

Antioch University

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2.400 Administrative Authority (Board Governance)

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July 2012

### 2.403 Expenditure, Contract and Signature Authority

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Type of Policy <input checked="" type="checkbox"/> CCG Corporate Policy <input type="checkbox"/> Antioch University <input type="checkbox"/> Interim		<b>Expenditure and Signature Authority Policy</b>  <b>Policy 2.403</b>	
CCG System Board Policies		Effective date: October 28, 2016	
<b>Policy History:</b>	<b>Approved by:</b>	<b>Resolution #</b>	<b>Date:</b>
	Board of Governors	10.31.09:15	October 28, 2016
<b>Revised (Non-substantive)</b>	Office of General Counsel	N/A	April 13, 2018
<b>Revised</b>	Board of Governors	3.07.20:06	March 7, 2020
<b>Revised</b>	Board of Directors	11.14.23:04	November 14, 2023
<b>Responsible Office:</b>	<b>Responsible Administrator:</b>	<b>Contact information:</b>	<b>Applies to:</b>
Office of the CFO	CFO	937-769-1304	All employees and business units

## I. Introduction

**A. Purpose.** The purpose of this policy is to specify who has expenditure and signatory authority to enter into legally binding agreements on behalf of the corporation, Coalition for the Common Good (“CCG” or “Coalition”), and its operating divisions, including Antioch University (the “University”), also collectively referred to herein as “the Corporation”, to provide expenditure limits and signatory authority by position, and to establish the criteria for the delegation of any signatory authority.

**B. Scope.** This policy applies to all operations of the Corporation, including administrative departments, academic schools, campuses, programs, employees and agents of the Corporation and to all contracts as defined herein unless a specific, written exception applies. This policy does not apply to separately incorporated affiliate members of the Coalition.

Apart from the signatory authority set forth herein, and the power to delegate set forth

herein, no officer or member of the University community has the authority to sign contracts on behalf of the Corporation. Under no circumstances may any individual who is not employed by the Corporation and authorized herein enter into any contract on behalf of the CCG or Antioch University.

Anyone associated with the Corporation who signs a contract without proper authority under this Policy may be held personally liable for the obligations under the contract and may be subject to disciplinary action up to and including possible termination of employment.

**C. Notice to Third Parties.** The Corporation will only be bound by written contracts approved and executed by Corporate officers or administrators who have signature authority under this Policy. Contracts entered into outside the scope of authority granted herein may be deemed by the Corporation to be void and unenforceable.

## **II. Definitions**

**A. Board of Directors.** The Board of Directors (“BoD”) is the statutory, fiduciary board of the Corporation, Coalition for the Common Good, or “CCG”.

**B. Board of Governors.** The Board of Governors (“BoG”) is the advisory, non-fiduciary board for the Corporation’s operating division known as Antioch University.

**C. Contract.** Any agreement between two or more parties, whether or not titled “contract,” which creates a legally binding obligation for the parties to do something or to refrain from doing something in exchange for something of value. Contracts may involve money (for example, an agreement to purchase goods or services) but may also involve a promise to do something with no monetary compensation (for example, an agreement to collaborate with another institution). Contracts may be entered into in a variety of ways: through a physical or electronic signature, or even by checking a box indicating agreement with terms and conditions.

Examples of Contracts include, but are not limited to: employment contracts; purchase orders; financing agreements; grants; independent contractor/consultant agreements; intellectual property agreements; leases; lecture or performance agreements; letters of intent; licenses; bills of sale; loans; material transfer agreements; memoranda of agreement (MOAs); memoranda of understanding (MOUs); non-disclosure agreements (NDAs); procurement agreements; promises to pay; promissory notes; purchase orders; releases; renewals; scopes of work (SOWs); separation agreements; settlement agreements; service contracts; settlement agreements; software purchases or subscriptions; sponsored research agreements; subleases; terms and conditions for all types of transactions; waivers; addenda or amendments to existing contracts; affiliation agreements; assignments; confidentiality agreements; construction and maintenance agreements; deeds.

**D. Corporation.** Shall refer to Coalition for the Common Good and its operating divisions, including Antioch University. It does not include any separately incorporated affiliate members of the Coalition.

- E. Execute.** To sign or otherwise formally agree to a Contract.
- F. Expenditure Authority.** Authority to spend or commit University resources or to create liabilities through oral or written agreements that bind the University.
- G. Signature Authority.** The authority to approve and execute Contracts which legally bind the Corporation pursuant to the procedures and limits established by the Board of Directors. Signature authority may be delegated to other persons pursuant to this policy.
- H. Signatory.** The individual with Signature Authority who executes the Contract on behalf of the University.
- I. University.** As used herein, University shall refer to Antioch University, an operating division of the Coalition for the Common Good.

### **III. Conditions of Expenditure and Signature Authority**

- A. Budget Approval.** The foundation of the expenditure process of the University is the approval of the University budget by the BoD. The Board's approval of the University budget in essence constitutes a delegation to the Chancellor of the authority to expend. All approved budgets are then entered in the campus general ledger. Significant and material expenditures not within the approved budget must ordinarily be approved by the BoD through a resolution amending the budget, ordinarily after review and a recommendation from the advisory Board of Governors of Antioch University.
- B.** Signature authority follows budget approval and applies to all major contractual obligations of the University. Execution of specific contracts contemplated by the Budget, must be by those authorized to sign contracts pursuant to this policy.
- C.** The Signatory shall ensure that the Contract has been negotiated in the best interest of the Corporation in compliance with the Corporation's Purchasing, RFP, and Ethical Sourcing Policy, 3.423.
- D.** The Signatory shall ensure that the Contract has been reviewed by General Counsel in compliance with the Contract Review Policy, 3.425.
- E.** The Signatory shall ensure that any conflicts of interest in the contract approval process have been appropriately managed or resolved in accordance with the Corporation's Conflict of Interest and Commitment Policy, 2.105.
- F.** Contracts may not be segmented into multiple agreements in order to circumvent the expenditure requirements for Signatory Authority.
- G.** A multi-year Contract must be considered in its entirety to determine its dollar value and applicable Signature Authority.
- H.** Addenda or amendments to Contracts as well as extensions and renewals of existing

Contracts require Signature Authority as if they were presenting as a new Contract.

