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## **A Note Concerning Signatory Authority for Sponsored Programs**

The UMass Board of Trustees *Policy for the Development and Administration of Grants, Contracts and Cooperative Agreements for Sponsored Programs*<sup>1</sup> sets forth the principles and establishes the procedures to be followed for the administration and compliance oversight associated with “all grants, contracts, and cooperative agreements for such programs and [applies] to all organizational units (e.g., colleges, schools, departments, centers, institutes, and programs) of the university and other affiliated organizations, wherever located.” The Board of Trustees policy assigns responsibility to university offices and individuals for prudent and effective controls at each step in the life cycle of a sponsored program, from submission through award acceptance to project management and closeout. This note will focus on one of those controls; namely, signatory authority for the submission of all sponsored program proposals and applications and for the acceptance of all sponsored program awards to the university.

### **Submission of a Sponsored Program Proposal or Application**

In accordance with the Board of Trustees policy, the Office of Research and Sponsored Programs (ORSP) at UMass Boston is the unit that manages the submission of all proposals and applications for sponsored programs that will support research, instruction, and public service activities. The vice provost for research, acting as the university’s chief research officer (CRO), is the properly delegated official under the Board of Trustees policy with the final authority for reviewing, approving, and submitting all proposals and applications for sponsored programs.

To ensure that a sponsored program is consistent with the mission and goals of the university and that appropriate resources and personnel are available to successfully conduct the project, every proposal and application must have the following approvals, represented by a signature appearing on the *University of Massachusetts Proposal Routing Form*<sup>2</sup>:

- The signature of the principal investigator (PI) confirms:
  - Acceptance of responsibility to conduct and judiciously manage the project specified in the scope of work;
  - Assurance the project can be completed with the available and sponsor-supported resources and personnel in conformance with the approved budget; and
  - Agreement to adhere to all the terms and conditions stipulated by the sponsor, all laws, regulations, rules, and guidelines, and all university policies and procedures.
  
- The signature of the department administrator and the dean confirms:

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<sup>1</sup> University of Massachusetts Board of Trustees Policy T94-034, passed April 6, 1994.

<sup>2</sup> This form is available to download from the ORSP Web page <http://www.umb.edu/research/orsp/forms.html>.

- Integration of the project with the department's and college's regular educational, research, and public service functions;
  - Availability of space, technical resources, equipment, and personnel to undertake and complete the sponsored program;
  - Agreement to administer the sponsored program in conformance with the sponsor's terms and conditions and in compliance with all laws, rules, regulations, and requirements, and all university policies and procedures;
  - The department's and college's commitment to any proposed cost sharing; and
  - Any proposed arrangement for continuation of the project and retention of project personnel after the expiration of the sponsor's support.
- The signature of the CRO confirms:
- Alignment of the sponsored program with the university's mission, academic goals, and fiscal priorities;
  - Documentation and approval by appropriate administrators of demands upon university resources other than those of the proposing unit (e.g., library, IT);
  - Compliance of the proposal or application with all of the sponsor's stated solicitation requirements;
  - The university's commitment to any proposed cost sharing; and
  - Assurance of the university's ability to perform the sponsored program within the constraints of the award terms and conditions and in compliance with all laws regulations, rules, and guidelines, and all university policies and procedures.

In certain special cases, additional approvals are required prior to the submission of the proposal or application. Examples include a sponsored program that involves another UMass campus, has a significant international component, involves the establishment of a new unit or a new academic program, involves deviation from standard intellectual property provisions, or requires the acquisition or renovation of space beyond that which the unit or college can provide. The staff of ORSP will assist the PI to obtain any of these additional approvals.

The sponsor's request for proposals (RFPs) or request for applications (RFAs) will normally include the assurances, representations, or certifications to be completed and executed (signed) by the CRO (e.g., compliance with the Drug Free Workplace Act, prohibition against lobbying, assurance that the university is not suspended or debarred from participation in the activity) and may include specific terms and conditions of the award (e.g., invoicing schedule, reporting requirements). The PI should forward to ORSP either a copy of the RFP or RFA, or a link to the sponsor's electronic documents, together with a statement of the PI's intention to submit a proposal or application. This will allow ORSP to obtain the required signature of the CRO on the assurance, representation, and certification documents. In addition, ORSP will be able to provide assistance to the PI early in the process and increase the likelihood the proposal or application will be submitted successfully before the submission deadline.

### **Acceptance of a Sponsored Program Award**

A fully approved proposal or application submitted to the sponsor constitutes a formal offer by the university to carry out the sponsored program. In most cases, the submission by the CRO of the proposal or application signifies the agreement of the university to accept the terms and conditions of the sponsor's award should it be made. In other cases, the sponsor sends a document to the university containing the

terms and conditions of a proposed award and the university's acceptance of these terms and conditions is signified by the signature of the CRO.

### **Signing Sponsored Program Documents**

A PI, department chairperson, dean, director, or other employee should **never** sign a sponsored program document on behalf of the university. Statutory authority to “execute all contracts, grants, restricted gifts (excluding endowments), and amendments thereto for sponsored programs in instruction, research, or public service” rests solely in the UMass Board of Trustees because “the award is made to the University of Massachusetts, and not to an individual or a department, [and] the University is legally responsible for the project and more importantly, for fulfilling the sponsor’s requirements.” A sponsored program document not signed by a person with actual signatory authority is likely void and unenforceable as against the university.

The Board of Trustees has specifically designated certain named individuals at each campus as the signatory authority to receive, review, negotiate, and sign all sponsored program documents. At UMass Boston, the named individuals are the chancellor, the provost, the chief financial officer, and the vice provost for research. No other persons are authorized to sign sponsored program documents. Any individual who contemplates signing and submitting a sponsored program proposal or application document or who contemplates signing and accepting a sponsored program award document on behalf of the university without actual signatory authority assumes extensive personal legal liability and significant risk. For example, accepting an award from a sponsor without university approval may make the individual subject to federal and Commonwealth taxes on the entire amount of the award as personal income of the individual.

For any sponsored program document—grant, contract, cooperative agreement proposal or application; industry-sponsored research agreement; memoranda of understanding; collaboration agreement; SBIR/STTR agreement; compliance representation or certification—to have validity and enforceability against the university, it must be signed by a person with actual signatory authority.<sup>3</sup> This protects both the university and the individual university employees from legal liabilities and ensures that the university remains in full compliance with all policies, requirements, laws, rules, and regulations while performing the activities specified in the sponsored program.

If you receive and are asked to sign a document pertaining to a sponsored program, forward it to ORSP for review, negotiation, and the CRO's signature. In the event that you have submitted a proposal or application, or signed a sponsored program document without authority, stop all work and all communication with the sponsor and contact ORSP immediately for guidance. The ORSP professional staff will work with you to attempt to find an acceptable solution that protects your interests as well as those of the university.

*Richard F. Antonak*  
*Vice Provost for Research*  
*August 30, 2007*

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<sup>3</sup> Likewise, materials transfer agreements, confidentiality and nondisclosure agreements, and license agreements, handled by the UMass Office of Commercial Ventures and Intellectual Property, must be signed by a person with actual signatory authority.