

Contract Signing and Management Policy

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SECTION I. PURPOSE

This policy outlines the authority to enter and sign contracts on behalf of the University of St. Thomas.

SECTION II. SCOPE

This policy applies to all employees (faculty, staff, and student workers), students, contractors, and volunteers (“Covered Persons”). It applies to all contracts entered or proposed to be entered by or for the University, including but not limited to agreements with vendors, service providers, partners, and other parties.

SECTION III. DEFINITIONS

When used in this policy, the following terms have the following meanings:

- a. **Contract** means a legally binding agreement between St. Thomas and another party or parties. Such agreements may be written or oral and are often called by other names, such as letter of agreement or memorandum of agreement. They may also have a title that does not include the term "contract" or "agreement." Leases, licenses, waivers, and releases are types of contracts.

SECTION IV. CONTRACT AUTHORITY

Covered Persons shall not enter or sign contracts on behalf of St. Thomas without proper authority.

1. **Board of Trustees Authority:** The St. Thomas Board of Trustees (“Board”) retains authority for approving and signing contracts that require Board approval per its approval guidelines. The Board exercises its authority over contracts in accordance with its established procedures.
2. **President's Authority:** Per the Board’s approval guidelines, all contracts that are not specifically reserved for approval by the Board may be entered and signed on behalf of the University by the President or the President’s designee.
3. **Designee Authority:** The President may delegate the authority to enter and sign contracts to specific individuals or positions within the University, as deemed appropriate. Such designees may themselves delegate their authority to another St. Thomas employee unless instructed otherwise by the President. Delegations of authority should be in writing, clearly specify the scope and limitations of the designee's authority and should be communicated to the Office of General Counsel (“OGC”).

SECTION V. CONTRACT MANAGEMENT

For common types of contracts, St. Thomas relies on designated contract managers who regularly review, negotiate, and coordinate the implementation of contracts in their areas of responsibility. For example, the Purchasing Department is the contract manager for most non-technology related agreements with vendors and ITS is the contract manager for hardware and software agreements. For contracts that do not have a designated contract manager or that do not regularly recur, staff and faculty should work with OGC, which will assist contract managers and other employees to structure, draft, review and negotiate contracts. OGC also helps facilitate approval and execution of contracts by authorized signatories and maintains templates for certain kinds of recurring contracts.

Contracts between St. Thomas and an outside party must be in writing, reviewed and managed by the designated contract manager or OGC, and signed by an authorized representative of St. Thomas.

In addition to this policy, the University and individual schools, colleges, and programs may have other policies or guidelines that govern the processing of certain contracts, including the [Purchasing and Payables](#) policy. To the extent not inconsistent with this policy, Covered Persons are expected to follow these policies and guidelines when negotiating or processing a contract on behalf of St. Thomas.

SECTION VI. CAUTION WHEN CONTEMPLATING OR NEGOTIATING CONTRACTS

Covered Persons should use caution when contemplating or negotiating contracts on behalf of St. Thomas.

- If a Covered Person is negotiating a contract for St. Thomas but does not have signing authority, they must inform the other party (preferably in writing) that they do not have such authority and cannot bind St. Thomas to the agreement or any term.
- Covered Persons should be mindful that, in almost all cases, contracts that are initiated, managed, or negotiated by individual schools, colleges, programs, or employees related to their work at St. Thomas will bind the University as a whole, and not just the individual school, college, program, or employee.
- Contracts may be legally binding even if they are not in writing, and even if they are called something other than "contract" or "agreement." Letters of intent, letters of understanding, and memoranda of understanding often are written in ways that make them legally binding contracts. An "offer" may become a legally binding contract if an individual acknowledges or accepts it orally or in writing, depending on the words used.

Covered Persons should contact OGC if they have questions relating to what constitutes a contract, their contract scope and authority, or other contract-related legal questions.

SECTION VII. LIST OF CONTRACT MANAGERS AND SIGNERS

OGC maintains a list of designated contract managers and authorized signers, available in part [here](#).