

Section:	I.1.3	
Title:	Delegation of Authority and Signature Authority	
Effective Date:	March 1, 2022	
Approved By:	Board of Trustees	
Responsible Unit:	Office of the President (609) 771-2104; hfehn@tcnj.edu	
Related Documents:	<ol style="list-style-type: none"> 1. N.J.S.A. 18A:64-8 - describes the powers and duties of the President "for the execution and enforcement of the bylaws, rules, regulations and orders governing the management, conduct and administration of the College, including the authority to sign contracts binding the College and to delegate and permit further delegation of such authority." 2. Board of Trustees Resolution Approved on July, 8, 2014 Delegating Authority to the President and Other College Officers 3. Board of Trustees Resolution- Schedule "A" 	
History:		
<u>Version</u>	<u>Date</u>	<u>Notes</u>
2.0	March 1, 2022	Revised by Board of Trustees Resolution
1.0	October 16, 2018	New policy; Initial Release

I. INTRODUCTION

Executive and administrative power is vested in the President by N.J.S.A. 18A:64-8 for the management and conduct of The College of New Jersey ("TCNJ" or the "College") in all departments, branches and divisions, and for the execution and enforcement of the bylaws, rules, regulations and orders governing the management, conduct and administration of the College. Inherent within this power and certain powers delegated by the Board of Trustees to the President and, in limited instances, certain powers delegated to certain other College officers (the "Designated Officer" or "Designated Officers") by the Board of Trustees (the "Designated Officer Authority") is the authority to sign contracts binding the College and to delegate and permit the further delegation of such authority not otherwise retained by the Board of Trustees or other state administrative agencies or officials. This policy sets forth the delegation of authority requirements, which identifies those individuals with signatory authority and the College's expectations of individuals who sign contracts on its behalf to minimize financial, legal and related risk for the betterment of the College.

II. DEFINITIONS

Contract: A “Contract” for the purposes of this policy means an agreement between two or more entities or persons (the “Parties” to the Contract) that establishes rights and responsibilities of the Parties to each other including the creation of legally binding obligations to do or not to do certain things (e.g., convey or permit the use of goods (or other types of property: real, personal, intangible) or provide services for consideration). A Contract will generally answer the following questions about a transaction: (i) Who are the parties, (ii) What will a Party do or cause to be done (e.g., provide goods or services), (iii) When will that Party do it (at or by a particular time or within a particular time period), (iv) How will that Party do it, (v) For whom (generally, the other Party) will that Party do it, (vi) For how much (i.e., the consideration, monetary or otherwise to be paid or provided by the other Party), and (vii) What remedies are available to address a breach by one party or to otherwise resolve a dispute between the parties. A Contract may be titled or referred to as a contract, an agreement, a grant or sub-grant, a memorandum of understanding, a memorandum of agreement, a promise to pay, a list of terms and conditions or other similar terminology.

Reports: Reports include but are not limited to registrations, applications, proposals, data, certifications, reports and the like.

Delegation: The authorization of an individual (or a job title) to make, negotiate, accept, offer, agree to, enter into, award, execute and take other such appropriate actions with respect to Contracts; and develop, file, disseminate, submit, make and take other such appropriate actions with respect to Reports.

III. POLICY

1. Delegation of Authority granted by the President

- a. Consistent with the requisite executive and administrative power vested in the President is the authority to delegate and permit the further delegation of such authority. This delegation (including without limitation the authority to sub-delegate) is made subject to the required approval and signature authorizations referenced in any applicable delegation of authority to the President by the Board of Trustees (as it may be amended from time to time), and to approval by or concurrence of the Board of Trustees, President and/or other College officers as may be required by statute or applicable College policy (including, without limitation, the Policy Framework) or applicable delegation.

2. Delegation of Authority granted by a Designated Officer

- b. Any delegation of Designated Officer Authority by a Designated Officer (including without limitation the authority to sub-delegate) is made subject to

the required approval and signature authorizations referenced in the applicable delegation of authority to the Designated Officer by the Board of Trustees (as it may be amended from time to time), and to approval by or concurrence of the Board of Trustees, President and/or other College officers as may be required by statute or applicable College policy (including, without limitation, the Policy Framework) or applicable delegation.