#### **IV. Review Procedure**

**A. Preliminary Review.** After the terms and conditions of the Contract have been negotiated and tentatively agreed upon, a preliminary review of the Contract must be performed by the Signatory to ensure that the Contract meets the CCG's or University's business needs, reflects the intentions of the parties, and complies with Corporate policies. The Signatory is responsible for ensuring that any entity affected by the Contract has reviewed and approved the terms, and that funds for the transaction have been budgeted and are available.

**B. Review by the Office of Legal Affairs.** Following preliminary review, all Contracts must be forwarded to the Office of Legal Affairs for approval both as to form and legal compliance in accordance with Contract Review Policy 3.425.

#### **V. Authority**

**A. Fiduciary Duty of the Board of Directors.** Pursuant to the Amended and Restated Bylaws of Coalition for the Common Good, the Board of Directors maintains ultimate fiduciary responsibility for and control of the Corporation and expressly retains all authority not specifically delegated therein.

Certain authority to approve expenditures for Antioch University are delegated to the Antioch University Board of Governors as set forth in the Amended and Restated Bylaws of the Corporation. The BoD further delegates expenditure and signature authority to Corporate officers and administrators as set forth in Table 5.1 below.

**B. Specific Contracts that Require Approval of the Board.** Some types of contracts have significant risk to the corporation and require specific Board approval regardless of their monetary value. In the case of contracts that relate specifically to Antioch University, the following types of contracts should be approved by the Board of Directors, ordinarily following review and a recommendation from the advisory Antioch University Board of Governors. In the case of similar contracts that relate to the operations of the Corporation generally, such contracts shall be approved by the Board of Directors of the Corporation:

1. Investment management agreements.
2. Any agreements which bind the University or CCG for over five (5) years, excluding renewal terms which are at the discretion of the Corporation.
3. Real Estate Purchase/Sale Agreements in which the Corporation is buying or selling fee-simple title in real property.
4. Gift Acceptance agreements that require Board approval pursuant to Policy 7.101 including, but not limited to, any gift of real property or any gift requiring matching contributions.
5. Collective Bargaining Agreements regarding Antioch University faculty and staff.

### **C. Specific Contracts That Do Not Require Board Approval**

The following types of Contracts do not require approval of the Board of Governors or Board of Directors prior to their execution, but do require the approvals as noted below:

1. **Employment contracts** executed in accordance with Appointments and Contracts Policy 4.203, as consistent with the approved budget, any salary administration policy, and other applicable Human Resource Policies.
2. **Grants and service contracts** in which Antioch University or a University entity is the grant recipient or the service provider in exchange for compensation paid to the University or the entity. Such grants and contracts must be executed by the Vice Chancellor of Academic Affairs and the Vice Chancellor for Finance.
3. **Settlement Agreements** regarding pending or threatened litigation may be executed by an officer of the Corporation within the limits set forth in the table in Section VII, below.
4. **All other contracts** may be executed by an officer of the Corporation within the expenditure limits set forth in the table in Section VII, below.

### **VI. Administrative Delegation of Signature Authority**

**A. Written Delegation.** Under circumstances where the University official with signatory authority is unavailable, he or she may delegate signature authority to another elected officer of the corporation. Any such delegation shall be in writing using corporate email and shall specifically describe the document or documents to be signed. Office of General counsel shall be copied on any such delegating email.

**B. Process to Rescind Delegated Authority.** Any delegation of authority may be rescinded upon delivery to the delegated individual of a notice from the delegating official rescinding all or a portion of the delegated authority. Copies of all delegation rescissions must be provided to the Office of General Counsel for record-keeping purposes.

## VII. EXPENDITURE & SIGNATURE AUTHORITY TABLE

	CCG BOD Approval Required?	Antioch Univ BOG Review and Recommendation Required?	CEO/ President	Chancellor	Treasurer (VC Finance)	Other Elected Corporate Officers or VCs	Provost / Dean	General Counsel
Investment Management Agreements	Yes	Yes		X	X			
Agreements Over Five Years	Yes	Yes		X	X			
Real Estate Purchase/Sale Agreements	Yes	Yes		X	X			
Gift Acceptance Agreements	See Policy 7.101 Yes			X	X			
Collective Bargaining Agreements	Yes	Yes		X	X			
Employment Agreements		No		X	X	X		
Grants & Service Contracts		No		X	X	X		
<b>All Other Contracts:</b>								
Face Value over \$250,000	Yes (for CCG matters)	Yes (for AU matters)	X (for CCG matters)	X (for AU matters)				
Face Value up to \$250,000	No	No	X (for CCG matters)	X (for AU matters)				

Face Value up to \$100,000	No	No			X			
Face Value up to \$50,000	No	No				X		X
Face Value up to \$25,000	No	No					X	



### Policy Cross References

Amended and Restated Bylaws of Coalition for the Common Good	Policy 2.101
Conflict of Interest and Commitment Policy	Policy 2.105
Finance, Budget and Operations Principles	Policy 3.401
Purchasing, RFP and Ethical Sourcing Policy	Policy 3.423
Contract Review Policy	Policy 3.425
Appointments and Contracts	Policy 4.203