

Contract and Grant Manual

LEGAL AUTHORITIES AND PRINCIPLES

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13-100 INTRODUCTION

This chapter outlines (1) the constitutional provision establishing the University as a public corporation and its powers, (2) the [University's Bylaws](#) and [Standing Orders](#) which set forth the duties and responsibilities of the corporation's and University's officers, (3) the status of the University as a tax-exempt institution, and (4) pertinent delegations of authority from specified University officers.

[Section 13-200](#) outlines the legal and fiscal status of the corporation and describes the Standing Orders and Bylaws of The Regents that are the basis of the authority for the [Officers of The Regents](#) and the [Officers of the University](#) to carry out their assigned functions. [Section 13-300](#) lists the Officers of The Regents and their duties. [Section 13-400](#) lists the Officers of the University and describes the duties of the President of the University. [Sections 13-500 through 13-1100](#) focus on the contract and grant authority for specific units, e.g., the [Office of the President, the campuses](#), the [Lawrence Berkeley National Laboratory](#), and [various other units](#). [Section 13-1200](#) discusses various other delegations of authority to enter into contracts, such as affiliation agreements, leases, and other agreements.

13-200 CORPORATE STATUS

The Regents of the University of California is a corporation established under the Constitution of the State of California and charged with the duty under [Section 9 of Article IX of the Constitution of the State of California](#) to administer the University as a public trust. The name of the corporation is "The Regents of the University of California." The date of incorporation was June 12, 1868.

Awards of funds for sponsored projects or programs are awards to the corporation and commitments made under awards are commitments of the corporation. The Regents are responsible for the discharge of commitments made in their name by the acceptance of grants and the execution of contracts. University policies govern the administration of all actions under these grants or contracts unless the provisions thereof impose other more restrictive requirements.

13-210 *CONSTITUTION OF THE STATE OF CALIFORNIA, ARTICLE IX, SECTION 9*

The form and composition of The Regents of the University of California, its duties, and its powers are prescribed in the provisions of Section 9 of Article IX of the Constitution of the State of California. The following are selected excerpts:

Sec. 9. (a) The University of California shall constitute a public trust, to be administered by the existing corporation known as "The Regents of the University of California," with full powers of organization and government, subject only to such legislative control as may be necessary to insure the security of its funds and compliance with the terms of the endowments of the university and such competitive bidding procedures as may be made applicable to the university by statute for the letting of construction contracts, sales of real property, and purchasing of materials, goods, and services. Said corporation shall be in form a board composed of seven ex officio members, which shall be: the Governor, the Lieutenant Governor, the Speaker of the Assembly, the Superintendent of Public Instruction, the president and the vice president of the alumni association of the university and the acting president of the university, and 18 appointive members appointed by the Governor and approved by the Senate, a majority of the membership concurring; provided, however that the present appointive members shall hold office until the expiration of their present terms.

* * *

(d) Regents shall be able persons broadly reflective of the economic, cultural, and social diversity of the state, including ethnic minorities and women. However, it is not intended that formulas or specific ratios be applied in the selection of regents.

* * *

(f) The Regents of the University of California shall be vested with the legal title and the management and disposition of the property of the university and of property held for its benefit and shall have the power to take and hold, either by purchase or by donation, or gift, testamentary or otherwise, or in any other manner, without restriction, all real and personal property for the benefit of the university or incidentally to its conduct; provided, however, that sales of university real property shall be subject to such competitive bidding procedures as may be provided by statute. Said corporation shall also have all the powers necessary or convenient for the effective administration of its trust, including the power to sue and to be sued, to use a seal, and to delegate to its committees or to the faculty of the university, or to others, such authority or functions as it may deem wise. The Regents shall receive all funds derived from the sale of lands pursuant to the act of Congress of July 2, 1862, and any subsequent acts amendatory thereof. The university shall be entirely independent of all political or sectarian influence and kept free therefrom in the appointment of its regents and in the administration of its affairs, and no person shall be debarred admission to any department of the university on account of race, religion, ethnic heritage, or sex.

(g) Meetings of the Regents of the University of California shall be public, with exceptions and notice requirements as may be provided by statute.

The complete text of Article IX, Section 9 is incorporated in [Bylaw 5.1](#), Composition and Powers of the Corporation.

13-220 *BYLAWS AND STANDING ORDERS OF THE REGENTS OF THE UNIVERSITY OF CALIFORNIA*

The [Bylaws](#) of The Regents of the University of California set forth the composition and power of the corporation, the committees of the Board of Regents, the responsibilities of the Board's standing committees, the duties and responsibilities of the corporation's Officers, and other matters, including those related to procedure. The [Standing Orders of The Regents](#) of the University of California set forth duties of the University's Officers and other provisions related to faculty members, employees, the Academic Senate, Academic Units, and the Retirement System. The Bylaws and Standing Orders, including amendments, are maintained and distributed by the [Office of the Secretary and Chief of Staff to the Regents](#).

13-230 *TAX STATUS*

Under the Constitutional principle of intergovernmental immunity, governmental entities may not tax each other for performing their governmental activities. Thus, the University, as an instrumentality of the State of California, is not subject to corporate federal income tax on its governmental activities.

In addition, the University of California has been recognized by the Internal Revenue Service (IRS) as [a tax exempt institution described in Section 501\(c\)\(3\)](#) of the Internal Revenue Code. The IRS has also classified the University as not being a private foundation under Section 509(a)(1) of the Internal Revenue Code.

The University's tax exemption applies only to corporate income generated by activities substantially related to the University's exempt functions of education, research, and public service. Corporate income generated by University activities that are not under these rules substantially related to the exempt functions may be classified as "unrelated business income" which is subject to federal income reporting and may be subject to taxation. When it is anticipated that an activity may generate unrelated business income, the potential tax liability and reporting obligations should be among the criteria considered prior to its undertaking. The topic of unrelated business income is discussed in [Chapter 7-221](#) of this *Manual*.

There is no State Constitutional provision or other statute requiring the University to pay State corporate income taxes. With respect to State property taxes, the University is exempt under Article XIII, Section 3.(d) of the State Constitution from paying tax on University-owned property.

See Chapter 7-221 for information on the University's liability for other federal and State taxes.

