
SESSION:

Public
Non-Public

ACTION REQUESTED:

Decision
Discussion/Direction
Information

TO: Academic Council

DATE: March 26, 2024

PRESENTED BY: Brad MacIsaac and Sara Gottlieb

SUBJECT: New – Consolidated Contract Management and Signing Authority Policy & Procedures

COMMITTEE MANDATE:

Under the Policy Framework and the University’s Act, the Board of Governors has a “duty to consult” on “all academic, research, service and institutional policies”.

We are submitting this report and the draft debt management policy to Academic Council to request discussion and comments.

BACKGROUND/CONTEXT & RATIONALE:

In June 2021, the Board of Governors approved a revised Signing Authority Policy and two supporting Procedures. In February 2023, a substantive amendment to the Expenditure Signing Authority Procedures was approved. The related Contract Management Policy has not been reviewed since it was approved by the Board in 2016.

As part of an effort to consolidate and simplify the University’s policy library, the Office of the General Counsel and Finance Department have undertaken to revise and merge the Contract Management Policy, Signing Authority Policy and related procedures. The proposed drafts combine the following policy instruments into a single combined policy (Contracts Management and Signing Authority Policy) and a single combined procedure (Signing Authority Procedure):

- Contract Management Policy
- Signing Authority Policy
- Expenditure Signing Authority Procedures
- Legal Commitments Signing Authority Procedures

Most of the direction in the policy instruments remains substantively the same, with some important exceptions set out in the table below.

SUBSTANTIVE AMENDMENTS TO THE PROCEDURE:

<u>Current Procedure</u>	<u>Revised Procedure</u>
<p>Two step approval process for expenditures and financial contracts</p> <ol style="list-style-type: none"> 1. Individuals involved known as “First Approver” and “Second Approver” 2. First approver determined by a chart. 	<p>Two step approval process for expenditures and financial contracts</p> <ol style="list-style-type: none"> 1. Individuals involved known as “Requester” and “Signing Authority” 2. Requester is designated by the Signing Authority. Expanded the responsibilities of the Requester to include: “Ensures that Legal Review has been completed (if applicable); Ensures that all non-monetary commitments have been reviewed by applicable Functional Approval Authorities; complies with procedures and Sponsor/donor terms and conditions”. 3. Where the value of a contract is sufficiently high, a VP will serve as the Requester.
<p>Non-monetary commitments</p> <ol style="list-style-type: none"> 1. Non-monetary commitments require a first and second approver. 	<p>Non-monetary commitments</p> <ol style="list-style-type: none"> 1. Added a definition of the “Functional Approval Authority”: a member of SLT with delegated responsibility to review and approve non-monetary commitments. 2. Non-monetary commitments require only a single approval. 3. Clarified that when a contract has approval requirements based on its Value in addition to non-monetary

	<p>commitments, the Functional Approval Authority will approve first, and the Signing Authority will give final approval. The Requester is responsible for ensuring that the Functional Approval Authority has approved.</p>
<p>Delegation of Signing Authority</p> <ol style="list-style-type: none"> 1. Only the Legal Commitments Signing Authority Procedure clarified that the delegator remains responsible for agreements signed under their delegated authority. 	<p>Delegation of Signing Authority</p> <ol style="list-style-type: none"> 1. “The delegator is responsible for agreements signed under their delegated authority” now applies to both financial contracts and non-monetary contracts.
	<p>Revisions to Appendix A</p> <ol style="list-style-type: none"> 1. Added information regarding Board requirements for incoming funds to Appendix A. 2. Added incoming funds to signing authority Chart in A.2. 3. Revised Approval level chart in Appendix A, leaving off Board approval levels (they are covered in the Board section). 4. Clarified that positions listed in A.2 also include equivalent positions. Equivalency of positions will be determined based on the level of authority of a position within the university, regardless of title, guided by the assessed job evaluation of a given position.
	<p>Revisions to Appendix B</p> <ol style="list-style-type: none"> 1. Removed First Approver information. 2. Changed approval authority for granting a license to university branding elements to President to reflect current organizational structure. 3. Added non-disclosure agreements as a contract type.

COMPLIANCE WITH POLICY/LEGISLATION:

This amendment will maintain existing processes while making it easier to identify signing authorities to ensure a clear, transparent process that allows for the highest standard of governance.

CONSULTATION AND NEXT STEPS:

Presented to:

- ✓ Policy Advisory Committee – Policy Assessment (February 2, 2024)
- Academic Council – Consultation (March 26, 2024)
- Administrative Leadership Team – Consultation (April 9, 2024)
- University on-line Consultation (March 18 – 29, 2024)
- Audit and Finance Committee – Policy Deliberation (April 11, 2024)
- Board of Governors – Policy Approval (April 18, 2024)

SUPPORTING REFERENCE MATERIALS:

Revised Policy & Procedures

Current Policy & Procedures black-lined (for reference only)

Classification number	LCG 1120
Framework category	Legal, Compliance and Governance
Approving authority	Board of Governors
Policy owner	General Counsel
Approval date	DRAFT FOR APPROVAL
Review date	April 2019
Last updated	Editorial Amendments, February 18, 2020

CONTRACT MANAGEMENT AND SIGNING AUTHORITY POLICY

PURPOSE

1. This Policy supports Contract Management at the University and will guide the development and implementation of Contracts. This Policy is intended to ensure:
 - that there is sound stewardship of the University's resources and assets through a University-wide framework of Contract signing authority and delegation of that authority where appropriate,
 - that risk management processes are in place to support effective and informed decision-making,
 - that roles and responsibilities are clarified so that administrators and others can manage their respective areas of responsibility effectively, efficiently and transparently,

Every individual signing a Contract on behalf of the University must understand that, in doing so, the individual is binding the University, not a department, a Faculty or an administrative unit.

DEFINITIONS

2. For the purposes of this Policy the following definitions apply:

“Budget Holder” means the individual(s) who are responsible for individual budgets at various departmental levels across the University.

“Budget Representative” means the individual(s) who are authorized by the Budget Holder to submit or approve expenses within an individual department level.

“Contract” means any document, or other evidence, of an intention to establish a binding legal relationship between the University and one or more third parties.

“Contract Implementer” (“CI”) means the individual or department that initiates a Contract, receives a good, service, or other benefit, pursuant to the Contract, and/or is responsible for meeting obligations under the Contract. A Contract may have multiple CIs, and one will be designated by the Signing Authority to serve as Requester.

“Contract Life Cycle” is the period of time commencing upon initiation of a Contract and ending the day after all University obligations have been fulfilled or expired.

“Contract Management” means the set of activities required to properly manage contractual commitments to and from third parties and includes the management of pre-Contract diligence, negotiation, and implementation activities.

“Expenditure” means all amounts disbursed from the University, including amounts pursuant to a Financial Contract.

“Financial Contract” means any document, process, or any other evidence that records an intention to establish a monetary obligation between the University and one or more third party (e.g. the procurement of goods and services through a purchase order, or a grant or gift agreement for incoming funds).

“Functional Approval Authority” means a member of SLT with delegated responsibility to review and approve Non-monetary Contracts and non-monetary commitments.

“Legal Review” means a review of a draft Contract by General Counsel or delegate to ensure:

- The Contract Implementer is made aware of the risks and obligations associated with a Contract prior to signing;
- The terms of the Contract will not subject the University to an unacceptable level of liability or risk; and
- The Contract does not contain unacceptable legal commitments.

“Non-monetary Contracts” means a Contract with no Value, such as an academic agreement, the establishment of a partnership or similar arrangement, or an employment agreement.

“Requester” means a responsible individual designated by a Signing Authority, normally a Budget Holder or Budget Representative, with authority to assess whether the commitment meets the objectives of the University, and ensure that the commitment complies with all University policies.

“Signing Authority” means the individual(s) with direct or delegated authority to approve a Contract in accordance with the Signing Authority Procedure and sign the agreement on behalf of the University.

“Sponsor” means the provider of funds for research activities, including both external and internal sources.

SCOPE AND AUTHORITY

3. This Policy applies to all Contracts.
4. The Vice-President, Administration, or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Policy, in consultation with the General Counsel.

