



## **AUTHORIZATION FOR THE SIGNING OF CONTRACTS AND OTHER DOCUMENTS**

Chapter IV of the Code of By-Laws commits the immediate governance of the University "to the Chancellor and, through the Chancellor, to the assisting officers and the faculty in each of the several School and Colleges." The By-Laws further provide that "the Chancellor is vested with general authority to execute documents and contracts on behalf of the University, except as may be otherwise provided by resolutions of the Board of Trust."

In addition to the general authority vested in the Chancellor under the Code of By-Laws, the Executive Committee has authorized the Chancellor to delegate specific authority for the signing of categories of contracts and other documents and the Chancellor has approved the Authorization for the Signing of Contracts and Other Documents. If the Board of Trust or an authorized committee specifically delegates authority to one or more officers of the University to sign a particular contract or document, however, that delegation is considered to be exclusive and to supersede the provisions of this Authorization.

This Authorization does not eliminate the need for specific approvals where appropriate by General Officers, the Board of Trust, or its committees. Items requiring the approval of the Board of Trust are attached as Exhibit B. General Officers remain responsible for the actions of their subordinates and are expected to maintain processes that bring to their personal attention significant contracts and documents. Normal consultations and administrative approvals are expected to occur prior to signature including, where appropriate, review by the Office of General Counsel.

When an officer is permitted under the Authorization to delegate authority to others (as designated by the phrase "or delegate"), such delegation shall be evidenced in writing and a copy provided to the Office of General Counsel. Such delegation shall be to a specific position. Though not specified, officers at higher levels within an administrative unit are also authorized to sign contracts and other documents that may be signed, under the provisions of this resolution, by officers at lower levels in the same unit. The Authorization shall be amended to include authorized delegations which have been submitted to the Office of General Counsel.

(Signature on file)

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Chancellor

Effective Date: March 12, 2008

AUTHORIZATION FOR THE SIGNING  
OF CONTRACTS AND OTHER DOCUMENTS

I. SECURITIES: PURCHASES, SALES, ETC.

- A. Registered in the name of Vanderbilt University, including its organizational entities, divisions or departments: Vice Chancellor for Investments or delegate.
- B. Registered in the name of Commodore & Company: Named individuals (including the Vice Chancellor for Investments) authorized by resolution of the Board of Trust or designated by the Chancellor under the terms of the Commodore & Company partnership agreement.
- C. Actions on proxies: Vice Chancellor for Investments or delegate, except as provided by the Board of Trust resolutions for proxies considered by the University's Proxy Committee.
- D. Custodial agreements for the deposit of University endowment assets or agreements for the lending of securities: Vice Chancellor for Investments or delegate.
- E. Agreements with third parties for the management and investment of University assets, including agreements for indemnification of managers or brokers for potential liability arising out of the sale of stock registered in the name of third parties for the account of Vanderbilt University: Vice Chancellor for Investments or delegate.
- F. Sale of stock owned by or registered in the name of Vanderbilt University and acquired by gift: Director of Special Projects, Development and Alumni Relations.

II. REAL ESTATE: PURCHASES, CONVEYANCES, LEASES, ETC.

- A. Contracts for purchases, sales, management, etc.
  - 1. For investment purposes: Vice Chancellor for Investments or delegate.  
[\$200,000 or less: Managing Director]
  - 2. For off-campus development and rental purposes, and other purposes: Vice Chancellor for Administration and Chief Financial Officer or delegate.  
[Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Campus Planning]
- B. Contracts for lease or rental.

1. For investment purposes: Vice Chancellor for Investments or delegate.  
[\$200,000 or less: Managing Director]
  2. For University housing facilities: Provost or delegate.  
[Deputy Vice Chancellor for Administration and Academic Affairs]
  3. For off-campus development and rental purposes: Vice Chancellor for Administration and Chief Financial Officer or delegate.  
[Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Campus Planning]
  4. For other purposes:
    - (a) University Central: Vice Chancellor for Administration and Chief Financial Officer or delegate.  
[Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Campus Planning]
    - (b) Medical Center: Vice Chancellor for Health Affairs or delegate.  
[Associate Vice Chancellor for Health Affairs or Senior Vice President and Chief Financial Officer, VUMC]
- C. Deeds for conveyance of fee: Chancellor or delegate.  
[Conveyances over \$2 million require approval by the Board of Trust]
1. Investment property: Vice Chancellor for Investments or delegate.  
[\$200,000 or less: Managing Director]
  2. Operating property (University Central): Vice Chancellor for Administration and Chief Financial Officer or delegate.  
[\$200,000 or less: Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Campus Planning]
  3. Operating property (Medical Center): Vice Chancellor for Health Affairs or delegate.

D. Easements.

1. Property held for investment purposes: Vice Chancellor for Investments or delegate.

[\$200,000 or less: Managing Director]

2. Property held for off-campus development and rental purposes: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[\$200,000 or less: Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Campus Planning]

3. Property held for other purposes: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[\$200,000 or less: Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Campus Planning]

- E. Applications for property tax exemption: Vice Chancellor for Administration and Chief Financial Officer or delegate; Vice Chancellor for University Affairs and Athletics, General Counsel and University Secretary or delegate.

- F. Release of liens on mortgage notes held by The Vanderbilt University: Vice Chancellor for Administration and Chief Financial Officer; Vice Chancellor for Investments; or Managing Director.

III. PURCHASING

A. Purchases.

1. Contracts for goods and services [Purchase Orders may be signed by the Associate Director of Procurement Services, in addition to the specifically delegated authority]:

- (a) University Central: General Officers or delegates.

[\$500,000 or more: Deputy Vice Chancellor for Administration and Academic Affairs; Associate Vice Chancellor for Finance and Controller]

[Equipment/Supplies/Services: less than \$250,000 (which includes contracts and related documents for registration and re-registration of automobiles owned or leased by Vanderbilt) and all purchase orders]

regardless of the financial amount implementing properly authorized contracts for equipment, goods and services]

- (b) Medical Center: Vice Chancellor for Health Affairs or delegate.