13-240 *STANDING COMMITTEES OF THE BOARD OF REGENTS*

According to the provisions of [Bylaw 10.1](#), Committees of the Board of Regents, Standing Committees, the Board of Regents forms Standing Committees which make recommendations to the Board for action. The following are the Standing Committees of the Board:

- Committee on Compliance and Audit
- Committee on Compensation
- Committee on Educational Policy
- Committee on Finance
- Committee on Governance
- Committee on Grounds and Buildings
- Committee on Health Services
- Committee on Investments
- Committee on Oversight of the DOE Laboratories
- Committee on Long Range Planning

The responsibilities of each committee are set forth in [Bylaw 12, Responsibilities of Standing Committees](#). The role of the Committee on Educational Policy, regarding contracts and grants, is described in detail in [Chapter 1](#) of this Manual.

13-300 OFFICERS OF THE REGENTS OF THE UNIVERSITY OF CALIFORNIA

13-310 *OFFICERS OF THE REGENTS OF THE UNIVERSITY OF CALIFORNIA*

According to [Bylaw 20.1, Officers of the Corporation](#), Designation and Qualifications, the Officers of the Corporation are: the President of the Board, [the Chairman, and the Vice Chairman \(members of the Board\)](#). The Principal Officers of The Regents are: [the Secretary and Chief of Staff](#); the [General Counsel and Vice President for Legal Affairs](#) who also serves as an Officer of the University; the [Chief Investment Officer and Vice President for Investments](#) who also serves as an Officer of the University; and the [Senior Vice President - Chief Compliance and Audit Officer](#) who also serves as an Officer of the University. “The Officers of the Corporation shall also include such deputies, associates and assistants of the Principal Officers as are designated Officers of the Corporation by the Principal Officers in their respective areas of responsibility pursuant to Bylaw 20.2.” The Board elects all Officers, except its President who is the Governor of the State of California. Note that the President of the Board of Regents of the University of California is not the President of the University (see [Section 13-400](#)). Specific descriptions of the responsibilities of the officers of the Board are found in [Bylaw 21, Duties and Responsibilities of Officers of the Corporation](#).

13-320 *OFFICE OF THE SECRETARY OF THE REGENTS*

The duties of the Secretary are enumerated in [Bylaw 21.3, Duties and Responsibilities of Officers of the Corporation, Secretary and Chief of Staff](#).

Several of the duties of the Secretary have a bearing on the administration of contracts and grants. Those include: Custody of Corporate Seal ([13-321](#)), Real Property Rental Agreements with The Regents as lessor or as tenant ([13-322](#)), Custody of Corporate Records ([13-323](#)), and Attestation of Documents signed by the President of the Board or other Officer of The Regents ([13-324](#)).

13-321 Custody of Corporate Seal

[Bylaw 2.2, Corporate Seal, Use](#), stipulates that the corporate seal shall be used only in connection with the transaction of business of The Regents of the University of California and of the University. The Secretary has authority to affix the seal to any document signed on behalf of the Corporation.

13-322 Real Property Agreements

Under [Bylaw 21.3, Duties and Responsibilities of Officers of the Corporation](#), the Secretary, acting alone, is authorized in the name of the Corporation to execute a number of actions relative to real property. According to 21.3(2) the Secretary may execute:

Documents involving real estate transactions which are necessary to implement programs or policies approved by the President of the University or the Chief Investment Officer of the Corporation in their respective areas of authority and responsibility, provided, however, that the following shall be subject to approval by the Board or by a Committee thereof empowered to act (see also [Bylaw 21.4\(q\) and Standing Order 100.4\(cc\)](#)):

(aa) Documents affecting a conveyance of title to real property other than those subject to approval by the Chief Investment Officer in accordance with Bylaw 21.4(o) and 21.4(p) and those subject to approval by the President in accordance with [Standing Order 100.4\(gg\), 100.4\(hh\), and 100.4\(II\)](#).

(bb) Leases of mineral rights, including gas, oil, and other hydrocarbons, or geothermal resources, associated with real property held or acquired for investment purposes which involve a land rent in excess of \$500,000 per year during the primary lease term.

(cc) Leases, licenses, easements and rights-of-way with respect to real property in excess of the authority granted to the President and the Chief Investment Officer in their respective areas of authority.

(dd) Agreements by which the University assumes liability for conduct of persons other than University officers, agents, employees, students, invitees, and guests. This restriction does not apply to agreements under which the University assumes responsibility for the condition of property in its custody.

13-323 *Custody of Corporate Records*

Under [Bylaw 21.3\(f\)](#), the Secretary shall be the custodian of all official records of the Corporation. A discussion of the custody of contract and grant records is found in [Chapter 17](#) of this *Manual*.

13-324 *Attestation of Documents*

Under [Bylaw 21.3\(i\)](#), the Secretary shall execute or attest to all documents that have been executed by the President of the Board, Chairman or Vice-Chairman of the Board, or Chairman or Vice-Chairman of the Committee on Finance.

13-330 *OFFICE OF THE GENERAL COUNSEL*

13-331 *Responsibility of General Counsel for Legal Advice*

The [Office of General Counsel and Vice President for Legal Affairs](#) is established under [Bylaw 20.1, Officers of the Corporation](#). The duties of the General Counsel are enumerated in [Bylaw 21.2, Duties and Responsibilities of Officers of the Corporation](#), General Counsel, which, among other duties, stipulates that:

The General Counsel and Vice President for Legal Affairs ... shall advise the Corporation and Officers, the President of the University, University Officers, and Officers of the Academic Senate on legal questions as may be requested.

13-332 *Review of Contract and Grant Documents by Office of General Counsel*

In recognition of the volume of contracts and grants in research, professional training, and public service relating to research or professional training, [Bylaw 21.2](#) no longer requires that contract and grant documents be reviewed and approved as to form by General Counsel's Office. In lieu of such review and approval, the General Counsel has issued guidance for the review of contracts and grants for legal sufficiency (see 13-333). If, however, a University official having authority for the approval of contracts and grants desires advice from the General Counsel's Office, the documents may be submitted directly to that office. A cover letter should outline those issues for which advice is being sought.

13-333 *Checklist for Review of Contracts and Grants*

The following is the text of a [Checklist for Review of Contracts and Grants](#) issued by the General Counsel's Office. This Checklist is intended to aid University officials who have authority to approve contracts and grants, and who must therefore review such documents for legal sufficiency.

1. Is the name and status of each contracting party correctly set forth? e.g., "The Regents of the University of California," which is described as "a California corporation."

