



**POLICY TITLE**  
***Agreements and Contracts Policy***

**POLICY NUMBER**  
**6-008**

<b>Responsible Unit:</b> <i>Office of General Counsel</i>	<b>Effective Date:</b> <i>10/21/2022</i>
<b>Responsible Official:</b> <i>General Counsel and Campus Purchasing Departments</i>	<b>Last Reviewed Date:</b> <i>N/A</i>
<b>Policy Classification:</b> <i>Governance</i>	<b>Origination Date:</b> <i>10/21/2022</i>

**I. POLICY STATEMENT AND RATIONALE**

This policy is to enable the Southern University System to achieve uniformity in its contracting practices and assist with more effective and efficient management of the System's agreements. This policy will also ensure compliance with the Louisiana Procurement Code and the Louisiana Code of Governmental Ethics.

**II. POLICY SCOPE AND AUDIENCE**

This policy applies to all employees, personnel, offices, departments, and institutions under the Southern University System, and any agreements, including but not limited to, contracts and memoranda of understanding, in which the Southern University System or its institutions is a party. Effective upon adoption by the Board, this policy will immediately apply to all contracts under consideration and not executed prior to the effective date. Notwithstanding the foregoing and subsequent to the adoption of this policy, the Board may direct outside counsel(s) to review any contracts and/or agreements described herein.

Any and all resolutions, policies, orders, and directives adopted or enacted by the Board which are in conflict with any section of this policy are repealed and superseded by this policy, except those resolutions authorized by the Board subsequent to this policy.

**III. POLICY COMPLIANCE**

Violations or failure to adhere to this policy may result in action under the appropriate handbook for faculty and staff, including termination, legal or ethical sanctions under Louisiana laws, or personal liability for the contractual obligations.

#### **IV. POLICY DEFINITIONS**

Agreements: A mutual understanding between two or more parties about their relative rights and duties regarding past, present, or future performances. Agreements include, but are not limited to, contracts, non-disclosure agreements, assignments, material transfer agreements, sale or donation of University goods or services, agreements that set terms for acceptance of gifts, intellectual property transactions, agreements for the purchase or rental of goods and services, leases, liability waivers/releases, settlement of disputes, licenses, student or faculty exchange agreements, memoranda/letters of understanding or cooperation, memoranda of agreement, binding letters of intent, facility access agreements, vending/supply agreements, athletic agreements, affiliation agreements, regulatory filings, employment contracts, instructional agreements, educational testing or testing preparation agreements, inter-agency or inter-institutional agreements, profession service or consulting agreements, speaker/performer engagement agreements, software license/maintenance/development agreements, cooperative endeavor agreements, contracts with hotels, convention centers, or other facilities which require written agreement, and assignment of the right of a party to use the University's names, logos, trademarks, or resources.

Bylaws and Regulations: The Bylaws and Regulations of the Board of Supervisors of Southern University and Agricultural and Mechanical College.

#### **V. POLICY IMPLEMENTATION PROCEDURES**

**Employees should not sign any agreements on behalf of the Southern University System or its institutions unless the employee is delegated signing authority and the agreement has been reviewed through the proper review procedure below.**

##### **A. Review Procedures**

###### **1. Purchasing Department**

- i. All agreements where the University will expend funds, regardless of whether the funds are housed at the University or a Board-authorized affiliated nonprofit organization, including but not limited to, professional services contracts, software licenses with an associated cost, and agreements associated with requisitions, shall be routed through the procedures established by each campus's Purchasing Department, then the agreements shall be reviewed by the Office of General Counsel as outlined below in Section 2(ii) with an indication that the agreement was been routed through the Purchasing Department.

###### **2. Office of General Counsel**

- i. All agreements that would not be handled by the Purchasing Department must be reviewed by the Office of General Counsel. These agreements include, but are not limited to, memoranda of understanding, cooperative endeavor agreements, non-disclosure agreements, affiliations agreements, employment contracts, athletic game contracts, research agreements, and no-cost licensing agreements.
- ii. Agreements for review by the Office of General Counsel shall be emailed to [SUS.Contracts@sus.edu](mailto:SUS.Contracts@sus.edu) in Word (preferred) or PDF format at least 10 business days before the review needs to be completed.
  1. The email shall contain the following:
  2. Agreement in Word (preferred) or PDF format;
  3. Name, email address, and telephone number for the department contact for the agreement; and
  4. Whether the agreement is a renewal of, amendment or modification to, or associated with an existing agreement. If yes, the existing agreement must be included in the email.

**B. Approval and Signing Authority**

Except as otherwise provided in the Bylaws and Regulations, all agreements and contracts must be made in accordance with the following provisions:

**1. Actions Requiring Board Approval**

The following actions shall require approval of the Board of Supervisors with signing authority delegated to the President:

- i. Agreements and contracts with a value greater than \$300,000.00.

**2. Actions Requiring Presidential Approval**

The following actions shall require approval of the President with signing authority delegated to the President:

- i. Agreements and contracts with a value at or below \$300,000.00 and at or above \$75,000.00.
- ii. Professional service contracts with a value at or above \$75,000.00.

**3. Actions Requiring Chancellor Approval**

The following actions shall require approval of the Chancellor, or his/her designee, with signing authority delegated to the Chancellor, or his/her designee:

- i. Agreements and contracts with a value under \$75,000.00.
- ii. Professional service contracts with a value under \$75,000.00.

**C. Duties of the President**

1. The President, or his/her designee, is authorized to negotiate on terms and conditions all agreements for the Southern University System and its institutions.
2. The President is given the power and authority to do all things necessary to implement, maintain, amend, or renew agreements for the Southern University System and its institutions.

## VI. POLICY RELATED INFORMATION

- Louisiana Procurement Code (La. R.S. 39:1551, et seq.)
- Louisiana Code of Governmental Ethics (La. R.S. 42:1101, et seq.)
- All agreements must be in compliance with La. R.S. 39:1624, La. R.S. 42:1111, and La. R.S. 42:1112.
- Purchasing Department Guidelines for each campus

## VII. POLICY HISTORY AND REVIEW CYCLE

The Office of General Counsel and each campus's Purchasing Department will be charged with implementing this policy.

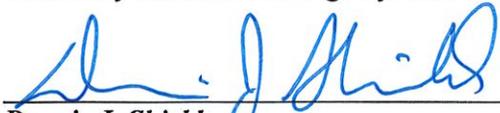
This policy replaces and supersedes any previous policies on agreements, including but not limited to, contracts and memoranda of understanding, and is subject to a five-year review cycle.

## VIII. POLICY URL

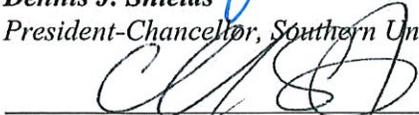
The approved policy will be posted on the Southern University System website under Board Policies at [www.sus.edu](http://www.sus.edu).

## IX. POLICY APPROVAL

The effective date of this policy is determined by the approval date of the President-Chancellor of the Southern University and A&M College System and the Board of Supervisors of the Southern University and A&M College System.

  
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**Dennis J. Shields**  
*President-Chancellor, Southern University and A&M College System*

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**10/21/2022**  
*Effective Date of Policy*

  
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**The Honorable Edwin M. Shorty Jr.**  
*Chair – Southern University System Board of Supervisors*

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**10/21/2022**  
*Effective Date of Policy*