



## UMBC POLICY ON SIGNATURE AUTHORITY

### UMBC Policy #VIII-0.00-01

#### I. POLICY STATEMENT

This policy on the signature authority is intended to clarify the conditions under which contracts are executed on behalf of UMBC.

#### II. PURPOSE FOR POLICY

The purpose of this policy is to clarify those Officials of UMBC who are authorized to execute contracts with external parties on behalf of the University, identify the process by which an Official can delegate such authority and to describe the procedure for review and approval of contracts prior to execution. (See Section IX for exclusions.)

#### III. APPLICABILITY AND IMPACT STATEMENT

This policy applies to all contracts executed on behalf of UMBC with external entities. No faculty, staff or student of UMBC shall sign any contract binding upon the University unless such individual has been delegated, in writing, the authority to sign such agreements in compliance with this Policy.

Any agreement signed by an individual without duly delegated authority shall not be binding upon the University and may result in personal liability for the individual signing.

#### IV. CONTACTS

Direct any general questions about this University Policy first to your department's administrative office. If you have specific questions, call the following offices:

<b>Subject</b>	<b>Contact</b>	<b>Telephone</b>
Policy Clarification	Vice President for Administration and Finance	410-455-2939
Policy Liaison	Senior Management Analyst in Management Advisory Services	410-455-6257

**V. UNIVERSITY POLICY**

**A. Use:**

1. The Maryland Code, §12-109 of the Education Article, provides that, subject to the authority and applicable regulations and policies of the University System of Maryland (USM) Board of Regents, the President shall have the authority to enter into contracts and cooperative agreements necessary to act in all matters. The UMBC President (“President”) shall retain authority to sign all contracts/documents and exclusive University authority to execute contracts/documents related to the following:
  - (a) Employment of the Athletic Director and Athletic Head Coaches; and
  - (b) The acquisition, conversion, transfer, or assignment of real property, the disposition or other disposal of real property and leases that require USM Board of Regents review and approval per USM Policies VIII #4.00 and #4.01.
  
2. The President may designate persons authorized to approve contracts/documents on his/her behalf. The authority to sign documents with a financial or legal impact poses a certain level of accountability which should be considered when establishing and delegating signature authority. Delegation of authority does not relieve the Unit Head of responsibility for the integrity of activities carried out on their behalf.
  
3. The President delegates responsibility for signature authority as follows:

<b>Contract Type/Categories</b>	<b>Signature Authority (Signatory)</b>
<b>Academic:</b> Agreements with other institutions or entities for academic purposes such as, but not limited to, a commitment to a joint or cooperative academic program, international/global exchanges, clinical and intern placements for UMBC students, Educational Research Agreements (ERAs), training programs, and research equipment loans and transfers.	Senior Vice President for Academic Affairs and Provost or designee
<b>Academic:</b> Agreements with other institutions for internships, externships and/or other training purposes for non-UMBC students	Senior Vice President for Academic Affairs and Provost or designee, Vice President, or Dean with oversight responsibilities for the applicable department or College
<b>Affiliation:</b> Affiliation agreements associated with UMBC @bwTech South	Vice President for Administration and Finance or designee
<b>Affiliation:</b> Affiliation agreements associated with the Columbus Center	Vice President for Administration and Finance or designee
<b>Athletic Intercollegiate Events/Activities:</b> Contracts for intercollegiate games and Athletic activities or events	Athletic Director with prior sign off by the Vice President for Administration & Finance or designee.

