I. POLICY

No person is authorized to execute contracts on behalf of the College unless authority to do so has been granted by formal written authorization of the College President.

State law and Regent policy delegate to the Trustees and the College President authority to enter into contracts on behalf of the College. Subject to these limitations, this policy further delegates contract review and signatory authority to other officers of the College.
I. REFERENCES

UCA 46-4-203 – Attribution and Effect of Electronic Record and Electronic Signature
UCA 53B-2-101 - Institutions of Higher Education - Corporate bodies - Powers
UCA 53B-2-106 - Duties & Responsibilities of the President of Each Institution - approval by Board of Trustees.
UCA 63G-06 - Utah Procurement Code
SBR Policy R-220 - Delegation of Responsibilities to the President and Board of Trustees
SBR Policy R-710 - Capital Facilities
SBR Policy R-532 – Acceptance and Approval of Contracts and Grants
SLCC Policy C2S10.1 – College Procurement, General
SLCC Policy C2S7.02 – Banking Services
SLCC Policy C2S10.10 – Acquisition and Use of Facilities and Properties
SLCC Policy C2S3.16 - Ethical Conduct

II. DEFINITIONS

A. Contract: A contract is created by law when there is a mutual exchange of promises upon reasonably understandable terms and conditions. For the purposes of this policy, the term contract is intended to mean a written form of communication. Many types of documents can constitute a contract, including invoices, purchase orders, grants, agreements, memoranda and letters.

B. Official Designee: The individual employee authorized by the College President to enter into contracts on behalf of the College.

C. Authorized Signature: The actual signature of the individual designated by the College President to approve College transactions as outlined in this procedure.

III. PROCEDURE

A. Contract Signatory Authority

Signatory authority for all contracts may be delegated to an official designee by the College President in a formal writing. Such designations must be reviewed annually. A master list of all official College designees and their general areas of contractual responsibilities will be kept in the Office of the President, the office of each Vice
President and the Provost, the Office of Risk Management and will be made available to the College at large.

B. Liability

Failure to follow College policies and procedures regarding contract development and signatory authority may result in an employee's loss of State liability insurance coverage and the possibility of personal liability.

C. Interim and Acting Authority

Contracting and signatory authority may be delegated to individuals in interim or acting positions with advance written authorization from the College President or appropriate official designee.

D. Contract Form and Administration

1. Written contracts, including purchase orders and grants, must be executed whenever the College enters into any agreement or promise which purports to obligate the College to perform some responsibility or to take specific action(s). Any questions about whether or not a proposed agreement or plan of action should constitute a contract that falls under this policy and procedure should be directed to the Office of Risk Management to make a determination.

2. Persons wishing to enter into a contract as a result of preliminary negotiations must first obtain written consent from their vice president/provost to pursue such course of action. It is expected that prior to initiating a contract, the department entering into the contract has:

   a) Obtained the cooperation and approval of any department which may be directly or indirectly affected in performance of the contract (i.e., financial considerations, procurement considerations, telecommunications considerations, space considerations, etc.); and

   b) Ensured sufficient budgeted funds are available to comply with the financial terms of the contract; and

   c) Coordinated the procurement of the products and/or services in compliance with SLCC procurement policy and procedures.
3. The official designee entering into and signing the contract is responsible for understanding and approving the terms and conditions of the contract, and is responsible for seeing that this and all other applicable College policies and procedures are followed in the execution and administration of the contract, including review by Legal Counsel and Risk Management when appropriate as set forth in Provision III. E.

E. Contract Review By Legal Counsel and Risk Management

All contracts, except as noted below, must be reviewed by the Offices of Legal Counsel and Risk Management as to form, legal sufficiency, and risk assessment. This review is initiated via the College Contract Routing Sheet acknowledging written consent from the vice president/provost to pursue such a contract. Following this review and prior to execution of the contract, the completed Contract Routing Sheet must be returned to the vice president/provost for final written approval.

Exceptions to this review process are as follows:

1. Review is not required if both parties agree to and use the appropriate unaltered standard College contract template approved by the offices of Legal Counsel and Risk Management within the preceding three years.

2. Review is not required for previously reviewed contracts that are being renewed without changes to the contract.

3. Review is not required for purchase orders unless there are contractor issued terms and conditions.

4. Review is not required for term contracts resulting from competitive procurements conducted by Purchasing Services where SLCC’s Standard Terms and Conditions are accepted by the contractor, and there are no additional contractor revision requests, terms and conditions.

5. Review is not required for certain sponsored project agreements and federal grants as determined by the Vice President of Institutional Advancement.

F. Responsibilities of College Legal Counsel and Risk Management
1. College Legal Counsel and Risk Management shall make available necessary materials and training to ensure College employees involved in the contracting process are informed and understand the scope and limits of their contracting authority.

2. Risk Management shall be a central repository for all contracts requiring review with the exception of: (1) real estate contracts which will be retained by the Vice President of Business Services; (2) sponsored projects contracts which will be retained by the Grants and Contracts Office; (3) procurement contracts which will be retained by the Purchasing Services Department; and (4) other documents which would more appropriately be housed in a different department, as determined by the President’s Cabinet.

3. Periodically, College Legal Counsel and Risk Management shall review the effectiveness of the College’s contracting processes and make recommendations to the President’s Cabinet.