(Note: Setting forth the "University of California" or some instrumentality thereof as the contracting party is not correct, as the University and all its instrumentalities do business in the official name of "The Regents of the University of California.")

2. Is the consideration for the contract sufficiently stated? i.e., Are the services and/or materials to be rendered and/or furnished by the Contractor (The Regents of the University of California) set forth, and are the amount, time and manner of payment to The Regents therefor set forth?

3. Is the effective date of the contract set forth or ascertainable from the provisions of the contract (see item 4 below)?

4. Is the period of performance and/or duration of the contract set forth?

5. If authorization has been obtained to incur costs prior to execution of a federal contract, does the contract contain a special clause providing for reimbursement of such costs or otherwise insure reimbursement of such costs?

6. Are there any ambiguous words or phrases included in the contract?

7. Are there any words or phrases inconsistent with words or phrases in other parts of the contract?

8. Is the subject matter of the contract so described that it may be identified with certainty?

9. Is there any document which is attached to the contract which is meant to be a part thereof? If so, has it been correctly identified and made a part of the contract by the following phrase or another phrase to the same effect: " _____, attached hereto, is incorporated herein by this reference."

10. Is there any recital in the contract that an attached document is made a part of the contract? If so, has that document been attached as recited?

13-334 Scope of General Counsel's Advice

General Counsel can give advice on various legal aspects of a particular contract and grant document, including whether an agreement will stand up in court as legally binding; whether particular terms and conditions are consistent with each other; whether the language used adequately conveys the intentions of the parties; and other matters. The General Counsel, however, does not evaluate the merits of the proposed work or business arrangement, nor the impact on resources, which are local responsibilities. Each clause of the agreement is reviewed in conjunction with the entire document; if a given clause is appropriate in one document, the exact clause may not be appropriate in another context.

13-340 [OFFICE OF THE TREASURER OF THE REGENTS](#)

The duties of the Treasurer and Chief Investment Officer are enumerated in [Bylaw 21.4, Duties and Responsibilities of Officers of the Corporation, Chief Investment Officer.](#)

Several of the duties of the Treasurer have a bearing on the administration of contracts and grants. Those include: Regents representative in bank relationships and receipt and collection of funds (see [Chapter 6, Section 6-F02](#) of this *Manual*), and administration of Real Property (see [Chapter 16](#) of this *Manual*).

13-400 OFFICERS OF THE UNIVERSITY

13-410 *OFFICERS OF THE UNIVERSITY*

[Standing Order 100.1, Officers of the University, Designation and to Whom Responsible](#), states:

(a) Officers of the University shall be the President of the University, Senior Vice Presidents, other Vice Presidents, Associate Vice Presidents, Assistant Vice Presidents, Chancellors, Vice Chancellors, and Directors and Deputy Director of the Ernest Orlando Lawrence Berkeley Laboratory, and Directors of University hospitals.

(b) The President shall be responsible directly to the Board. All other Officers shall be responsible to the President directly or through designated channels, with the exception of the General Counsel and Vice President for Legal Affairs, and the Senior Vice President - Chief Compliance and Audit Officer, both of whom shall have dual responsibility to the Board and to the President.

13-420 *THE PRESIDENT OF THE UNIVERSITY*

The position of [President of the University](#) is different from the President of the Board of Regents (See [Section 13-300](#)). The duties of the President of the University are established in various sections of the Standing Orders and Bylaws and through specific resolutions of The Regents.

13-430 *DUTIES OF THE PRESIDENT UNDER STANDING ORDER 100.4*

Under [Standing Order 100.4, Duties of the President of the University](#), the duties of the President of the University are itemized. The following is a summary of the various duties of the President of the University detailed in the sections of [Standing Order 100.4](#):

(a) serve as the executive head of the University with full authority and responsibility over the administration of all affairs and operations of the University, excluding only those activities which are the responsibility of the Secretary and Chief of Staff, Chief Investment Officer, General Counsel of The Regents, and Senior Vice President - Chief Compliance and Audit Officer. The President may delegate any of the duties of the office except service as an ex officio Regent.

- (b) award degrees to candidates recommended by the Academic Senate;
- (c) handle all personnel matters;
- (d) carry out collective bargaining responsibilities;
- (e) grant leaves of absence;
- (f) recommend budgets and requests for appropriation of funds;
- (g) determine student fees;
- (h) set the University calendar;
- (i) authorize award of fellowships, scholarships, and prizes;
- (j) consult with Chancellors and the Academic Senate regarding educational and research policies;
- (k) develop, initiate, implement and approve fund-raising campaigns;
- (l) represent the Corporation in all matters requiring action by Congress of the United States or the Legislature of the State of California;
- (m) handle all aspects of indirect cost rates;
- (n) permit expenditures against contracts, grants, gifts, or against firm commitments thereon;
- (o) approve transfers or allocations of University operating funds;
- (p) approve the incurring of commitments and expenditures against the following year's budget in advance thereof;
- (q) approve amendments to the Capital Improvement Program;
- (r) modify budget estimates of income of self-supporting activities and increase or decrease appropriations accordingly;
- (s)(t)(u) designate the purpose and use of gifts, in accordance with the donor's terms;
- (v) return gifts or unused portions thereof in certain prescribed situations;
- (w) write off bad debts, up to a prescribed dollar amount;
- (x) write off routine disallowed claims under contracts and grants;

- (y) appoint and execute necessary agreements with architects and engineers;
- (z) approve building plans and solicit bids in connection with approved projects;
- (aa) approve the siting of individual buildings or projects;
- (bb) execute on behalf of the Corporation claims against debtors in bankruptcy, in receivership or in liquidation, and against estates of deceased persons;
- (cc) execute real property, rental or other agreements up to a prescribed dollar amount and not exceeding a prescribed term of years (see Section [15-620](#));
- (dd) execute on behalf of the Corporation all contracts and other documents necessary for the exercise of the President's duties (see Section [13-510](#));
- (ee) execute all documents and take all actions necessary when an emergency precludes prior submission to the Board (see Section [13-520](#));
- (ff)-(kk) administer real properties used for campus-related purposes; and negotiate, approve and execute certain real property agreements;
- (ll) administer the University home loan program; and
- (mm) develop and implement policies and procedures on matters pertaining to intellectual property and to execute documents necessary for the administration thereof.