3. Sub-delegation of Authority

- a. The President delegates unto each Vice President the authority to sub-delegate, as appropriate, portions of the authority delegated to the Vice President (by the President) to other College employees at not less than the director level who directly report to the Vice President; provided, however, that no sub-delegatees shall have the power to assign or sub-delegate such authority without the express approval of the President and cognizant Vice President.
- b. In limited circumstances, the signature of a duly authorized designee who directly reports to the Vice President (e.g., a dean reporting to the Provost) may substitute for the Vice President's signature if that Vice President has expressly delegated signature authority to that designee for that type and dollar amount of Contract, consistent with the authority delegated to the Vice President by the President.
- c. An individual may only delegate authority that has already been granted to him or her and delegations can only be made within the same division or department. Sub-delegations are not permitted unless expressly authorized in the written delegation. The sub-delegation must be in writing. Sub-delegation of Designated Officer Authority requires the concurrence of the President. Delegations of authority may be essential for efficient and effective operations; however, the delegating officials retain overall responsibility for matters delegated to personnel under their supervision.

4. Interim Authority

- a. An individual who has been properly designated to a position in an interim capacity to act in place of the incumbent of a position for a time that incumbent is temporarily unavailable (e.g., on sick leave or vacation) has the full authority of the position for the relevant time period.

5. Procedure for Proper Delegation of Authority

- a. Delegations of authority must be in writing.
- b. Delegator's (positions authorized to designate others to exercise authority to sign Contracts) shall make delegations to official College positions, not individuals.

- c. The delegation must include:
 - i. The delegator's official title;
 - ii. Delegatee's official title and department;
 - iii. The type and area of contracts subject to the delegation;
 - iv. Any limitations on the delegation, such as dollar amount limits; and
 - v. Whether sub-delegation of the authority is permissible and to what extent.
- d. A copy of the executed delegation must be transmitted promptly to the Chief of Staff. The Chief of Staff shall maintain a matrix showing the positions that have been delegated for covering certain areas.
- e. A delegation may be modified or revoked at any time by the delegator. However, such modification or revocation shall be in writing and shall promptly be delivered to the delegatee and the Chief of Staff. As a matter of sound administrative practice, delegators shall periodically review and evaluate their delegations.

6. Executing a Contract

- a. An individual has authority to execute Contracts on behalf of the College only if:
 - i. The Bylaws of the Board of Trustees grant such authority;
 - ii. A resolution of the Board of Trustees grants such authority; or
 - iii. There has been a valid and effective delegation of authority in accordance of Section 2., (see Delegation of Authority Matrix for persons delegated authority to execute certain contracts).
- b. By signing a Contract on behalf of the College, the signatory represents that s/he:
 - i. is acting within their delegated authority;
 - ii. in good faith is satisfied that the Contract and the obligations or promises within the Contract document generally conform to applicable law and College policy¹;

¹ Including (i) the State College Contracts Law, N.J.S.A. 18A:64-52 *et seq.* (e.g., Board approval of waiver of public bidding for certain contracts involving excepted subject matter); (ii) applicable public contracting laws, rules

- iii. in good faith is satisfied that the terms of the agreement are stated accurately, completely and in adequate detail;
- iv. has no reason to believe that an impermissible conflict of interest exists as a result of entering into the contract;
- v. in good faith is satisfied that the substance of the promises and obligations undertaken by the College are appropriate and outweigh the potential risks to the College in the undertaking and are in the best interest of the College;
- vi. has consulted, where appropriate, other specialized personnel within the College (e.g., Information Technology, Risk Management, General Counsel); and
- vii. has no reason to believe that the agreement conflicts with existing College agreements.

7. Unauthorized Contracts

- a. It is the responsibility of any individual executing a contract on behalf of the College 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.
- b. The College does not recognize contracts signed by College employees as binding on the College unless the employee who signed the contract has duly delegated signatory authority. Employees who sign contracts purporting to bind the College without authority properly delegated may be personally subject to legal action by the other party to the Contract and may be subject to disciplinary action by the College.

8. Ethics Rules

- a. Any individual entering into a contract on behalf of the College must accordingly exercise their authority in a manner consistent with the New Jersey Conflicts of Interest Law, the New Jersey Uniform Ethics Code, and other State Ethics Commission rules and guidelines (collectively “Ethics Rules”).

and regulations, including N.J.S.A. 52:15C-10 (advance notification to the State Comptroller of the commencement of any procurement process involving consideration or an expenditure of \$10,000,000 or more); (iii) other applicable law; (iv) applicable College procurement policy and procedures; and (v) other applicable College policy.