<b>Contract Type/Categories</b>	<b>Signature Authority (Signatory)</b>
<b>Corporate Relationships:</b> Corporate commitment documents including collaboration agreements, partnership agreements, etc.	Vice President of Institutional Advancement or designee.
<b>Division of Professional Studies Contracts</b> for Income generating offerings under Professional Programs, USG, English Language Institute, Shriver Center, and Summer Sessions.	Senior Vice President for Academic Affairs and Provost or designee
<b>Facilities Rental Agreements</b> for rental and use of UMBC facilities and UMBC-managed facilities on a temporary basis for a specified time period	Vice President for Administration and Finance or designee
<b>Fee for Service Agreements (&lt;\$25,000):</b> Service Agreements for UMBC Centers, Departments, or Institutes to provide Services, such as, Consultation, Lab Services and Training, earning <i>less than \$25,000</i> .	Dean of College with oversight of Center/Department or Vice President with oversight of Center, Department, or Institute
<b>Fee for Service Agreements (&gt;\$25,000):</b> Service Agreements for UMBC Centers, Departments, or Institutes to provide Services, such as, Consultation, Lab Services and Training, earning <i>\$25,000 or more</i> (excluding Division of Professional Studies).	Senior Vice President for Academic Affairs and Provost or applicable Dean or Vice President with oversight responsibilities.
<b>Gallery Exhibit Agreements (excluding the Library)</b>	Vice President for Administration and Finance or designee
<b>Gallery Exhibit Agreements for the Library</b>	Senior Vice President for Academic Affairs and Provost or designee
<b>Gifts and Donation Agreements (excluding donated scientific equipment):</b> A contribution for which the donor receives no direct benefit and requires nothing in exchange beyond the assurance that the intent of the contribution will be honored in accordance with the USM Policy 307.01-IX -3.00 on Private Fundraising and Stewardship. It may also include a “quid pro quo contribution” within the meaning of the Internal Revenue Code (IRC) Section 6115. Generally, gifts take the form of outright gifts, pledges, donations or planned gifts. Gifts may be made in cash, personal or real property, or stocks.	Vice President of Institutional Advancement or designee with consultation with the Vice President for Administration and Finance for unique gifts such as ones that involve physical improvements, special accommodations and/or may require capital improvements.
<b>Gifts – Donated Scientific Equipment</b>	Vice President of Institutional Advancement or designee in consultation with the (a) Vice President for Research or designee, (b) the applicable Dean and (c) the Associate Vice President for Facilities Management.
<b>Incubator Companies:</b> Incubator Agreements associated with UMBC@bwTech South	Vice President for Administration and Finance or designee

<b>Contract Type/Categories</b>	<b>Signature Authority (Signatory)</b>
<b>Incubator Companies:</b> Incubator Agreements associated with the Columbus Center	Vice President for Administration and Finance or designee
<b>Intellectual Property Matters: Contracts and other instruments</b> involving, relating to or affecting the Intellectual Property and UMBC's technology development including, without limitation, agreements granting rights to use the Licensed or Sub-Licensed Intellectual Property, agreements granting rights to use Owned Intellectual Property, confidentiality agreements, Trademark coexistence agreements, Trademark consent agreements and non-assertion agreements.	Vice President for Research or designee
<b>Mutual Aid Agreements:</b> A written agreement between agencies, organizations, or jurisdictions to lend assistance across jurisdictional boundaries. It agrees to assist by furnishing personnel, equipment, and/or expertise in a specified manner at requisite time.	Dean or Vice President with oversight responsibilities for department providing aid or placement
<b>Other:</b> Other contracts such as non-research related Memoranda of Understanding, Collaborative Business Agreements (excluding those related to Corporate Relationships), Entertainment Contracts, etc.	Vice President for Administration and Finance or designee.
<b>Personnel-Academic Faculty:</b> Contracts associated with faculty employment, faculty actions, visiting faculty and sabbaticals but excluding sabbatical waivers.	Senior Vice President for Academic Affairs and Provost or designee in consultation with the Associate Vice President for Human Resources
<b>Personnel -Athletics Associate and Assistant Coach Employment Contracts</b>	Vice President to whom Athletics reports in consultation with the Athletic Director
<b>Personnel-Teleworking:</b> Agreements for teleworking by employees	Applicable Division or Department Head and Human Resources representative
<b>Procurement:</b> Contracts issued resulting from a procurement action inclusive of license agreements (excluding those associated with real property and intellectual property matters).	Vice President for Administration and Finance or designee
<b>Real Property</b> – For UMBC properties, to grant or accept easements and right-of-ways and enter into agreements for options and rights of first refusal to acquire property per USM Policies #VIII-4.00 and #VIII - 4.01.	Vice President for Administration and Finance or designee

