



Classification Number	<i>To be assigned by Policy Office</i>
Framework Category	<i>To be assigned by Policy Office</i>
Approving Authority	<i>To be assigned by Policy Office</i>
Policy Owner	General Counsel
Approval Date	DRAFT FOR REVIEW
Review Date	
Supersedes	

## LEGAL COMMITMENTS SIGNING AUTHORITY PROCEDURE

### PURPOSE

1. The purpose of this Procedure is to establish the framework of signing authority limits and responsibility for the approval and signing of agreements that bind the university to legal commitments. These commitments include academic agreements, the establishment of partnerships or similar arrangements, incoming funds, transfer or acquisition of intellectual property rights, employment and intellectual property agreements.

### DEFINITIONS

2. For the purposes of this Procedure the following definitions apply:
  - “**First Approver**” means an individual with authority to assess whether the commitment meets the objectives of the University, ensure that the commitment complies with all University policies, and ensure that the requirements of the Legal Review of Contracts Procedures have been fulfilled.
  - “**Executive Compliance Lead**” means a member of SLT with delegated responsibility for addressing specific Compliance Obligations and certifying an annual Compliance Checklist in their areas of responsibility.
  - “**Expenditures**” include all amounts disbursed from the University, including amounts pursuant to a Financial Contract.
  - “**Expenditure Signing Authority**” means a Second Approver under the Expenditure Signing Authority Procedure.
  - “**Financial Contract**” means any document, process or other evidence that records an intention to establish a monetary obligation between the University and one or more third parties, e.g. the procurement of goods and services through a purchase order.
  - “**Second Approver**” means an individual with authority to review the First Approver’s assessment, ensure that the commitment is appropriate and necessary for university operations and sign the agreement on behalf of the University.
  - “**Settlement Agreement**” means minutes of settlement, or an agreement involving or arising from legal action, litigation, insurance claims, grievances, employment matters, or matters in front of judicial or quasi-judicial tribunals.
  - “**University Brand**” means any Intellectual Property elements that the university uses as part of its brand identity, including the use of the University’s name and trademark or other brand assets.

“**University Member**” means any individual who is:

- Employed by the University or holding an appointment with the University, including paid, unpaid and/or honorific appointments (“**Employee**”);
- Registered as a Student; and/or
- Otherwise subject to University policies by virtue of the requirements of a specific policy (e.g. Booking and Use of University Space) and/or the terms of an agreement or contract.

“**Value**” means the total value of a contract over the life of the contract in Canadian dollars.

### SCOPE AND AUTHORITY

3. This Procedure applies to all legal commitments, and extends to all University Members.
4. A Financial Contract may include Expenditures as well as other legal commitments. Where applicable, the review or approval requirements under this Procedure, as well as those under the Expenditure Signing Authority Procedure must be addressed.
5. The General Counsel, or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Procedure.

### PROCEDURE

6. When a contract has approval requirements under both the Expenditure Signing Authority Procedure and this Procedure, the approval requirements of both Procedures must be addressed, with the Expenditure Signing Authority Procedure taking precedence.
  - 6.1. Prior to approving and signing a contract, the Expenditure Signing Authority will consult with the Second Approver (or delegate) under this Procedure to obtain approval.
7. **Delegation of signing authority**
  - 7.1. Authorized approvers are permitted to delegate their signing authority to other individuals within their faculty/department. All delegation of authority must be in writing and retained with the agreement.
  - 7.2. The delegate will provide the delegator with an executed copy of any and all documents signed after execution. The delegator is responsible for agreements signed under their delegated authority.
8. Where a specific unit does not have an applicable First Approver, first approval may be provided by the Second Approver and second approval by their one-over-one.
9. **Applications and proposals for incoming research funding**
  - 9.1. All applications and proposals for research may be approved by the Vice-President, Research and Innovation.
  - 9.2. Applications or proposals with a value of up to \$1M (CAD) may be approved by the Executive Director, Office of Research Services.

Commented [BM1]: With the next 2 you don't need this??

