

# Utah Tech University Policy

## 149: Signature Authority



- I. Purpose
- II. Scope
- III. Definitions
- IV. Policy
- V. References
- VI. Procedures
- VII. Addenda

### I. Purpose

1.1 Statutory authority to sign specific types of proposals, contracts, grants, and agreements on behalf of Utah Tech University (hereinafter referred to as “University”) has been delegated by the Utah Board of Higher Education and the University’s Board of Trustees. The purpose of Policy 149 is:

- 1.1.1 To establish responsibilities for the review, approval, and signing of Official University Documents.
- 1.1.2 To establish circumstances when an Electronic Signature may replace a written signature and formulate an approval process for Electronic Signature methods.
- 1.1.3 To provide protection to the University and to individual University employees from legal liability.
- 1.1.4 To maintain University compliance with University, state, federal, and private legal requirements.

### II. Scope

2.1 Policy 149 applies to all Official Documents transacted on behalf of the University.

### III. Definitions

3.1 **Authorized Alternate:** An individual designated in writing by a University Official with Signature Authority to act on the University Official’s behalf in one or more matters requiring a signature on an Official Document. An Authorized Alternate may:

- 3.1.1 Exercise such authority in the planned or occasional absence of a

University Official with Signature Authority as a “proxy” for a specific period of time.

3.1.2 Receive a more permanent delegation of authority for one or more particular types of an Official Document or for a category of Official Documents.

3.2 **Electronic Record:** A record created, generated, sent, communicated received, or stored by electronic means.

3.3 **Electronic Signature:** An electronic sound, symbol, or process attached or logically associated with an Electronic Record insofar as it was executed or adopted by a person with the intent to sign the record. This includes handwritten signatures, replicas or representations thereof, cryptographic protocols, and “accept,” “place order,” and similar Web page buttons.

3.4 **Official Document:** A written agreement or other formal instrument between two or more parties, one of which is the University (or any of its department) that obligates the University in any manner or is otherwise intended to be legally binding. An Official Document obligates the University to act, engage, consent, perform, or pay. At least one party to the transaction is external to the University, so an internal agreement between one or more departments of the University is excluded. An Official Document may be in the form of a contract, proposal, agreement (including but not limited to an affiliation agreement, banking/finance agreement, “clickwrap” or “shrinkwrap” agreement, end-user license agreement, real estate agreement, user agreement, services agreement, or purchase agreement), statement, notice, purchase order (including “terms and conditions” referenced in a quote or purchase order), resolution, scope of work, letter of understanding, memorandum of understanding, license, grant requiring matching funds or involving indirect costs, letter of appointment, final disposition of an employee appeal, and any other instrument intended to have legal effect or involving institutional rights.

3.4.1 All purchases and contracts must conform with the University’s Procurement and Purchasing policies.

3.4.2 Transactions using University-issued credit cards, including e-commerce purchases, are considered Official Documents, insofar as:

3.4.2.1 Any purchase authorization or agreement is within the scope and authority of the purchaser’s authority to expend those funds for that purchase.

3.4.2.2 The purchaser has exercised due diligence evaluating any

vendor and has made a reasonable determination that the vendor is legitimate.

3.4.2.3 The purchaser has exercised due diligence evaluating any internet site and has made a reasonable determination that the site is valid and secure.

3.5 ***University Official with Signature Authority.*** The University President and an individual holding an executive-level position at the University as a member of the President's Cabinet with authority to sign Official Documents pertaining to the individual's area of authority.

#### IV. Policy

4.1 An Official Document must be signed by a University Official with Signature Authority, an Authorized Alternate, or as otherwise permitted by University Policy 149.

4.1.1 University Policy 149 allows for many business processes, forms, and related documents provide instructions for authorized approvals and signatures to facilitate the processing of routine transactions such as University orders, purchase requisitions, expense or travel reimbursements, and other documents. These documents are properly handled at the Associate Vice-President, Dean, Director, or Department Chair level.

4.1.2 The signature of a University Official with Signature Authority or an Authorized Alternate is required on every Official Document and for any procurement. The specific types and amounts of Signature Authority for each University Official with Signature Authority are listed in Addendum A.

4.2 An Official Document must be submitted to the appropriate University Official with Signature Authority or Authorized Alternate for review, processing, and signature after all other required approvals are documented and provided with the submission of the Official Document for signature.

4.2.1 All grant proposals and applications that involve matching funds or indirect costs require the additional approval of the University's Executive Director of Budget prior to submission for signature to a University Official with Signature Authority.

4.2.2 Policy 149 is not intended to supersede other policies or change approval requirements for established, internal business processes.

