



Number: 0-100
Title: Delegations of General Authority and Signatory Authority
Responsible Office: USF Services

Date of Origin: 7-1-74

Date Last Amended: 2-4-21 (technical)

Date Last Reviewed: 2-4-21

I. PURPOSE & INTENT:

This Policy sets forth the general guidelines for Delegations of Authority with the intent to:

Set forth a process for the Delegation of Signatory Authority from the President to Senior Vice Presidents, Chancellors or Vice Presidents, as well as a process for those offices to delegate to additional offices by Sub Delegations, the responsibility and authority to execute a Contract on behalf of the University.

Memorialize the Delegation of General Authority to Vice Presidents, Chancellors and other managerial officers and employees for the responsibility and authority to perform the general administrative and supervisory responsibilities necessary to carry out the functions related to their employment.

II. AUTHORITY AND APPLICABILITY:

The Florida Constitution creates the State University System. Florida Statutes sections [1001.72](#) and [1001.73](#) establish each board of trustees with the powers of a public body corporate. [Florida Board of Governors Regulation 1.001](#) establishes the University of South Florida Board of Trustees (“USF BOT”) and defines the powers vested solely in the USF BOT and fundamental board functions, including but not limited to, setting fees, tuition, housing or parking rates, tenure approval and other specified powers which may not and are not delegated beyond the USF BOT.

Pursuant to the [Board of Governors Regulation 1.001](#), the USF BOT also has the authority to adopt Policy for the administration and oversight of its designated institutions and to establish the powers and duties of the President as the Chief Executive Officer (“CEO”). This Policy shall apply to USF and all USF employees.

This Policy addresses the authority vested in the President in the role as the USF BOT Corporate Secretary and USF CEO and does not apply to the authority that may be granted by the USF BOT according to Florida Statute, a directly to a Direct Support Organization (“DSO”) or other University components. As separately incorporated entities, DSOs have distinct governing boards with the responsibility to establish Delegation procedures and related Delegations of authority as needed within these independent corporate bodies.

III. DEFINITIONS OF TERMS:

- A. Contract:** Contract (or Contracts) is used to refer to an agreement that commits the resources of the University or creates an obligation on behalf of the University to a third party. By way of example, the term Contract may include an affiliation agreement, grant, memorandum of understanding/agreement/intent, cooperative agreement, proposal, material transfer agreement, confidentiality agreement, purchase order or notice of award. Letters of appointment/employment offers/hiring authority for positions within the existing University structure issued by an employee with the management responsibility to identify roles, needs and expectations of their area are managerial actions and not considered Contracts for purposes of this Delegation.
- B. Delegatee:** A person, identified by position title, a Delegator authorizes to share the authority to sign Contracts on behalf of the University.
- C. Delegation:** A memorialized transfer of Signature Authority from a Delegator to a Delegatee. The transfer does not void the Delegator’s Signature Authority and Delegator retains all Signature Authority delegated to a Delegatee.
- D. Delegator:** A person, identified by position title, who is vested with Signatory Authority, and identifies a Delegatee to share their authority to sign Contracts on behalf of the University.
- E. Employment or Appointment Date:** The date a person assumes a title or position at the University with the related salary and title.
- F. General Authority:** The responsibility and power necessary to carry out the functions related to a person’s employment and which is vested at the time of employment without additional Delegation. This does not include Signatory Authority which must be specifically delegated.
- G. Signatory Authority:** The responsibility and power that enables an employee to enter into and execute a Contract which requires a specific additional Delegation as set forth below.
- H. Signatory:** The actual person signing a Contract on behalf of the University.
- I. Sub-Delegation:** An additional transfer of Signature Authority.
- J. University Position:** The employment title and related responsibilities detailed in a job description or vested in the office.

IV. STATEMENT OF POLICY/PROCESS STEPS:

- A. Delegation of General Authority**

The President has issued one Delegation of Authority ([USF Delegation No. D-1](#)) vesting each employee with the responsibility and authority necessary to carry out the functions related to a person's employment. This includes the ability of supervisors and managers to appoint employees to specific roles and to set managerial expectations. This does not include Delegation of Signatory Authority.

B. Delegation of Signatory Authority

Any person signing a Contract must have a specific Delegation meeting the following elements and process with the restrictions set forth below:

1. Obligations:

(a) Contracts for the procurement of goods and services, change orders, and settlement of claims that meet a specific dollar value threshold will be subject to reporting and approval as provided below. The President and the Finance Committee will review the threshold values for Contracts for the procurement of goods and services and for change orders on an annual basis and will revise the levels as needed. The Board Chair in consultation with the President and the General Counsel will approve thresholds for settlement of claims on at least an annual basis.