POLICY

5. Under the University of Ontario Institute of Technology Act, 2002, the Board may delegate to the President, Vice-Presidents, or other employees of the University signing authority and responsibility for matters necessary for the University’s day-to-day operations.
6. Contracts will be in writing and signed by the Signing Authority or permitted delegate as provided in sections 8, 9 and 10 below.
7. All Contracts are to be entered into in the legal name of the University of Ontario Institute of Technology.
8. The President is authorized to execute any Contract on behalf of the University except in the following circumstances:
 - 8.1. Where the President’s authority to deal with the subject matter of the Contract is limited by Board by-law, resolution or policy; or
 - 8.2. Where the authority to execute the Contract has been specifically delegated in another Board by-law, resolution or policy.

9. The President may delegate this signing authority to other University employees but will remain accountable to the Board of Governors for all Contracts executed by such delegates. The nature and scope of such delegation from the President, including approval requirements, will be set out in procedures issued by the President.
10. The President and Vice-Presidents may sub-delegate temporarily the signing authority given to them under any Board by-law, resolution or policy for the duration of any absences from the University, or permanently according to criteria set out in the procedures issued by the President. Holders of restricted funds (research, endowment spending and other trust funds) may temporarily delegate signing authority.
 - 10.1. Signing authority is conferred upon Vice-Presidents, Deans, Chairs or Directors of Faculties/Departments to make expenditures within the amounts and scope of the accounts allotted to them in the University's operating budget through publication of the operating budget (with the exclusion of the Series 'A' Debenture), as approved by the Board of Governors of the University.
11. Individuals who are not designated as a Signing Authority under this Policy or the associated Procedures, and do not have a written delegation of authority, are not authorized to sign a Contract on behalf of the university.
12. The Vice-President, Administration is responsible for establishing and overseeing the application of procedures for effective financial management and control to enable senior administrators and others with financial responsibility to execute their responsibilities appropriately. Procedures are set out in the Signing Authority and Approval of Expenditures Procedures.
13. **Contract Management**
 - 13.1. The Signing Authority will be responsible for ensuring that all Contracts they execute comply with policies and procedures relating to the negotiation, review and execution of Contracts.
 - 13.2. Contracts will be developed and managed in accordance with applicable University policies and procedures.
 - 13.3. Contracts will be in writing and signed by the Signing Authority or permitted delegate.
 - 13.4. Each Contract will have at least one designated Contract Implementer assigned by the Signing Authority.

- a) A Contract Implementer may manage a Contract above their Signing Authority limit, and fill the role of the Requester under associated procedures, however the Contract Implementer cannot sign Contracts or approve an Expenditure on items with a Value that exceeds their financial authority as set out in section A.2 of the associated Procedures.
- b) Where a Contract Implementer is not assigned, the Signing Authority becomes the Contract Implementer for the purposes of this Policy.

14. Responsibilities and Accountabilities

14.1. The Signing Authority has overall responsibility for Contract Management within their organizational area. Specifically, the Signing Authority is responsible for:

- a) Establishing the goals, objectives and/or requirements giving rise to a potential Contract;
- b) Verifying that entering into a Contract is the best path to the fulfilment of the goals, objectives or requirements identified;
- c) Assigning a Contract Implementer and providing direction to the Contract Implementer throughout the Contract Life Cycle;
- d) Assessing the potential risk associated with the Contract in order to:
 - Identify risks that will need to be mitigated in the Contract or otherwise; and
 - Determine whether the potential benefits and/or liabilities are reasonable given the purpose of the Contract.
- e) Identifying and completing any diligence required, including seeking approval from any applicable Functional Approval Authority;
- f) Negotiating the terms and conditions of the Contract to ensure it is favourable to the University and meets the identified objectives;
- g) Determining if the Contract Implementer is able to meet the obligations within the terms of the Contract and that the other party(ies) is/are reasonably likely to meet their obligations;

- h) Using the Legal Review of Contracts Procedures, identifying whether a Legal Review is required and ensuring that it has been obtained prior to the Contract being approved;
- i) Ensuring the Contract complies with University policies and procedures, relevant legislation and applicable Sponsor terms and conditions; and
- j) Managing the execution and administration of the Contract to ensure all obligations under the Contract are effectively met.
- k) Ensuring that other affected parties at the University are aware of the Contract and the impact it will have upon their work.

15. Contract Approval and Execution

- 15.1. The Signing Authority will approve the content of all Contracts prior to executing the Contract on behalf of the University.

MONITORING AND REVIEW

- 16. This Policy will be reviewed as necessary and at least every three years. The Vice-President, Administration, or successor thereof, is responsible to monitor and review this Policy.

RELEVANT LEGISLATION

- 17. University of Ontario Institution of Technology Act, 2002, S.O. 2002, Chapter 8, Schedule O, as amended from time to time.

RELATED POLICIES, PROCEDURES AND DOCUMENTS

- 18. Signing Authority and Approval of Expenditures Procedures

Legal Review of Contracts Procedure

Policy on the Internal Use of Research Funds

Procurement Policy and Procedures

Expenses Policy and Procedures

Gift Acceptance Policy

Conflict of Interest in Research Policy

Ethical Conduct Policy

Procedure to Address Conflicts of Interest

Intellectual Property Policy

Policy and Procedures on the Over-Expenditure of Research Funds

DRAFT



Classification Number	LCG 1132.01
Parent Policy	Contract Management and Signing Authority Policy
Framework Category	Legal, Compliance and Governance
Approving Authority	Audit & Finance Committee
Policy Owner	Vice President, Administration
Approval Date	DRAFT FOR REVIEW
Review Date	
Supersedes	Expenditure Signing Authority Procedures (June 16, 2021) and Legal Commitments Signing Authority Procedures (June 16, 2021) Expenditure Signing Authority Procedures amendment history: Substantive Amendment, Board approved December 1, 2022; Editorial Amendments, February 18, 2020; Interim Amendment Approved by Board of Governors, November 29, 2018; Signing Authority Registry and Approval Procedures, December 2008

SIGNING AUTHORITY AND APPROVAL OF EXPENDITURES PROCEDURES

PURPOSE

1. The purpose of this Procedure is to establish the framework for delegation of Signing Authority to approve the Expenditure of university funds and to sign Contracts that bind the university to legal commitments. This procedure will establish a consistent university-wide framework to enable sound fiscal management and responsibility regarding university resources.

DEFINITIONS

2. For the purposes of these Procedures the following definitions apply:
“Budget Holder” means the individual(s) who are responsible for individual budgets at various departmental levels across the University.

“Budget Representative” means the individual(s) who are authorized by the Budget Holder to submit or approve expenses within an individual department level.

“Contract” means any document that establishes, or any other evidence of, an intention to establish a binding legal relationship between the University and one or more third parties.

“Expenditure” means all amounts disbursed from the University, including amounts pursuant to a Financial Contract.

“Contract Authority” means the individual(s) with direct or delegated authority to approve and sign a non-monetary commitment on behalf of the university in accordance with this Procedure. For Financial Contracts that include non-monetary commitments, the Signing Authority is the Contract Authority.

“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 party (e.g. the procurement of goods and services through a purchase order, or a grant or gift agreement for incoming funds).

“Functional Approval Authority” means a member of SLT with delegated responsibility to review and approve Non-monetary Contracts and non-monetary commitments.

“Legal Review” means a review of a draft Contract by the University General Counsel or delegate to ensure that:

- The Requester and Signing Authority are made aware of the risks and obligations associated with a Contract prior to signing;
- The terms of the Contract will not subject the University to an unacceptable level of liability or risk; and
- The Contract does not contain unacceptable legal commitments.

“Non-monetary Contracts” means a Contract with no Value, such as an academic agreement, the establishment of a partnership or similar arrangement, or an employment agreement.

“Requester” means a responsible individual designated by a Signing Authority (normally a Budget Holder or Budget Representative) with authority to assess whether the Contract meets the objectives of the University, and ensure that the Contract complies with all University policies.

“Research Funds” means funds provided by a Sponsor, held in trust and administered by the University to pay for expenses incurred in support of research at the University, including:

- Internal Research Funds; and
- Funds awarded through external Sponsors.