13-440 *DUTIES OF THE PRESIDENT UNDER OTHER SECTIONS OF THE STANDING ORDERS AND BYLAWS*

In order to gain a full understanding of the scope and authority of the President, as defined by Regental authorization, the Bylaws and Standing Orders in their totality must be considered. An example of a function established in the Bylaws instead of in [Standing Order 100.4](#) is the authority granted to the President under [Bylaw 3.1, Unofficial Seal, Design and Use](#), which allows the President of the University to delegate permission for use of the unofficial seal. (See [Delegation of Authority--Policy to Permit Use of the Unofficial Seal](#).)

13-450 *DUTIES OF THE PRESIDENT UNDER SPECIFIC REGENTAL AUTHORIZATION*

In particular cases or for certain transactions, The Regents may resolve to delegate authority normally retained by the Board to the President by special action. In some cases, The Regents authorize the President to take a specific action, such as the execution of a lease, contract, or grant, that would otherwise require Regental approval. In other cases, The Regents authorize a general authority, such as the resolution delegating to the President of the University authority to give permission to use the name University of California (See [Delegation of Authority: Policy to Permit Use of the University's Name](#)) or the Regental Policy on Fund-Raising Campaigns (see [Chapter 9, Section 9-310](#) of this *Manual*).

13-460 ASSIGNMENT OF DUTIES BY PRESIDENT TO OTHER OFFICIALS

The President of the University may assign duties of the President to other officials by a delegation of authority. The duty of primary interest to contracts and grants officers is that enumerated in [Standing Order 100.4\(dd\)](#), which includes the authority to execute contracts and to solicit and accept grants (see [Section 13-500](#)). For other delegations of contract authority, see [Section 13-1200](#).

13-500 CONTRACT AND GRANT AUTHORITY

13-510 GENERAL AUTHORITY OF THE PRESIDENT

[Standing Order 100.4\(dd\), Duties of the President](#), states:

(dd) Except as otherwise specifically provided in the Bylaws and Standing Orders, the President is authorized to execute on behalf of the Corporation all contracts and other documents necessary in the exercise of the President's duties, including documents to solicit and accept pledges, gifts, and grants, except that specific authorization by resolution of the Board shall be required for documents which involve or which are:

- (1) Exceptions to approved University programs and policies or obligations on the part of the University to expenditures or costs for which there is no established fund source or which require the construction of facilities not previously approved.
- (2) Renewal or modification of prime contracts with the Department of Energy for the operation of the Lawrence Berkeley National Laboratory.....
- (3) Loans of funds of the Corporation, other than loans from established student, faculty, and staff loan funds.
- (4) Agreements for the provision of employee group insurance benefits, with the understanding that Board authorization shall not be required for periodic revisions to existing agreements when the revisions do not substantially change the authorized scope of the benefit plans.
- (5) Affiliation agreements with other institutions or hospitals involving direct financial obligations or commitments to programs not previously approved.
- (6) Agreements with associations composed of medical staff for collection of professional fees for services rendered to patients at University or affiliated teaching hospitals.
- (7) Applications for new licenses to the Federal Communications Commission for authority to operate radio or television broadcast equipment.
- (8) Construction contracts in excess of appropriated funds.

(9) Agreements by which the University assumes liability for conduct of persons other than University officers, agents, employees, students, invitees, and guests. This restriction does not apply to agreements under which the University assumes responsibility for the condition of property in its custody.

It is significant that [Standing Order 100.4 \(dd\)](#) gives broad authority to solicit as well as to accept awards. Nevertheless, the President's authority is clearly limited by powers reserved to The Regents. As specified in [Standing Order 100.4\(dd\)](#), assumption of third party liability and other unique circumstances outlined in 100.4(dd) must be approved by The Regents. The Regents have delegated authority to the President for the assumption of third party liability in specific types of agreements. (See [Delegation of Authority: Approval of Indemnification Terms in Certain Limited Agreements in Support of Research.](#)) Regental approval is recommended by the President in Regents' Agenda Items presented at scheduled Regents' meetings (see Chapter 10, Section [10-210](#) of this Manual).

13-520 EMERGENCY AUTHORITY OF THE PRESIDENT

[Standing Order 100.4 \(ee\)](#) states:

Anything contained in subsection (dd) above to the contrary notwithstanding, the President is authorized to take all actions and to execute all documents necessary in the exercise of the President's duties when an emergency precludes prior submission to the Board, provided that in all such cases the President shall report such actions to the Board, through an appropriate Standing Committee, at its next regular meeting.

Therefore, in the rare event that a project exceeds the regular authority of the President to solicit and accept contracts outlined in [Standing Order 100.4\(dd\)](#) and requires action prior to the next meeting of The Regents, the President may solicit and accept the contract under authority granted in [Standing Order 100.4\(ee\)](#). This emergency authority has been retained by the President. However, the Executive Vice Presidents have been delegated all the powers of the President in the absence of the President, and thus have the emergency authority in the absence of the President.

13-530 DELEGATIONS OF AUTHORITY

Under [Standing Order 100.4\(a\)](#), the President of the University may delegate any of the duties of the office, except service as an ex officio Regent. Presidential delegations of authority for the solicitation, acceptance, execution, and approval of contracts and grants flow from the President through six channels:

- (a) General authority within the Office of the President ([Section 13-600](#));
- (b) Authority to Campuses ([Section 13-700](#));
- (c) Authority for the DOE Laboratory prime contract within the Office of the President ([Section 13-800](#))

- (d) Authority to the Director -- Lawrence Berkeley National Laboratory ([Section 13-900](#))
- (e) Authority to the Vice President--Agriculture and Natural Resources ([Section 13-1000](#)); and
- (f) Special Delegations of contract and grant authority ([Section 13-1100](#)).

The contract and grant authority is established in the context of delegations to parties for specific needs. The scope of the authority delegated varies according to those needs.

**13-600 OFFICE OF THE PRESIDENT CONTRACT AND GRANT AUTHORITY
GENERAL**

13-610 DELEGATION OF CONTRACT AND GRANT AUTHORITY

The President of the University has delegated to the [Provost and Executive Vice President – Academic Affairs](#) [all of the authority to solicit and accept certain grants and execute certain contracts](#) under [Standing Order 100.4\(dd\)](#). This authority has been redelegated to the [Vice President—Office of Research and Graduate Studies](#) who in turn has redelegated it to the [Executive Director—Research Policy Analysis and Coordination \(RPAC\)](#). The delegation of contracts and grants authority by the President to the Provost and Executive Vice President includes:

...includes the authority to solicit and accept or execute contracts and grants for research, scholarly or professional training, or for public service programs relating either to research or to scholarly or professional training, including the signing of related documents as necessary. This authority excludes those grants, contracts, or related documents which contain provisions falling within the restrictions and limitations set forth in Standing Order 100.4(dd). Notwithstanding Standing Order 100.4(dd)(9), you may exercise certain authorities granted to the Provost and Executive Vice President—Academic Affairs under DA2239 for the approval of indemnification terms in certain limited agreements in support of research.