**10. Successful proposals for incoming research funding**

- 10.1. All successful research grants with a value of up to \$4M (CAD) will be approved by the Vice-President, Research and Innovation.
- 10.2. Successful research grants with a value greater than \$4M will be approved by the Vice-President, Research and Innovation (First Approver) and the President (Second Approver). Each quarter, the President will report the list of agreements executed in the prior quarter with a value between \$4M to \$10M.
- 10.3. Successful research Grants with a value greater than \$10M will be approved by the Vice-President, Research and Innovation and President (First Approver) and the Board of Governors (Second Approver).

**11. Government transfer payment agreements**

- 11.1. Government Transfer Payment Agreements (of any value) may be approved by the President.
- 11.2. Government Transfer Payment Agreements may also be approved according to the table in Section 13.

**12. Gift agreements**

- 12.1. Gift agreements with a value of up to \$4M will be approved by the Vice-President, External Relations and Advancement (or designate)
- 12.2. Gift agreements with a value greater than \$4M will be approved by the Vice-President, Research and Innovation (First Approver) and the President (Second Approver). Each quarter, the President will report the list of agreements executed in the prior quarter with a value between \$4M to \$10M.
- 12.3. Gift agreements with a value greater than \$10M will be approved by the Vice-President, Research and Innovation (First Approver) and the Board of Governors (Second Approver).

**13. Signing Authority for agreements with incoming funds (grants, transfer payment agreements, awards, gift agreements) other than research funding**

- 13.1. The following table is used to determine the First and Second Approver, based on the Value of the incoming funds. Agreements less than \$10,000 require only one approver (denoted as one of the categories marked with a \* in the table below). Values of incoming funds above \$10,000 require two approvers, with individuals who may act as First and Second approver being set out as per the below table. For clarity, the First Approver noted in the table below is minimum authority level. Any individual who is denoted in the table as a possible Second Approver may also serve as the First Approver.

	\$10,000 or less	\$10,001-\$100,000	100,001-\$250,000	\$250,001-\$2M	\$2M – \$4M	\$4M - \$10M	\$10M or more
Finance Officer, Executive Assistant		X					

Manager, Assoc. Dean, Associate Registrar	*	Y	X	X	X		
Director, Executive Director, AVP, General Manager, Registrar, Assoc. Provost, Dean			Y				
VP/General Counsel, Provost				Y	Y	X	
President						Y ^	X
Board of Governors							Y

\* = minimum authority for single signing

X = minimum authority for First Approver (one of)

Y = minimum authority for Second Approver (one of)

^ = the president's approval will be reported to the Board of Governors quarterly

**14. Employment**

- 14.1. **Collective agreement mandates** are approved by the Governance, Nominations and Human Resources Committee of the Board in accordance with the committee's Terms of Reference.
- 14.2. **Collective agreements** are approved by the University's bargaining team, as delegated by GNHR in accordance with the committee's Terms of Reference.
- 14.3. **New positions** that do not exist in the approved budget are approved by the relevant Vice-President (First Approver), and Senior Leadership Team (Second Approver).
- 14.4. **President** – the hiring and related contracts of the President is approved by the Head of Human Resources (First Approver) and the Chair of the Board of Governors (Second Approver).
- 14.5. **Senior Executive (e.g. Vice-President, Dean)** – the hiring and related contracts for senior executive is approved by the Head of Human Resources (First Approver) and the President (Second Approver).
- 14.6. **Limited term Faculty Member contract** positions are approved by the Dean (First Approver) and the Provost and Vice-President Academic (Second Approver).
- 14.7. **All other existing positions** in the approved budget are approved by the position's manager (First Approver) and at minimum the one-over-one of the manager (Second Approver), and appropriately reviewed by Human Resources prior to initiating the recruitment process.