“Responsible Unit” means the unit that must ensure that an official copy of the documentation supporting the Expenditure or Contract is retained in compliance with the University’s Records Management Policy.

“Signing Authority” means the individual(s) with direct or delegated authority to approve a Contract in accordance with these Procedures 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.

“Sponsor” means the provider of funds for University activities, including both external and internal sources.

“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 (cash and in-kind consideration) over the life of the contract in Canadian dollars.

SCOPE AND AUTHORITY

- 3.** This Procedure applies to all Expenditures, Financial Contracts and Non-monetary Contracts, and extends to all University Members.

4. The Vice President, Administration or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Policy, in consultation with the General Counsel, or successor thereof.

PROCEDURES

5. Source of funds for Expenditures

5.1. General Operating Funds and Capital Items

Publication of the operating budget, as approved by the Board of Governors of the University, confers authority upon Budget Holders to make Expenditures within the amounts and scope of the accounts allotted to them in the budget and in accordance with University policies and procedures.

Authorization is granted to the Budget Holder to expend or release funds. The Budget Holder must ensure that the Expenditures are necessary for university operations and are in compliance with university policies and procedures. Any excess of the budgeted allocations that is not pre-approved by the relevant Dean/ VP becomes the responsibility of the Faculty/Department.

5.2. Research Funds

Authorization is granted to the Principal Investigator (PI) to expend or release Research Funds, subject to further approval by their Dean (or in the case of Research Funds managed by administrative staff, the administrative staff member's supervisor with sufficient approval level as set out in Appendix A.2.).

The PI must ensure that the Expenditures are required for, and are in compliance with, university policies and procedures in addition to any other externally imposed terms and conditions. Any Expenditure that may be deemed ineligible or inappropriate becomes the responsibility of the PI.

While PIs have authority to release Research Funds as noted above, they do not have authority to sign a Contract that binds the University.

6. Expenditure Submission and Internal Control Process

- 6.1. Approval of Expenditures, including expenditures pursuant to Financial Contracts requires a two-step approval process. This dual approval process exists to ensure sound financial management by segregating duties and is intended to:

- Review compliance with university policies and procedures and, if applicable, Sponsor/donor terms and conditions;

- Ensure the appropriate supporting documentation is attached or available (on file, etc.);
- Confirm the authorization signature (signature verification);
- Ensure funds are available within the allocated budget amounts; and
- Verify correct account coding and ensure Expenditure commitment does not exceed project/grant end date (if applicable).

6.2. Appendix A sets out who can approve the Expenditure, based upon its Value. The Requester may be any Budget Representative assigned by the Budget Holder.

6.3. Purchase order invoices require one signature to acknowledge receipt of materials since the Expenditure has had dual approval through the procurement process.

7. Expenditure approval functions and responsibility

7.1. STEP 1: The Requester performs the following functions:

- a) Assesses whether the Expenditure meets the objectives of the University;
- b) Ensures that the Expenditure complies with all University policies, procedures and Sponsor/donor terms and conditions;
- c) Ensures that sufficient funding exists, or will exist, to support the Expenditure; and
- d) Confirms the authorization signature (signature verification).

7.2. STEP 2: The Signing Authority performs the following functions:

- a) A review of the Requester's assessment as set out above; and
- b) Ensures that the Expenditure is appropriate and necessary for University operations, and in the case of research that it is relevant.

7.3. Where a specific unit does not have an appropriate Requester, the review above may be provided by a Signing Authority and final approval by their one-over-one.

8. Approval of Financial Contracts

8.1. The approval of a Financial Contract requires a two-step approval process intended to:

- Review compliance with university policies and procedures and, if applicable, Sponsor/donor terms and conditions;
- Ensure the appropriate supporting documentation is attached or available (on file, etc.);
- Confirm the authorization signature (signature verification);
- Ensure funds are available within the allocated budget amounts; and
- Verify correct account coding and ensure Expenditure commitment does not exceed project/grant end date (if applicable).

8.2. STEP 1: The Requester performs the following functions:

- a) Assesses whether the Expenditure meets the objectives of the University;
- b) Ensures that Legal Review has been completed (if applicable);
- c) Ensures that all non-monetary commitments have been reviewed and approved by applicable Functional Approval Authorities set out in Appendix B;
- d) Ensures that the Expenditure complies with all University policies, procedures and Sponsor/donor terms and conditions;
- e) Ensures that sufficient funding exists, or will exist, to support the Expenditure; and
- f) Confirms the authorization signature (signature verification).

8.3. STEP 2: The Signing Authority performs the following functions:

- a) A review of the Requester's assessment as set out above.
- b) Ensures that the Expenditure is appropriate and necessary for University operations, and in the case of research that it is relevant.
- c) Signing the Contract to bind the University.

8.4. Appendix A sets out who may act as the Signing Authority, based upon the value of the Contract. A Signing Authority will designate a Requester to conduct due diligence before a Contract is brought forward for approval.

8.5. Where a specific unit does not have an appropriate Requester, the review above may be provided by a Signing Authority and final approval by their one-over-one.

9. Approval of Non-Monetary Contracts

- 9.1.** Where Contracts include only non-monetary commitments, such as academic agreements, the establishment of partnerships or similar arrangements, transfer or acquisition of intellectual property rights, employment agreements and non-disclosure agreements, they are subject to approval by, and will be signed on behalf of the University by the Functional Approval Authority listed in Appendix B, or their delegate.
- 9.2.** When a contract contains elements that require approval based both upon monetary value as well as non-monetary commitments, all approval requirements enclosed in the attached Appendices A and B must be satisfied, including that the Contract must be executed by the Signing Authority indicated in Appendix A.

10. Delegation of Signing Authority and Functional Approval Authority

- 10.1.** Budget Holders and Signing Authorities are permitted to temporarily delegate their signing authority to other individuals within their Faculty/Department. All Delegation of Authority must be in writing and retained in accordance with the Records Classification and Retention Schedule.
- 10.2.** Functional Approval Authorities are permitted to temporarily delegate their signing authority to other individuals within their Faculty/Department. All Delegation of Authority must be in writing and retained in accordance with the Records Classification and Retention Schedule.
- 10.3.** The delegate will provide the delegator with an executed copy of any and all documents signed under the written delegated authority. The delegator is responsible for agreements signed under their delegated authority.
- 10.4.** Signing Authority for Research funds can only be delegated to individuals who have the ability to attest to the relevance of the Expenditure.

MONITORING AND REVIEW

- 11.** The Procedures and associated rates and schedules will be reviewed as necessary and at least every three years, and may be adjusted as required by University policies and broader regulatory requirements. The Vice-President, Administration is responsible to monitor and review this policy.

RELATED LEGISLATION

- 12.** University of Ontario Institution of Technology Act, 2002, S.O. 2002, Chapter 8, Schedule O, as amended from time to time.

RELATED POLICIES, PROCEDURES AND DOCUMENTS

13. Contract Management and Signing Authority Policy

Legal Review of Contracts Procedure

Policy on the Internal Use of Research Funds

Procurement Policy and Procedures

Expenses Policy and Procedures

Investment Policy

Gift Acceptance Policy

Policy on Senior Academic Administrative Appointments Policy

Associate Provost Appointment and Renewal Procedures

Provost and Vice-President, Academic Appointment and Renewal Procedures

Vice-President Responsible for Research Appointment and Renewal Procedures

Faculty Dean Appointment and Renewal Procedures

Dean of Graduate Studies Appointment and Renewal Procedures

APPENDIX A: FINANCIAL CONTRACTS SIGNING AUTHORITY REGISTRY

A.1 Board of Governors

The following Contracts require the signature of both the President and the Chair of the Board of Governors following approval by the Board of Governors:

- a) Any Expenditure or Financial Contract with a face value in excess of \$4 million outgoing or \$10 million incoming,
- b) Banking agreements (resolutions, capital borrowings, guarantees or credit facilities),
- c) Appointment of external auditors,
- d) Sale or acquisition of real property, including any major renovation or construction projects^[i].

