



UCCS CAMPUS POLICY

Policy Title: Managing and Executing University Contracts

Policy Number: 100-011

Policy Functional Area: Administration/Organization

Effective:

August 28, 2013

Approved by:

Pam Shockley-Zalabak, Chancellor

Responsible Vice Chancellor:

Vice Chancellor of Administration and Finance

Office of Primary Responsibility:

University Counsel

Policy Primary Contact:

University Counsel, 719-255-3820

Supersedes:

N/A

Last Reviewed/Updated:

August 28, 2013

Applies to:

All employees

Reason for Policy: The purpose of this policy is to describe who has authority to sign University Contracts and how these are managed.

I. INTRODUCTION

This policy sets forth the contracting authority of the UCCS campus, including requirements for the execution and approval of various types of contracts.

University Contracts include memoranda of understanding, letters of agreement, leases, and other documents that are legally binding. This policy does not apply to agreements between departments of UCCS.

This policy does not address faculty and staff personnel documents. It also does not address contracts involving financial arrangements which must be executed by the University Treasurer. These include but are not limited to banking contracts, credit card contracts, revenue bonds, leasing arrangements, and contracts involving foreign currency.

II. POLICY STATEMENT

A. Authority for the creation of campus administrative policies is found in the Laws of The Regents, as amended in 2007, Article 3 Section B.5, which states:

The chancellor of each campus shall be the chief academic and administrative officer responsible to the president for the conduct of the affairs of their respective campus in accordance with the policies of the Board of Regents. The chancellor shall have such other responsibilities as may be required by these *Laws* or regent policy, or as may be delegated by the President.

Authority to sign *University Contracts* is generally set forth in Administrative Policy Statement 2005, "Contracting Authority."

B. Procedures:

1. Contract Approval Process

- a. Signature Authority. Authority to sign University Contracts is generally set forth in Administrative Policy Statement 2005, "Contracting Authority". At UCCS, the Chancellor or the Chancellor's designees¹ are the only individuals authorized to sign University Contracts. Most Vendor Agreements above \$5,000 are handled by the Procurement Service Center. Contracts involving more than \$5 Million and any subsequent amendments that increase the University's total expenditure of funds relative to those contracts must be signed by the President.
 - i. UCCS employees are not authorized to sign *University Contracts*, unless the individual has been previously delegated signature authority in writing by the Chancellor.
 - ii. Unauthorized UCCS employees who sign *University Contracts* may become personally liable for the agreement and/or subject to discipline. See Colorado Revised Statutes (CRS) § 24-30-202 (3).
 - iii. An "After-the-Fact" purchase occurs when liabilities are incurred or payments are made on the University's behalf before a University purchase order or contract has been issued or executed by an individual with contract signature authority. As provided above, employees responsible may become personally liable for the agreement and or subject to discipline. An after-the-fact purchase is void unless approved by the Controller.

After-the-fact contracting of \$50,000 or less may be approved by the appropriate Vice Chancellor (or her/his delegate). After-the-fact contracts over \$50,000 must be approved by the Assistant Vice President/University Controller. In these cases, the Vice Chancellor (or delegate) submits a memorandum requesting approval to the Office of University Controller, copying the appropriate dean or director, the Chancellor (or President), and the Procurement Service Center, and including a copy of the *organizational unit's* original memorandum.

¹ Generally, designations are at the Vice Chancellor level or above, although other University employees may be designated to sign certain kinds of University contracts through a written delegation from the Chancellor.

- iv. All *University Contracts* must be routed according to the business and legal review process in the UCCS Contract Approval Matrix. Questions may be addressed to the UCCS Office of University Counsel.
 - v. The approval process should be documented on a Contract Transmittal Form. The Contract Transmittal Form should be prepared by persons originating contracts.
- b. Business Review. Business review begins with the originating office. Section C describes business considerations the originating office is expected to address. Also, the UCCS Guide to Contract Review should be consulted. Higher level business reviews are designated for certain contracts in the UCCS Contract Approval Matrix.
 - c. Office of University Counsel. Legal review by the UCCS Office of University Counsel is required as described in the UCCS Contract Approval Matrix.
 - d. University Controller. Review and approval by the University Controller or delegate is required for all *Expenditure Contracts*, including *Intergovernmental Agreements* and *Price Agreements* greater than \$5,000 per year, except as expressly provided for in the University Fiscal Procedures.² Such contracts do not become effective unless and until dated and signed by the University Controller or delegate. As provided for in University Fiscal Procedure, University Controller approval is not required for ACard purchases and expenditures of under \$5,000.

2. Management of Specific Contracts

- a. Vendor Agreements. *Vendor Agreements*³ involving an expenditure of more than \$5,000 are managed by the Procurement Service Center. *Vendor Agreements* involving the expenditure of \$5,000 or less may be signed by any person authorized by the Chancellor through a written delegation.
- b. Sponsored Project Agreements and Related Contracts. *Sponsored Project Agreements*⁴, fee-for-service agreements involving academic units, and related contracts are managed by the Office of Sponsored Programs. The Office of Sponsored Programs is the authorized organizational representative and administrator for all externally funded sponsored research. The Office of Sponsored Programs administrates, reviews, negotiates, and accepts all award agreements and assists with overall award management, including approving and processing modifications and revisions, preparing subcontracts, etc.

² Chapter 3, section 7, University Fiscal Procedures.

