

ADMINISTRATIVE DIVISION	BTRU Board of Trustees
POLICY NUMBER	BTRU 1.04
POLICY TITLE	Authority to Sign Contracts
SCOPE OF POLICY	University System
DATE OF REVISION	September 16, 2022
RESPONSIBLE OFFICER	Secretary of the Board of Trustees
ADMINISTRATIVE OFFICE	Board of Trustees

PURPOSE

A. Rescission of Previous Signatory Authority

All previous delegations or appointments of authority to sign contracts and agreements or to negotiate and accept contracts and agreements binding upon the university are rescinded, and all previous resolutions or motions delegating such authority are revoked.

B. Compliance with Board Policy

All contracts and agreements executed pursuant to this policy must also comply with applicable Board of Trustees policy, including all procedures for the review and approval of such contracts and agreements established by the board.

DEFINITIONS AND ACRONYMS

As used herein, the term “contracts and agreements” shall be understood to mean all legally binding documents with outside (non-university) parties, including support foundations of the university, executed on behalf of or in the name of the University of South Carolina or any of its campuses, colleges, schools, departments, or units, including but not limited to contracts (including renewals thereof), “click-through” (on-line) agreements, research agreements, employment agreements, purchase agreements, lease agreements, license agreements, rental agreements, gift agreements, debt obligations, memoranda of understanding, letters of agreement, grants, deeds, settlement agreements, and applications.

POLICY STATEMENT

A. Oral Contracts and Agreements

It is the express policy of the Board of Trustees that no oral contracts or agreements shall be binding on the University of South Carolina.

B. Board of Trustees Documents

The Secretary of the Board of Trustees is authorized to sign board documents for and on behalf of the Board of Trustees. The Secretary is authorized to appoint in writing an assistant secretary or secretaries to perform this duty in the absence of the Secretary or at his/her discretion.

C. University Documents

The President of the university and the Secretary of the Board of Trustees are delegated authority

to sign contracts and agreements which are binding upon the university, and no contract or agreement shall become binding upon the university unless such contract or agreement shall be in writing and shall have the signature of the President or the Secretary affixed thereto, except as set forth below:

1. Assistant Secretary of the Board of Trustees

The Secretary of the Board of Trustees is authorized to appoint in writing an assistant secretary or secretaries to perform this duty in the absence of the Secretary or at his/her discretion.

2. Chancellors of Four-Year Campuses

The Chancellors of the four-year campuses are authorized to sign:

- a. contracts and agreements on behalf of their respective campuses with a total value not in excess of \$500,000, excepting research and research-related agreements, and employment agreements;
- b. contracts and agreements engaging their respective campuses to participate in intercollegiate athletics contests. The chancellors may designate an individual on their respective campuses to perform this duty in their absence or at their discretion; provided, however, the signatory authority of such designated individual shall not be effective until the chancellor has filed with the Secretary of the Board of Trustees a written declaration of such designation. A duplicate original of such athletics contest agreements shall be forwarded to the Office of the General Counsel not less than fifteen days from the date of complete execution thereof.

3. Chancellor of Palmetto College

The Chancellor of Palmetto College is authorized to sign:

- a. contracts and agreements on behalf of the two-year campuses with a total value not in excess of \$500,000, excepting research and research-related agreements, and employment agreements;
- b. contracts and agreements engaging the two-year campuses to participate in intercollegiate athletics contests. The chancellor may designate an individual on the respective campuses to perform this duty in his/her absence or at his/her discretion; provided, however, the signatory authority of such designated individual shall not be effective until the chancellor has filed with the Secretary of the Board of Trustees a written declaration of such designation. A duplicate original of such athletics contest agreements shall be forwarded to the Office of the General Counsel not less than fifteen days from the date of complete execution thereof.

4. USC Columbia Athletics Director

The USC Columbia Athletics Director is authorized to sign:

- a. contracts and agreements engaging the University of South Carolina to participate in intercollegiate athletics contests; and
- b. contracts and agreements for events to be held at any venue or facility on the USC Columbia campus managed by the Athletics Department. As used herein, “events” shall be understood to include, but not be limited to, concerts, shows, performances, plays, ceremonies, conventions, conferences, exhibitions, meetings and other uses.

The Athletics Director is authorized to designate an individual or individuals to perform these duties in his/her absence or at his/her discretion; provided, however, the signatory authority of such designated individual(s) shall not be effective until the Athletics Director has filed with the Secretary of the Board of Trustees a written declaration of such designation(s). A duplicate original of such athletics contest agreements and event agreements shall be forwarded to the Office of the General Counsel not less than fifteen days from the date of complete execution thereof.

5. Vice President for Research

The Vice President for Research shall have the responsibility to review and evaluate all research and research-related agreements, including but not limited to sponsored program proposals, awards, grants, contracts, accountability statements, confidentiality agreements, and agency approval requests, and the authority to sign such documents on behalf of the University of South Carolina. The Vice President for Research is authorized to designate an individual or individuals to perform this duty in his/her absence or at his/her discretion; provided, however, the signatory authority of such designated individual(s) shall not be effective until the Vice President for Research has filed with the Secretary of the Board of Trustees a written declaration of such designation(s).

6. Director of Purchasing

The Director of Purchasing shall have the authority to sign official University of South Carolina purchase orders, provided such purchase orders comply with the provisions of the South Carolina Consolidated Procurement Code.