^[i] Appointment of External Auditors, Banking agreements, and the Purchase or Sale of Real Property require, in addition to the above, require approval of the Vice-President, Administration.

A.2 Financial Contracts and Expenditures

Expenditures under \$10,000

Expenditures that are not pursuant to a Contract with a Value equal to or less than \$10,000 require only one approver, which can be any Budget Holder or Budget Representative.

Expenditures over \$10,000 and Financial Contracts

The following table sets out the Signing Authority for various positions in the University. The table applies to Expenditures with a value greater than \$10,000 and to Financial Contracts. Where the Value of a Contract is greater than Level 3, the Requester will be a Vice-President. For research Expenditures, see paragraph A.3. For Settlement Agreements, see A.4. For exceptions for contracts with incoming funds, see A.5.

Level	Position	Approval Level (Expenditure)	Approval Level (Incoming)
1	Manager, Associate Dean, Associate Registrar, or equivalent*	0-\$100,000	0-\$100,000
2	Director, Executive Director, AVP, Registrar, Dean, or equivalent*	0-\$250,000	0-\$250,000
3	Vice-President, Provost, General Counsel, or equivalent*	0-\$2,000,000	0-\$4,000,000

4	President	0-\$4,000,000	0-\$10,000,000
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*equivalency of positions will be determined based on the level of authority of a position within the university. A determination will be made by the Policy Owner, or delegate, in consultation with Human Resources.

A.3 Research – Expenditure of Research Funds

All Expenditures and Contracts funded by Research Funds (i.e. research funds from external or internal sources) require approval by the fund-holder or Principal Investigator, and their Dean. For the purposes of this Procedure, the Principle Investigator serves as the Requester and the Dean as the Signing Authority. All Expenditures or Contracts will be within the budget of the particular research fund. Where the expenditure exceeds the Dean’s authority, the Signing Authority is determined according to the table below.

Position	Approval Level
Dean	0-\$250,000
Vice-President, Research and Innovation	\$250,000-\$2,000,000
President	\$2,000,000-\$4,000,000

A.4 Settlement Agreements

All Settlement Agreements will be reviewed by the General Counsel, or their 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. Otherwise the following approval authorities apply:

Position	Approval Level
General Counsel	Up to \$2M
President	\$2M to \$4M
Board of Governors, in accordance with section A.2	\$4M or greater

A.5 Contracts that include incoming funds

The following tables set out specific types of Contracts that include incoming funds where specific approval authorities exist that are exceptions to the table in A.2 above.

1. Government Transfer Payment Agreements

Position	Approval Level
President	Any Value
Determined by Signing Authority set out in A.2	Between \$0 and \$4M

2. Gift Agreements

The Vice-President, Advancement will be the Requester if the value exceeds \$4M.

Position	Approval Level
Vice-President, Advancement (or designate)	Up to \$4M
President (Second Approver)	Between \$4M and \$10M
Board of Governors (Second Approver)	Greater than \$10M

3. Research: Applications and proposals for incoming research funding

Position	Approval Level
Vice-President, Research and Innovation	Any Value
Executive Director, Office of Research Services.	Up to \$1M

Any research agreements that result from applications and proposals for incoming research funding will be subject to approval by the Vice-President, Research and Innovation or by their delegate with sufficient authority for the Value as set out in A.2 above. Agreements with a Value exceeding the Vice-President, Research’s approval level under section A.2 will be approved in accordance with section A.2.

APPENDIX B: NON-MONETARY SIGNING AUTHORITY REGISTRY

B.1 Functional Approval Authority for Non-Monetary Contracts

This section addresses non-monetary commitments that may form part of Contracts. These commitments may form part of Financial Contracts, or the Value of the Contract may be nominal, or non-existent. Functional Approval Authorities have delegated responsibility for approving contracts that fall within their area of assigned responsibility, subject to the Value thresholds set out in Appendix A. Functional Approval Authorities may establish administrative processes to follow when seeking approval for Contracts in their area of responsibility. These processes may include a written delegation of authority for functional approval.

1. Academic Agreements

Type of Contract	Functional Approval Authority
a) Articulation agreements, educational partnerships and international agreements	<ul style="list-style-type: none">• Provost and Vice-President, Academic
b) Inter-institutional collaboration agreements, including work-integrated learning (co-op, internships, practicum, service learning)	<ul style="list-style-type: none">• Provost and Vice-President, Academic
c) Inter-institutional research collaboration agreements	<ul style="list-style-type: none">• Vice-President, Research and Innovation
d) Non-degree programs or courses	<ul style="list-style-type: none">• Approved in accordance with the applicable policy
e) Mobility Exchanges	<ul style="list-style-type: none">• Provost and Vice-President, Academic
f) Course Capstones	<ul style="list-style-type: none">• Dean

2. Employment Agreements

Type of Contract	Functional Approval Authority
a) Collective agreement mandates	<ul style="list-style-type: none">• Governance, Nominations and Human Resources Committee of the Board in accordance with the committee's Terms of Reference.
b) Collective agreements	<ul style="list-style-type: none">• University's bargaining team, as delegated by GNHR in accordance with the committee's Terms of Reference.

c) President (hiring and related contracts)	<ul style="list-style-type: none"> • Chair of the Board of Governors
d) Senior Executive (hiring and related contracts) (e.g. Vice-President, Dean) ¹	<ul style="list-style-type: none"> • President
e) Positions in the approved budget	<ul style="list-style-type: none"> • At a minimum the position's manager

3. Intellectual Property

Type of Contract	Functional Approval Authority
a) Licensing commercially available intellectual property	<ul style="list-style-type: none"> • Governed by the table in A.2
b) Standalone teaching and learning intellectual property agreements	<ul style="list-style-type: none"> • Provost and Vice-President, Academic
c) Research funding or partnership agreements that grant non-standard IP rights	<ul style="list-style-type: none"> • Vice-President, Research and Innovation
d) Granting a license to university Branding elements	<ul style="list-style-type: none"> • President
e) Licensing of IP that is not commercially available or granting a license to University-owned IP	<ul style="list-style-type: none"> • Responsible Vice-President

4. Legal and Privacy

Type of Contract	Functional Approval Authority
a) Regulatory Licenses (for example, the sale of liquor)	<ul style="list-style-type: none"> • Applicable Executive Compliance Lead under the Compliance Policy
b) Release of confidential records, documents or information	<ul style="list-style-type: none"> • Chief Privacy Officer, or delegate, in accordance with the University's Access to Information and Privacy Policy.

¹ Appointment of Senior Academic Positions will be done in accordance with the Policy on Senior Academic Administrative Appointments and applicable procedure.

c) Non-disclosure agreements (research context)	<ul style="list-style-type: none">• Vice-President, Research and Innovation, or delegate
d) Non-disclosure agreements (other than research)	<ul style="list-style-type: none">• General Counsel, or delegate

DRAFT



<u>Classification Number</u>	<u>LCG 1132.01</u>
<u>Parent Policy</u>	<u>Contract Management and Signing Authority Policy</u>
<u>Framework Category</u>	<u>Legal, Compliance and Governance</u>
<u>Approving Authority</u>	<u>Audit & Finance Committee</u>
<u>Policy Owner</u>	<u>Vice President, Administration</u>
<u>Approval Date</u>	<u>DRAFT FOR REVIEW</u>
<u>Review Date</u>	
<u>Supersedes</u>	<u>Expenditure Signing Authority Procedures (June 16, 2021) and Legal Commitments Signing Authority Procedures (June 16, 2021)</u> <u>Expenditure Signing Authority Procedures amendment history: Substantive Amendment, Board approved December 2022; Editorial Amendments, February 18, 2020; Interim Amendment Approved by Board of Governors, November 29, 2018; Signing Authority Registry and Approval Procedures, December 2008</u>

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- Deleted:** is retained in compliance with the University's Records Management Policy.¶
- Deleted:** "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.¶
- Deleted:** "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.¶
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- Deleted:** "Expenditure Signing Authority" means a Second Approver under the Expenditure Signing Authority

SIGNING AUTHORITY AND APPROVAL OF EXPENDITURES PROCEDURES

PURPOSE

1. The purpose of this Procedure is to establish the framework for delegation of Signing Authority to approve the Expenditure of university funds and to sign Contracts that bind the university to legal commitments. This procedure will establish a consistent university-wide framework to enable sound fiscal management and responsibility regarding university resources.

