

Guidelines on Host Country Transaction Authority

Purpose of these Guidelines

These guidelines address how Columbia Global Centers and other international entities established by Columbia University should coordinate with Columbia's central and departmental administrations when undertaking certain types of transactions and activities.

These guidelines are general and high-level, and more specific procedures may be set forth in an entity's Standard Operating Procedures manual. If there is a conflict between these guidelines and the entity's Standard Operating Procedures manual, the manual will supersede and govern.

Compliance with these guidelines is important for helping achieve uniformity, quality, effectiveness, and financial integrity of operations in international programs supported by Columbia University. These guidelines also help ensure that the entity's operations comply with laws and regulations of the host country and the U.S. government, as well as the requirements of grants and contributions benefiting the entity.

Each entity launched and supported by Columbia University outside the United States ("Host Country Organization") should have a Chief Administrative Officer based in the country with managerial responsibility for that entity. The Chief Administrative Officer ("CAO") is responsible for ensuring the Host Country Organization's compliance with these guidelines, with assistance from Columbia University's administration as questions or issues arise.

Each Host Country Organization should receive regular support from at least one department within the University for procurements and other vendor services, routine banking reconciliation, and financial recordkeeping and reports. In the case of Studio X entities, for example, support is provided by the Dean's office of the Graduate School of Architecture, Planning and Preservation. Support for the Global Centers is routinely provided by the Office of the Vice President for Global Centers. These departments in turn coordinate with the University's Offices of Controller, Treasury, Purchasing, and General Counsel.

Authorization and Signing Authority – Generally

In general, procurement of any good or services involves: (1) approving the transaction and negotiating terms with the vendor; (2) where applicable, entering into a contract with the vendor; and (3) authorizing and arranging for payment.

(1) Approval: Each purchase of services or goods from a vendor should be approved by an authorized individual in the Host Country Organization or University (or both, as described below). As part of the internal approval process, the CAO should ensure that the transaction would accord with the Host Country Organization's conflict of interest, bid, documentation, regulatory compliance, and other procurement procedures. (Those requirements should be set forth in separate Standard Operating Procedures and are not the subject of these guidelines.)

- Any proposed purchase of goods or services by the Host Country Organization from an employee, director, or officer of the organization (or members of their immediate family) is prohibited, unless approved in writing by the Host Country Organization's board of directors (or

equivalent governing body) following a full disclosure of any financial interests and other relevant information.

2) Signing the contract: The authority to approve a transaction is not the same as signature authority for contracts. For example, an individual who has the authority to approve the purchase of office equipment might negotiate the price and terms of purchase with the vendor. The written contract for that purchase would then be sent to an individual with signature authority in the Host Country Organization or University, as appropriate, for review and execution. The below chart aims to make this distinction clear for each type of transaction.

(3) Payment: Signature authority for contracts does not equate to authority to process payments. Authority to make bank accounts withdrawals, wire funds, or write checks for the Host Country Organization must be specifically delegated by the entity's shareholders, board of directors, or through a power of attorney, reviewed and approved by Columbia's Treasurer.

These initial guidelines are written for newly-launched offices, and should be revisited from time to time to ensure that they continue to meet the needs of the Host Country Organization. *Customized versions of these guidelines developed by the Host Country Organization with Columbia University's central administration are encouraged.* In addition, these guidelines assume that a transaction is being made by and in the name of the Host Country Organization. If a procurement or transaction is entered into by Columbia University for the benefit of the Host Country Organization, the University's routine purchasing policies will apply.

Specific Types of Transactions where the Host Country Organization is a party:

Transaction Type	Transaction Authorization	Signature Authority (Where contract required)
<p>Purchase of routine non-capital office supplies, furniture, and equipment (e.g., laptops) for up to \$5,000 (U.S.) per item.</p> <p>[The above threshold can be customized by the University’s central administration on a country-by-country basis, as appropriate for local needs, capabilities, and financial controls.</p> <p>This guidance can also be customized so that the University Dep’t can authorize, on a case-by-case basis, additional routine purchases that exceed the above amount, following review and written pre-authorization]</p>	<p>Chief Administrative Officer (CAO) of the Host Country Organization.</p> <p>Unless otherwise requested by the University Department providing routine transactional and financial support (“University Dep’t”), reports of all purchases should be provided on at least a monthly basis to the University Dep’t.</p> <p>Note: Throughout this guidance, each transaction must accord with the Host Country Organization’s written budget that has been reviewed and approved by the University Dep’t. Transactions that are outside the approved budget must be pre-approved by the University Dep’t and appropriate changes made to the budget.</p>	<p>[Normally, no formal contract required. Routine vendor terms and conditions can be reviewed and accepted by CAO.]</p>
<p>Security service agreements, vehicle rental agreements, utility, internet, and telephone (both landline and mobile) service agreements, cleaning services, event catering and conference-related agreements, and equipment servicing, repair, and maintenance for up to \$5,000 (U.S.) per service.</p> <p><i>Conditions:</i></p> <ul style="list-style-type: none"> - Maximum term of one year (with up to a one-year renewal). -The Host Country Organization has right to terminate upon 30-days advance notice. - Where applicable, each contract includes a clear scope of work and deliverables. - The agreement does not contain any indemnity by the Host Country Organization. <p>(continued on next page)</p>	<p>CAO</p> <p>Unless otherwise requested by University Dep’t, reports of all purchases should be provided on at least a monthly basis to the University Dep’t.</p>	<p>CAO</p>

