



## Policy and Procedures for Signing of Contracts and Agreements

Policy #	Origination Date	Responsible Office	Status	Approval Date
09-05-05	12/08/08	Office of Legal Affairs	<b>Approved</b>	5/4/09

### Policy Statement

The Office of Legal Affairs is committed to providing proactive legal services that are relevant, timely and cost-effective to support the University's mission and program initiatives in an ethical and professional manner. To that end, we strive to (1) be involved early with our internal clients in the planning and structuring of program initiatives and resolution of disputes, (2) solve problems creatively, identifying legal risks and formulating alternatives to achieve our clients' business objectives, (3) communicate effectively with our clients, and (4) foster a climate of mutual respect and a team approach to meeting our clients' needs.

### Reason for Policy/Purpose

By resolution of Dillard University Board of Trustees, the President is authorized to approve and execute all contracts, agreements, grants, and other binding legal instruments which are either: 1) expressly approved by resolution of the Board, or 2) usual, necessary and appropriate to the normal operation of the institution. The President is also authorized to delegate signature authority to the appropriate Dillard University administrators. This policy outlines the procedures for processing all contracts and identifies the approved exceptions.

### Who Needs To Know this Policy

All units of the University.

### Policy and Procedures

Except for the specific delegation of authority to certain University representatives referred to below, all proposed agreements, letters of understanding, and contracts shall be sent to the Office of Business and Finance for University processing prior to formal commitment. The Vice-

President for Business and Finance/CFO and the President, or designee(s) will sign all agreements and contracts, after appropriate review as described below.

The first stage in any contract development is realization of a need to use outside goods, application or services, identification of appropriate entities to meet that need, negotiation of appropriate business terms, and drafting of an agreement. The Office of Procurement performs most of these functions for many purchasing transactions, but academic and administrative departments may also perform some of those functions for certain transactions. The Office of Legal Affairs is available to assist in the drafting of any contracts. Once a contract or agreement has been through the initial development stage, it should follow the steps set forth below for formal approval by the University (complete and attach the CONTRACT AND AGREEMENT TRANSMITTAL/TRACKING sheet to each contract/agreement):

### **Basic Approval Procedure:**

**Step One:** Division Approval. The first step toward approval of a contract is written approval (by cover memo) from the dean or vice president of the Division from which the agreement originates. If the resources of more than one Division are implicated by the arrangement in any way, written approval from all affected Divisions must also be provided. The decision to sole source must be approved by the Office of Procurement.

**Step Two:** Office of Procurement Review. All major procurements (procurements totaling \$1,000,000 or greater) of goods or services must be reviewed by the Office of Procurement for transactions involving multiple vendors, and approved by the Chief Financial Officer/Vice President for Business and Finance.

**Step Three:** Risk Management Review. Risk Management must give its approval to Insure thorough review of risk management and insurance issues.

**Step Four:** General Counsel Review. The contract, the approval(s) and any collateral review comments must then be submitted to the Office of Legal Affairs for its review and approval.

**Step Five:** Vice President for Business and Finance/CFO Approval. Once approved by the General Counsel, the contract will be forwarded to the Chief Financial Officer/Vice President for Business and Finance for approval and signature.

**Step Six:** Presidential Approval and Review. The contract is submitted to the President of the University for review. If approved, the agreement is signed by the President.

**Step Seven:** Transmittal and Signed Contract. The signed documents will be returned to the appropriate party for transmittal. A copy of the transmittal letter, or if transmitted by hand, a memo to that effect, should be returned to the Office of Legal Affairs, as well as a copy of the final signed contract, for inclusion in the file, as evidence that the contract is in effect.

## **Exception Procedures**

The procedures set forth above must be followed for all contracts and agreements, except that the following offices/officials are authorized to enter into agreements, contracts and letters of understanding for the specific areas as forth below, after approval by the Chief Financial Officer/Vice President for Business and Finance and the General Counsel and Vice President for Legal Affairs.