DEFINITIONS

2. For the purposes of these Procedures the following definitions apply:
 - "Budget Holder"** means the individual(s) who are responsible for individual budgets at various departmental levels across the University.
 - "Budget Representative"** means the individual(s) who are authorized by the Budget Holder to submit or approve expenses within an individual department level.
 - "Contract"** means any document that establishes, or any other evidence of, an intention to establish a binding legal relationship between the University and one or more third parties.
 - "Expenditure"** means all amounts disbursed from the University, including amounts pursuant to a Financial Contract.
 - "Contract Authority"** means the individual(s) with direct or delegated authority to approve and sign a non-monetary commitment on behalf of the university in accordance with this Procedure.

For Financial Contracts that include non-monetary commitments, the Signing Authority is the Contract Authority.

“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, or a grant or gift agreement for incoming funds).

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“Functional Approval Authority” means a member of SLT with delegated responsibility to review and approve Non-monetary Contracts and non-monetary commitments.

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“Legal Review” means a review of a draft Contract by the University General Counsel or delegate to ensure that:

- The Requester and Signing Authority are made aware of the risks and obligations associated with a Contract prior to signing;
- The terms of the Contract will not subject the University to an unacceptable level of liability or risk; and
- The Contract does not contain unacceptable legal commitments.

“Non-monetary Contracts” means a Contract with no Value, such as an academic agreement, the establishment of a partnership or similar arrangement, or an employment agreement.

“Requester” means a responsible individual designated by a Signing Authority (normally a Budget Holder or Budget Representative) with authority to assess whether the Contract meets the objectives of the University, and ensure that the Contract complies with all University policies.

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“Research Funds” means funds provided by a Sponsor, held in trust and administered by the University to pay for expenses incurred in support of research at the University, including:

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- Internal Research Funds; and
- Funds awarded through external Sponsors.

“Responsible Unit” means the unit that must ensure that an official copy of the documentation supporting the Expenditure or Contract is retained in compliance with the University’s Records Management Policy.

“Signing Authority” means the individual(s) with direct or delegated authority to approve a Contract in accordance with this Procedure 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.

“Sponsor” means the provider of funds for University activities, including both external and internal sources.

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“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 (cash and in-kind consideration) over the life of the contract in Canadian dollars.

SCOPE AND AUTHORITY

3. This Procedure applies to all Expenditures, Financial Contracts and Non-monetary Contracts, and extends to all University Members.
4. The Vice President, Administration or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Policy, in consultation with the General Counsel, or successor thereof.

PROCEDURES

5. Source of funds for Expenditures

5.1. General Operating Funds and Capital Items

Publication of the operating budget, as approved by the Board of Governors of the University, confers authority upon Budget Holders to make Expenditures within the amounts and scope of the accounts allotted to them in the budget and in accordance with University policies and procedures.

Authorization is granted to the Budget Holder to expend or release funds. The Budget Holder must ensure that the Expenditures are necessary for university operations and are in compliance with university policies and procedures. Any in excess of the budgeted allocations that is not pre-approved by the relevant Dean/VP becomes the responsibility of the Faculty/Department.

5.2. Research Funds

Authorization is granted to the Principal Investigator (PI) to expend or release Research Funds, subject to further approval by their Dean (or in the case of Research Funds managed by administrative staff, the administrative staff member’s supervisor with sufficient approval level as set out in Appendix A.2.).

The PI must ensure that the Expenditures are required for, and are in compliance with, university policies and procedures in addition to any other externally imposed terms and conditions. Any Expenditure that may be deemed ineligible or inappropriate becomes the responsibility of the PI.

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While PIs have authority to release Research Funds as noted above, they do not have authority to sign a Contract that binds the University.

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As set out in Appendix A, approval of expenditures requires two approvers (1st and 2nd approver). This dual approval process exists to provide assurance that the expenditure is relevant, appropriate, falls within University policies and that due diligence has been applied. Appendix A sets out who may act as the 1st and 2nd approver. For purchase order invoices require one signature to acknowledge receipt of materials since the expenditure has dual approval through the procurement process. ¶

6. Expenditure Submission and Internal Control Process

6.1. Approval of Expenditures, including expenditures pursuant to Financial Contracts requires a two-step approval process. This dual approval process exists to ensure sound financial management by segregating duties and is intended to,

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The dual approval process

- Review compliance with university policies and procedures and, if applicable, Sponsor/donor terms and conditions.
- Ensure the appropriate supporting documentation is attached or available (on file, etc.)
- Confirm the authorization signature (signature verification).
- Ensure funds are available within the allocated budget amounts, and
- Verify correct account coding and ensure Expenditure commitment does not exceed project/grant end date (if applicable).

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6.2. Appendix A sets out who can approve the Expenditure, based upon its Value. The Requester may be any Budget Representative assigned by the Budget Holder.

6.3. Purchase order invoices require one signature to acknowledge receipt of materials since the Expenditure has had dual approval through the procurement process.

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7. Expenditure approval functions and responsibility

7.1. STEP 1: The Requester performs the following functions:

- a) Assesses whether the Expenditure meets the objectives of the University,
- b) Ensures that the Expenditure complies with all University policies, procedures and Sponsor/donor terms and conditions;
- c) Ensures that sufficient funding exists, or will exist, to support the Expenditure; and
- d) Confirms the authorization signature (signature verification).

7.2. STEP 2: The Signing Authority performs the following functions:

- a) A review of the Requester's assessment as set out above.
- b) Ensures that Expenditure is appropriate and necessary for University operations, and in the case of research that it is relevant.

7.3. Where a specific unit does not have an appropriate Requester, the review above may be provided by a Signing Authority and final approval by their one-over-one.

8. Approval of Financial Contracts

8.1. The approval of a Financial Contract requires a two-step approval process intended to:

- Review compliance with university policies and procedures and, if applicable, Sponsor/donor terms and conditions.
- Ensure the appropriate supporting documentation is attached or available (on file, etc.)
- Confirm the authorization signature (signature verification).
- Ensure funds are available within the allocated budget amounts, and
- Verify correct account coding and ensure Expenditure commitment does not exceed project/grant end date (if applicable).

8.2. STEP 1: The Requester performs the following functions:

- a) Assesses whether the Expenditure meets the objectives of the University,
- b) Ensures that Legal Review has been completed (if applicable);
- c) Ensures that all non-monetary commitments have been reviewed and approved by applicable Functional Approval Authorities set out in Appendix B;
- d) Ensures that the Expenditure complies with all University policies, procedures and Sponsor/donor terms and conditions;
- e) Ensures that sufficient funding exists, or will exist, to support the Expenditure; and
- f) Confirms the authorization signature (signature verification).

8.3. STEP 2: The Signing Authority performs the following functions:

- a) A review of the Requester's assessment as set out above.
- b) Ensures that Expenditure is appropriate and necessary for University operations, and in the case of research that it is relevant.
- c) Signing the Contract to bind the University.

8.4. Appendix A sets out who may act as the Signing Authority, based upon the value of the Contract. A Signing Authority will designate a Requester to conduct due diligence before a Contract is brought forward for approval.

8.5. Where a specific unit does not have an appropriate Requester, the review above may be provided by a Signing Authority and final approval by their one-over-one.

9. Approval of Non-Monetary Contracts

9.1. Where Contracts include only non-monetary commitments, such as academic agreements, the establishment of partnerships or similar arrangements, transfer or acquisition of intellectual property rights, employment agreements and non-

disclosure agreements, they are subject to approval by, and will be signed on behalf of the University by the Functional Approval Authority listed in Appendix B, or their delegate.

9.2. When a contract contains elements that require approval based both upon monetary value as well as non-monetary commitments, all approval requirements enclosed in the attached Appendices A and B must be satisfied, including that the contract must be executed by the Signing Authority indicated in Appendix A.