[Equipment purchases of \$500,000 or more: Associate Vice Chancellor for Hospital Affairs; Associate Vice Chancellor for Clinical Affairs/Chief Medical Officer; or Senior Vice President and Chief Financial Officer, VUMC]

Equipment purchases of less than \$500,000: Director of Procurement and Disbursement Services

Computer Software Products of \$100,000 or more: Associate Vice Chancellor for Health Affairs/Director of Informatics Center or Senior Vice President and Chief Financial Officer, VUMC

Computer Software Products of less than \$100,000: Director of Procurement and Disbursement Services]

2. Insurance: General Officers or delegate.

[Executive Director, Risk and Insurance Management]

B. Tax and customs documents incident to purchases.

1. State sales and federal excise tax exemption documents: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Associate Vice Chancellor for Finance and Controller; Director of Procurement and Disbursement Services; or Senior Vice-President and Chief Financial Officer, VUMC]

2. Customs documents for imports: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Director of Procurement and Disbursement Services]

C. Leases of equipment.

1. University Central: General Officers or delegates.

[Total lease payments of \$500,000 or more: Deputy Vice Chancellor for Administration and Academic Affairs; Associate Vice Chancellor for Finance and Controller]

[Total lease payments of less than \$500,000: Director of Procurement and Disbursement Services.]

2. Medical Center: Vice Chancellor for Health Affairs or delegate.

[Total lease payments of \$500,000 or more: Senior Vice President and Chief Financial Officer, VUMC; or Director of Finance – Business Development and Corporate Planning

Total lease payments of less than \$500,000, Director of Procurement and Disbursement Services]

D. Agreements for Services.

1. Consultant agreements:

- (a) University Central: General Officers or delegates.

[Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Finance and Controller; Associate Vice Chancellor for Human Resources Services and Chief Human Resources Officer; or Associate Vice Chancellor for Campus Planning

Total contract of \$100,000 or less: Director of Procurement and Disbursement Services]

- (b) Medical Center: Vice Chancellor for Health Affairs or delegate.

[Associate Vice Chancellor for Health Affairs; Associate Vice Chancellor for Hospital Affairs; Associate Vice Chancellor for Clinical Affairs/Chief Medical Officer; Senior Vice President and Chief Financial Officer, VUMC. For consulting honoraria only, Dean, School of Medicine; Dean, School of Nursing.

Total contract of \$50,000 or less: Director of Procurement and Disbursement Services]

2. Postal Service: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Campus Planning]]

3. Equipment and Software Maintenance Agreements: General Officers or delegates. [Purchase Orders may be signed by the Director of Procurement and Disbursement Services, in addition to the specifically delegated authority.]

(a) University Central:

[Director of Procurement and Disbursement Services]

[Plant Equipment:

Contracts, purchase requisitions and work orders for repairs or maintenance work less than \$30,000: Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Campus Planning]]

(b) Medical Center:

[General Equipment:

Total annual maintenance charges of \$100,000 or more: Associate Vice Chancellor for Hospital Affairs; Associate Vice Chancellor for Clinical Affairs/Chief Medical Officer; Senior Vice President and Chief Financial Officer, VUMC; Chief Executive Officer and Executive Director, Vanderbilt University Hospital; Dean, School of Medicine; Dean, School of Nursing; Chief Executive Officer of Children's Hospital; or Associate Vice Chancellor for Health Affairs

Total annual maintenance charges of \$100,000 or less: Director of Procurement and Disbursement Services]

E. Construction.

1. Construction contracts:

(a) University Central (Off-campus development and rental purposes): Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Campus Planning]]

(b) University Central (Other): Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Executive Director, Administrative Strategy and Planning]

[Associate Vice Chancellor for Campus Planning]

(c) Medical Center: Vice Chancellor for Health Affairs or delegate.

[\$100,000 or more: Associate Vice Chancellor for Health Affairs or Senior Vice President and Chief Financial Officer, VUMC]

[Less than \$100,000: Vice-President for Facilities Planning and Development, VUMC]

2. Management contracts and engineering agreements:

(a) Management contracts:

(i) University Central (Off-campus development and rental purposes): Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Campus Planning]

(ii) University Central (Other): Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Executive Director, Administrative Strategy and Planning or Associate Vice Chancellor for Campus Planning]

(iii) Medical Center: Vice Chancellor for Health Affairs or delegate.

[Associate Vice Chancellor for Hospital Affairs; Associate Vice Chancellor for Clinical Affairs/Chief Medical Officer; Senior Vice President and Chief Financial Officer, VUMC; or Associate Vice Chancellor for Health Affairs]

(b) Engineering agreements:

(i) University Central (Off-campus development and rental purposes): Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Campus Planning]

(ii) University Central (Other): Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Executive Director, Administrative Strategy and Planning]

[Associate Vice Chancellor for Campus Planning]

- (iii) Medical Center: Vice Chancellor for Health Affairs; or delegate.

[\$100,000 or more: Associate Vice Chancellor for Health Affairs; Senior Vice President and Chief Financial Officer, VUMC]

Less than \$100,000: Vice-President for Facilities Planning and Development, VUMC]

3. Construction contract change orders:

- (a) University Central (Off-campus development and rental purposes): Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Executive Director, Administrative Strategy and Planning;  
Associate Vice Chancellor for Campus Planning]

- (b) University Central (Other): Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Executive Director, Administrative Strategy and Planning or  
Associate Vice Chancellor for Campus Planning]

- (c) Medical Center: Vice Chancellor for Health Affairs or delegate.

[\$50,000 or more: Senior Vice President and Chief Financial Officer, VUMC; or Associate Vice Chancellor for Health Affairs]

Less than \$50,000: Vice-President for Facilities Planning and Development, VUMC]

4. Contracts for survey and testing related to plant:

- (a) For off-campus development and rental purposes: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Executive Director, Administrative Strategy and Planning; Associate  
Vice Chancellor for Campus Planning]]

- (b) Other: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Executive Director, Administrative Strategy and Planning or Associate Vice Chancellor for Campus Planning]

5. Architect agreements:

- (a) University Central (Off-campus development and rental purposes): Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Campus Planning]

- (b) University Central (Other): Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Campus Planning]

- (c) Medical Center: Vice Chancellor for Health Affairs or delegate.