**ACADEMIC MEMORANDA OF UNDERSTANDING:** The Provost/Senior Vice President for Academic Affairs is authorized to sign Academic Memoranda of Understanding between the University and institutions of higher learning.

**AFFILIATION AGREEMENTS:** The Vice President for Student Success is authorized to sign affiliation agreements with hospitals, clinics and health related facilities for clinical placements of students and residents.

**FACULTY APPOINTMENTS:** The Provost/Senior Vice President for Academic Affairs is authorized to sign faculty appointment letters.

**LEGAL COUNSEL AND SETTLEMENTS:** The General Counsel and Vice President of Legal Affairs or his/her designee, is authorized to engage legal counsel, experts and other professionals relating to lawsuits, and to sign settlements and agreements associated with lawsuits and claims in amounts as agreed from time to time between the President and the General Counsel and Vice President for Legal Affairs.

**STUDENT ACTIVITIES SPONSORED EVENTS:** Registered student organizations may request the University to contract on their behalf in the name of the University. Individual students and unregistered student groups have no authority to request that the University assume a legal obligation. Contracts signed by individual students, or in the name of the student groups, whether registered or not registered, will not be honored by the University and any financial commitments made will be those of the individual student or students involved. Standard form agreements are available, which can be used in connection with events that student organizations may want to organize. Student organizations must first contact the Division of Student Services if they want to enter into a contract.

Note that failure to follow the policies and procedures established by the University with respect to contracting by student organizations constitutes a violation of the Dillard University Student Code of Conduct and may result in a student judicial action against the individual or group found to have violated such policy or procedures.

### **Website Address(es) for this Policy**

<http://www.dillard.edu/>

## Contact(s)

For questions about this policy contact:

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## Related Information

## Who Approved this Policy

**Senior Cabinet Members**

## History/Revision Dates

**Origination Date:** 10/8/2008

**Approval Date:** 05/04/2009

**Updated:** 08/30/2019

**Revised:** N/A

**Next Review Date:** 08/2021

SIGNING OF CONTRACTS AND AGREEMENTS

Appendix A

CONTRACT & AGREEMENT TRANSMITTAL/TRACKING SHEET

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(Name of Contractor ) BETWEEN DILLARD UNIVERSITY and (Name of Vendor.)

	Initial	Date	
1.	_____	_____	The attached contract/agreements has the approval (by attached cover memo) from the dean or vice president of the Division from which the contract/agreement originated. If the resources of more than one Division are implicated by the arrangement in any way, written approval from all Divisions has been provided. All sole source procurements must include written justification and include all necessary approvals.
2.	_____	_____	The contract/agreement, if totaling \$ <u>1,000.00</u> or greater, has been reviewed by the University's Procurement Office, in accordance with the Procurement Review and Authorization Policy. a.) If sole sourced, must have been reviewed and approved by the Chief Financial Officer and Vice President for Business and Finance.
3.	_____	_____	The Office of Risk Management and Insurance has reviewed the contract/agreement for special risk issues and proof of insurance.
4.	_____	_____	The contract/agreement, the departmental approval(s) and any collateral review comments have been reviewed by the Office of Legal Affairs and has received the approval of the General Counsel and Vice President of Legal Affairs.
5.	_____	_____	The Chief Financial Officer/ Vice President for Business and Finance has approved and signed the contract/agreement. The contract/agreement has been entered into the University's centralized Contract Management System.
6.	_____	_____	If approved, the contract/agreement is signed by the President.
7.	_____	_____	A signed copy of the contract/agreement has been returned to the appropriate Division for transmittal. A copy of the transmittal letter, or if transmitted by hand a memo to that effect, has been returned to the Office of Legal Affairs, as well as a copy of the final signed contract, for inclusion in the file, as evidence that the contract is in effect. The original signed contract is forwarded to the Office of Business and Finance.