

Signature Authority Policy Duke University

Effective Date: January 12, 2024

Last Revision: January 12, 2024

I. Introduction

The Board of Trustees (the “Board of Trustees”) of Duke University (the “University”) is responsible for overseeing the financial affairs of the University, including the prudent stewardship of the University’s resources. The Board of Trustees carries out this responsibility in part by establishing policy and by delegating authority for the day-to-day management of the University to the administration. This Signature Authority Policy (this “Policy”) approved by the Board of Trustees is designed to provide the appropriate oversight, accountability, and transparency to ensure that commitments of University resources are executed appropriately and in accord with applicable laws, regulations and University policies.

II. Definitions

“Authorized Signer” means a University employee granted or delegated Signature Authority.

“Contract” means any agreement between the University and an outside party that legally binds or obligates the University to a financial or a non-financial commitment (regardless of whether the document describing the University commitment is titled a contract, agreement, memorandum of understanding, lease, license, etc.).

“Signature Authority” means official authority to sign or otherwise enter into Contracts on behalf of the University.

III. Policy Statement

Signature Authority is required for a University employee to sign or enter into a Contract on behalf of the University. Signature Authority must be granted or delegated in writing through one of the following means in order to be valid and effective: (1) the Bylaws of the University; (2) a resolution of the Board of Trustees; (3) this Policy (including appendices); or (4) a written delegation of authority made in accordance with Section V of this Policy (Authorized Signers; Delegations of Authority).

IV. Applicability and Scope

This Policy applies to all University employees, including administrative officers, faculty, and staff. Independent contractors and consultants do not have the authority to legally bind the University.

This Policy applies only to contractual agreements between Duke University and other legal entities. This Policy does not apply to internal memoranda of understanding or similar arrangements that govern internal relationships between constituent departments or units of Duke University.

V. Authorized Signers; Delegations of Authority

Each officer of the University listed in the University’s bylaws—*i.e.*, President, Provost, Executive Vice President, Executive Vice President of Health Affairs, Treasurer, University Counsel, and Secretary—and each Vice President of the University (collectively, “Senior Leaders”) is an Authorized Signer for

Contracts within their respective areas of administrative responsibility, subject to Section VI (Responsibilities of Authorized Signers).

Each Senior Leader may delegate Signature Authority to others in their line of reporting, commensurate with their duties and good business practice, but any delegation must be express, written, and authorized in accordance with this Policy, and a copy of this Policy must be provided to the delegatee. Attached as Appendix A is the University's standard Signature Authority delegation template. Any time a Signature Authority delegation is issued by a Senior Leader, a copy of the document must be provided to the University's Office of the Secretary for record-keeping (secretary@duke.edu). Only Senior Leaders are authorized to delegate Signature Authority unless otherwise provided in this Policy or its appendices.

VI. Responsibilities of Authorized Signers

It is the responsibility of each Authorized Signer to ensure that they have the appropriate Signature Authority before signing a Contract. When an action is within one's Signature Authority, the Authorized Signer must exercise sound business judgment before signing the Contract, including:

- Consultation and coordination with other University units, including with the Office of Counsel on an as-needed basis, to the extent they have responsibilities or interests relating to the Contract.
- Ensuring compliance with all relevant University and/or unit-level policies and procedures. For a list of University-level policies, see <https://policies.duke.edu/>.

VII. Electronic Signatures

The University accepts electronic signatures as legally binding and as equivalent to handwritten signatures to the full extent permitted by law. An electronic signature is an electronic sound, symbol, or process attached to, or logically associated with, a contract or other record and executed or adopted by a person with the intent to sign the contract or record. (See [Uniform Electronic Transactions Act \(N.C.G.S. § 66-311, et seq.\)](#))

VIII. Miscellaneous

This Policy supersedes the resolution approved by the Executive Committee of the Board of Trustees on April 8, 2022, titled "Resolution Granting the Authority to Execute Contracts and other Legal Documents to Certain Officers of Duke University."

The appendices to this Policy may be updated from time to time (without further action by the Board of Trustees) when Senior Leaders add or remove positions with Signature Authority under their respective reporting lines. Any time an Authorized Signers matrix is updated, a copy must be provided to the University's Office of the Secretary for record-keeping (secretary@duke.edu).

