

## **Information**

University Contract Review and Approval and Signature Authority

## **Effective**

July 1 2024

## **Applicability**

This policy applies to all University of Louisville administrators faculty and staff and any other party seeking to bind the University of Louisville University or UofL University of Louisville Research Foundation ULRF and or the University of Louisville Athletics Association ULAA or any other statutorily affiliated corporation of the University of Louisville through any Contract

## **Administrative Authority**

General Counsel and Vice President for Legal Governance and Strategic Initiatives

## **Responsible Unit**

Office of University Counsel  
University of Louisville  
Grawemeyer Hall, Suite 206  
2301 S. Third St.  
Louisville, KY 40292  
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## **History**

Revision Date(s):  
Reviewed Date(s):

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## **Categories**

## **Statement:**

Pursuant to the rights granted to it by the laws of the Commonwealth of Kentucky, the University of Louisville Board of Trustees has authorized the president of the

University of Louisville to enter into Contracts and to authorize payments on behalf of the University. The board and the president, as applicable, have further delegated authority to certain other officers and employees of the University to enter into designated types of Contracts of the University, each as prescribed pursuant to written resolutions and/or delegations of authority. The University may not be obligated under any Contract except as pursuant to a valid authorization, approval, and signature.

All Contracts purporting to bind the University or one of its statutorily affiliated corporations must be in writing and must be in the name of the University of Louisville, ULRF, or ULAA, as appropriate. Contracts may not be in the name of an individual (i.e., administrator, faculty, or staff, unit, office, or departments). Except as otherwise determined by the Office of University Counsel (hereafter referred to as the "OUC") as described in this policy, all Contracts, regardless of the obligations thereunder or Contract amount, must be reviewed by the OUC for approval as to form and legal sufficiency prior to authorized signing. This policy shall apply to all Contracts in the name of the University of Louisville, ULRF, and ULAA or any other future statutorily affiliated corporation of the University of Louisville. This policy does not apply to those agreements that do not purport to bind the University (or its affiliated entities), or those agreements entered into in an individual capacity as further noted below.

### **Signature Authority**

The authority to execute Contracts on behalf of the University of Louisville is governed by the terms of the Bylaws of the UofL Board of Trustees. A Contract entered into on behalf of the University or one of its statutorily affiliated corporations may only be signed by an individual who has been authorized directly by the board or by a proper written delegation of signature authority. A chart showing the valid delegations of signature authority is available at <https://louisville.edu/counsel/contract-signature-authority> (requires UofL Login). Please also refer to the approved board resolutions on UofL signature authority, ULRF signature authority, and ULAA signature authority. Any questions regarding delegations of signature authority should be directed to the OUC.

Anyone who is not authorized as described above and who signs a Contract that purports to bind the University or any of its units, or a statutorily affiliated entity, is acting without authority and may be held personally liable for the Contract and all costs incurred thereunder, to the extent permitted by law, and may be subject to University disciplinary action in accordance with University policy. For the avoidance of doubt, this includes but is not limited to any individuals agreeing to "click-through" agreements without obtaining the requisite review, approval, and signature

as required by this Policy.

### **Retention and Monitoring of Executed Contracts**

A. Following execution of a Contract, the Responsible University Office is the official record keeper of the Contract, unless stated otherwise by the OUC or the Office of the Provost or President. The Responsible University Office shall be the official custodian of the original Contract, and any Contract original shall be maintained in accordance with the University Records Retention Schedule and procedures, which can be found at <https://library.louisville.edu/archives/records-management/retention>.

B. The Responsible University Office shall provide a copy of all executed Contracts to the OUC and to the appropriate office that assisted in the review of the Contract if it was not reviewed solely by the OUC (Procurement, Sponsored Programs, etc. - see Policy Exceptions).

C. The Responsible University Office shall have the obligation to oversee the performance of the Contract and monitor the University's compliance with the terms of the Contract. The Responsible University Office shall also have the responsibility for tracking Contract requirements including, but not limited to, service/delivery deadlines for goods, payment dates, termination/renewal deadlines, and applicable reporting requirements.

### **Policy Implementation**

In order to ensure a smooth and timely transition toward the more formal and robust Contract review process detailed herein, for six months following passage of this Policy (the "Implementation Phase") the Office of University Counsel will coordinate directly with the most affected offices, including but not limited to the Department of Procurement Services, the Office of Sponsored Programs Administration, UofL Innovation and Commercialization, and University Libraries, to develop procedures for the efficient and timely review of Contracts in each department. During the Implementation Phase, the Office of University Counsel, in coordination with affected University Offices, will create contract checklists and/or similar tools or guidelines to assist relevant University personnel in performing preliminary Contract review which may further streamline the Contract review process. Full implementation of the policy will be accomplished on or before January 1, 2025.

### **Policy Exceptions**

Certain offices or departments of the University have established policies and procedures whereby Contracts administered pursuant to those policies and procedures will be reviewed by those departments in coordination with the OUC pursuant to review procedures developed during the Implementation Phase, as described above. For purposes of clarity, the departments listed below may manage

and review Contracts in accordance with their respective policies and processes, but all such Contracts will be subject to final review and approval by the OUC prior to Contract execution. OUC may, in consultation with the President, make additional exceptions to the review process outlined in this Policy in order to maintain efficient and timely Contract review practices.