[Associate Vice Chancellor for Health Affairs; Senior Vice President and Chief Financial Officer, VUMC]

IV. COOPERATIVE AGREEMENTS, INSTITUTIONAL AFFILIATIONS, AND SERVICE AGREEMENTS

A. Academic.

- 1. University Central: Provost and Vice Chancellor for Academic Affairs or delegate.

[Deputy Vice Chancellor for Administration and Academic Affairs; Associate Provost for Undergraduate Education; or Associate Provost Research and Graduate Education]

- 2. Medical Center: Vice Chancellor for Health Affairs or delegate.

[Associate Vice Chancellor for Hospital Affairs; Associate Vice Chancellor for Clinical Affairs/Chief Medical Officer; Associate Vice Chancellor for Health Affairs; or Senior Vice President and Chief Financial Officer, VUMC]

B. Other.

1. University Central: Vice Chancellor for Administration and Chief Financial Officer; Vice Chancellor for Public Affairs; or delegate.

[Executive Director, Administrative Strategy and Planning]

2. Medical Center: Vice Chancellor for Health Affairs or delegate.

[Associate Vice Chancellor for Hospital Affairs; Associate Vice Chancellor for Clinical Affairs/Chief Medical Officer; Associate Vice Chancellor for Health Affairs; or Senior Vice President and Chief Financial Officer, VUMC]

V. LEGAL MATTERS

- A. Incident to litigation: Vice Chancellor for University Affairs and Athletics, General Counsel and University Secretary or delegate.

- B. Cases pending with governmental agencies: Vice Chancellor for University Affairs and Athletics, General Counsel and University Secretary or delegate.

[With respect to cases filed with the United States Citizenship & Immigration Services or the United States Department of Labor for the purpose of obtaining work authorization for foreign nationals for the purpose of "teaching" and "working": Director, Office of International Services]

- C. Severance and Settlements: Vice Chancellor for University Affairs and Athletics, General Counsel and University Secretary or delegate.

[Severance Agreements: Associate Vice Chancellor/Chief Human Resource Officer; or Senior Deputy General Counsel]

[Settlements: Senior Deputy General Counsel]

- D. Arrangements with outside counsel: Vice Chancellor for University Affairs and Athletics, General Counsel and University Secretary or delegate.

VI. TECHNOLOGY TRANSFER/ENTERPRISE DEVELOPMENT

- A. Patents and Licenses: Vice Chancellor for Investments or delegate.

1. Material Transfer Agreements (licensing agreements which protect the intellectual property rights associated with biological and other physical materials and which describe limitations on the use of such materials by the license, including limitations on the use of research results from use of the

materials): Licensing Representatives of the Office of Technology Transfer and Enterprise Development.

2. License agreements relating to technology owned by Vanderbilt, including agreements to create new business entities in which Vanderbilt will become an equity owner, agreements granting an option to a party to negotiate a license agreement, and letters of intent to enter into licensing negotiations and the like: Director of the Office of Technology Transfer and Enterprise Development or Associate Director of the Office of Technology Transfer and Enterprise Development.
3. All documents regarding technology owned by Vanderbilt and required to be filed in the U.S. Patent and Trademark Office and the U.S. Copyright Office, or equivalent foreign governmental bodies, in connection with intellectual property rights of Vanderbilt: Director or Associate Director of the Office of Technology Transfer and Enterprise Development.
4. Confidentiality agreements relating to technology disclosed to the Office of Technology Transfer: Director or Associate Director of the Office of Technology Transfer and Enterprise Development.
5. Inter-institutional Agreements or other Cooperative Agreements related to intellectual property ownership and deployment matters: Director or Associate Director of the Office of Technology Transfer and Enterprise Development.

B. Investment Agreements Related to Chancellor Fund and related activities of the Office of Investments: Chancellor or delegate.

[Any agreements relating to investments to be made by Vanderbilt University, by and through its Chancellor Fund and related activities of the Office of Investments, including without limitation, stock purchase agreements, shareholders agreements, registration rights agreements or similar documents; any stockholders or similar agreements relating to the receipt by Vanderbilt University's enterprise development function; any licensing or services agreements entered into by and between the University and such corporate entities; and, any and all documents, instruments, agreements, consents, or certificates necessary or appropriate to carry out the intent and effectuate the purpose of any of the agreements described above: Vice Chancellor for Investments or delegate.]

C. Clinical Trial Agreements and any related documents and Intellectual Property: Associate Vice Chancellor for Research; Assistant Vice Chancellor for Research, Director of Grants and Contracts Management; Associate Director of Grants and Contracts Management, or Executive Director of Research Informatics and Regulatory Affairs.

D. Licensing the Vanderbilt Name and Logo:

Vice Chancellor for Public Affairs or delegate for any contractual agreement involving the Licensing Resource Group, the Collegiate Licensing Company, any hotel/hospitality business or any general retail business units desiring to use the Vanderbilt University name or any of its derivatives, as well as logos in the name or identification of these units.

VII. FEDERAL, STATE, LOCAL GOVERNMENT AND PRIVATE GRANTS AND CONTRACTS

A. Research, Instruction, and other Educational and Patient Related Service Activities.

1. Contracts and Grants:

- (a) University Central: Provost and Vice Chancellor for Academic Affairs; or delegate.

[Deputy Vice Chancellor for Administration and Academic Affairs; Associate Provost Research and Graduate Education, Director of Sponsored Research or delegate:

For Contractor's Release and Contractor's Assignment of Refunds, Rebates, and Credits: Manager, Contract and Grant Accounting]

- (b) Medical Center: Vice Chancellor for Health Affairs or delegate.

