

PROCEDURES for Policy on Approval and Execution of Contracts and Other Binding Documents

Policy # 01.014.1

1 Introduction

The Policy on Approval and Execution of Contracts and Other Binding Documents (the [Policy](#)) identifies the individuals who are authorized to execute Contracts and Other Binding Documents on behalf of the University and/or the Board of Trustees and sets certain requirements for the review and/or approval of Contracts and Other Binding Documents prior to their execution.

These procedures, as amended from time to time, have been established to ensure compliance with the Policy. Capitalized terms used and not otherwise defined in these procedures have the meanings specified in the Policy.

The Policy, and these procedures, apply only to Contracts and other Binding Documents involving the University or the Board of Trustees and an outside party. They do not apply to internal University transactions or other administrative processes that govern internal relationships between University departments, divisions, schools, or offices.

Questions regarding these procedures should be directed to the Office of General Counsel (OGC) or the Assistant to the Vice President for Administration and Finance.

2 Forms Related to the Policy

Form 1: [Delegation of Signature Authority Template](#)

Authorized Signatories may delegate their authority as set out in Section 2 of the Policy. Delegations of authority by Authorized Signatories may only be accomplished through the Delegation of Signature Authority form.

Each completed Delegation of Signature Authority form must be filed with the Assistant to the Vice President for Administration and Finance, with a copy to the OGC, within two (2) business days of its execution. Current delegations can be found on the OGC website at <https://web.uri.edu/general-counsel/>.

Any purported delegation of authority by an Authorized Signatory that is not on the Delegation of Signature Authority form will have no force or effect.

Form 2: [Contract Cover Sheet](#)

A completed Contract Cover Sheet must be provided with every Contract submitted to an Authorized Signatory for Execution.

Additionally, [Appendix A](#) to the Contract Cover Sheet must be completed and submitted together with the Contract Cover Sheet for all Contracts that are exempt from review by the OGC because they are a small contract (as defined in the [OGC Contract Review Protocol](#)).

3 Contract Origination

All Contracts in which the University or the Board of Trustees is a party must be documented in writing.

If a draft Contract is provided by the other party, the Contract Owner must review the draft Contract and route it for reviews, approvals, and Contract Execution as set out in the Policy and these Procedures.

External parties' online terms and conditions (or "Click Through Agreements") that must be accepted or agreed to as part of a purchase, or as a precondition to the use of or access to that party's product or service, must be treated the same way as a draft Contract provided by the other party. That is, the Contract Owner must print or save the Click Through Agreement and route it for any required reviews and approvals before proceeding.

If a draft Contract is not provided by the other party, the Contract Owner should contact the Office of General Counsel ("OGC"), which will provide an approved template or draft a contract customized to the transaction. Requests to the OGC should be submitted in accordance with the OGC's Legal Service Requests protocol, available at <https://web.uri.edu/general-counsel/new-matter-onboarding-protocol/>. In some instances, the OGC may refer the Contract Owner to another operating unit that has expertise and authority in a specific area and that the OGC has granted exclusive authority to use specific OGC-approved templates (e.g., Planning and Real Estate Development, Purchasing, etc.).

4 Contract Review, Approval, and Execution

Upon receipt of a draft contract (whether from the other party or from within the University itself), the Contract Owner must:

1. Read all business terms carefully and make sure the Contract accurately and fully reflects the proposed relationship or transaction, including any financial terms.
2. Obtain any approvals necessary within the Contract Owner's own operating unit.
3. Determine what reviews, if any, are necessary pursuant to Section 3 of the Policy and either route the Contract for each such review or coordinate with another internal unit that may assist with such routing (such as the Purchasing Department).
4. Carefully read and respond to any comments and questions raised by each internal reviewer.
5. Negotiate the contract with the other party, working with other internal units as needed.
6. Complete a final review of the proposed Contract to ensure that comments and questions from internal reviews have been appropriately addressed, terms accurately reflect the outcome of negotiations, all blanks have been completed, and all exhibits or appendices have been attached.
7. Ensure receipt of final approval by all reviewing officials and departments and document such approval on the Contract Cover Sheet.
8. Obtain the signature of the third party (and date of signature where required) on the Contract and ensure that any other special signature requirements, such as notary, witness, and/or multiple signatures, have been satisfied (note that the third-party signature may be obtained before or after the Authorized Signatory signs, depending on the third party's requirements and/or the preference of the Authorized Signatory).
9. Submit the proposed Contract with the completed Contract Cover Sheet to an appropriate Authorized Signatory in accordance with any submission requirements of the Authorized Signatory.
10. Prior to delivery of the final Contract to the third party, assure that the Authorized Signatory has executed and dated it properly.
11. Deliver a copy of the fully signed contract to the other party(ies) and retain the original contract for record keeping in accordance with Section 5 of the Policy.

Certain internal units (such as the Purchasing Department and OGC) may assist the Contract Owner during this process or handle certain aspects of the process on the Contract Owner's behalf.

5 Reviews/Approvals Required by Section 3 of the Policy

A sample workflow diagram is provided in Section 7 of these Procedures, however the process for obtaining all required reviews and approvals is not necessarily linear and may vary for any given Contract or Other Binding Document.

Board of Trustees (Section 3.1). When initiating a relationship or transaction that requires Board of Trustees review/approval, the Contract Owner must first obtain any other required internal approvals and consult with their department head, the Office of the President, and the Secretary to the Board of Trustees regarding submission requirements and deadlines.

University President (Section 3.2). If a relationship or transaction requires review/approval by the President, the Contract Owner must consult with their department head and the Office of the President regarding submission requirements.

Vice President for Administration and Finance (Section 3.3). If a relationship or transaction requires review/approval by the Vice President for Administration and Finance (VPAF), the Contract Owner must consult with the Office of the VPAF regarding submission requirements and any additional processes specific to that office.

Vice President for Research and Economic Development (Section 3.4). If a relationship or transaction requires approval by the Vice President for Research and Economic Development (VPR), the Contract Owner must consult with the Office of the VPR regarding submission requirements and any additional processes specific to that office.

Office of General Counsel (Section 3.5). The Contract Owner should consult the protocols, processes, and procedures of the Office of General Counsel, available at <https://web.uri.edu/general-counsel/>, and contact OGC-service-request-group@uri.edu with any additional questions.

Purchasing Department (Section 3.6). The Contract Owner should consult the protocols, processes, and procedures of the Purchasing Department, available at <https://web.uri.edu/purchasing/>, and contact uripurchasing@uri.edu with any additional questions.

Office of Enterprise Risk Management (Section 3.7). The Contract Owner should consult the protocols, processes, and procedures of the Office of Enterprise Risk Management.

Office of Information Technology Services (Section 3.8). The Contract Owner should consult the protocols, processes, and procedures of the Office of Information Technology Services, available at <https://its.uri.edu/services/it-contract-review>, and contact it-contract-review-group@uri.edu with any additional questions.

6 Exceptions

These Procedures do not apply to internal University transactions or other administrative processes that govern internal relationships between University departments, divisions, schools, or offices. For further information on the authorization for internal transactions, see <https://web.uri.edu/budget/policies/>.

A Contract Cover Sheet is not required for the following:

1. Standard government contracts for Federal research awards and subawards;
2. Non-binding research letters of intent at the proposal stage; and
3. Agreements from State and Municipal Agencies and Foundations that use standard forms for research awards and subawards, after the first use of the form.

These exceptions to the Contract Cover Sheet are to be narrowly construed; they apply only to the requirement that a Contract Cover Sheet be provided and do not create an exception to any requirements of the Policy itself.

7 Sample Workflow Diagram