IX. Appendices

Appendix A: Template Delegation of Signature Authority

Appendix B: Executive Vice President Reporting Line – Authorized Signers Matrix

Appendix C: Provost Reporting Line – Authorized Signers Matrix

Appendix D: Executive Vice President for Health Affairs Reporting Line – Authorized Signers Matrix

Appendix E: VP for Research & Innovation Reporting Line – Authorized Signers Matrix

[Letterhead of Delegating University Official]

**DUKE UNIVERSITY
DELEGATION OF SIGNATURE AUTHORITY**

I, [DELEGATOR NAME], hereby delegate the signature authority described below to [DELEGATEE NAME] on the following terms and conditions:

1. I, [DELEGATOR NAME], am the [DELEGATOR TITLE] of Duke University, a North Carolina nonprofit corporation with principal offices in Durham, North Carolina (the "University").
2. I am authorized and empowered to execute certain types of contracts and other documents on behalf of the University and to delegate that authority to others.
3. This is to certify that [DELEGATEE NAME] is the [DELEGATEE TITLE] of the University, and by executing this document, I hereby delegate to [DELEGATEE NAME] the authority to execute [TYPES OF CONTRACTS] for the [DUKE UNIT] on behalf of the University.
4. [DELEGATEE NAME] is not authorized to sub-delegate the signature authority granted herein to others.
5. This delegation is made pursuant to the University's Signature Authority Policy and is subject thereto, including Section VI (Responsibilities of Authorized Signers).

DELEGATING UNIVERSITY OFFICIAL: Signature: _____

Name: _____

Title: _____

Date: _____

cc: [DELEGATEE NAME]

**Executive Vice President Reporting Line
Authorized Signers Matrix**
as of January 12, 2024

The positions identified in the table below possess delegated Signature Authority in accordance with Duke University's Signature Authority Policy to sign certain types of Contracts on behalf of the University that involve the business, finances, administration, and non-academic operations of the University. Below is a list of Contract types with the Authorized Signers corresponding to each. The Executive Vice President and the Vice President for Finance and Treasurer each has authority to revise this list of Signature Authority delegations from time to time.

Contract Type	Authorized Signer
Contracts that involve the business, finances, administration, and non-academic operations of the University	Executive Vice President
Contracts that involve the business, finances, administration, and non-academic operations of the University	Vice President for Finance and Treasurer
Contracts involving the design, construction, repair and renewal of University facilities	Vice President for Facilities
Contracts involving the procurement of goods and services	Vice President of Supply Chain, all Assistant Vice Presidents of Supply Chain, all Senior Directors and Directors of Supply Chain, and all Supply Chain Sourcing Managers
Contracts related to the administrative areas under the Vice President for Operations' responsibility, including without limitation, security, policing, and emergency services	Vice President for Operations
Contracts related to employee related matters, including but not limited to benefits, unions, and employment vendors	Vice President for Human Resources
Contracts related to the University's Budgets and Central Business Operations, including but not limited to trademark/licensing agreements	Associate Vice President for Budgets and Central Business Operations
Contracts related to the administrative areas under the Controller's responsibility, including without limitation, payroll	Associate Vice President and University Controller
Contracts related to the administrative areas under the Associate Treasurer's responsibility, including but not limited to banking	Associate Vice President and Associate Treasurer

**Provost Reporting Line
Authorized Signers Matrix**
as of January 12, 2024

The positions identified in the table below possess delegated Signature Authority in accordance with Duke University's Signature Authority Policy to sign certain types of Contracts on behalf of the University that involve the academic affairs of the University. Below is a list of Contract types with the Authorized Signers corresponding to each. The Provost has authority to revise this list of Signature Authority delegations from time to time.