[(i) Contracts: Associate Vice Chancellor for Hospital Affairs; Associate Vice Chancellor for Clinical Affairs/Chief Medical Officer; Associate Vice Chancellor for Research; or Associate Vice Chancellor for Health Affairs; or Assistant Vice Chancellor for Research

(ii) Grants: Dean, School of Medicine; Associate Vice Chancellor for Hospital Affairs; Associate Vice Chancellor for Clinical Affairs/Chief Medical Officer; Associate Vice Chancellor for Health Affairs; Associate Vice Chancellor for Research; Assistant Vice Chancellor for Research; Executive Director of Research Informatics and Regulatory Affairs; Director of Grants and Contracts Management; or Associate Director of Grants and Contracts Management]

2. Federal indirect cost-rate agreements: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Executive Director, Administrative Strategy and Planning]

[Federal Patient Care Rates: Senior Vice-President and Chief Financial Officer, VUMC]

3. State and Local Indirect Cost-Rate Agreements:

- (a) University Central: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Associate Vice Chancellor for Finance and Controller]

- (b) Medical Center: Vice Chancellor for Health Affairs or delegate.

[Senior Vice-President and Chief Financial Officer, VUMC]

4. Settlement of audit reports:

- (a) University Central: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Associate Vice Chancellor for Finance and Controller]

- (b) Medical Center: Vice Chancellor for Health Affairs or delegate.

[Senior Vice President and Chief Financial Officer]

5. Contracts with third-party payors for patient services. Vice Chancellor for Health Affairs or delegate.

[Associate Vice Chancellor for Hospital Affairs; Associate Vice Chancellor for Clinical Affairs/Chief Medical Officer; or Senior Vice President and Chief Financial Officer, VUMC]

## VIII. FACULTY AND STAFF MATTERS

### A. Benefits.

1. Contracts for employee fringe benefits: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Associate Vice Chancellor/Chief Human Resource Officer; for ERISA filings, Director of Human Resources]

2. Vanderbilt Medical Group agreements: Vice Chancellor for Health Affairs or delegate.

3. Retirement Plan: Chancellor or delegate.
- B. Collective bargaining agreements: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Associate Vice Chancellor/Chief Human Resource Officer]

- C. Payroll Action Forms:

1. University Central:

- (a) Provost and Vice Chancellor for Academic Affairs' area: Provost and Vice Chancellor for Academic Affairs or delegate.

- (i) Annual Merit Increases: Provost and Vice Chancellor for Academic Affairs or delegate.

[Deputy Vice Chancellor for Administration and Academic Affairs or Deans, with approval by Deputy Provost]

- (ii) All other salary increases: Provost and Vice Chancellor for Academic Affairs or delegate.

[Deputy Vice Chancellor for Administration and Academic Affairs or Deans, with approval by Deputy Provost]

- (iii) Non-salary related items: Provost and Vice Chancellor for Academic Affairs or delegate.

[Deputy Vice Chancellor for Administration and Academic Affairs or Deans]

- (b) Vice Chancellor for Administration and Chief Financial Officer's area: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Associate Vice Chancellor for Finance and Controller]

- (i) Annual Merit Increases: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Associate Vice Chancellor for Finance and Controller with prior verbal approval of Vice Chancellor for Administration and Chief Financial Officer]

- (ii) All other salary increases: Vice Chancellor for Administration and Chief Financial Officer or delegate.  
    - [Associate Vice Chancellor for Finance and Controller]
  - (iii) No change in salary: Director/Department Head.
  - (c) Vice Chancellor for Public Affairs' area: Vice Chancellor for Public Affairs or delegate.
  - (d) Vice Chancellor for University Affairs and Athletics, General Counsel and University Secretary's area: Vice Chancellor for University Affairs and Athletics, General Counsel and University Secretary or delegate, Associate Vice Chancellor Division of University Affairs.
  - (e) Vice Chancellor for Investments' area: Vice Chancellor for Investments or delegate.
2. Medical Center: Vice Chancellor for Health Affairs; Associate Vice Chancellor for Health Affairs; Senior Vice-President and Chief Financial Officer, VUMC; or delegate.
- [(a) Medical Center Other: Associate Vice Chancellor for Research; Dean, School of Medicine; Associate Vice Chancellor for Health Affairs/Director of Informatics Center; or delegate
    - (i) Annual merit increases within guidelines -- Department Head
    - (ii) New positions and all other salary increases -- No delegate
    - (iii) Non-Salary related items -- Department Head
  - (b) School of Medicine: Dean, School of Medicine; Director of Finance, Academic and Research Enterprise, VUMC; or delegate
    - (i) Annual merit increases within guidelines -- Department Head/Administrative Officer
    - (ii) New positions and all other salary increases -- No delegate
    - (iii) Non-salary related items -- Department Head/Administrative Officer
  - (c) School of Nursing: Dean, School of Nursing; Associate Dean of Administration, School of Nursing; or delegate

- (i) Annual merit increases within guidelines -- Administrative Officer
  - (ii) New positions and all other salary increases -- No delegate
  - (iii) Non-salary related items -- Administrative Officer
- (d) Hospital (VUH, PHV, VCH): Associate Vice Chancellor for Hospital Affairs; Chief Executive Officer and Executive Director, Vanderbilt University Hospital; Chief Executive Officer, Children's Hospital; Chief Nursing Officer, VUMC; Chief Nursing Officer, Vanderbilt University Hospital; or delegate
- (i) Annual merit increases within guidelines -- Associate Director, VUH; Assistant Director, VUH; Assistant Director, VCH; Director/Department Head
  - (ii) New positions -- Director of Administrative Services, PHV
  - (iii) Reclassifications and all other salary increases -- Associate Director, VUH; Assistant Director, VUH; Assistant Director, VCH; Director of Administrative Services, PHV
  - (iv) Non-salary related items -- Associate Director, VUH; Assistant Director, VUH; Assistant Director, VCH; Director/Department Head
- (e) Vanderbilt Medical Group and The Vanderbilt Clinic; Associate Vice Chancellor for Clinical Affairs/Chief Medical Officer; Chief Executive Officer and Executive Director, VMG; Chief Operating Officer, VMG; or Director of Common Systems, VMG or delegate
- (i) Annual merit increases within guidelines -- Director of VMG Clinic Redesign; Vice-Chair Administration, Pediatrics; Vice-Chair Administration, Vanderbilt Eye Center; Vice-Chair Administration, Orthopaedics; Administrative Director, Trauma / Burn / Lifeflight / Neurosciences Patient Care Center; Administrative Director, Cancer Patient Care Center; Administrative Director, Medicine Patient Care Center; Administrative Director, Women's Patient Care Center; Administrative Director, Cardiology Patient Care Center; Administrative Director, Orthopaedics Patient Care Center; Administrative Director, VMG Williamson County; Department Head/Director