10. Delegation of Signing Authority and Functional Approval Authority

10.1. Budget Holders and Signing Authorities are permitted to temporarily delegate their signing authority to other individuals within their Faculty/Department. All Delegation of Authority must be in writing and retained in accordance with the Records Classification and Retention Schedule.

10.2. Functional Approval Authorities are permitted to temporarily delegate their signing authority to other individuals within their Faculty/Department. All Delegation of Authority must be in writing and retained in accordance with the Records Classification and Retention Schedule.

10.3. The delegate will provide the delegator with an executed copy of any and all documents signed under the written delegated authority. The delegator is responsible for agreements signed under their delegated authority.

10.4. Signing Authority for Research funds can only be delegated to individuals who have the ability to attest to the relevance of the Expenditure.

MONITORING AND REVIEW

11. The Procedures and associated rates and schedules will be reviewed as necessary and at least every three years, and may be adjusted as required by University policies and broader regulatory requirements. The Vice-President, Administration is responsible to monitor and review this policy.

RELATED LEGISLATION

12. University of Ontario Institution of Technology Act, 2002, S.O. 2002, Chapter 8, Schedule O, as amended from time to time.

RELATED POLICIES, PROCEDURES AND DOCUMENTS

13. Contract Management and Signing Authority Policy

Legal Review of Contracts Procedure

Policy on the Internal Use of Research Funds

Procurement Policy and Procedures

Expenses Policy and Procedures

Investment Policy

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[Gift Acceptance Policy](#)

[Policy on Senior Academic Administrative Appointments Policy](#)

[Associate Provost Appointment and Renewal Procedures](#)

[Provost and Vice-President, Academic Appointment and Renewal Procedures](#)

[Vice-President Responsible for Research Appointment and Renewal Procedures](#)

[Faculty Dean Appointment and Renewal Procedures](#)

[Dean of Graduate Studies Appointment and Renewal Procedures](#)

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APPENDIX A: FINANCIAL CONTRACTS SIGNING AUTHORITY REGISTRY

A.1 Board of Governors

The following Contracts require the signature of both the President and the Chair of the Board of Governors following approval by the Board of Governors:

- a) Any Expenditure or Financial Contract with a face value in excess of \$4 million outgoing or \$10 million incoming,
- b) Banking agreements (resolutions, capital borrowings, guarantees or credit facilities),
- c) Appointment of external auditors,
- d) Sale or acquisition of real property, including any major renovation or construction projects^[i].

^[i] Appointment of External Auditors, Banking agreements, and the Purchase or Sale of Real Property require, in addition to the above, require approval of the Vice-President, Administration.

A.2 Financial Contracts and Expenditures

Expenditures under \$10,000

Expenditures that are not pursuant to a Contract with a Value equal to or less than \$10,000 require only one approver, which can be any Budget Holder or Budget Representative.

Expenditures over \$10,000 and Financial Contracts

The following table sets out the Signing Authority for various positions in the University. The table applies to Expenditures with a value greater than \$10,000 and to Financial Contracts. Where the Value of a Contract is greater than Level 3, the Requester will be a Vice-President. For research Expenditures, see paragraph A.3. For Settlement Agreements, see A.4. For exceptions for contracts with incoming funds, see A.5.

Level	Position	Approval Level (Expenditure)	Approval Level (Incoming)
1	Manager, Associate Dean, Associate Registrar, or equivalent*	0-\$100,000	0-\$100,000
2	Director, Executive Director, AVP, Registrar, Dean, or equivalent*	0-\$250,000	0-\$250,000
3	Vice-President, Provost, General Counsel, or equivalent*	0-\$2,000,000	0-\$4,000,000
4	President	0-\$4,000,000	0-\$10,000,000

*equivalency of positions will be determined based on the level of authority of a position within the university, regardless of title, guided by the assessed job evaluation of a given position. A determination will be made by the Policy Owner, or delegate, in consultation with Human Resources.

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Procurement of goods, services and student awards¶

A.2 The following table is used to determine the first and second approver, based on the size of the Expenditure or Contract. For research expenditures, see paragraph A.3. Financial Contracts with a value equal to or less than \$10,000 require only one approver. Expenditures 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. An individual may not approve their own expense claims.¶

University Operations¶

1st Approver

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A.3 Research – Expenditure of Research Funds

All Expenditures and Contracts funded by Research Funds (i.e. research funds from external or internal sources) require approval by the fund-holder or Principal Investigator, and their Dean. For the purposes of this Procedure, the Principle Investigator serves as the Requester and the Dean as the Signing Authority. All Expenditures or Contracts will be within the budget of the particular research fund. Where the expenditure exceeds the Dean’s authority, the Signing Authority is determined according to the table below.

<u>Position</u>	<u>Approval Level</u>
<u>Dean</u>	<u>0-\$250,000</u>
<u>Vice-President, Research and Innovation</u>	<u>\$250,000-\$2,000,000</u>
<u>President</u>	<u>\$2,000,000-\$4,000,000</u>

A.4 Settlement Agreements

All 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.~~ Otherwise the following approval authorities apply:

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<u>Position</u>	<u>Approval Level</u>
<u>General Counsel</u>	<u>Up to \$2M</u>
<u>President</u>	<u>\$2M to \$4M</u>
<u>Board of Governors, in accordance with section A.2</u>	<u>\$4M or greater</u>

A.5 Contracts that include incoming funds

The following tables set out specific types of Contracts that include incoming funds where specific approval authorities exist that are exceptions to the table in A.2 above.

1. Government Transfer Payment Agreements

<u>Position</u>	<u>Approval Level</u>
<u>President</u>	<u>Any Value</u>
<u>Determined by Signing Authority set out in A.2</u>	<u>Between \$0 and \$4M</u>

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2. Gift Agreements

The Vice-President, Advancement will be the Requester if the value exceeds \$4M.

<u>Position</u>	<u>Approval Level</u>
<u>Vice-President, Advancement (or designate)</u>	<u>Up to \$4M</u>
<u>President (Second Approver) ^</u>	<u>Between \$4M and \$10M</u>
<u>Board of Governors (Second Approver)</u>	<u>Greater than \$10M</u>

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3. Research: Applications and proposals for incoming research funding

<u>Position</u>	<u>Approval Level</u>
<u>Vice-President, Research and Innovation</u>	<u>Any Value</u>
<u>Executive Director, Office of Research Services.</u>	<u>Up to \$1M</u>

Any research agreements that result from applications and proposals for incoming research funding will be subject to approval by the Vice-President, Research and Innovation or by their delegate with sufficient authority for the Value as set out in A.2 above. Agreements with a Value exceeding the Vice-President, Research’s approval level under section A.2 will be approved in accordance with section A.2.

APPENDIX B: NON-MONETARY SIGNING AUTHORITY REGISTRY

B.1 Functional Approval Authority for Non-Monetary Contracts

This section addresses non-monetary commitments that may form part of Contracts. These commitments may form part of Financial Contracts, or the Value of the Contract may be nominal, or non-existent. Functional Approval Authorities have delegated responsibility for approving contracts that fall within their area of assigned responsibility, subject to the Value thresholds set out in Appendix A. Functional Approval Authorities may establish administrative processes to follow when seeking approval for Contracts in their area of responsibility. These processes may include a written delegation of authority for functional approval.

