U.S. Internal Revenue Service forms pertaining to gift reports; and

The President and/or the President's designees (appropriately documented), Executive Vice President & Provost, and Senior Associate Vice President for Communications & Marketing are empowered to execute contracts and filings related to use of the name or marks of the University of Louisville for commercialization and marketing on behalf of the University; and

The President and/or the President's designees (appropriately documented), Executive Vice President & Provost, Vice President for Academic Medical Affairs, Vice Provost for Assessment and University Decision Support/Analytics, and Vice Provost for Graduate Affairs are empowered to sign educational affiliation agreements, excluding international affiliations, that do not involve any significant financial commitment or liability for the University and can be dissolved within two years of decision to terminate relationship; and

The President and/or the President's designees (appropriately documented), Executive Vice President & Provost, and Vice President for Academic Medical Affairs are empowered to sign all international affiliation agreements for all university units which do not involve any significant financial commitment or liability for the University and can be dissolved within two years of decision to terminate relationship.

FURTHER RESOLVED, that the authority granted by this Resolution extends to the individuals holding the positions listed above at the time of signature, whether the individuals are then serving in a permanent, interim, or acting capacity. Further, in the event that the title of any of the positions listed above is changed or such title is no longer used by the University, the authority granted by this resolution is further intended to extend to the individuals holding any positions that have a substantially equivalent role within the University as those positions designated above.

FURTHER RESOLVED, that this action on July 14, 2022 of the Board of Trustees shall be effective as of this date forward and supersedes and replaces previous all-purpose signature authority resolutions approved by the Board.

CERTIFICATE

I certify that I am the duly qualified Assistant Secretary of the Board of Trustees of the University of Louisville, that the foregoing is a true copy of a resolution adopted at the regular meeting of the Board of Trustees which was duly held on the 14th day of July, 2022, at which meeting a quorum was present and a majority of members present voted in favor of the adoption of such resolution. I further certify that such resolution is in full force as of this date.

Signature on File

Assistant Secretary, University of Louisville Board of Trustees

RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING SIGNATURE DELEGATION

Governance, Trusteeship, and Nominating Committee – September 21, 2023
Executive and Compensation Committee – September 21, 2023

RECOMMENDATION:

The President recommends that the Board of Trustees approve the following signature delegation:

Regarding any signature authority delegated to any University representative, department, or Unit from the Board of Trustees, the President as the chief administrative and educational officer of the University shall have the authority to further delegate or implement additional approval requirements as needed to maintain internal control over any and all University contracts, agreements engagement letters, memoranda of understanding, and/or any other written document seeking to legally bind the University.

COMMITTEE ACTION:

Passed X
Did Not Pass _____
Other _____

Signature on File
Assistant Secretary

BOARD ACTION:

Passed X
Did Not Pass _____
Other _____

Signature on File
Assistant Secretary