For purposes of this delegation, the term grant includes grants from private sources, but excludes gifts as defined in the Policy Guidelines for Review of Gifts/Grants for Research, issued by the President on July 8, 1980.

.....
In addition, you are authorized to act for the President in those instances when the President has authority granted by The Regents to solicit and accept or execute grants and contracts, and to sign related documents as necessary, including authority granted by subsequent amendments to Standing Order 100.4(dd).

The last paragraph quoted above of this delegation is significant because it defines the authority delegated to the Provost and Executive Vice President—Academic Affairs as more comprehensive than the authority delegated to others. The Provost and Executive Vice President—Academic Affairs and those to whom the authority is redelegated within the Office of the President act on all matters relative to contracts and grants with the same authority as the

President, and are bound by the same limitations on that authority as reserved by The Regents. This means that once an item has been approved, as required under 100.4(dd), those with delegated authority within the Office of the President are authorized to execute all future actions related to the approved agreement. By contrast, delegation of contract and grant authority to Chancellors (see [Section 13-700](#)) and the Laboratory Director (see [Section 13-900](#)) is more limited. Their delegation requires that, on a case by case basis (i.e. for each individual award), authority to take any action on an item requiring approval by The Regents or the President be individually delegated to the campus or Laboratory by the President.

Further, the delegation to the Provost and Executive Vice President—Academic Affairs includes powers granted to the President authorized by subsequent amendments to the Standing Orders, while the delegation to the Chancellors, the Laboratory Director, and Vice President-Agriculture and Natural Resources, is restricted to those limitations outlined in the [Standing Order 100.4\(dd\)](#) as of the date of their delegations, until a new delegation of authority is issued by the President. Finally, the Provost and Executive Vice President—Academic Affairs has authority to approve certain indemnification provisions set forth in a separate delegation ([DA2239](#)). (See [Chapter 21-430](#) of this *Manual*.)

13-620 *RESTRICTIONS ON OFFICE OF THE PRESIDENT CONTRACT AND GRANT AUTHORITY BY BOARD OF REGENTS*

Exceptions to the contract and grant authority of the President of the University, which require specific authorization by resolution of the Board, are stated in [Standing Order 100.4\(dd\) \(1\) through \(9\)](#) (see [Section 13-510](#)). The delegation of authority to the Provost and Executive Vice President—Academic Affairs and redelegations within the Office of the President include the same restrictions as outlined in Standing Order 100.4(dd)(1) through (9). However, as outlined in Section 13-610, the delegations of authority to the Provost and Executive Vice President—Academic Affairs and redelegated within the Office of the President do include powers granted to the President of the University by subsequent amendments to the Standing Orders. The emergency authority of the President of the University under Standing Order 100.4(ee) has not been delegated to Contract and Grant Officers in the Office of the President (see [Section 13-520](#)).

13-630 *REVIEW FOR LEGAL SUFFICIENCY*

The delegation of contract and grant authority from the President states:

A critical factor in processing contracts and grants is the review for legal sufficiency. Responsibility for accomplishing that review must be assigned specifically as a part of any redelegation by you. Attached is a copy of a pertinent Office of General Counsel memorandum dated March 27, 1974 which provides guidance on this particular point. Whenever there is any question as to whether a particular grant or contract requires legal review, General Counsel's advice shall be obtained.

[Section 13-333](#) contains the text of the Checklist enclosed with the March 27, 1974, memorandum referenced in the delegation of authority, and which may be used as a guide for

reviewing a document for legal sufficiency. It is the responsibility of all Contract and Grant Officers who have delegated authority to sign agreements to make the determination as to whether the agreement requires advice from the [Office of General Counsel](#), and if it does, to obtain this advice prior to execution. Sections [13-331](#) and [13-334](#) discuss the responsibility of the Office of General Counsel for providing legal advice and the scope of that advice.

13-700 CAMPUS CONTRACT AND GRANT AUTHORITY

13-710 DELEGATION OF CONTRACT AND GRANT AUTHORITY TO CHANCELLORS

Referencing the authority granted to the President in Section 100.4(dd) of the Standing Orders of The Regents, the President has [delegated to Chancellors](#) the authority to solicit and accept or execute certain extramural grants and contracts:

The authority granted to the President in Standing Order 100.4(dd) is delegated to you to the extent described below, as it pertains to extramural grants and contracts for research, scholarly or professional training, or for public service programs relating either to research or to scholarly or professional training not exceeding \$5,000,000 in direct costs in any one project year. For purposes of this delegation, the term grant includes grants from private sources, but excludes gifts as defined in the Policy Guidelines for Review of Gifts/Grants for Research issued by the President on July 8, 1980.

Within the scope of this delegation, you are authorized to solicit and accept or execute such grants and contracts, including the signing of related documents as necessary, except those grants, contracts, or related documents which:

- a. contain provisions that fall within the restrictions and limitations set forth in Standing Order 100.4(dd); however, notwithstanding Standing Order 100.4(dd)(9), you may execute State of California Standard Agreements which include an indemnity clause under which the University assumes liability for the conduct of persons other than University personnel;
- b. include an arrangement for indirect costs which changes the rates or the bases thereof as promulgated by the President;
.....
- d. establish or modify programs within the Education Abroad Program; or
- e. require approval by the President or designee pursuant to specific policy memoranda issued from time to time.

Campus procedures for preparation of proposals for extramural support and acceptance of grants or execution of contracts shall be in accordance with the University of California Contract and Grant Manual and with supplementary instructions which may be issued by the Office of the President.

* * *

This authority may be redelegated to specific designees, but may not be further redelegated.....