1. Academic Agreements

<u>Type of Contract</u>	<u>Functional Approval Authority</u>
<u>a) Articulation agreements, educational partnerships and international agreements</u>	<ul style="list-style-type: none">• <u>Provost and Vice-President, Academic</u>
<u>b) Inter-institutional collaboration agreements, including work-integrated learning (co-op, internships, practicum, service learning)</u>	<ul style="list-style-type: none">• <u>Provost and Vice-President, Academic</u>
<u>c) Inter-institutional research collaboration agreements</u>	<ul style="list-style-type: none">• <u>Vice-President, Research and Innovation</u>
<u>d) Non-degree programs or courses</u>	<ul style="list-style-type: none">• <u>Approved in accordance with the applicable policy</u>
<u>e) Mobility Exchanges</u>	<ul style="list-style-type: none">• <u>Provost and Vice-President, Academic</u>
<u>f) Course Capstones</u>	<ul style="list-style-type: none">• <u>Dean</u>

2. Employment Agreements

<u>Type of Contract</u>	<u>Functional Approval Authority</u>
<u>a) Collective agreement mandates</u>	<ul style="list-style-type: none">• <u>Governance, Nominations and Human Resources Committee of the Board in accordance with the committee's Terms of Reference.</u>
<u>b) Collective agreements</u>	<ul style="list-style-type: none">• <u>University's bargaining team, as delegated by GNHR in accordance with the committee's Terms of Reference.</u>
<u>c) President (hiring and related contracts)</u>	<ul style="list-style-type: none">• <u>Chair of the Board of Governors</u>

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d) <u>Senior Executive (hiring and related contracts) (e.g. Vice-President, Dean)¹</u>	• <u>President</u>
e) <u>Positions in the approved budget</u>	• <u>At a minimum the position's manager</u>

3. Intellectual Property

<u>Type of Contract</u>	<u>Functional Approval Authority</u>
a) <u>Licensing commercially available intellectual property</u>	• <u>Governed by the table in A.2</u>
b) <u>Standalone teaching and learning intellectual property agreements</u>	• <u>Provost and Vice-President, Academic</u>
c) <u>Research funding or partnership agreements that grant non-standard IP rights</u>	• <u>Vice-President, Research and Innovation</u>
d) <u>Granting a license to university Branding elements</u>	• <u>President</u>
e) <u>Licensing of IP that is not commercially available or granting a license to University-owned IP</u>	• <u>Responsible Vice-President</u>

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4. Legal and Privacy

<u>Type of Contract</u>	<u>Functional Approval Authority</u>
a) <u>Regulatory Licenses (for example, the sale of liquor)</u>	• <u>Applicable Executive Compliance Lead under the Compliance Policy</u>
b) <u>Release of confidential records, documents or information</u>	• <u>Chief Privacy Officer, or delegate, in accordance with the University's Access to Information and Privacy Policy.</u>
c) <u>Non-disclosure agreements (research context)</u>	• <u>Vice-President, Research and Innovation, or delegate</u>
d) <u>Non-disclosure agreements (other than research)</u>	• <u>General Counsel, or delegate</u>

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¹ Appointment of Senior Academic Positions will be done in accordance with the Policy on Senior Academic Administrative Appointments and applicable procedure.

Classification number	LCG 1120
Framework category	Legal, Compliance and Governance
Approving authority	Board of Governors
Policy owner	General Counsel
Approval date	April 20, 2016
Review date	April 2019
Last updated	Editorial Amendments, February 18, 2020

CONTRACT MANAGEMENT AND SIGNING AUTHORITY POLICY

PURPOSE

1. This Policy supports Contract Management at the University and will guide the development and implementation of Contracts. This Policy is intended to ensure:
 - that there is sound stewardship of the University’s resources and assets through a University-wide framework of Contract signing authority and delegation of that authority where appropriate,
 - that risk management processes are in place to support effective and informed decision-making,
 - that roles and responsibilities are clarified so that administrators and others can manage their respective areas of responsibility effectively, efficiently and transparently,

Every individual signing a Contract on behalf of the University must understand that, in doing so, the individual is binding the University, not a department, a Faculty or an administrative unit.

DEFINITIONS

2. For the purposes of this Policy the following definitions apply:

“**Budget Holder**” means the individual(s) who are responsible for individual budgets at various departmental levels across the University.

“**Budget Representative**” means the individual(s) who are authorized by the Budget Holder to submit or approve expenses within an individual department level.

“Contract” means any document, or other evidence, of an intention to establish a binding legal relationship between the University and one or more third parties.

“Contract Implementer” (“CI”) means the individual or department that initiates a Contract, receives a good, service, or other benefit, pursuant to the Contract, and/or is responsible for meeting obligations under the Contract. A Contract may have multiple CIs, and one will be designated by the Signing Authority to serve as Requester.

“Contract Life Cycle” is the period of time commencing upon initiation of a Contract and ending the day after all University obligations have been fulfilled or expired.

“Contract Management” means the set of activities required to properly manage contractual commitments to and from third parties and includes the management of pre-Contract diligence, negotiation, and implementation activities.

“Expenditure” means all amounts disbursed from the University, including amounts pursuant to a Financial Contract.

“Financial Contract” means any document, process, or any 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, or a grant or gift agreement for incoming funds).

“Functional Approval Authority” means a member of SLT with delegated responsibility to review and approve Non-monetary Contracts and non-monetary commitments.

“Legal Review” means a review of a draft Contract by the University General Counsel or delegate to ensure that:

- The Contract Implementer is made aware of the risks and obligations associated with a Contract prior to signing;
- The terms of the Contract will not subject the University to an unacceptable level of liability or risk; and
- The Contract does not contain unacceptable legal commitments.

“Non-monetary Contracts” means a Contract with no Value, such as an academic agreement, the establishment of a partnership or similar arrangement, or an employment agreement.

“Requester” means a responsible individual designated by a Signing Authority, normally a Budget Holder or Budget Representative, with authority to assess whether the commitment meets the objectives of the University, and ensure that the commitment complies with all University policies.

“Signing Authority” means the individual(s) with direct or delegated authority to approve a Contract in accordance with the Signing Authority Procedure and sign the agreement on behalf of the University.

“Sponsor” means the provider of funds for research activities, including both external and internal sources.

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SCOPE AND AUTHORITY

3. This Policy applies to all Contracts.
4. The Vice-President, Administration, or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Policy, in consultation with the General Counsel.

POLICY

5. Under the University of Ontario Institute of Technology Act, 2002, the Board may delegate to the President, Vice-Presidents, or other employees of the University signing authority and responsibility for matters necessary for the University's day-to-day operations.
6. Contracts will be in writing and signed by the Signing Authority or permitted delegate as provided in sections 8, 9, and 10 below.
7. All Contracts are to be entered into in the legal name of the University of Ontario Institute of Technology.
8. The President is authorized to execute any Contract on behalf of the University except in the following circumstances:
 - 8.1. Where the President's authority to deal with the subject matter of the Contract is limited by Board by-law, resolution or policy; or
 - 8.2. Where the authority to execute the Contract has been specifically delegated in another Board by-law, resolution or policy.
9. The President may delegate this signing authority to other University employees but will remain accountable to the Board of Governors for all Contracts executed by such delegates. The nature and scope of such delegation from the President, including approval requirements, will be set out in procedures issued by the President.
10. The President and Vice-Presidents may sub-delegate temporarily the signing authority given to them under any Board by-law, resolution or policy for the duration of any absences from the University, or permanently according to criteria set out in the procedures issued by the President. Holders of restricted funds (research, endowment spending and other trust funds) may temporarily delegate signing authority.
 - 10.1. Signing authority is conferred upon Vice-Presidents, Deans, Chairs or Directors of Faculties/Departments to make expenditures within the amounts and scope of the accounts allotted to them in the University's operating budget through publication of the operating budget (with the exclusion of the Series 'A' Debenture), as approved by the Board of Governors of the University.

11. Individuals who are not designated as a Signing Authority under this Policy or the associated Procedure, and do not have a written delegation of authority, are not authorized to sign a Contract on behalf of the university.

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12. The Vice-President, Administration is responsible for establishing and overseeing the application of procedures for effective financial management and control to enable senior administrators and others with financial responsibility to execute their responsibilities appropriately. Procedures are set out in the Signing Authority and Approval of Expenditures Procedures.

13. **Contract Management**

13.1. The Signing Authority will be responsible for ensuring that all Contracts they execute comply with policies and procedures relating to the negotiation, review and execution of Contracts.

13.2. Contracts will be developed and managed in accordance with applicable University policies and procedures.

13.3. Contracts will be in writing and signed by the Signing Authority or permitted delegate.

13.4. Each Contract will have at least one designated Contract Implementer assigned by the Signing Authority.

- a) A Contract Implementer may manage a Contract above their Signing Authority limit, and fill the role of the Requester under associated procedures, however the Contract Implementer cannot sign Contracts or approve and Expenditure on items with a Value that exceeds their financial authority as set out in section A.2 of the associated Procedure.
- b) Where a Contract Implementer is not assigned, the Signing Authority becomes the Contract Implementer for the purposes of this Policy.