(1) Contracts for the Procurement of Goods and Services:

- i.** The value of a Contract for the procurement of goods and services is determined at time of execution. Amendments to Contracts for the procurement of goods and services within the same fiscal year to the same Contracts for the procurement of goods and services will be added to the original Contract for the procurement of goods and services amount to determine if an approval threshold is met. Contracts for the procurement of goods and services related in scope shall be aggregated to determine if an approval threshold is met.
 - a.** Contracts for the procurement of goods and services at or exceeding one million dollars (\$1,000,000) require approval by the Finance Committee Chair.
 - b.** Contracts for the procurement of goods and services that are equal to or greater than two million dollars (\$2,000,000) require approval by the Finance Committee.
 - c.** A list of all Contracts for the procurement of goods and services at or exceeding one million dollars (\$1,000,000) will be submitted by the President (or designee) at a minimum of once annually to the Finance Committee as an informational item.

- d. In the event the Finance Committee Chair has a conflict of interest regarding a proposed Contract for the procurement of goods and services that is submitted for his/her approval, then the Board Chair shall appoint an individual Trustee to review the Contract in question.
- e. The Finance Committee may approve exceptions to the approval requirements in a. and b. above by motion during a Finance Committee meeting. The Chief Financial Officer and Vice President of Business and Finance shall maintain a current list of all such exceptions and shall present the current list annually to the Finance Committee for review.

(2) Change Orders and Change in Funding Sources

- i. The value of a change order or a change in product funding source are determined at time of execution; however, subsequent change orders or changes in project funding source within the same fiscal year to the same project will be combined to determine if an approval threshold is met. Change orders or changes in project funding source for projects related in scope shall be aggregated for the purposes of approvals and reporting.
 - a. Change orders or changes in project funding source exceeding either one million dollars (\$1,000,000) or 10% of the approved expenditure amount, whichever is less, require approval by the Finance Committee Chair.
 - b. Change orders or changes in project funding source equal to or greater than two million dollars (\$2,000,000) require approval by the Finance Committee.
 - c. A list of all change orders or changes in project funding source at or exceeding one million dollars (\$1,000,000) will be submitted by the President (or designee) on a quarterly basis to the Finance Committee as an informational item.
 - d. In the event the Finance Committee Chair has a conflict of interest regarding a proposed change order that is submitted for his/her approval, then the Board Chair shall appoint an individual Trustee to review the change order in question.

(3) Settlement of Claims:

- i. Settlement of claims include notice, approvals, and reports either verbal or in a format that best protects the legal interests of the University and that complies with applicable law. Nothing in this section is intended to limit consultation by the President, or designee, with the Board of Trustees

regarding potential or pending legal matters that could materially affect the interests of the University prior to settlement.

- a. Settlement of claims up to one million dollars (\$1,000,000) require only President (or designee) action.
- b. Settlement of claims exceeding one million dollars (\$1,000,000) require approval of the Board Chair.
- c. Settlement of claims equal to or greater than two million dollars (\$2,000,000) require approval by Board Chair and the Finance Committee.

(b) Review by the Office of the General Counsel (OGC): All Contracts must be reviewed and stamped for legal sufficiency by the OGC; OGC has the exclusive right to contract for legal counsel to represent the University; OGC must approve any settlement of a legal claim against the University.

2. Restrictions:

- (a) Debt Management: Contracts involving University debt may not be signed by any Signatory except as designated in accordance with [USF Board of Trustees Debt Management Policy 06-003](#).
- (b) International Programs: Contracts involving international programs must not be signed by any Signatory except the Provost or USF World and shall be shared by copy to USF World by the Signatory.
- (c) Multi-State Contracts: All student placement Contracts involving placement locations external to the State of Florida must be reviewed for compliance with state authorization by Innovative Education prior to final signature.
- (d) Personnel: The President shall consult with the chair of the Board of Trustees, or other trustee designee, on the hiring, dismissal, and compensation of any person to serve in a direct report position to the President or the Board of Trustees, including but not limited to the General Counsel, Chief Compliance Officer and Chief Internal Auditor. The President shall consult with the Board Chair on at least an annual basis to review the positions covered by this provision and amend the list based on the mission and strategic priorities.
- (e) Purchasing: Contracts involving the procurement of goods and services may not be signed by any Signatory except as designated in accordance with the USF Purchasing Regulations [4.02000](#), [4.02010](#), and [4.02020](#). In addition, per the delegated authority found in Delegation [D3](#) and [D3-1](#), only the President, the Senior Vice President of Business and Financial Strategy, and the Chief Financial Officer and Vice President

of Business and Finance have the authority to sign Contracts for the procurement of goods and services that are equal to or exceed One Million Dollars (\$1,000,000).

- (f) Real Property: Contracts involving Real Property may not be signed by any office except as designated in accordance with [USF Board of Trustees Real Property Policy 09-001](#).
- (g) Research: Contracts involving sponsored research and sponsored training projects must be forwarded for final signature to the USF Department of Sponsored Research in accordance with [USF Regulation 12.002: Exemptions From General Accounting and Purchasing Procedures](#) and [USF Policy 0-304: Research and Research Grants](#).
- (h) Salary (Pay) Actions: The approval of salary actions (also referred to as pay actions) is governed by Human Resources (HR) procedures established in accordance with applicable USF regulations regarding compensation. All salary actions must be approved by those with the properly delegated authority.