13-720 *RESERVATIONS OF CHANCELLORS' CONTRACT AND GRANT AUTHORITY BOARD OF REGENTS*

The above-referenced delegation of contract and grant authority by the President to the Chancellors specifically limits the Chancellor's authority to the limitations outlined in [Standing Order 100.4\(dd\)](#) in effect at the time of the delegation. Therefore, even though the power of the President may be increased through subsequent amendment to Standing Order 100.4(dd), the Chancellor's authority is limited by those items requiring Regental approval as of the date of the delegation. Further, once Regents' approval has been secured for an individual project, the President must delegate authority for the project to the Chancellor on a case by case basis. Without such a delegation for each individual project, only Contract and Grant Officers in the Office of the President have authority to solicit and accept or execute Regents approved projects, (See [Section 13-610](#)). See [Section 13-510](#) for the listing of contract conditions requiring Regental approval.

If a project is within the President's authority to execute (see 13-510), but exceeds the Chancellor's delegated authority, the campus must obtain Presidential approval and execution of the agreement. It is not necessary to obtain Regental approval in this case. However, if the project is beyond the President's authority, it must have Regental approval before execution by the President and subsequent delegation to the campus.

13-730 *ADMINISTRATIVE RESTRICTIONS ON CHANCELLORS' CONTRACT AND GRANT AUTHORITY*

The above-referenced delegation of authority by the President to the Chancellors itemizes certain restrictions in addition to those contained in Standing Order 100.4(dd). For instance, the Chancellor's authority does not include the authority to enter into a contract or grant which involves more than \$5,000,000 in direct costs in any one project year, or which changes the indirect cost rates or bases on which such rates are applied that have been approved by the President (see Chapter 8, Section [8-200](#), Authority for Establishment and Application of Indirect Cost Rates, and Section [8-600](#), Exceptions to Approved Indirect Cost Rates, of this *Manual*). Chancellors also are not authorized to enter into contracts or grants establishing or modifying the Education Abroad Program. The delegation of authority to Chancellors also requires the solicitation and acceptance of contracts or grants to be in accordance with the University of California [Contract and Grant Manual](#) and with supplementary instructions which may be issued by the Office of the President. Finally, the President has imposed in the delegation the restriction that the Chancellor may redelegate the authority to specific designees, but the authority may not be further redelegated. Therefore, all Contract and Grant Officers and other campus officials who are to receive the delegation of contract and grant authority must receive the delegation directly from the Chancellor.

See [Section 13-710](#) for a listing of all the administrative restrictions on the delegation of authority to the Chancellors.

13-740 REVIEW FOR LEGAL SUFFICIENCY

The delegation of contract and grant authority from the President to the Chancellors states:

A critical factor in processing contracts and grants is the review for legal sufficiency. Responsibility for accomplishing that review must be assigned specifically as a part of any redelegation by you. Attached is a copy of a pertinent Office of General Counsel memorandum dated March 27, 1974 which provides guidance on this particular point. Whenever there is any question as to whether a particular grant or contract requires legal review, General Counsel's advice shall be obtained.

See Sections [13-331](#) and [13-334](#) for the role of the Office of General Counsel, and Section [13-333](#) for the text of the Checklist used for reviewing for legal sufficiency.

It is the responsibility of all Contract and Grant Officers who have delegated authority to sign agreements to make the determination as to whether the agreement requires advice from the Office of General Counsel, and if it does, to obtain this advice prior to execution.

13-800 OFFICE OF THE PRESIDENT AUTHORITY FOR THE DOE LABORATORY PRIME CONTRACT

The Department of Energy [Lawrence Berkeley National Laboratory \(LBNL\)](#) is managed by The Regents, under the direction of a Laboratory Director (see [Chapter 10](#) of this *Manual*). The prime contract for LBNL is solicited and executed under specific approval of The Regents.

While the negotiation of the Laboratory prime contract between the Department of Energy and the University of California is reserved to staff in the Office of the President, the [Laboratory Director does have a delegation of authority](#) to enter into other contracts and grants for work to be performed at the Laboratory, similar to the Chancellors' contract and grant authority.

13-900 DOE LABORATORY CONTRACT AND GRANT AUTHORITY

13-910 DELEGATION OF CONTRACT AND GRANT AUTHORITY TO THE LABORATORY DIRECTOR

Referencing the authority granted in [Standing Order 100.4\(dd\)](#), the President delegated to the Lawrence Berkeley National Laboratory Director the authority to solicit and accept or execute certain extramural grants or contracts. The delegations state:

The authority granted to the President in the attached Standing Order 100.4(dd) is delegated to you to the extent described below, as it pertains to extramural grants and contracts for research, scholarly or professional training, or for public service programs relating either to research or to scholarly or professional training not exceeding \$5,000,000 in direct costs in any one project year, solicited or received from sponsors

other than the Department of Energy or any successor agency to it, by which each sponsor is willing to have the work performed consistent with the terms of [the DOE prime] contract. For purposes of this delegation, the term grant includes grants from private sources, but excludes gifts as defined in the Policy Guidelines for Review of Gifts/Grants for Research, issued by the President on July 8, 1980.

*13-920 RESERVATION OF LABORATORY DIRECTOR'S CONTRACT AND GRANT
AUTHORITY BY BOARD OF REGENTS*

The above-referenced delegations of contract and grant authority by the President to the Laboratory Director specifically limits the Director's authority to the limitations outlined in Standing Order 100.4(dd) in effect at the time of the delegation. Therefore, even if the power of the President may be increased through subsequent amendment to Standing Order 100.4(dd), the Laboratory Director's authority does not change without a new delegation. See [Section 13-510](#) for the listing of contract conditions requiring Regental approval.

If a project is within the President's authority to execute (see 13-510) but exceeds the LBNL Director's delegated authority, LBNL must obtain Presidential approval and execution of the agreement. It is not necessary to obtain Regental approval in this case. However, if the project is beyond the President's authority, it must have Regental approval before execution by the President and subsequent delegation to the Laboratory.

*13-930 ADMINISTRATIVE RESTRICTIONS ON LABORATORY DIRECTOR'S CONTRACT
AND GRANT AUTHORITY*

The delegation of contract and grant authority to LBNL Director contains the following additional restrictions:

Within the scope of this delegation, you are authorized to solicit and accept or execute such grants and contracts, including the signing of related documents as necessary, except those grants, contracts, or related documents solicited or accepted on behalf of The Regents of the University of California which:

- a. contain provisions which fall within the restrictions and limitations set forth in Standing Order 100.4(dd); however, notwithstanding Standing Order 100.4(dd)(9), you may execute State of California Standard Agreements which include an indemnity clause under which the University assumes liability for the conduct of persons other than University personnel;
- b. include an arrangement for indirect costs which changes the rates or the bases thereof as promulgated by the Office of the President; or
- c. require approval by the President or designee pursuant to specific policy memoranda issued from time to time.

