

## Delegation of Authority Policy

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| <b>Effective Date:</b>      | November 6, 2019   |
| <b>Supersedes:</b>          | Delegation Authority Policy effective October 16, 2018                               |
| <b>Policy Review Date:</b>  | 3 years from effective date  |
| <b>Issuing Authority:</b>   | Research Foundation President  |
| <b>Responsible Party:</b>   | Chief Compliance Officer   |
| <b>Contact Information:</b> | 518.434.7145<br><a href="mailto:RFCompliance@rfsuny.org">RFCompliance@rfsuny.org</a> |

### Reason for Policy

The Research Foundation for The State University of New York ("Research Foundation" or "RF") Board of Directors has vested authority in the Officers to bind the Research Foundation by approving Transactions in the name of and on behalf of the RF. This policy authorizes Officers to further delegate this authority to Qualified Designees to effectively operate the business of the RF.

### Statement of Policy

No person may approve Transactions in the name of or on behalf of the Research Foundation without authority to do so.

An RF Officer may delegate his or her authority to Qualified Designees. These Designees may further delegate authority to other Qualified Designees subject to the following:

1. The Delegator cannot delegate authority that is inconsistent with or greater than his or her own authority;
2. The delegation of authority must be in writing, signed by the Delegator;
3. The delegation of authority must designate the types of Transactions, the amounts that may be committed by the Designee, and any limitations on the delegation of authority pursuant to the process detailed in the [Delegation of Authority Procedure](#);
4. The Designee receiving the delegation must comply with RF policies when implementing the authority that has been delegated;
5. The Delegator must review [RF Guidance](#) related to segregation of duties to ensure that the Designee does not have a potential segregation of duties issue as it relates to the Designee's responsibilities; and
6. The Designee receiving the delegation may not authorize a payment to oneself or benefitting oneself, including but not limited to: personnel transactions, reimbursements, and travel expenditures.
  - a. The Designee must receive approval by another Qualified Designee of equal authority or greater for any transaction that benefits, or could be perceived as benefiting, an individual with approval authority.

A delegation of authority issued by a Delegator is effective until revoked or modified by that Delegator or a subsequently empowered Delegator.

### Transition of Delegated Authority from A Departing Operations Manager

An RF Operations Manager ("OM") is appointed by and is provided a written delegation of authority from the RF President. When the OM position at a campus becomes vacant, a previously appointed Deputy OM at that campus becomes the acting OM and is authorized and empowered to act with the full authority of the departing OM until the RF President appoints a new OM or takes any action to revoke the authority granted per this policy. This authority overrides any limitation on authority provided in the Deputy OM's campus-based appointment letter or the campus specific delegations authorized, consistent with this policy and the [Delegation of Authority Procedure](#). All other delegations or authority made by the departing OM will remain in effect until revoked.

When a Deputy OM assumes the role of acting OM, the campus must immediately notify the RF [Office of Compliance Services](#). The campus should make every effort to provide advanced notice if any OM transition is likely.

### Authority Granted Through RF Policy

Any RF policy that grants authority to a particular individual to approve Transactions may be further delegated by

that individual in accordance with this Policy and the [Delegation of Authority Procedure](#) unless that policy specifically prohibits such delegation.

### Documentation

Records for delegations of authority must be maintained in accordance with the [Delegation of Authority Procedure](#).

### Responsibilities

The following table outlines the responsibilities for compliance with this Policy:

| Responsible Party                                   | Responsibility   |
|---|--|
| RF Board of Directors                               | Delegate authority to Elected Officers pursuant to the RF Bylaws   |
| RF President  | Delegate authority and designate Appointed Officers including Operations Managers per the RF Bylaws.   |
| Elected Officers, Appointed Officers, and Designees | Perform duties consistent with delegations of authority.<br>Further delegate authority to other Qualified Designees consistent with his or her own authority and in compliance with RF policies. |
| Operations Manager                                  | Must maintain record of all delegations of authority for their location in accordance with the <a href="#">Delegation of Authority Procedure</a> .   |

### Definitions

*Appointed Officer*- An individual appointed by the Research Foundation President pursuant to the RF Bylaws. For example, RF Vice Presidents and Operations Managers.

*Delegator*- An individual to whom authority has been either vested by election or appointment as an Officer, or to whom authority has been delegated pursuant to this policy.

*Designee*- Any individual that has been delegated authority pursuant to this policy, who may delegate their authority to other Qualified Designees, consistent with his or her own authority pursuant to the RF Bylaws.

*Elected Officer*- An officer elected by the Board of Directors pursuant to the RF Bylaws. For example, the Research Foundation's President, Chief Operating Officer, Chief Financial Officer, Secretary, and General Counsel.

*Officer*- "Officer" shall include both Elected Officers and Appointed Officers as defined in this section.

*Qualified Designee*- A person who could reasonably be expected to understand and act in respect to the powers being delegated.

*Transaction*- A commitment by the Research Foundation involving the exchange of money or property; an obligation to perform services requiring payment, commitment, or use of Research Foundation resources; personnel transactions including promotions and salary; or the assumption of a financial liability.

### Related Information

[Delegation of Authority Procedure](#)

[RF Guidance](#)

### Forms

Please refer to the Delegation of Authority Procedure (linked above).

### Document History

| Date             | Summary of Change  |
|------------------|--|
| August 3, 2022   | Policy reviewed  |
| November 6, 2019 | Added provision for transition of delegated authority from a departing Operations Manager. |

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|------------------|--|
| October 16, 2018 | <p>Added the term Transaction to simplify and clarify the multiple types of commitments that can obligate the RF.</p> <p>Added the terms: Delegator, Designee, and Qualified Designee to improve clarity.</p> <p>Added the stipulation “Any RF policy that grants authority to a particular individual to approve Transactions may be further delegated by that individual in accordance with this Policy and the Delegation of Authority Procedure unless that policy specifically prohibits such delegation.”</p> <p>Clarified and re-organized responsibilities in the Responsibility Table.</p> <p>Added the definitions for Elected Officer and Appointed Officer from the subsequent procedure and revised for clarity.</p> <p>Added information on segregation of duties and requirement to receive approval by another Qualified Designee of equal authority or greater for any transaction that benefits, or could be perceived as benefiting, an individual with approval authority.</p> |
| December 7, 2012 | Replaced the Agreement Execution Policy with overall signature delegation policy. Effective 3/15/2013  |

**Feedback**

Was this document clear and easy to follow? Please send your feedback to [webfeedback@rfsuny.org](mailto:webfeedback@rfsuny.org).

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