³ The University Fiscal Procedures define *Vendor Agreement* as follows; “any form of agreement provided by a vendor, including an on-line agreement, containing contractual provisions relating to the goods and/or services to be

⁴ The University Fiscal Procedures define a Sponsored Project Agreement as “An agreement between the University and another Party where the University of Colorado receives or expends restrictive funding for use in connection with oversight responsibilities for research and development or other specific programmatic activities sponsored by federal, state or local governments, or private agencies or organizations.”

- c. Technology Transfer Contracts. *University Contracts* solely concerning the commercialization and protection of intellectual property, discoveries and patents in which the University has an interest are managed by the Technology Transfer Office.⁵ In *Sponsored Project Agreements*, OSP will coordinate with the Technology Transfer Office to approve terms concerning commercialization and protection of intellectual property, discoveries and patent in which the University has an interest.
- d. Construction Contracts. A contract for a *Capital Fund Project* or a *Controlled Maintenance Project* must be approved by the State Architect/Director of Real Estate Programs, Department of Personnel Administration or delegate, and follow the contract routing procedures established by the University Controller's Office.⁶ At UCCS, Facilities Services has previously obtained delegated authority to sign on behalf of the State Architect.
- e. Real Property Contracts. Real Property Contracts will be managed by the Office of the Vice Chancellor for Administration and Finance.
- f. Revenue Contracts. Revenue Contracts that (1) involve over \$50,000 per year; or (2) provide a term of more than five years; or (3) contain an exclusivity provision must be reviewed by the Office of University Counsel, provided by such vendor. All references to 'contract' or 'agreement' refer to University of Colorado contracts, which are formal, legally binding documents. The terms 'contract' and 'agreement' are used interchangeably in the following definitions to reflect their common usage in the University and include any amendments to the contract or agreement." and the Vice Chancellor for Administration and Finance. Such contracts must be signed by the Vice Chancellor for Administration and Finance or the Chancellor, or other individuals specifically delegated that authority by the Chancellor.
- g. Settlement Contracts. Contracts to resolve legal disputes are managed by the Office of University Counsel. Settlement contracts must be signed by the Chancellor or delegate.
- h. Legal Services Contracts. Contracts for legal services are managed by the Office of University Counsel. They require the approval of the Vice President, University Counsel and Secretary of the Board of Regents.
- i. Other Contracts. Other Contracts containing any of the provisions described in the UCCS Guide to Contract Review should be reviewed by the Office of University Counsel.
- j. Contract Amendments. Contract amendments should be treated like any other contract in accordance with this policy.

⁵ Regent Policy 5J; Administrative Policy Statement 1013: Intellectual Property Policy on Discoveries and Patents for Their Protection and Commercialization.

⁶ Chapter 4, section 4-1, University Fiscal Procedures

3. Responsibility for managing all other *University Contracts*

1. Contracts not managed by the Procurement Service Center, Office of Sponsored Programs, Technology Transfer Office, Facilities Services, Office of Financial Aid or Office of University Counsel must be managed by the office originating the contract. The originating office's responsibility for managing contracts includes the following:
 - a. Understanding and agreeing to the provisions of the contract, particularly price, timing and quality provisions;
 - b. Negotiating the contract;
 - c. Initiating the contract signature process;
 - d. Ensuring that all requisite business reviews, legal review and approvals have been obtained before commencing the contract;
 - e. Providing the contractor with a signed copy of the contract;
 - f. Administering the contract; and
 - g. Retaining the signed original in its records for a minimum of seven years after conclusion of contract.
2. Any contract involving the use of UCCS athletic marks, logos and trademarks, including for promotional purposes, must be approved by the Athletic Director. The use of other marks, logos, and trademarks must be approved by the Vice Chancellor for University Advancement.⁷
3. Any contract providing exclusivity must be approved by the Vice Chancellor for Administration and Finance.
4. The Office of University Counsel may be contacted to assist in drafting, negotiating, reviewing contracts and providing general advice. Generally, the originating office is responsible for conducting the negotiations, unless the contractor is represented by an attorney, in which case the Office of University Counsel should be contacted to provide appropriate representation, if needed.
5. With limited exceptions, UCCS requires the contractor to sign and date the contract first. Electronic signatures are acceptable. After receipt of a contract signed by the contractor, the originating office must prepare a Contract Transmittal and send, together with the contract and forward to the next person who must approve the contract.

III. KEY WORDS

IV. RELATED POLICIES, PROCEDURES, FORMS, GUIDELINES, AND OTHER RESOURCES

A. Administrative Policy Statements (APS) and Other Policies

1. Laws of the Regents - Article 13: Business and Finance, Part C: Fiscal Authority and Responsibility of All Employees. <https://www.cu.edu/regents/Laws/article-13.html>

⁷ The UCCS Bookstore enters into agreements for purchases and sales of goods for resale carrying the University's marks outside of this provision.

2. Administrative Policy Statement 2005 Titled "Contracting Authority."
<https://www.cu.edu/policies/aps/administrative/2005.pdf>
- B. Procedures
 1. University of Colorado Fiscal Procedures, located on the website of the University Controller.
- C. Forms
 1. UCCS Contracting Resources:
 - A. [UCCS Contract Approval Matrix](#)
 - B. [UCCS Contract Transmittal Form](#)
 - C. [UCCS Guide to Contract Review](#)
- D. Guidelines
- E. Other Resources (i.e. training, secondary contact information)
- F. Frequently Asked Questions (FAQs)

V. HISTORY

Initial policy approval August 28, 2013