- 4.3 If an employee or other individual who does not have Signatory Authority to bind the University signs an Official Document, the University may not be bound by that Official Document and the University may not be obligated to conform to its terms. An employee who executes an Official Document without designated or delegated signatory authority may be:
  - 4.3.1 Subject to employee discipline, including termination.
  - 4.3.2 Held responsible for misappropriation of University property and/or resources.
  - 4.3.3 Held personally liable for the performance of the Official Document.
  - 4.3.4 Obligated to ensure the performance of the Official Document and adherence to all laws, rules, and/or regulations related to the Official Document, including state and federal tax laws which may include tax liability.
  - 4.3.5 Referred for criminal prosecution.
- 4.4 Electronic Signature Methods and Rules
  - 4.4.1 Except when superseded by Utah Board of Higher Education policy, Utah State Code, or federal regulation, the University reserves the right to enact procedures and rules that:
    - 4.4.1.1 Identify specific transactions that the University is willing or unwilling to conduct by electronic means.
    - 4.4.1.2 Specify the manner and format in which Electronic Records of Official Documents must be created, generated, sent, communicated, received, and stored, as well as the systems established for these purposes.
    - 4.4.1.3 Stipulate the type of Electronic Signature method, determine the manner and format in which the Electronic Signature must be affixed to the Electronic Record, and identify the criteria for any individual using an Electronic Signature.
    - 4.4.1.4 Require appropriate control processes and procedures in order to ensure adequate preservation, disposition, integrity, security, confidentiality, and auditability of Electronic Records.
    - 4.4.1.5 Determine acceptable, required, and/or reasonable attributes for Electronic Records for corresponding non-Electronic

Records as needed, including requiring that non- Electronic Records of records signed with an Electronic Signature include a notation of the individual electronically signing the record and the date it was signed.

4.4.1.6 Restrict or exclude a specific electronic method or protocol deemed inappropriate, unsecure, or unsafe.

4.4.1.7 Limit the use of Electronic Signatures (i.e. approved only for use by specific department(s), approved to be used only with particular records, or approved for use only on a specific type of record). Such limitations are binding on all University employees and any other use of an Electronic Signature method is considered an invalid use and a violation of Policy 149.

4.4.2 Any individual or entity that makes inappropriate or illegal use of an Electronic Signature as defined by Policy 149, Utah state law, and/or federal regulation, is subject to sanctions up to and including suspension, termination, and/or criminal prosecution.

4.5 Exceptions to Policy 149 may only be authorized by the University President in special or exigent circumstances that make strict compliance impracticable. Any exception to Policy 149 must be properly documented in writing, including an explanation of the special or exigent circumstance, and such documentation of the written exception must be retained by the employee receiving the exception, with a copy submitted to the Office of General Counsel via email.

## V. References—N/A

## VI. Procedures

6.1 An Official Document should be signed by a University Official with Signature Authority whenever practicable. In exigent circumstances, in the planned or occasional absence of a University Official with Signature Authority, and for efficient University business purposes, a University Official with Signature Authority may delegate some or all of the University Official's signature authority in writing to an Authorized Alternate. Such written delegation of authority must be retained by the delegating University Official and the Authorized Alternate, and maintained with the University's copy of each Official Document executed by the Authorized Alternate.

6.1.1 An email from the University Official with Signature Authority

acceptably meets this requirement.

- 6.1.2 An employee designated as an Authorized Alternate must sign the employee's own name to the Official Document and not the name of the University Official with Signature Authority who made the designation.
- 6.2 Use of an Electronic Signature is authorized when both parties to the transaction agree to conduct it by electronic means.
  - 6.2.1 An agreement or requirement to conduct a transaction by electronic means is only satisfied if the information is provided or delivered in an electronic format capable of being retained, stored, and printed by the recipient at the time of receipt.
  - 6.2.2 When a University policy requires that an Official Document or Electronic Record must have the signature of an authorized individual, that requirement is met when the Electronic Record has associated with it an Electronic Signature by a University Official with Signature Authority or Authorized Alternate using an approved Electronic Signature method.
  - 6.2.3 When an external legal requirement requires that an Official Document or Electronic Record must have the signature of an authorized individual, that requirement is met when the Electronic Record has associated with it an Electronic Signature by a University Official with Signature Authority using an approved Electronic Signature method that complies with Utah state law and/or federal regulation.

## VII. Addenda

- 7.1 Addendum A: Signature Authority for Official University Documents (<https://files.utahtech.edu/sites/hr/pl/policy/149a.docx?Web=1>)
- 7.2 Addendum B: Approved Methods and Procedures for Electronic Signatures

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Policy Steward: General Counsel

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