- (ii) New positions -- No delegate
- (iii) Reclassifications and all other salary increases Vice-Chair Administration; Administrative Directors, Patient Care Centers; Chief Operating Officer, VIP; Director of VMG Clinic Redesign
- (iv) Non-salary related items -- Director of VMG Clinic Redesign; Vice-Chair Administration, Pediatrics; Vice-Chair Administration, Vanderbilt Eye Center; Vice-Chair Administration, Orthopaedics; Administrative Director, Trauma / Burn / Lifeflight / Neurosciences Patient Care Center; Administrative Director, Cancer Patient Care Center; Administrative Director, Medicine Patient Care Center; Administrative Director, Women's Patient Care Center; Administrative Director, Cardiology; Administrative Director, Orthopaedics Patient Care Center; Administrative Director, VMG Williamson County; Director/Department Head]

D. Faculty appointment, promotion, termination and related letters: Deans of Schools or their delegates [*Exhibit A*].

E. Faculty early retirement agreements.

- 1. University Central: Provost and Vice Chancellor for Academic Affairs or delegate.
- 2. Medical Center: Vice Chancellor for Health Affairs or delegate.

F. Garnishment requests: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Director of Payroll; Assistant Director of Payroll; or Senior Financial Analyst]

## IX. FINANCIAL MATTERS

A. University Central.

- 1. Check signing: as authorized by resolution of the Board of Trust.

Checks drawn on the bank accounts of The Vanderbilt University, having funded account balances of \$50,000 or more, shall be signed and countersigned as hereinafter provided:

- (a) The Chancellor; the Vice Chancellor for Administration and Chief Financial Officer; the Provost and Vice Chancellor for Academic

Affairs; the Vice Chancellor for Investments; the Vice Chancellor for Health Affairs; the Vice Chancellor for Public Affairs; the Vice Chancellor for University Affairs and Athletics, General Counsel and University Secretary; the Controller and Associate Vice Chancellor for Finance; the Associate Controller; the Assistant Controller; and the Assistant Vice Chancellor for Research Finance are each authorized to sign checks drawn on the bank accounts of The Vanderbilt University, in accordance with the provisions below.

- (b) Checks of \$50,000 or less shall be signed by one of the persons in Paragraph (a) above or shall have on the face thereof the facsimile signature of the Vice Chancellor for Administration and Chief Financial Officer.
  - (c) Checks exceeding \$50,000, but less than \$100,000, including those having on the face thereof the facsimile signature of the Vice Chancellor for Administration and Chief Financial Officer, shall be countersigned by a second person authorized to sign in Paragraph (a) above; provided, however, that the countersignature shall in each instance be that of a person other than the person signing the check pursuant to the authority granted in Paragraph (a) above.
  - (d) Checks of \$100,000 or more shall be countersigned by the Chancellor; the Vice Chancellor for Administration and Chief Financial Officer; the Provost and Vice Chancellor for Academic Affairs; the Vice Chancellor for Investments; the Vice Chancellor for Health Affairs; the Vice Chancellor for Public Affairs; or the Vice Chancellor for University Affairs and Athletics, General Counsel and University Secretary; provided, however, that the countersignature shall in each instance be that of a person other than the person signing the check pursuant to the authority granted in Paragraph (a).
  - (e) Checks drawn on the bank accounts of The Vanderbilt University, having funded account balances of less than \$50,000, shall be signed and countersigned by persons designated in writing by the Vice Chancellor for Administration and Chief Financial Officer or Vice Chancellor for Investments.
2. Agreements with and referrals to collection agencies: Vice Chancellor for Administration and Chief Financial Officer or delegate.
- [Associate Vice Chancellor for Finance and Controller]
3. International and domestic tax filings, such as Internal Revenue Service and Social Security Returns and Related State Reports, including Unclaimed

Property: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Associate Vice Chancellor for Finance and Controller]

4. Credit card applications: Vice Chancellor for Administration and Chief Financial Officer or delegate; and Vice Chancellor for Health Affairs or delegate.

[Director of Procurement and Disbursement Services; or Associate Vice Chancellor for Finance and Controller] [Senior Vice- President and Chief Financial Officer, VUMC]

5. Federal letter of credit reimbursement requests: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Associate Vice Chancellor for Finance and Controller or Assistant Vice Chancellor for Research Finance]

6. Lines or Letters of Credit with Banking Institutions: Vice Chancellor for Investments or Vice Chancellor for Administration and Chief Financial Officer.

7. Accounts receivable write-off: Vice Chancellor for Administration and Chief Financial Officer or delegate.

[Greater than \$50,000: Vice Chancellor for Administration and Chief Financial Officer; less than \$50,000: Associate Vice Chancellor for Finance and Controller; \$25,000 or less: Associate Controller]

8. Establishment of Bank Accounts:

- (a) Within the United States: Vice Chancellor for Administration and Chief Financial Officer; Vice Chancellor for Investments; or Associate Vice Chancellor for Finance and Controller.

[Any Managing Director]

- (b) Outside the United States (to establish banking relationships with banking institutions in those countries outside the United States where educational programs are sponsored or conducted by the University; provided, however, that the amount on deposit at any one such banking institution shall not exceed \$100,000 at any one time): Vice Chancellor for Administration and Chief Financial Officer or Vice Chancellor for Investments (and each is authorized to designate those persons authorized to sign for accounts in said banking institutions).