<b>Contract Type/Categories</b>	<b>Signature Authority (Signatory)</b>
<p><b>Real Property:</b> In accordance with USM Policies #VIII-4.00, (1) Grant and sign utility easements that are ancillary to or connected with projects approved by the Board of Regents; (2) Grant and sign temporary rights of entry (no longer than 4 years) and obligates the grantee to indemnification and insurance in amounts commensurate with the risk created by the entry; (3) Sign estoppel certificates and other similar ancillary certificates, subordination, non-disturbance and attornment agreements as may be required under leases; (4) sign license agreements that do not require Board of Regents (BOR) approval; and (5) sign leases that do not require BOR approval.</p>	<p>Vice President for Administration and Finance or designee</p>
<p><b>Sponsored Research:</b> Contracts and other instruments related to externally funded sponsored programs inclusive of program applications for external funding support and associated subcontract agreements necessary to sponsored program performance.</p>	<p>Vice President for Research or designee</p>
<p><b>Sponsorships – Athletics:</b> Contracts that create a business relationship between a provider of funds, resources or services and the Athletics Department and demonstrate its affiliation to UMBC. Forms of sponsorship include advertising, naming rights, being an event sponsor, etc.</p>	<p>Vice President for Administration and Finance or designee with prior sign off by the Athletic Director (after consultation with applicable Vice President to whom Athletics reports)</p>
<p><b>Sponsorships – Other:</b> Contracts that create a business relationship between a provider of funds, resources or services and UMBC and demonstrate its affiliation to UMBC. Forms of sponsorship include advertising, naming rights, being an event sponsor, etc.</p>	<p>Vice President for Administration and Finance or designee.</p>
<p><b>UMBC Marks:</b> Contracts that allow for the use of UMBC marks by external parties</p>	<p>Vice President for Institutional Advancement or designee</p>
<p><b>Unfunded Research and Data Sharing:</b> Agreements including Data Use Agreements (DUAs), Non-Disclosure Agreements (NDAs) and Business Associate Agreements (BAAs) related to HIPAA protected data.</p>	<p>Vice President of Research or designee in consultation with (a) the Dean with oversight responsibilities for the applicable data and research or designee, (b) the General Counsel’s Office and (c) the Chief Security Officer.</p>

4. The Senior Vice President for Academic Affairs and Provost is authorized to serve as the President's designated alternate signatory in the President's absence. When a Contract requires the signature of both the President and the Senior Vice President for Academic Affairs and Provost, the Vice President for Administration and Finance is authorized to serve as the President's designated alternate signatory in the President's absence.
  5. Contracts may be signed electronically, as authorized by this Policy, ensuring adequate preservation, disposition, integrity, security, confidentiality and auditability of electronic contract. For any questions, consult with the Office of the General Counsel.
- B. Documentation: See Section VIII below.

## VI. DEFINITIONS

<b>Term</b>	<b>Definition</b>
<b>Contract</b>	Any contract, agreement, memorandum of understanding, memorandum of agreement, letter of intent, sponsorship agreement, appointment letters, employment contracts or any other written document, or any renewal or amendment to such a written document, that commits funds, personnel, equipment, property and/or facilities of UMBC and bind UMBC. The definition of Contract excludes those documents that provide and/or verify information on behalf of UMBC such as representations, certifications, compliance assurances or other documents required by external entities' policies and these are not applicable to this policy.
<b>Delegation</b>	The act of giving authority from the President, Senior Vice President and Provost and/or a Vice President to another person
<b>Designee</b>	Person to whom signature authority is sub-delegated by an Official.
<b>Official</b>	Person to whom signature authority is delegated by the President
<b>Responsible Administrator</b>	Vice President for Administration and Finance
<b>Responsible Department or Office</b>	Office of the Vice President for Administration and Finance
<b>Sub-delegation</b>	The act of giving authority from a person who has been delegated authority to another person.
<b>Unit Head</b>	Senior Vice President for Academic Affairs and Provost, Vice Presidents, Deans and Department Heads

