

## **Contractual Authority**

**Summary/Purpose:** To establish a sound internal control environment where only individuals with formally delegated contractual authority can contractually obligate the University of Mississippi (“the University”).

### **POLICY:**

The Chancellor of the University of Mississippi has been empowered by the Board of Trustees for the Institutions of Higher Learning (“IHL”) to execute contracts on behalf of the University of Mississippi. The Chancellor may further delegate limited contractual authority to institutional officials consistent with this policy. Delegated Contractual Authority may be revoked at any time in writing signed by the Chancellor.

### **Definitions:**

For purposes of this policy:

“Authorized Organizational Representative” is the person with authority to enter into, administer, and/or terminate grants and make related determinations and findings under the grant as generally defined by governmental programs.

“Contract” is an agreement between the University and one or more parties, creating obligations that are enforceable or otherwise recognizable at law. Contracts include documents that revise or affect a Contract already in place, including, but not limited to contract amendments, addenda, change orders, and contract termination notices. Examples of Contracts include, but are not limited to, standard contracts, memorandums of understanding (MOUs), purchase agreements/orders, maintenance/service agreements, leases, licenses, easements, revenue generating agreements, and software license agreements. University contracts must be in writing to be valid and enforceable.

“Contractual Authority” is the authority to execute contracts as authorized by IHL policy and delegated by the Chancellor. The signer of a contract is ultimately responsible for the appropriateness and correctness of the transaction, its terms, and ensuring that the contract has undergone legal review.

### **Contractual Authority:**

1. All University contracts may be signed by the Chancellor (or designee in his/her absence) unless a different University official is required by law to sign a contract.
2. All employment contracts must be signed by the Chancellor (or designee in his/her absence).
3. All expenditure and revenue contracts, except employment contracts, research contracts, intellectual property contracts, academic agreements, and legal services contracts, may be delegated by the Chancellor to the Vice Chancellor for Administration and Finance (or designee in his/her absence) for signature.

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4. All research contracts, including but not limited to grants, sponsored projects, subaward agreements, material transfer agreements, reliance agreements, data use agreements, and non-disclosure agreements, may be delegated by the Chancellor to the Vice Chancellor for Research and Sponsored Programs and the designated Authorized Organization Representative (or designee in their absence) for signature.
5. All intellectual property contracts, including but not limited to, agreements to transfer, license, or otherwise handle intellectual property of the University may be delegated by the Chancellor to the Vice Chancellor for Research and Sponsored Programs (or designee in his/her absence) for signature.
6. All academic agreements, including but not limited to, academic affiliation agreements, educational affiliation agreements, memorandums of understanding, international academic agreements, and non-disclosure agreements with other institutions may be delegated by the Chancellor to the Provost and Executive Vice Chancellor (or designee in his/her absence) for signature.
7. All legal services contracts with outside counsel may be delegated by the Chancellor to the Chief Legal Officer and General Counsel (or designee in his/her absence) for signature.

### **Designations/Delegations:**

All Contractual Authority delegated by the Chancellor pursuant to this policy must be in writing signed by the Chancellor, with a copy sent to the Office of Contracts Management. The Contractual Authority permitted by this policy cannot be further delegated except for temporary delegations when the person with delegated authority is unavailable due to events such as illness or being out of the country. Such sub-delegation must be approved in writing by the Chancellor or by the individual with the delegated authority. Such temporary delegations should be sent to the Office of Contracts Management. Only Contractual Authority delegations on file with the Office of Contracts Management are valid.

### **Enforcement:**

In accordance with IHL Board Policy 707.02, anyone signing a contract without authorization is subject to disciplinary action, up to and including termination.

### **Attachments:**

Temporary Delegation of Contractual Authority Form