

BAYLOR UNIVERSITY
Policy and Procedure for Contract Review, Execution, and Administration

Policy:

Division Responsibility for Contracts: Each Division shall review, execute and administer contracts in accordance with this Policy and Procedure. As part of the review, each Division is responsible for appropriate coordination within the Division and across divisions as appropriate for the subject matter of the contract, including but not limited to coordination with the Coordinator of Insurance and Risk Services.

Signature authority: Only the President, or a Vice President when joined by the corporate secretary or assistant secretary, is authorized by the Board of Regents to execute documents, such as contracts, that purport to bind Baylor University legally. This is true regardless of the value of the contract.

Procedure:

Procedure for Division Review of Contracts: Each Division shall normally be and remain the primary contact with the other party to the contract from initiation, negotiation, and administration throughout the life of the contract. Each Division shall review and coordinate the contract using the Substantive Checklist and the attached Contract Execution Cover Sheet and Contract Procedural Worksheet.

Role of the Office of General Counsel: After review and coordination by the Division, each Division shall obtain review by the Office of General Counsel of any contract for goods or services in which the consideration is \$10,000 or more or in which there is any language that relates to liability (See Paragraph 6 of the Substantive Checklist: Indemnity, Hold Harmless, Exculpatory, and Waiver Clauses). The Office of General Counsel may review other contracts at the request of the Division.

Delegation of signature authority: Only the President may further delegate signature authority. Such delegation must be in writing and set forth the scope of the delegation. If the President has delegated authority, the person with delegated signature authority must be joined by the corporate secretary or assistant secretary in the execution of a contract. A Vice President may not further delegate his or her signature authority.

Execution: The Division shall obtain the appropriate signatures as required by this Policy. (If the Office of General Counsel has reviewed the contract, the Office of General Counsel will obtain the appropriate Baylor signatures and return the contract to the Division.) The Division shall also obtain the appropriate signature of the other party to the contract. Execution by Baylor and the other party should occur before either party begins performance in accordance with the contract.

Recordkeeping: There must be two original, signed copies of each contract so that each party can have one original. The Division shall send the original signed Baylor copy to the Central Information Files (CIF) located in the Financial Services/Treasurer's Office, Robinson Tower, Suite 670, One Bear Place # 97043.

Administration: The Division shall retain at least one copy of the fully executed contract in order to administer the contract. The Division shall make another copy of the fully executed contract to attach to a requisition in the event payment by Baylor is involved. The Division shall administer contracts in accordance with the terms and conditions of the contract.