

University of Baltimore

V-3.1 Policy on Signature Authority

Approved by President Kurt L. Schmoke on 4/13/2023

I. Purpose

This policy aims to promote internal controls and clarify for members of the UBalt community who can sign contractual documents and any other documents that could legally bind the University.

II. Definitions

- A. “Contract” means any document that sets forth an agreement between UBalt, or any of its constituent parts, including employees, and a party that is from outside the University, especially any such agreement that obligates the University in any way.
- B. “Clickthrough” is a form of agreement used for software licensing, websites, and other electronic media. It requires the user to agree to terms and conditions before using a website or completing a software installation or online purchase process.
- C. “Signature authority” means the right to enter the University into a binding agreement of some kind, with or without financial implications.
- D. “Delegate” is the action of the president granting permission for another position to sign on his behalf in certain types of binding transactions representing the University or a person who has been granted such permission. When the individual holds a position named in the policy’s appendix, another written document is not needed to delegate signature authority.
- E. “Requestor” is an employee position at the University that may initiate consideration of an agreement.
- F. “Approver” is an employee position at the University that has the authority to determine whether to move forward with negotiation of an agreement and provide final approval of the terms of the agreement.
- G. “Signatory” is an employee position at the University that has the authority to sign an agreement, as reflected in Appendix A.

III. Scope

- A. This policy applies to all individuals within UBalt, including faculty, staff, and students.
- B. This policy applies to all units within UBalt, including departments, offices, centers, colleges, and schools, regardless of funding source.
- C. This policy applies to all contracts, procurements, and other agreements, including clickthrough for software subscriptions, which may or will result in a contractual relationship between UBalt and another party.
- D. This policy does not replace or supersede the University System of Maryland, State of Maryland, or University of Baltimore procurement policies and procedures; all

procurement policies and procedures applicable to a proposed agreement continue to apply, in addition to any limitations provided in this policy.

- E. The University of Baltimore Foundation is a private nonprofit entity and so it is not included in this policy. However, when Foundation funds are used by units within the University, any agreements using those funds are University agreements and are subject to this signature authority policy.

IV. Policy Statements

- A. The President of the University has sole statutory authority to enter into contracts or other legally binding agreements of a financial or non-financial nature on behalf of the University and to delegate that authority in accordance with this policy.
- B. Individuals who are not authorized by this policy with signature authority to enter into contracts but who sign documents that claim to bind the institution may be held personally liable. Their signatures cannot be binding on the institution.
- C. The President has delegated signature authority in accordance with the attached Appendix A.
- D. A requestor, approver, or signatory may only delegate the authority to take action to another when the individual will be out of the office on leave; this delegation must formally take place in writing or via email.
- E. Any individual who has been delegated signature authority is responsible for reviewing documents prior to signature to ensure that the terms and conditions are clear, accurately reflect any agreements made, are consistent with State and University policies, serve purposes consistent with the University mission, are consistent with the best interests of the University, and can be implemented under the authority of the person signing the contract. Such individuals are also responsible for seeking appropriate guidance from the assigned counsel in the Office of the Attorney General. Unless the document being signed is a standard form or contract template without modifications other than filling in blanks, individuals are encouraged to seek counsel.
- F. Some contracts may require multiple signatures, including individuals who have not been delegated signature authority but who have a specific role in the agreement at hand. Those individuals are allowed to sign the contract, but they are not the final signature and do not hold “signature authority”; their signatures are not binding.
- G. Any authorized individual who has signature authority must execute due diligence to ensure that the contract being signed is appropriate for the University. The University’s counsel assigned by the Office of the Attorney General should review the draft of any contract that is not based on a previously approved template.
- H. Any technology-related contracts must be reviewed by the Office of Technology Services for compliance with federal, state and University System of Maryland requirements and standards.
- I. The University allows electronic signatures (e-signatures) where there is (a) no requirement for a wet signature and (b) there is appropriate security in place for the issuance of the signatures. Such signatures must comply with the University’s e-signature policy. [[link/reference e-signature policy on web](#)].

- J. An inclusive biennial process to review and update Appendix A will be conducted by the Associate Vice President for Financial Planning and Operations.

Appendix A

Type of Agreement	Requestor	Approver	Signatory
Software Licenses	VPAT, DCIO, OSS, Business Manager	VPAT, DCIO, Director of Procurement	Director of Procurement
Employment	CHRO	CHRO	CHRO or President
Consulting Services	Provost, VP, AVP, Dean	Provost, VP, AVP, Dean	Director of Procurement

Key	
AVP	Associate Vice President
CIO	Chief Information Officer
CHRO	Chief Human Resource Officer
DCIO	Deputy Chief Information Officer
VP	Vice President