Transaction Type	Transaction Authorization	Signature Authority (Where contract required)
<p>-Except for short-term (14 days or less) vehicle rental agreements and standard contracts for telephone and other utilities, if a standard Columbia University agreement template is not used, local legal counsel must review and approve the agreement.</p> <p><i>Special provisions for security service agreements:</i></p> <p>-The agreement is entered into by a security company and not an individual. -The company must be able to prove that a background check has been done on individuals who provide security services.</p> <p><i>Special provisions for vehicle rental agreements:</i></p> <p>-Liability insurance must be provided for each vehicle.</p> <p><i>All information technology agreements must be reviewed by the IT Manager supporting the University Dep't prior to signing.</i></p> <p>-----</p> <p>Other required terms may be identified by the University Dep't or Columbia's central administration.</p>		
<p>Office leases and other agreements regarding use of real property</p>	<p>University Dep't, with advice from Office of General Counsel</p>	<p>CAO and Columbia Finance.</p> <p>(Two signatures required, except where an authorized member of Columbia's Finance Department also has signature authority for the Host Country Organization, in which case only that individual's signature is required.)</p>

Transaction Type	Transaction Authorization	Signature Authority (Where contract required)
Renovations, construction, and similar services for offices and facilities	University Dep't, with advice from Office of General Counsel	CAO and Columbia Purchasing (Two signatures required, except where an authorized member of Columbia's Purchasing Department also has signature authority for the Host Country Organization, in which case only that individual's signature is required.)
Employment and consulting or independent contractor services	University Dep't, with advice from Columbia's Department of Human Resources (employment) or central university Purchasing (consulting)	CAO (for employment within the Center), with written pre-approval by University Dep't. For consulting or independent contractor agreements: CAO and Columbia Purchasing (Two signatures required, except where an authorized member of Columbia's Purchasing Dept also has signature authority for the Host Country Organization, in which case only that individual's signature req.)
Agreements with any governmental entity, whether or not framed as non-binding letter of intent, memorandum of understanding, grant, contract or other	University Dep't, with advice from Columbia's Sponsored Project Administration	CAO and Columbia's Sponsored Project Administration (Two signatures required, except where an authorized member of Columbia's Sponsored Project Administration also has signature authority for the Host Country Organization, in which case only that individual's signature is required.)
Donations, gifts, or other contributions (whether or not under a written agreement)	University Dep't, with advice from Office of University Development	CAO and Columbia's Office of University Development (Two signatures required, except where an authorized member of Columbia's Office of University Development also has signature authority for the Host Country Organization, in which case only that individual's signature is required.)

Transaction Type	Transaction Authorization	Signature Authority (Where contract required)
Attorneys and legal services	University Dep't , with advice from Office of General Counsel	CAO and Columbia's Office of General Counsel (Two signatures required, except where an authorized member of Columbia's Office of General Counsel also has signature authority for the Host Country Organization, in which case only that individual's signature is required.)
Accountants, auditors, and other routine financial services	University Dep't , with advice from University's Office of Controller and Purchasing	CAO, if pre-approved in writing by University's Office of Controller.
All other transactions	University Dep't, with advice from appropriate central university department.	Authorized representative in accordance with University's standard practices.

Notes:

Many transactions identified above (e.g., leases for real property) must be reviewed and approved by Columbia's Office of General Counsel or other resources within the University, often with the assistance of counsel, tax experts, or other resources in the host country. The above guidelines assume the CAO, University Dep't, or other member of the University community will confer with University counsel and other Columbia resources as appropriate, in accordance with routine University practices.

All amounts are in U.S. dollars, requiring conversion to local currency of the host country.

Transactions cannot be divided into smaller components to avoid the authority levels set forth above.