7. General Counsel

The General Counsel shall have the authority to sign documents related to administrative or judicial proceedings, or matters undertaken to protect the rights or assets of the University of South Carolina, excepting settlement agreements. The General Counsel is authorized to designate attorneys in the Office of the General Counsel to perform this duty in his absence or at his discretion; provided, however, the signatory authority of such designated individual(s) shall not be effective until the General Counsel has filed with the Secretary of the Board of Trustees a written declaration of such designation(s).

8. Academic Deans; Division Heads

Academic deans, upon the approval of the Vice President for Academic Affairs and Provost, shall have the authority to sign offer letters of employment for faculty; and division heads,

upon the approval of the President or vice president responsible for such area, shall have the authority to sign offers letters of employment for classified and unclassified positions. A copy of each offer letter shall be forwarded to the Division of Human Resources within fifteen days from the date of execution thereof.

D. Board of Trustees Action

1. Contracts and agreements with a total value of \$650,000 to \$2,000,000 shall require the approval of a majority of the Governance Committee of the Board of Trustees or a majority of the Board of Trustees; provided, however, contracts and agreements signed pursuant to the authority granted in Section C2-8 herein shall not require approval of the Governance Committee.
2. Contracts and agreements with a total value in excess of \$2,000,000 shall require the approval of a majority of the Governance Committee and/or a majority of the Board of Trustees; provided, however, contracts and agreements signed pursuant to the authority granted in Section C2-8 herein shall not require approval of the Governance Committee and/or the Board of Trustees.
3. Contracts and agreements shall not be subdivided in order to avoid the approval(s) required herein. If necessary for the timely consideration of a contract or agreement, a special meeting of the Governance Committee and/or the Board of Trustees may be call in accordance with Article VIII, Section 5.H or Article IX, Section 3 of the Bylaws of the Board of Trustees, at which members may participate by conference call or other means in accordance with Article X, Section 12 of the Bylaws of the Board of Trustees. All requirements of the South Carolina Freedom of Information Act shall be adhered to. The President and the Chair of the Board shall have the sole authority to direct the implementation and consummation of matters approved by the Governance Committee and/or the Board of Trustees.
4. In advance of each regular meeting of the Governance Committee, the General Counsel and Secretary of the Board of Trustees shall supply to the Governance Committee and the Chief Audit Executive a comprehensive record of all contracts and agreements executed by the University, regardless of the total value of said contracts and agreements, to permit inspection and assessment of approvals versus this policy and versus Board Bylaws; and said comprehensive record shall be an item for discussion on the Governance Committee's agenda for each regular meeting. The record of all contracts and agreements supplied to the Governance Committee and the Chief Audit Executive by the General Counsel and the Secretary of the Board of Trustees shall be in a sortable form that permits analysis by total value, by date of University execution, by initiating University division or unit, and by vendor.

E. Academic Agreements

Special ventures, exchanges and agreements to provide academic services must be viewed as contracts and any such agreement must be submitted to the Vice President for Academic Affairs and Provost for review prior to execution as provided for herein.

F. Electronic Signatures

The signature of university officials delegated authority herein to sign contracts and agreements

that are binding upon the university may be affixed via electronic signature, and such electronic signature shall be binding on the university to the same extent as that of an original signature.

PROCEDURES

A. Contract Review

Except as provided otherwise in this policy, no element of the institution is authorized to prepare contracts and agreements and offer the same for acceptance by outside (non- university) parties without prior review of such contracts and agreements by the Office of the General Counsel. Parties requesting review of contracts and agreements shall complete in its entirety a Contract/Amendment Submission Checklist (“Contract Checklist”) form; the Contract Checklist form can be found on the web at: http://sc.edu/about/offices_and_divisions/board_of_trustees/governance/index.php.

The Contract Checklist form and not less than two (2) copies of the proposed contract shall be forwarded to the Office of the General Counsel for review and processing.

B. Contract Repository

The Office of the General Counsel shall maintain a file containing all original contracts and agreements or duplicate originals as the case may be to which the university is a party; provided, however, the Office of Research shall be the repository of all research and research- related agreements signed by the Vice President for Research pursuant to the authority granted in Section C.5 herein. The Secretary of the Board of Trustees and the General Counsel shall have the authority and duty to review and evaluate all aspects and implications of university contracting, reporting to and advising the President and the Board of Trustees thereon.

HISTORY OF REVISIONS

DATE OF REVISION	REASON FOR REVISION
April 23, 1993	New policy approval
February 19, 2016	Additional signatory authority granted by the Board of Trustees to the Athletics Director.
April 20, 2018	Inclusion of requirement to submit a Contract/Amendment Submission Checklist form with proposed contracts to the Office of the General Counsel. The policy also was reformatted into the new policy template.
April 29, 2019	The value of contracts that chancellors are authorized to sign was increased from \$25,000 to \$100,000. References to the Executive Committee were updated to Executive and Governance Committee to reflect a change approved by the Board on June 22, 2018.
September 16, 2022	Values of contracts requiring Board-/Committee-level approval were increased. Permissions for electronic signatures were added. Requirements for Board-level approval of Athletics contracts in excess of one year were deleted. Provisions for receipt and review of data regarding contracts and approvals by the Governance Committee were added.

APPENDICES

Appendix A: Contract/Amendment Submission Checklist (Contract Approval Form)