9. Guaranty Agreements: Vice Chancellor for Investments.

B. Medical Center.

1. Check signing authority as authorized by resolution of the Board of Trust.

Checks drawn on the bank accounts of the Medical Center of The Vanderbilt University (such as, the School of Medicine, the School of Nursing, and the Vanderbilt University Hospital) shall be signed and countersigned as hereafter provided:

- (a) The Chancellor; the Vice Chancellor for Health Affairs; the Vice-Chancellor for Administration and Chief Financial Officer; the Vice Chancellor for Investments; the Associate Vice-Chancellor for Health Affairs; the Associate Vice Chancellor for Hospital Affairs; the Associate Vice Chancellor for Health Affairs/Director of Informatics Center; the Associate Vice-Chancellor for Research; the Associate Vice Chancellor for Clinical Affairs/Chief Medical Officer; the Chief Executive Officer, Monroe Carell Jr. Children's Hospital; the Dean of the School of Medicine; the Senior Vice President and Chief Financial Officer; the Chief Executive Officer and Executive Director of the Vanderbilt University Hospital; the Controller and Associate Vice-Chancellor for Finance; the Associate Controller; the Assistant Controller; and the Assistant Vice Chancellor for Research Finance, are each authorized to sign checks drawn on the bank accounts of the Medical Center of The Vanderbilt University, in accordance with the provisions below.
- (b) Checks of \$50,000 or less shall be signed by one of the persons in Paragraph (a) above.
- (c) Checks exceeding \$50,000, but less than \$100,000, shall be countersigned by a second person authorized to sign in Paragraph (a) above; provided that the countersignature in each instance shall be that of a person other than the person signing the check pursuant to the authority granted in Paragraph (a).
- (d) Checks of \$100,000 or more shall be countersigned by the Chancellor; the Vice Chancellor for Health Affairs; the Vice-Chancellor for Administration and Chief Financial Officer; the Vice Chancellor for Investments; the Associate Vice-Chancellor for Health Affairs; the Associate Vice Chancellor for Hospital Affairs; the Associate Vice Chancellor for Clinical Affairs/Chief Medical Officer; the Associate Vice Chancellor for Health Affairs/Director of Informatics Center; the Associate Vice-Chancellor for Research; and the Dean of the School of

Medicine, provided that the countersignature in each instance shall be that of a person other than the person signing the check pursuant to the authority granted in Paragraph A of this Resolution.

2. Accounts receivable write-off and transfer to collection agencies: Vice Chancellor for Health Affairs or delegate.

[Hospital:

- (a) \$60,000 or more: Senior Vice-President and Chief Financial Officer, VUMC or Associate Vice Chancellor for Hospital Affairs;

More than \$30,000 but less than \$60,000: Chief Executive Officer and Executive Director, Vanderbilt University Hospital; or Chief Executive Officer, Children's Hospital;

More than \$15,000 but less than \$30,000: Director of Finance, Vanderbilt University Hospital;

Less than \$15,000: Director, Patient Accounting.

Authority to settle accounts negotiated by the Office of the General Counsel to include personal injury settlements, workers' compensation coverage, estate settlements and bankruptcy: Senior Vice President and Chief Financial Officer, VUMC; Director of Finance, Vanderbilt University Hospital; and Director, Patient Accounting.

- (b) Vanderbilt Medical Group (VMG):

\$60,000 and over: Senior Vice-President and Chief Financial Officer, VUMC or Associate Vice Chancellor for Clinical Affairs/Chief Medical Officer

More than \$15,000 but less than \$60,000: Chief Executive Officer and Executive Director, VMG;

More than \$5,000 but less than \$15,000: Director of Finance, VMG; or Director of VMG Revenues;

Less than \$5,000: Director of Business Operations, VMG

Authority to settle accounts negotiated by the Office of the General Counsel to include personal injury settlements, workers' compensation coverage, estate settlements and bankruptcy: Senior Vice President and Chief Financial Officer, VUMC; Director of Finance, VMG;

Director of VMG Revenues; and Director of Business Operations,  
VMG.

3. Self-Insurance Trust Disbursements: As provided in Self-Insurance Trust Fund Agreement.
4. Joint Venture and Affiliation Agreements: Vice Chancellor for Health Affairs; Associate Vice Chancellor for Health Affairs; or Senior Vice President and Chief Financial Officer, VUMC.
5. Guaranty or Loan Agreements: Vice Chancellor for Health Affairs or Senior Vice President and Chief Financial Officer, VUMC
6. Unclaimed Property: Senior Vice-President and Chief Financial Officer, VUMC.

## X. STUDENT MATTERS

### A. University Central.

1. Acceptance letters: Provost and Vice Chancellor for Academic Affairs or delegate.  
  
[Associate Provost for Undergraduate Education; or Deans; or delegate]
2. Awards, loans and scholarships: Provost and Vice Chancellor for Academic Affairs or delegate.  
  
[Associate Provost for Undergraduate Education; or Deans; or delegate]
3. Student activities: Provost and Vice Chancellor for Academic Affairs; Dean of Students; Dean of Commons; Deans; or delegate.

### B. Medical Center.

1. Acceptance letters (Graduate or professional): Dean of School or delegate.
2. Awards, loans, and scholarships (Graduate or professional): Dean of School or delegate.
3. Student activities: Dean of School or delegate.

## XI. ATHLETIC MATTERS

- A. Routine agreements with other colleges and universities for athletic contests: Vice Chancellor for University Affairs; Assistant Vice Chancellor, Office of Student Athletics, Recreation and Wellness; or delegate.

[Associate Vice Chancellor Division of University Affairs]

- B. Routine advertising and other agreements for publication of athletic game programs and other promotional materials: Vice Chancellor for University Affairs; Vice Chancellor for Public Affairs; Assistant Vice Chancellor, Office of Student Athletics, Recreation and Wellness; or delegate.

[Associate Vice Chancellor Division of University Affairs]

- C. Contracts with head coaches: Vice Chancellor for University Affairs; Assistant Vice Chancellor, Office of Student Athletics, Recreation and Wellness, with approval of Chancellor.

