



University Policies & Procedures



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DePaul University Policies & Procedures Manual

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Title Contracts, Approval of		Category Operations
Responsible Department General Counsel	Responsible Officer Vice President and General Counsel	Effective Date 3/29/2004

I. Scope

The following individuals are required to be familiar with this policy:

- Executive Offices
- Vice Presidents / Deans
- Assoc. / Assist Vice Presidents
- Directors / Department Chairs
- Budget Managers
- Anyone who reviews, negotiates, or signs a contract on behalf of DePaul

II. Policy Summary

This policy sets forth the University policy on approval of University contracts and agreements, including but not restricted to the limitations and approval requirements

III. Policy History

March 29, 2004: This Policy was established in 1988. In recent months, a number of modifications have been made to the policy: details regarding the authority to negotiate and execute contracts and agreements have been developed into a matrix; guidelines and procedures have been added; a training requirement has been added; and Officers are required to update the General Counsel throughout the year in the event of changes to their list of Specific Designees.

IV. Policy Approvals

Presidential Approval 03/29/2004

V. Policy

Authority Levels

Executive Officers, Academic Officers, and Administrative Officers of DePaul University ("Officers"), or their Specific Designees, are generally authorized to negotiate and execute contracts or agreements within their respective areas of competence and responsibility in accordance with the following criteria:

Value of Goods & Services		Authority to Negotiate	Authority to Execute	Legal Review
Greater than or equal to	But less than			
\$ 1	\$25,000	Executive Officers Academic Officers Administrative Officers Specific Designees	Executive Officers Academic Officers Administrative Officers Specific Designees	Not Required

\$ 25,000	\$150,000	Executive Officers Academic Officers Administrative Officers Specific Designees	Executive Officers Academic Officers Administrative Officers	Required
\$ 150,000	and above	Executive Officers Academic Officers Administrative Officers	Executive Officers	Required

1. In addition to the authority levels designated above, the following contracts and agreements must be approved and executed by an Executive Officer or their Specific Designee. Contracts and agreements that:
 - a. govern activities in more than one Officer's area of competence and responsibility;
 - b. are for a duration of more than three (3) years;
 - c. establish a relationship with a provider of goods and services to the exclusion of all other providers of similar goods or services; or
 - d. include a provision that will renew the contract or agreement automatically; in these instances, written authorization by an Executive Officer or their specific designee is required.
2. Contracts and agreements executed by individuals acting beyond the scope of their authority may be void and can result in personal liability.

General Guidelines:

1. **CONTRACTS SUBJECT TO THIS POLICY** - The following types of contracts are subject to this policy: agreements to buy or sell goods, agreements to provide or obtain services, memorandums of understanding, affiliation agreements, leases or deeds affecting real property, leases or deeds affecting movable property, software licenses, grant agreements, letters of intent, and any other contract that meets the criteria set forth above. This policy does not apply to the authority to negotiate and execute Purchase Orders.
The criteria above should be applied to extensions and renewals of existing contracts and agreements as if such arrangements were being negotiated and executed for the first time.
2. **REVIEW AND APPROVAL OF LEGAL AND BUSINESS TERMS** - The Office of the General Counsel is responsible for the review of contracts and agreements, and approval of the legal terms and conditions of such arrangements. The General Counsel may establish reasonable procedures, practices and guidelines for review of contracts and agreements through the Office of the General Counsel. Contract and agreement process guidelines can be found at <http://www.depaul.edu/~ogc> .
Officers (or their Specific Designees) are responsible for the negotiation of contracts and agreements, and for the review and approval of business terms and conditions of such arrangements.
3. **IDENTIFICATION OF SPECIFIC DESIGNEES** - Officers shall identify individuals authorized to negotiate or execute such contracts and agreements within their area of competence and responsibility ("Specific Designees") in a written memorandum to the General Counsel. The General Counsel shall formally compile such a list on an annual basis. Officers shall promptly notify the General Counsel in writing of any changes during the year.
4. **EXECUTING PARTY** - All University contracts should be executed on behalf of "DePaul University ," not in the name of a specific department, center, institute, or other entity.
5. **FILING OF CONTRACTS AND AGREEMENTS** - The Office of the General Counsel shall maintain all original executed contracts and agreements and Officers shall have original executed contracts and agreements forwarded to the Office of the General Counsel in a timely manner. The Office of the General Counsel may establish appropriate practices and procedures for maintaining and protecting original signed contracts and agreements.
6. **STANDARD CONTRACT AND AGREEMENT FORMS AND TERMS** - The Office of the General Counsel shall create and make available to the University standard form contracts and agreements and contract provisions that will comply with all aspects of this policy.

VI. Procedures

Approval and Filing of Contracts and Agreements Process in Detail

STEP 1: Departments will conduct a preliminary review of their contract or agreement and then complete the Contract Submission Form based on that review.

STEP 2: Departments will submit the contract or agreement (and all addenda, exhibits, etc.) and Contract Submission Form to the OGC, preferably in electronic format via contractreview@depaul.edu .

STEP 3: The OGC will respond to the department via email within 24 hours to acknowledge receipt of the contract or agreement.

STEP 4: The OGC will contact the submitting department again if there are items missing such as exhibits or other addenda.

STEP 5: An OGC attorney will be assigned to review the contract or agreement with respect to the legal terms. The OGC will respond within 7 business days with a review memorandum and/or a red-lined version of the contract or agreement. (the 7 business day timeframe only begins once all pertinent documentation has been received by the OGC)

STEP 6: The department will review the OGC's suggested modifications and will negotiate the revised contract or agreement with the vendor to determine that they are acceptable.

STEP 7 : The department will return the revised pre-execution contract or agreement to the OGC. The assigned attorney will review the contract or agreement to determine if their suggested modifications were incorporated and to approve the legal terms. The attorney will return the contract or agreement to the department.

STEP 8: The department will execute the contract or agreement and return the original to the OGC for permanent storage.

IT Contracts

- All IT contracts and agreements must go through the Procurement Department first.
- Procurement then forwards the contract or agreement and submission form to contractreview@depaul.edu .
- Contracts or agreements that need to go outside of this process currently require approval in advance by the General Counsel. Procurement or the submitting department should contact the General Counsel directly in those cases.

Training

The Office of the General Counsel will offer training sessions and materials regarding the Approval and Filing of Contracts and Agreements policy and its related processes.

VII. Divisional Collaborations

None.

VIII. Contact Information

General questions regarding the Approval and Filing of Contracts and Agreements Policy may be answered by consulting the Office of the General Counsel's website at <http://www.depaul.edu/~ogc> . Employees with specific questions may forward their requests for information to contractreview@depaul.edu .

IX. Appendices

None.