

Title: Contract Signature Authority Policy and Procedures

Effective Date: March 1, 2014

Revision Date: December 1, 2021

Responsible Office: University Operations

Secondary Responsible Office: University Counsel

I. Scope

This policy applies to William & Mary, including the Virginia Institute of Marine Science (hereinafter referred to as “W&M” or “university”) and to all of its employees including faculty as well as staff, full- or part-time. It applies to the creation, revision, amendment or renewal of university purchasing contracts regardless of fund source, to include procurement that may or may not result in monetary consideration for either party. This policy shall apply whether the consideration is monetary or nonmonetary and regardless of whether W&M, the contractor, or some third party is providing the consideration.

II. Purpose

This policy establishes the individuals authorized to sign university procurement contracts. Its purpose is to clarify which specific individuals have authority to bind the university and commit university resources in a given contracting situation. Employees who exercise authority delegated pursuant to this policy act within the scope of their employment and minimize their risk of personal liability for unauthorized actions. Only the employees identified below have authority to execute procurement agreements on behalf of the university. This policy complies with the Board of Visitors’ Bylaws and applicable laws and regulations, specifically the procurement authorities granted under the Restructured Higher Education Financial and Administrative Operations Act of 2005. The authority to sign non-procurement contracts and enter the university into other types of legal commitments, financial or otherwise, is addressed separately.

III. Definitions

Agreement: A binding commitment with terms and conditions obligating the University, in written or digital form, between W&M or any unit within the university and any other entity or individual to acquire goods or services. These include, but are not limited to, purchase agreements, memoranda of understanding or agreement, collaboration agreements, and affiliation agreements.

Sign/Signature: Agreeing to a contract, either through signing a hard copy of the document or legally affirming a contract through electronic means.

Signature Authority: Authority granted to specific individuals allowing them to legally bind the university.

IV. Policy

Only authorized university officers and agents may sign agreements on behalf of W&M. Agreements signed by unauthorized employees or agents are not valid and do not bind the university. Individuals who are not authorized – who have not been granted a written delegation of authority to sign a contract – may be held personally responsible for contracts they sign. Such individuals also may be subject to disciplinary action, up to and including termination, under applicable human resources policies.

In addition, individuals with delegated signature authority pursuant to this policy are expected to familiarize themselves with the additional requirements of applicable law or policy for the particular type of university contracts at issue. All university contracts for the purchase of goods or services are subject to the requirement of a competitive procurement process regardless of fund source.

V. Procedures

A. Delegation

The President has authority to transact business in the name of the university and may delegate that authority to other officers of the institution. Signature authority is delegated by the President as follows; however, the President reserves the right to review each on a case-by-case basis.

The Provost is the signatory for all agreements relating to educational and research programs, domestic or international, and the byproducts thereof. Signature authority for the following types of agreements is addressed through a separate delegation of authority issued by the Provost:

- Affiliation Agreements
- Sponsored Research Agreements
- Admissions/Financial Aid Agreements
- Intellectual Property Licensing Agreements
- Agreements Providing Academic Services to Other Entities
- Employment Agreements and Offer Letters for Teaching and Research Faculty
- International Academic Agreements (those with financial terms include review from contracts administration prior to signature)

The Chief Operating Officer is the signatory for all agreements relating to the operation of the physical plant, financing and indebtedness, auxiliary services, general purchasing and supply systems, human resources, campus security and the building and grounds of the university. Signature authority for the following types of agreements is addressed through the separate delegation of authority issued by the Chief Operating Officer:

- Purchases under Design & Construction Manual
- Employment Agreements and Offer Letters, Except Those for Teaching and Research Faculty
- Debt Issuance and Investments

Leases and Facility Use Agreements
 Sponsorship and Naming Agreements
 Agreements to provide Auxiliary Services to Third Parties

B. Delegation of Signature Authority for Procurement Agreements

The Chief Operating Officer hereby delegates to the employees identified below the authority to enter into agreements to procure goods or services under the conditions specified. All individuals who exercise delegated procurement authority must have completed a training course and assessment on Cornerstone before they may act upon this authority. Dollar thresholds are calculated based on the life of the contract.

C. Expanded Procurement Authority

The authorized individuals have the authority to sign off on two party contracts based on the identified dollar thresholds below after any required IT and/or FERPA review and approval is received. This authority includes the ability to renew or extend an existing agreement where the only changes are to the price and term of the agreement.

Title	Dollar Threshold
AVP, Business Services and Org. Excellence	Up to \$1,000,000
W&M Chief Facilities Officer and VIMS Chief Operations Officer	Up to \$1,000,000 on approved Facilities Projects
Chief Supply Chain Officer	Up to \$500,000
Director, Procurement Services	Up to \$250,000
Procurement Contract Manager	Up to \$100,000 and sole source up to \$10,000
Procurement Sourcing Specialist	Up to \$50,000 and sole source up to \$10,000
Auxiliary Services Director and VP of University Advancement	Conference and event agreements with external parties using W&M contract template up to \$250,000
Director Student Unions & Engagement or Senior Associate Director Student Unions & Engagement	Entertainer contracts up to \$25,000 using W&M contract template or contract addendum
Deputy Director of Athletics	Team travel contracts up to \$50,000 using W&M contract addendum
Athletic Director	Game contracts up to \$100,000 in guaranteed payments and/or penalty fees
Dean of Libraries, Associate Dean of Collections & Content Services, W&M Libraries and Director of the Wolf Law Library	Books and journals up to \$10,000

D. Employee Responsibilities

Any agreement must be submitted through the university procurement, to be reviewed for legal sufficiency and to ensure that the contract is signed by the proper university official with delegated signature authority. Departments generating contracts are responsible for allowing sufficient time for review and negotiation of contractual terms. Early consultation with Procurement Services and use of university agreement templates will speed up the review process and prevent the likelihood of terms that cannot be legally accepted. University Counsel is the final authority on the interpretation of the law. It is the responsibility of Supply Chain Services to serve as the primary repository for contracts, agreements, riders, and related legal documents as a result of a competitive solicitation or sole source process, when goods and services are obtained in accordance with established university procurement policies and procedures.

E. Exclusions

This policy does not apply to those contracts entered into directly by student clubs and organizations which are not binding on the university. Contracts with the university in support of student organizations may only be signed by an individual authorized through this policy. Student members of organizations may not enter into contractual obligations on behalf of the university.

F. Sanctions

Sanctions for failure to comply with this policy will be commensurate with the severity and/or frequency of the offense and may include termination of employment. Execution of an agreement by an employee who has not been delegated that authority may also subject the signer to personal liability for the contractual commitment made.

G. Authority and Amendment; Implementation

This policy was approved by the Chief Operating Officer. The Associate Vice President, Business Services and Organizational Excellence is responsible for interpreting and implementing this policy.

Related Policies and Other Documents:

- Board of Visitors Bylaws (.pdf)
- Procurement Policies and Procedures