Contract Type	Authorized Signer
Contracts involving the academic affairs of the University	Provost
Contracts involving the academic affairs of the University	Executive Vice Provost
Contracts that involve the business, finances and administration for academic operations of the University	Vice Provost for Finance and Administration
Contracts for the affairs of the Duke University Libraries	Vice Provost for Library Affairs and University Librarian
Performance agreements and similar arts-related agreements	Vice Provost of the Arts
Full Frame Festival agreements	Vice Provost for Interdisciplinary Studies
Contracts for the affairs of the Duke University Press	Director of the Duke University Press
Contracts for the affairs of the Nasher Museum of Art	Director of Nasher Museum of Art
Contracts appointing members of the faculty of the School, subject to Trustee approval of appointments with tenure	Deans

**Executive Vice President for Health Affairs Reporting Line
Authorized Signers Matrix**
as of January 12, 2024

The positions identified in the table below possess delegated Signature Authority in accordance with Duke University's Signature Authority Policy to sign certain types of Contracts on behalf of the University that involve the areas of administrative responsibility under the Executive Vice President for Health Affairs. Below is a list of Contract types with the Authorized Signers corresponding to each. The Executive Vice President for Health Affairs has authority to revise from time to time the matrix of Authorized Signers listed below. Each of the Authorized Signers listed below is individually authorized to sub-delegate their signature authority. The Office of the Executive Vice President for Health Affairs is responsible for maintaining current records with the names and titles of employees who hold sub-delegated signature authority and the types of Contracts they are authorized to sign.

Contract Type	Authorized Signer
Contracts or other agreements involving Duke University School of Medicine administration including, but not limited to, sponsored activities, faculty and staff employment, finance, and facilities	Executive Vice President for Health Affairs
Contracts or other agreements involving Duke University School of Medicine administration including, but not limited to, sponsored activities, faculty and staff employment, finance, and facilities	Executive Vice Dean for Administration
Contracts or other agreements involving sponsored research, scientific integrity, security, and compliance.	Vice Dean for Scientific Integrity
Contracts or other agreements related to clinical research and GMP operations/infrastructure	Vice Dean for Clinical Research for the Duke Office of Clinical Research
Contracts or other agreements and certifications relating to Duke University School of Medicine faculty employment	Vice Dean for Faculty

Vice President for Research and Innovation Reporting Line
Authorized Signers Matrix
as of January 12, 2024

The positions identified in the table below possess delegated Signature Authority in accordance with Duke University's Signature Authority Policy to sign certain types of Contracts on behalf of the University that involve that involve the areas of administrative responsibility under the Vice President for Research and Innovation. Below is a list of Contract types with the Authorized Signers corresponding to each. The Vice President for Research and Innovation has authority to revise this list of Signature Authority delegations from time to time. Each of the Authorized Signers listed below is authorized to sub-delegate their signature authority; provided that they must maintain accurate and current records of the names and titles of employees granted sub-delegated signature authority and the types of Contracts such employees are authorized to sign.

Contract Type	Authorized Signer
Contracts/agreements related to research, including collaborative partnerships, services, intellectual property, certifications, and representations	Vice President for Research and Innovation
Contracts/agreements related to the institution's technology transfer program and commercialization efforts, including patent applications, licensing agreements, material transfer, and intellectual asset management	Associate Vice President for Translation and Commercialization
Contracts/agreements related to the institution's technology transfer program and commercialization efforts, including patent applications, licensing agreements, material transfer, and intellectual asset management	Director of Legal Affairs for Translation and Commercialization
Contracts/agreements related to research grants, federal and industry contracts, sub-contracts, sub-awards, confidentiality/non-disclosure agreements, cooperative and public service agreements, and other research and service-related agreements and certifications	Executive Director of the Office of Research Support
Contracts/agreements related to research contracting including, but not limited to, federal and industry research contracts, licenses, material transfer agreements, and such other instruments or documents	Executive Director of the Office of Research Contracts
Contracts/agreements related to research grants, sub-contracts, sub-awards, confidentiality/non-disclosure agreements, cooperative and public service agreements, and other research and service-related agreements and certifications	Associate Dean and the Assistant Dean of the Office of Research Administration
Agreements and memoranda of understanding memorializing Duke's intent to engage in collaborative research, academic, and other scholarship activities with peer research institutions and community and industry partners	Executive Director of the Office of External Partnerships
Contracts/agreements related to research grant and contract financial and effort compliance reporting	Director of the Office of Post-Award Administration
Agreements/certifications/representations related to export control matters and sanction issues including, but not limited to, import/export licenses and customs clearance and screening documentation	Director of the Office of Export Controls