Laboratory procedures for preparation of proposals for extramural support and acceptance of grants or execution of contracts, including reporting of your contract and grant activities, shall be in accordance with the University of California Contract and Grant Manual and with supplementary instructions which may be issued by the Office of the President.

* * *

This authority may be redelegated to specific designees, but may not be further redelegated.

13-940 *REVIEW FOR LEGAL SUFFICIENCY*

The delegation of contract and grant authority from the President to the Laboratory Director states:

A critical factor in processing contracts and grants is the review for legal sufficiency. Responsibility for accomplishing that review must be assigned specifically as a part of any redelegation by you. Attached is a copy of a pertinent Office of General Counsel memorandum dated March 27, 1974 which provides guidance on this particular point. Whenever there is any question as to whether a particular grant or contract requires legal review, General Counsel's advice shall be obtained.

See Sections [13-331](#) and [13-334](#) for the role of the Office of General Counsel, and Section [13-333](#) for the text of the Checklist used for reviewing for legal sufficiency.

It is the responsibility of all Laboratory Contract and Grant Officers who have delegated authority to sign agreements to make the determination as to whether the agreement requires advice from the Office of General Counsel, and if it does, to obtain this advice prior to execution.

13-1000 VICE PRESIDENT--AGRICULTURE AND NATURAL RESOURCES CONTRACT AND GRANT AUTHORITY

13-1010 *DELEGATION OF CONTRACT AND GRANT ADMINISTRATION AUTHORITY*

Based on the authority granted in Section 100.4(dd) of the Standing Orders of the Regents, the President has [delegated to the Vice President--Agriculture and Natural Resources](#) the authority to solicit and accept or execute certain extramural grants and contracts. The delegation of authority states in part:

The authority granted to the President in Standing Order 100.4(dd) is delegated to you as Vice President--Agriculture and Natural Resources, in your area of responsibility and to the extent described below, as it pertains to extramural grants and contracts for research, scholarly or professional training, or for public service programs relating either to research or to scholarly or professional training not exceeding \$5,000,000 in direct costs in any one project year. For purposes of this delegation, the term grant includes grants from private sources, but excludes gifts as defined in the Policy Guidelines for Review of Gifts/Grants for Research issued by the President on July 8, 1980.

Within the scope of this delegation, you are authorized to solicit and accept or execute such grants and contracts, including the signing of related documents as necessary, except those grants, contracts, or related documents which contain provisions falling within the restrictions and limitations set forth in Standing Order 100.4(dd). Notwithstanding Standing Order 100.4(dd)(9), you may execute State of California Standard Agreements which include an indemnity clause under which the University assumes liability for the conduct of persons other than University personnel.

In addition, in your area of responsibility, you are authorized to act for the President in those instances when the President has authority granted by The Regents to solicit and accept or execute grants and contracts, including the signing of related documents as necessary, except when those grants, contracts, or related documents include an arrangement for indirect costs which changes the rates or bases thereof as promulgated by the President.

13-1020 RESTRICTIONS ON VICE PRESIDENT--AGRICULTURE AND NATURAL RESOURCES CONTRACT AND GRANT AUTHORITY BY BOARD OF REGENTS

Exceptions to the contract and grant authority of the President of the University, which require specific authorization by resolution of the Board, are stated in [Standing Order 100.4\(dd\)\(1\) through \(9\)](#) (see [Section 13-510](#)). The delegation of authority to the [Vice President--Agriculture and Natural Resources](#) (ANR) includes the same restrictions as outlined in Standing Order 100.4(dd)(1) through (9). The delegation does not include powers granted to the President of the University by subsequent amendments to the Standing Orders, as does the delegation of authority to the Provost and Executive Vice President—Academic Affairs (see [Section 13-610](#)). However, the delegation to the Vice President--Agriculture and Natural Resources does include authority to execute agreements and subsequent modification once Regents approval has been secured.

13-1030 ADMINISTRATIVE RESTRICTIONS ON VICE PRESIDENT--ANR CONTRACT AND GRANT AUTHORITY

The only restriction imposed by the President of the University on the delegation of contract and grant authority to the Vice President--Agriculture and Natural Resources (ANR) is “except when those grants, contracts, or related documents include an arrangement for indirect costs which changes the rates or bases thereof as promulgated by the President.”

13-1040 REVIEW FOR LEGAL SUFFICIENCY

The delegation of contract and grant authority from the President to the Vice President--Agriculture and Natural Resources states:

A critical factor in processing contracts and grants is the review for legal sufficiency. Responsibility for accomplishing that review must be assigned specifically as a part of any redelegation by you. Attached is a copy of a pertinent Office of General Counsel memorandum dated March 27, 1974 which provides guidance on this particular point.

Whenever there is any question as to whether a particular grant or contract requires legal review, General Counsel's advice shall be obtained.

See Sections [13-331](#) and [13-334](#) for the role of the Office of General Counsel, and Section [13-333](#) for the text of the Checklist used for reviewing for legal sufficiency.

It is the responsibility of ANR Contract and Grant Officers who have delegated authority to sign agreements to make the determination as to whether the agreement requires advice from the Office of General Counsel, and if it does, to obtain this advice prior to execution.

13-1100 SPECIAL DELEGATIONS OF CONTRACT AND GRANT AUTHORITY

13-1110 DELEGATION OF CONTRACT AND GRANT AUTHORITY TO THE DIRECTOR-- FEDERAL GOVERNMENT RELATIONS

The President of the University may delegate authority to solicit and accept, or execute contracts and grants to other University officials for selected purposes. An example of such a [delegation is to the Director--Federal Government Relations](#) "effective September 1 through 30, 1995 and for the same period annually thereafter...to be exercised only in response to a specific request made by a Chancellor, a Laboratory Director, the Senior Vice President--Business and Finance, the Vice President--Agriculture and Natural Resources, or their authorized representative..." in order to expedite the execution of contracts or grants each year at the close of the federal fiscal year.

13-1120 LIMITATIONS ON SPECIAL DELEGATIONS OF AUTHORITY

Restrictions and limitations on special delegations of authority are outlined in the letter of delegation.