3. General Terms:

- (a) Internal protocols by Delegator or Delegatee: Each Delegator and/or Signatory may institute internal protocols either on the Delegation or as a part of required internal protocol for prerequisite reviews or clearances before a Contract will be reviewed or executed by the Signatory including consultation or review by OGC, Risk Management, Offices of Research or Purchasing, College Deans or other Academic or Administrative Offices.
- (b) Limits of Authority: Each Signatory will act in the parameters of Delegation and in good faith making reasonable efforts to ensure the Contract terms are stated accurately and are in the best interests of the University.
- (c) Compliance with University Regulation and Policy, State and Federal Law: All Signatories must exercise their authority in a manner consistent with University Regulation and Policy and State and Federal Law.

4. Form and Elements:

- (a) Form: All Delegations must be in writing and consistent with this Policy. When drafting new or amended Delegations, the Delegator may contact the OGC to facilitate a new or amended Delegation or may use the template [Delegation form](#) as a model. Once the Delegator has drafted a new or amended Delegation, the Delegator should send the Delegation to OGC to review for legal sufficiency. Once reviewed and approved by OGC, the Delegator can obtain the necessary signatures.

- (b) Elements: All Delegations must include: Delegator's official title; Delegatee's official title and Department if applicable; whether Sub-Delegation is permitted; and the responsibility being Delegated.
- (c) Subject: Delegators shall make Delegations to official University Positions and not to individuals. In the event a Delegator specifies an individual instead of a position, the Delegation will be understood as being made to the position.
- (d) Employment: A Signatory may exercise delegated authority beginning at the Signatory's Employment or Appointment Date.
- (e) Interim or Temporary Positions: A person assigned or assuming the responsibilities of a permanent position for an interim or temporary period (such as a leave of absence, illness, resignation or termination of the person in the permanent position) may exercise all Delegations granted to that permanent position during the period.
- (f) Title Change: In the event that there is a change to a Delegator or Delegatee position title, or the responsibilities of a position associated with a Delegatee are shifted or eliminated, the Delegation is transferred to or from the person assuming the responsibilities. However, the Delegator and Delegatee shall notify the OGC to initiate the process for a new Delegation to be executed to ensure currency of the Delegations.
- (g) Indexing: The original copy of the Delegation must be transmitted promptly (within 3 academic days) to the OGC to be logged into the [Delegation Index](#) and maintained in the official Delegation manual.
- (h) Numbering: Each Delegation will be assigned a number and any Sub-Delegation will be an extension of that number with the original Delegation number in the first column and any Sub-Delegation or re-Sub-Delegation listed (ie: Sub-Delegations from Delegation D1 will be numbered D1-1 or D1-2 and additional Sub-Delegations D1-1-1 or D1-2-1 to permit the Sub-Delegation to stay related to its original Delegation).
- (i) Retention of Delegation Copy: Both the Delegator and the Delegatee are required to retain copies of the Delegations. Copies of Delegations must be made available by the respective offices upon request.
- (j) Effective Date: Delegations are effective the day they are signed unless there is a specified effective date noted. A Delegation will continue until the Delegation is rescinded, modified or re-delegated. A Delegator may modify or revoke a Delegation. However, such modification or revocation shall be in writing and shall promptly be delivered to the Delegatee and the OGC.

- (k) Rescission and Currency: Approval, amendment or renewal of any Delegation is considered rescission of any earlier Delegation. The most current Delegation is the controlling Delegation and any prior Delegation inconsistent with the most recent Delegation will be considered rescinded and removed from the active [Delegation Index](#). As this Policy initiates a new USF [Delegation Index](#), any Delegation that predates the inception date of April 7th, 2017 is considered rescinded. As some authority is vested in more than one office, duplication of authority may exist.
- (l) Review by Delegator: Delegators shall periodically review their Delegations (optimally once per year and at least once every five years).
- (m) Sub-Delegations: A Delegatee may not share (Sub-Delegate) their authority unless such Sub-Delegation is expressly authorized in the written Delegation and approved/submitted to OGC. A Delegatee with Sub-Delegation authority may Sub-Delegate specific Signature Authority, as provided in the original Delegations, however, those Sub-Delegates may NOT repeat the Sub-Delegation unless it is specifically authorized in the Sub-Delegation. If Sub-Delegation is authorized, the Sub-Delegation must be in writing, must be identified as a Sub-Delegation, and must follow the process for Delegations outlined in this Policy.
- (n) Unclear Delegations: It is the responsibility of any individual executing a Contract on behalf of the University to ensure that they have clear authority to do so. If an individual is uncertain whether they are authorized to sign a particular Contract, they should consult with their supervisor.

***Current Responsible Office: USF Services**

***Refer to the appropriate Responsible Office website for a current name of the Vice President or other Responsible Officer.**

History: New 7-1-74, Amended 9-19-95, 6-3-99, 12-14-05, 1-23-09, 3-5-10, 9-18-12 (technical), 4-7-17, 5-2-18 (technical), 11-1-18 (technical), 11-6-18 (technical), 1-16-19 (technical), 10-3-19 (technical), 7-9-20, 10-19-20 (technical), 2-4-21(technical).

Consolidation Amendments Effective: 7-1-20.