Commented [BM2]: If a sessional contract is here than we don't want Lori to have to sign ... maybe this

**15. Academic**

- 15.1. **Articulation agreements, educational partnerships and international agreements** are approved by the Dean (First Approver) and the Provost, or VP Research and Innovation, for international agreements (Second Approver).
- 15.2. **Inter-institutional research collaboration agreements** are approved by the Executive Director, Office of Research Services (First Approver) and the VP Research and Innovation (Second Approver).
- 15.3. **Inter-institutional collaboration agreements, including work-integrated learning (co-op, internships, practicum, service learning)** are approved by the Dean (First Approver) and the Provost (Second Approver).
- 15.4. **Non-degree programs or courses** are approved in accordance with the applicable policy.
- 15.5. **Mobility Exchanges** are approved by the Dean for Faculty-specific agreements, or Deputy Provost for university-wide agreements (First Approver) and Provost (Second Approver).
- 15.6. **Course Capstones** are approved by the Manager/Director (First Approver) and Dean (Second Approver).

Commented [BM3]: We were looking for a way the provost did not need to see all contracts?

Maybe if the terms and conditions were outside of an approved template?

Commented [NO4R3]: Left as is per Lori's comments at SLT

Commented [BM5]: All co-ops by provost

Commented [NO6R5]: Left as is per Lori's comments at SLT

## 16. Legal and Privacy

- 16.1. **Settlement Agreements** will be reviewed by General Counsel, or delegate before approval. Where the review of the Settlement Agreement indicates that the agreement presents a substantial risk to the University that cannot be mitigated through revision or negotiation, additional approval will be required from the President or Board of Governors.
  - a) The First Approver for any Settlement Agreement is determined based on the threshold set out in the Expenditure authority procedure. The Second Approver is the General Counsel, up to a value of \$2M.
  - b) Settlement Agreements of \$2M to \$4M will be approved by the General Counsel (First Approver) and President (Second Approver).
  - c) Settlement Agreements of \$4M or greater will be approved by the General Counsel, in consultation with the President (First Approver) and the chair of the Board of Governors (Second Approver)
- 16.2. The authority for the release of any confidential records, documents or information rests with the Chief Privacy Officer, or delegate, in accordance with the University's Access to Information and Privacy Policy.

## 17. Intellectual Property

- 17.1. **Standalone teaching and learning intellectual property** agreements will be approved by the Dean, or Director (for non-academic agreements) (First Approver) and the Provost (Second Approver).
- 17.2. Agreements that involve granting a license to **University-owned intellectual property** will be approved by the Dean, or Director (for non-academic agreements) (First Approver) and the responsible Vice-President (Second Approver).

- 17.3. Agreements that involve the University licensing **commercially available intellectual property** will be governed by the Financial Contracts Signing Authority Procedures.
- 17.4. Agreements that grant rights to the University to use **intellectual property that is not commercially available** will be approved by the Dean, or Director (for non-academic agreements) (First Approver) and the responsible Vice-President (Second Approver).
- 17.5. **Sponsored research funding or research partnership** agreements that include clauses that grant non-standard intellectual property rights will be approved by the Vice-President Responsible for Research.
- 17.6. Agreements that contain a grant of rights to use University Brand elements will be approved by the Dean, or Manager/Director (for non-academic agreements) (First Approver) and VP External Relations and Advancement (Second Approver).

**18. Regulatory Licenses**

- 18.1. Regulatory licenses (for example the sale of liquor) will be approved by the relevant Manager or Director (First Approver) and the applicable Executive Compliance Lead under the Compliance Policy (Second Approver).

**MONITORING AND REVIEW**

- 19. This Procedure will be reviewed as necessary and at least every three years. The General Counsel, or successor thereof, is responsible to monitor and review this Procedure.

**RELEVANT LEGISLATION**

- 20. This section intentionally left blank.

**RELATED POLICIES, PROCEDURES & DOCUMENTS**

- 21. Contract Management Policy
- Legal Review of Contracts Procedure
- Compliance Policy
- Signing Authority Policy
- Expenditure Signing Authority Procedures
- Ethical Conduct Policy
- Conflict of Interest Procedures
- Responsible Conduct of Research
- Conflict of Interest in Research Policy
- Gift Acceptance Policy
- Access to Information and Protection of Privacy Policy