## XII. AGREEMENTS WITH DONORS RELATING TO GIFTS AND BEQUESTS

- A. Trust or annuity agreements: Chancellor or Vice Chancellor for Investments.
- B. Other agreements or documents related to Gifts and Estates: Chancellor; Provost and Vice Chancellor for Academic Affairs; Executive Associate Vice Chancellor for Development and Alumni Relations; Vice Chancellor for Health Affairs; Vice Chancellor for Investments; Managing Director; General Counsel; or Senior Deputy General Counsel.

## XIII. USE OF FACILITIES BY OUTSIDE ORGANIZATIONS

- A. University Central.

1. Athletic Facilities: Assistant Vice Chancellor, Office of Student Athletics, Recreation, and Wellness or delegate.

[Associate Vice Chancellor Division of University Affairs]

2. Other: Provost and Vice Chancellor for Academic Affairs; Vice Chancellor for Administration and Chief Financial Officer; Vice Chancellor for University Affairs; Vice Chancellor for Public Affairs, or delegate.

[Executive Director, Administrative Strategy and Planning; Associate Vice Chancellor for Campus Planning]]

B. Medical Center: Vice Chancellor for Health Affairs or delegate.

[Dean, School of Medicine; Dean, School of Nursing; Associate Vice Chancellor for Hospital Affairs; Associate Vice Chancellor for Clinical Affairs/Chief Medical Officer; Associate Vice Chancellor for Health Affairs; Chief Executive Officer, Vanderbilt University Hospital; or Chief Executive Officer, Children's Hospital]

XIV. GOVERNMENTAL DOCUMENTS REQUIRED BY FOREIGN NATIONALS TO TEACH, STUDY AND WORK AT VANDERBILT: Provost and Vice Chancellor for Academic Affairs or delegate.

[With respect to "teaching" and "working": Director, Office of International Services; with respect to "studying": Dean of Students or delegate]

XV. ATTESTATION AND CERTIFICATION OF SIGNATURES AND DOCUMENTS: Secretary of the University; Assistant Secretary of the University; Vice Chancellor for Investments; or delegate.

XVI. USE OF UNIVERSITY SEAL: Secretary of the University; Assistant Secretary of the University; or delegate.

XVII. ALL OTHER DOCUMENTS NOT SPECIFICALLY PROVIDED FOR HEREIN SHALL BE EXECUTED BY THE CHANCELLOR OR PERSONS AUTHORIZED TO DO SO BY DELEGATION FROM THE CHANCELLOR, AND THE CHANCELLOR IS AUTHORIZED TO MAKE ANY CHANGES TO OR MODIFICATIONS OF DELEGATIONS CONTAINED HEREIN.

## Exhibit A

### Faculty Actions

TYPE I: Require the approval of Dean, Provost or Vice Chancellor of Health Affairs, Chancellor, and the Board of Trust or its Executive Committee:

- Appointment to tenured positions
- Promotion to tenured positions
- Appointment to Emeritus and Emerita ranks

NOTE: Each of the requests for these actions will be accompanied by the additional information described in Chapter 3, Section C, of the *Faculty Manual*. Brief descriptions summarizing the biographical information for appointments to tenured positions and promotions to tenured positions will be prepared by the Office of the Provost (for appointments and promotions within University Central) or the Office of the Vice Chancellor for Health Affairs (for appointments and promotions within the School of Medicine). Recommendations from deans for appointments to Emeritus and Emerita ranks will be accompanied by "a biographical statement of some 400 to 800 words citing the faculty member's contributions to the University and the academic world in teaching, scholarship, and service," as described in the *Faculty Manual*.

TYPE II: Require the approval of Dean, Provost or Vice Chancellor for Health Affairs, and Chancellor:

- Appointment to the title of University Distinguished Professor
- Appointment to the title of Distinguished Professor
- Appointment to the title of University Professor
- Appointment to the title of Named Professor
- Promotion to the rank of Professor
- Appointment to tenure-track positions, except in School of Medicine where Chancellor's signature is not required

TYPE III (Medical School): Require the approval of Dean and Vice Chancellor for Health Affairs

- Authorization of leaves of absence
- Reappointment of tenure-track faculty to additional term appointments
- Non-tenure-track term appointments, reappointments, and promotions. These include the faculty titles listed in TYPE V in addition to the following:

- Professor of Clinical \_\_\_\_\_
- Associate Professor of Clinical \_\_\_\_\_
- Assistant Professor of Clinical \_\_\_\_\_
- Instructor in Clinical \_\_\_\_\_
- Senior Associate in \_\_\_\_\_
- Associate in \_\_\_\_\_
- Assistant in \_\_\_\_\_

TYPE IV (University Central): Requires the approval of Dean and Provost

Reappointment of tenure-track faculty to additional term appointments

TYPE V (University Central): Normally, require only the approval of the Dean

Authorization of leaves of absence

Non-tenure-track term appointments, reappointments, and promotions. This category includes the following titles:

- Professor (not tenure-track)
- Associate Professor (not tenure-track)
- Assistant Professor (not tenure-track)
- Instructor (not tenure-track)
- Lecturer
- Senior Lecturer
- Professor of the Practice of \_\_\_\_\_
- Associate Professor of the Practice of \_\_\_\_\_
- Assistant Professor of the Practice of \_\_\_\_\_
- Instructor in the Practice of \_\_\_\_\_
- Adjunct Professor of \_\_\_\_\_
- Adjunct Associate Professor of \_\_\_\_\_
- Adjunct Assistant Professor of \_\_\_\_\_
- Adjunct Instructor in \_\_\_\_\_
- Clinical Professor of \_\_\_\_\_
- Associate Clinical Professor of \_\_\_\_\_
- Assistant Clinical Professor of \_\_\_\_\_
- Clinical Instructor in \_\_\_\_\_
- Visiting Professor of \_\_\_\_\_
- Visiting Associate Professor of \_\_\_\_\_
- Visiting Assistant Professor of \_\_\_\_\_
- Visiting Instructor in \_\_\_\_\_
- Research Professor of \_\_\_\_\_
- Research Associate Professor of \_\_\_\_\_
- Research Assistant Professor of \_\_\_\_\_
- Research Instructor in \_\_\_\_\_
- Adjoint Professor in \_\_\_\_\_
- Adjoint Associate Professor in \_\_\_\_\_
- Adjoint Assistant Professor in \_\_\_\_\_
- Adjoint Instructor in \_\_\_\_\_
- Senior Research Associate in \_\_\_\_\_
- Research Associate in \_\_\_\_\_
- Visiting Scholars
- Faculty Fellows and Senior Faculty Fellows
- Faculty in residence
- Pre-collegiate faculty ranks in the Blair School of Music