- Contracts involving procurement of goods or services shall be managed in accordance with the policies and processes established by the Department of Procurement Services and must comply with the requirements of Chapter 45A of the Kentucky Revised Statutes (the Model Procurement Code).
- Contracts related to all externally sponsored activities, including research, training/instruction, and service projects funded by governmental entities, private non-profit organizations and for-profit/industry sponsors shall be managed by the policies and processes established by the Office of Sponsored Programs Administration.
- Contracts related to intellectual property protection and licensing shall be managed by UofL Innovation and Commercialization, under the direction of the Office of the Executive Vice President for Research and Innovation.
- Contracts for library resources, materials, and services in all formats relating to the University's libraries shall be managed in accordance with the policies and processes established by the Dean of University Libraries.

### **Policy Compliance**

A violation of this policy may result in sanctions; corrective measures, which measures may include, but shall not be limited to, Contract cancellation or other remedy necessary to rectify the unapproved Contract (including potential personal responsibility for the individual responsible); and appropriate disciplinary actions, up to and including termination, as determined pursuant to existing University policies.

### **Reasoning:**

The University of Louisville has an interest in ensuring that all Contracts entered into on behalf of the University or that otherwise bind the University by their terms have been appropriately reviewed, approved, and executed in accordance with the policies of the University (which shall include the respective policies of ULRF and ULAA, to the extent applicable), the Bylaws of the Board of Trustees, any actions of the Board of Trustees, the bylaws of the respective Boards of Directors of ULRF or ULAA, to the extent applicable, and applicable state and federal statutes and regulations. This policy is established to provide a clear process and associated

procedure for the review, approval, and execution of Contracts.

## **Definitions:**

"Contract" means any agreement or written understanding/designation of responsibilities/obligations or actions between two or more parties intending to create obligations of the University, which obligations may include, but are not limited to, the promise of payment, promise of action or inaction, provision of goods or services, use of resources or facilities, or the allocation of liability. A Contract may be many forms, including, but not limited to, a letter, memoranda of understanding, memoranda of agreement, lease, rental agreement, employment agreements (other than offer letters signed in the ordinary course of the hiring process), professional services agreement, affiliation agreements, student exchange agreements, purchase orders or vendor agreements containing terms and conditions, and online terms-of-use agreements ("click-wrap" or "click-through" agreements). The term "Contract" in this policy shall also include any renewal, amendment, addendum, or modification to an existing Contract. For purposes of this Policy, a Contract does not include any written agreement to which the University or its statutorily affiliated corporations is not a party, such as copyright agreements signed by faculty in their individual capacities.

"Responsible University Office" means the unit within the University or its statutorily affiliated corporations (which shall include any department, program, school, college, etc., as applicable) that initiates a Contract on behalf of the University or one of its statutorily affiliated corporations and that shall be primarily responsible for the satisfaction of the Contract. Such office will be responsible for ensuring compliance with the terms and conditions of the Contract including any financial obligations resulting from non-compliance.

## **Resources**

A chart of current, valid signature delegations is available at:

<https://louisville.edu/counsel/contract-signature-authority> (requires UofL Login).

Contact the OUC for confirmation of up-to-date signature delegation authority.

Bylaws of the UofL Board of Trustees: <https://louisville.edu/president/board-of-trustees/bylaws/>

The UofL Board of Trustees' policies establishing which financial matters, including Contracts meeting certain criteria, must be submitted for review by the board can be found at: [https://louisville.edu/president/boards/board-of-trustees/governance/board-](https://louisville.edu/president/boards/board-of-trustees/governance/board-policies/recRevisiontoFinancialTransactionsPolicy3172022_Redacted.pdf)

[policies/recRevisiontoFinancialTransactionsPolicy3172022\\_Redacted.pdf](https://louisville.edu/president/boards/board-policies/recRevisiontoFinancialTransactionsPolicy3172022_Redacted.pdf).

The board's resolution regarding UofL signature authority can be found at:  
<https://louisville.edu/policies/policies-and-procedures/pdf/signature-authority>.  
The board's resolution regarding ULRF signature authority can be found at:  
<https://louisville.edu/policies/policies-and-procedures/pdf/ulrf-signature-authority>.  
The board's resolution regarding ULAA signature authority can be found at:  
[https://louisville.edu/president/boards/athletic-association/governance/RevisedULAAFinancialTransactionsPolicy10182019\\_Redacted.pdf](https://louisville.edu/president/boards/athletic-association/governance/RevisedULAAFinancialTransactionsPolicy10182019_Redacted.pdf).  
The State University Records Retention Schedule can be found at:  
<https://library.louisville.edu/archives/records-management/retention>.  
<https://library.louisville.edu/archives/records-management>

## **Responsibilities:**

The Office of University Counsel shall have primary responsibility for the legal review of all Contracts binding the University and its statutorily affiliated entities. The OUC may submit Contracts to other University offices for review as to specific terms, as necessary.

The OUC is responsible for interpretation and implementation of this policy and for educating applicable parties about this policy and its procedures. Questions regarding this policy and its procedures can be sent to [counsel@louisville.edu](mailto:counsel@louisville.edu). All University Responsible Offices seeking to enter into a Contract on behalf of the UofL, ULRF, and/or the ULAA (or any other statutorily affiliated corporation of UofL) are responsible for knowing and complying with this policy and its procedures.