## VII. APPROVAL AND PROCEDURES

- A. Pre-approval is required by the President in writing prior to any delegation or sub-delegation of signature authority with the exception of those identified above under V. A. 3.
- B. Approval: Not applicable

C. Procedures:

1. Only those persons authorized to execute Contracts pursuant to this policy or to whom the President has approved signature authority delegation as identified in this policy under VII. A. shall execute a Contract on behalf of UMBC. Any Contract signed by any person in violation of this policy shall not be binding on UMBC.
2. After written approval by the President of any delegation or sub-delegation per VII. A. above, a memo is required to be executed by the Provost, Dean, Vice President or Department Head, as applicable, to document such delegation inclusive of the President's written approval. This documentation shall be retained in the applicable office with a copy to the UMBC Policy Liaison.
3. Review and approval for legal sufficiency by the Office of the General Counsel is not required if an approved UMBC contract template is used, without changes or riders. If an approved UMBC contract template is not used, or if changes are made or riders attached, review and approval for legal sufficiency by the Office of the General Counsel is strongly encouraged prior to execution by the authorized signatory. Officials executing agreements are responsible for compliance with all UMBC policies and applicable laws in doing so.
4. Review and approval of real property transactions by the Office of the Attorney General is required per the USM Policy #VIII-4.00 and 4.01 and is strongly encourage for other real property transactions.

**VIII. DOCUMENTATION:**

1. Officials authorized to execute contracts on behalf of UMBC shall have one (1) signed contract retained in the appropriate office.
2. The Senior Vice President and Provost or a Vice President or Dean who delegates authority to designees shall, after written approval by the President, execute a memo to document such delegation and retain this document (along with the President's written approval) in the applicable office with a copy provided to the UMBC Policy Liaison.

**IX. RESTRICTIONS AND EXCLUSIONS:**

1. This policy does not apply to contracts of affiliated organizations (e.g. UMBC Foundation, UMBC Training Center, etc.).
2. The following categories of contracts are excluded from this policy:
  - (a) Any procurement Contract in which the P-card is used where the total, cumulative value of the goods or services is \$5,000 or less (or then current P-card threshold) with the exception of software Contracts; and
  - (b) Contracts between two or more units, divisions, or departments of the University.

**X. RELATED ADMINISTRATIVE POLICIES AND PROCEDURES:**

1. USM VII-1.22 – Policy on Faculty Appointments Letters and Contracts at <https://www.usmd.edu/regents/bylaws/SectionII/II122.html>
2. USM Policy VII-10.0 – Policy on Board of Regents Review of Certain Contracts and Employment Agreements at <https://www.usmd.edu/regents/bylaws/SectionVII/VII1000.pdf>
3. USM Policy VIII-3.00 – Procurement Policies and Procedures at <https://www.usmd.edu/regents/bylaws/SectionVIII/VIII300.pdf>
4. USM Policy VIII – 4.00 – Policy on Acquisitions and Disposition of Real Property at <https://www.usmd.edu/regents/bylaws/SectionVIII/VIII-4.00.pdf>.
5. USM Policy VIII – 4.01–Procedures for the Acquisition and Disposition of Real Property at <https://www.usmd.edu/regents/bylaws/SectionVIII/VIII-4.01.pdf>
5. USM Policy 307.01 #IX-3.00 – Policy on Private Fundraising and Stewardship at <https://www.usmd.edu/regents/bylaws/SectionIX/IX300.pdf>
6. UMBC Procedure to review all Cloud Service/Software contracts at: <https://procurement.umbc.edu/cloud-services-software-request/>

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**Administrator Use Only**

**Policy Number:** VIII-0.00-01

**Policy Section:** Fiscal and Business

**Responsible Administrator:** Vice President for Administration and Finance

**Responsible Office:** Office of the Vice President for Administration and Finance

**Approved by President:** February 10, 2022

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