TYPE VI (University Central): Require approval of the Provost or Associate Provost

Appointments in the Reserve Officers Training Corps

Exhibit B

## Current Guidelines for Items Requiring Board Approval

January 1, 2006

### Faculty/Personnel Recommendations

Tenure: all appointments or promotions to positions of tenure require Board approval.

Other appointments/actions: all other personnel actions for faculty may be reported to the Board as a point of information but do not require Board approval.

Appointment of General Officers and Deans of schools: the appointment of General Officers and Deans of colleges and schools require approval by the Board.

### Financial Items

Capital expenditures and budget adjustments (by action of Executive Committee, June 3, 1998):

Items less than \$500,000 are not reported to the Board but are made available upon request by the Division of Administration.

Items greater than \$500,000 but less than \$2,000,000: the Chancellor is authorized to approve as long as funds are available from reserves or otherwise; these items are reported to the Board as administratively approved items at the next meeting of the Executive Committee.

Items greater than \$2,000,000 but less than \$3,000,000: the Chancellor is authorized to approve, as long as funds are available from reserves or otherwise, with the concurrence of the Chair of the Budget Committee and the Chairman of the Board. (These items are typically presented to the Board Executive Committee for approval, unless there is a time constraint.)

Items greater than \$3,000,000 require Board approval.

Quasi-endowment transfers: require the Chancellor's approval, with those transfers being reported to Executive Committee once a year.

Real estate conveyances: require Board approval for conveyances over \$2 million. The Chancellor can approve conveyances under \$2 million.

### Fees and Rates

Tuition, housing rates, any mandatory meal plan rate, student activity fees, Student Recreation Center fees, student health insurance fees and application fees all requires Board approval. (Any mandatory fee requires Board approval.)

### Bond Issues

Any proposed University bond issue requires Board approval.

### Check-Signing Authority

Authority for specific personnel to sign checks on behalf of the University requires Board approval.

### Authority to Engage in Transactions Involving Securities

Authority for specific personnel to buy, sell or endorse for transfer any securities on behalf of the University requires Board approval.

### Establishment of Foreign Bank Accounts

Authorization for specific personnel to establish foreign bank accounts requires Board approval.

### Budget Approval

The proposed annual University budget requires Board approval.

### \*Additions/Changes of Schools, Departments, Degrees

Schools: any addition, merger or closing of a school requires Board approval.

Department: any addition, merger or closing of a division or department requires Board approval.

Academic Degrees: any addition, change or discontinuation of an academic degree requires Board approval.

\*The Constitution of the Faculty Senate states, "The Senate shall act in a consultative capacity when the establishment of new schools or colleges is considered or when new degrees are proposed." (Article II, 3.d)

## Policy and Procedures for Naming of University Buildings or Spaces

The Vanderbilt University Board of Trust has approved guidelines for the naming of campuses, areas of campuses, buildings and groups of buildings. The guidelines require approval by the Board of Trust before any University building or space can be named or renamed. Additionally, the following factors will be considered:

1. The importance of the individual's role in the history of Vanderbilt and the appropriateness of associating the individual's name with a particular building or space;
2. Any financial contributions made by the individual or in his or her honor;
3. The timeliness of the naming in relation to the individual to be recognized;
4. The extraordinary character of the individual's contribution to the history of the University;
5. Members of the faculty and staff should be recognized in ways other than the naming of buildings and spaces because of the number of deserving persons; and
6. When the naming of a building or space is for a contributor to the project, it will be expected that the contributor will have provided at least 50 percent of the cost of the project.

In order to make sure that proper procedures are followed in the naming or renaming of University buildings and spaces, the Office of the Board of Trust has created the following procedures when planning a naming:

1. The University, sponsoring individual or department that is planning to name a University building or space will first contact, in writing, the Secretary of the University, requesting Board of Trust approval to name said University building or space. The request should include a discussion of the above guidelines.
2. The Secretary of the University shall assign the Assistant Secretary as the contact person to ensure that all necessary items are completed.
3. The Assistant Secretary shall work with the sponsoring individual or department to verify that the University's policy on giving is met. This will be accomplished when the University's Executive Associate Vice Chancellor for Development and Alumni Relations, indicates by memorandum his/her consent.
4. The Vice Chancellor for Public Affairs will be informed by the Office of the Board of Trust about the proposed naming and will be requested to provide in writing any concerns he/she might have about the proposed naming.

5. After the Executive Associate Vice Chancellor for Development and Alumni Relations has signed off and the Vice Chancellor for Public Affairs has submitted his/her comments, the Secretary of the University shall review these two items, as well as the sponsoring individual or department memorandum, and request approval by the Chancellor.
6. On signed approval, by the Chancellor, the Secretary of the University shall either have the proposed naming placed on the agenda of the next Full Board or Executive Committee meeting of the Board of Trust, or if necessary, conduct a vote by mail.
7. Upon approval by the Board of Trust for the proposed naming, the Secretary of the University shall notify, in writing, the sponsoring individual or department and the Vice Chancellor for Public Affairs of the Board's approval.
8. Upon receipt of the Secretary of the University's written notification of Board of Trust approval, the sponsoring individual or department can proceed to work with the Vice Chancellor for Public Affairs to plan any public announcement of the naming or notification of the naming to others.