13-1200 OTHER DELEGATIONS OF AUTHORITY FOR AGREEMENTS

13-1210 AUTHORITY FOR CONSTRUCTION OF FACILITIES CONTRACTS

Authority to solicit and accept or execute extramural grants and contracts for [construction of facilities has been delegated](#) to Chancellors, the Vice President--Agriculture and Natural Resources and the LBNL Laboratory Director. The delegation does not include agreements which contain provisions which fall within the restrictions and limitations set forth in [Standing Order 100.4\(dd\)](#) (see [Section 13-510](#)) and/or agreements which would result in amendments to the Capital Improvement Program beyond the authority delegated to the Chancellors. The preparation of proposals for extramural support for the construction of facilities, the acceptance or execution of construction grants or contracts, and the reporting of these actions shall be in accordance with the Grants Procedures published in the [Facilities Manual](#).

In the event that a contract or grant includes activities falling within the scope of the delegation of authority for contracts and grants for research and the delegation of authority for construction contracts, the agreement should be signed by an individual who has been delegated both

authorities or the agreement should be signed by two University officials--one with research contract and grant authority and one with construction contract authority.

13-1220 *AUTHORITY FOR AFFILIATION AGREEMENTS*

The President of the University delegated to Chancellors and the Laboratory Director the authority under [Standing Order 100.4\(dd\)\(5\)](#) to execute [certain affiliation agreements with other institutions or hospitals](#). The delegation states that approval of The Regents is required for "affiliation agreements with other institutions or hospitals involving direct financial obligations or commitments to programs not previously approved." It is the interpretation of the General Counsel that, with regard to "direct financial obligations," the intent and meaning of this Standing Order is to require Regental approval when the direct financial obligation or commitment is imposed on the University.

Each proposed affiliation agreement is to be reviewed and approved as to form by the General Counsel prior to execution. If a standardized form is used which has received prior approval from General Counsel, further review by General Counsel is not required. Following execution of an affiliation agreement, two copies of each executed affiliation agreement are to be sent to the Vice President--Health Affairs so that the annual report of affiliation agreements executed under this delegation of authority may be prepared for submission to The Regents.

Generally, affiliation agreements are intended for the training of students under which the students earn course credit by performing services under supervision for the institution (such as student teachers at local schools or interns at hospitals). In the event that a question arises about whether an agreement is an "affiliation agreement" or a "research, training, or public service agreement", staff in OP RPAC and the Senior Vice President--Health Sciences and Services should be consulted.

13-1230 *AUTHORITY FOR RENTAL AGREEMENTS AND LEASES OF REAL PROPERTY*

See [Chapter 15](#) of this Manual for information on authority for rental agreements and leases of real property.

13-1240 *AUTHORITY FOR GIFTS*

See [Chapter 9](#) of this Manual for information about delegation of authority to solicit and accept gifts.

13-1250 *AUTHORITY FOR PURCHASE CONTRACTS*

See [Chapter 16](#) of this Manual for information about the authority to execute purchase contracts, subcontracts, and standard purchase orders for goods and services.

13-1260 *AUTHORITY FOR CONSULTING AGREEMENTS*

See Chapter 16, Section [16-440](#) of this Manual for information about the authority to execute consulting agreements.

13-1270 *AUTHORITY FOR EXECUTION OF VARIOUS OTHER AGREEMENTS*

The President of the University has [delegated to Chancellors, the Vice President--Agriculture and Natural Resources, and the Vice President--Financial and Business Management](#) (now the Executive Vice President—Business Operations), within their areas of jurisdiction, the authority to execute various agreements required with outside organizations, agencies, and individuals to implement approved programs and activities, whether the University is the supplier or recipient of the service or goods covered by the agreement. This delegation expressly states that it does not apply to those aspects of [Standing Order 100.4\(dd\)](#) which deal with the solicitation and acceptance of pledges, gifts, and grants, or the execution of purchase contracts for goods and services to be supplied to the University, or the rental and leases of real property, or the delegation concerning affiliation agreements.

The authority to execute agreements covers such activities as agreements for concerts, lectures, rental of films, and various theatrical or musical productions; contracts with schools and/or school districts for teacher training programs and contracts with outside agencies covering the use of facilities and instructors for regular University courses; Memoranda of Understanding with counties to conduct Cooperative Extension Service educational programs; agreements with outside organizations for employee development assignments; agreements with non-profit agencies for employment of students under Work-Study Programs; and agreements for student health insurance coverage.

Guidelines for exercising the authority to sign agreements are issued by the appropriate functional area offices within the Office of the President. For example, the guidelines issued by the student services area concerning the Work-Study Program set forth the procedures to be followed, and those issued by the staff personnel area concerning employee development assignments with outside organizations include an approved standard form. Any agreement which deviates from a form previously approved by the General Counsel must be approved for legal form by the General Counsel prior to execution.

13-9999 **RELATED UNIVERSITY REFERENCES**

- [Bylaws](#) and [Standing Orders](#) of the Regents of the University of California
- Attachment to Memo from then General Counsel Reidhaar to then Vice President Perkins, dated March 27, 1974, entitled: [Checklist for Review of Contracts and Grants](#)
- [Presidential Delegation of Authority--Contract and Grant Administration to the Provost and Executive Vice President—Academic Affairs](#)

- Presidential Policy on Review of Gifts/Grants for Research, July 8, 1980 (Reprinted in the [Development Policy and Administration Manual](#), Section: Original Source Documents, and *Contract and Grant Manual*, Chapter 9, Section [9-510](#))
- [Presidential Delegation of Authority--To Solicit and Accept or Execute Certain Extramural Grants and Contracts to Chancellors](#)
- [Presidential Delegation of Authority--To Solicit and Accept or Execute Certain Extramural Grants or Contracts to LBNL Director](#)
- [Presidential Delegation of Authority--Contract and Grant Administration to Vice President--Agriculture and Natural Resources](#)
- [Presidential Delegation of Authority--To Accept or Execute Certain Extramural Grants and Contracts to Director--Federal Government Relations](#)
- [Presidential Delegation of Authority-- Construction Contracts to Chancellors, LBNL Director and Vice President--Agriculture and Natural Resources](#)
- [Presidential Delegation of Authority--To Execute Certain Affiliation Agreements with other Institutions or Hospitals to Chancellors and LBNL Director](#)
- [Presidential Delegation of Authority--Execution of Agreements to Chancellors, Vice President--Agriculture and Natural Resources, and Senior Vice President--Administration](#)
(now Executive Vice President—Business Operations)