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14. **Responsibilities and Accountabilities**

14.1. The Signing Authority has overall responsibility for Contract Management within their organizational area. Specifically, the Signing Authority is responsible for:

- a) Establishing the goals, objectives and/or requirements giving rise to a potential Contract;
- b) Verifying that entering into a Contract is the best path to the fulfilment of the goals, objectives or requirements identified;
- c) Assigning a Contract Implementer and providing direction to the Contract Implementer throughout the Contract Life Cycle;
- d) Assessing the potential risk associated with the Contract in order to:
 - Identify risks that will need to be mitigated in the Contract or otherwise; and
 - Determine whether the potential benefits and/or liabilities are reasonable given the purpose of the Contract.

- e) Identifying and completing any diligence required, including seeking approval from any applicable Functional Approval Authority;
- f) Negotiating the terms and conditions of the Contract to ensure it is favourable to the University and meets the identified objectives;
- g) Determining if the Contract Implementer is able to meet the obligations within the terms of the Contract and that the other party(ies) is/are reasonably likely to meet their obligations;
- h) Using the Legal Review of Contracts Procedures, identifying whether a Legal Review is required and ensuring that it has been obtained prior to the Contract being approved;
- i) Ensuring the Contract complies with University policies and procedures, relevant legislation and applicable Sponsor terms and conditions; and
- j) Managing the execution and administration of the Contract to ensure all obligations under the Contract are effectively met.
- k) Ensuring that other affected parties at the University are aware of the Contract and the impact it will have upon their work.

15. Contract Approval and Execution

- 15.1. The Signing Authority will approve the content of all Contracts prior to executing the Contract on behalf of the University.

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MONITORING AND REVIEW

16. This Policy will be reviewed as necessary and at least every three years. The Vice-President, Administration, or successor thereof, is responsible to monitor and review this Policy.

RELEVANT LEGISLATION

17. University of Ontario Institution of Technology Act, 2002, S.O. 2002, Chapter 8, Schedule O, as amended from time to time.

RELATED POLICIES, PROCEDURES AND DOCUMENTS

18. Signing Authority and Approval of Expenditures Procedures

Legal Review of Contracts Procedure

Policy on the Internal Use of Research Funds

Procurement Policy and Procedures

Expenses Policy and Procedures

Gift Acceptance Policy

[Conflict of Interest in Research Policy](#)

[Ethical Conduct Policy](#)

[Procedure to Address Conflicts of Interest](#)

[Intellectual Property Policy](#)

[Policy and Procedures on the Over-Expenditure of Research Funds](#)

Classification number	LCG 1120
Framework category	Legal, Compliance and Governance
Approving authority	Board of Governors
Policy owner	General Counsel
Approval date	April 20, 2016
Review date	April 2019
Last updated	Editorial Amendments, February 18, 2020

CONTRACT MANAGEMENT AND SIGNING AUTHORITY POLICY

PURPOSE

1. This Policy supports Contract Management at the University and will guide the development and implementation of Contracts. This Policy is intended to ensure:
 - that there is sound stewardship of the University’s resources and assets through a University-wide framework of Contract signing authority and delegation of that authority where appropriate,
 - that risk management processes are in place to support effective and informed decision-making,
 - that roles and responsibilities are clarified so that administrators and others can manage their respective areas of responsibility effectively, efficiently and transparently,

Every individual signing a Contract on behalf of the University must understand that, in doing so, the individual is binding the University, not a department, a Faculty or an administrative unit.

DEFINITIONS

2. For the purposes of this Policy the following definitions apply:

“Budget Holder” means the individual(s) who are responsible for individual budgets at various departmental levels across the University.

“Budget Representative” means the individual(s) who are authorized by the Budget Holder to submit or approve expenses within an individual department level.

“Contract” means any document, or other evidence, of an intention to establish a binding legal relationship between the University and one or more third parties.

“Contract Implementer” (“CI”) means the individual or department that initiates a Contract, receives a good, service, or other benefit, pursuant to the Contract, and/or is responsible for meeting obligations under the Contract. A Contract may have multiple CIs, and one will be designated by the Signing Authority to serve as Requester.

“Contract Life Cycle” is the period of time commencing upon initiation of a Contract and ending the day after all University obligations have been fulfilled or expired.

“Contract Management” means the set of activities required to properly manage contractual commitments to and from third parties and includes the management of pre-Contract diligence, negotiation, and implementation activities.

“Expenditure” means all amounts disbursed from the University, including amounts pursuant to a Financial Contract.

“Financial Contract” means any document, process, or any 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, or a grant or gift agreement for incoming funds).

“Functional Approval Authority” means a member of SLT with delegated responsibility to review and approve Non-monetary Contracts and non-monetary commitments.

“Legal Review” means a review of a draft Contract by the University General Counsel or delegate to ensure that:

- The Contract Implementer is made aware of the risks and obligations associated with a Contract prior to signing;
- The terms of the Contract will not subject the University to an unacceptable level of liability or risk; and
- The Contract does not contain unacceptable legal commitments.

“Non-monetary Contracts” means a Contract with no Value, such as an academic agreement, the establishment of a partnership or similar arrangement, or an employment agreement.

“Requester” means a responsible individual designated by a Signing Authority, normally a Budget Holder or Budget Representative, with authority to assess whether the commitment meets the objectives of the University, and ensure that the commitment complies with all University policies.

“Signing Authority” means the individual(s) with direct or delegated authority to approve a Contract in accordance with the Signing Authority Procedure and sign the agreement on behalf of the University.

“Sponsor” means the provider of funds for research activities, including both external and internal sources.

SCOPE AND AUTHORITY

- 3.** This Policy applies to all Contracts.

4. The Vice-President, Administration, or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Policy, in consultation with the General Counsel.

POLICY

5. Under the University of Ontario Institute of Technology Act, 2002, the Board may delegate to the President, Vice-Presidents, or other employees of the University signing authority and responsibility for matters necessary for the University's day-to-day operations.
6. Contracts will be in writing and signed by the Signing Authority or permitted delegate as provided in sections 8, 9 and 10 below.
7. All Contracts are to be entered into in the legal name of the University of Ontario Institute of Technology.
8. The President is authorized to execute any Contract on behalf of the University except in the following circumstances:
 - 8.1. Where the President's authority to deal with the subject matter of the Contract is limited by Board by-law, resolution or policy; or
 - 8.2. Where the authority to execute the Contract has been specifically delegated in another Board by-law, resolution or policy.
9. The President may delegate this signing authority to other University employees but will remain accountable to the Board of Governors for all Contracts executed by such delegates. The nature and scope of such delegation from the President, including approval requirements, will be set out in procedures issued by the President.
10. The President and Vice-Presidents may sub-delegate temporarily the signing authority given to them under any Board by-law, resolution or policy for the duration of any absences from the University, or permanently according to criteria set out in the procedures issued by the President. Holders of restricted funds (research, endowment spending and other trust funds) may temporarily delegate signing authority.
 - 10.1. Signing authority is conferred upon Vice-Presidents, Deans, Chairs or Directors of Faculties/Departments to make expenditures within the amounts and scope of the accounts allotted to them in the University's operating budget through publication of the operating budget (with the exclusion of the Series 'A' Debenture), as approved by the Board of Governors of the University.
11. Individuals who are not designated as a Signing Authority under this Policy or the associated Procedure, and do not have a written delegation of authority, are not authorized to sign a Contract on behalf of the university.
12. The Vice-President, Administration is responsible for establishing and overseeing the application of procedures for effective financial management and control to enable senior administrators and others with financial responsibility to execute their responsibilities appropriately. Procedures are set out in the Signing Authority and Approval of Expenditures Procedures.

13. Contract Management

- 13.1.** The Signing Authority will be responsible for ensuring that all Contracts they execute comply with policies and procedures relating to the negotiation, review and execution of Contracts.
- 13.2.** Contracts will be developed and managed in accordance with applicable University policies and procedures.
- 13.3.** Contracts will be in writing and signed by the Signing Authority or permitted delegate.
- 13.4.** Each Contract will have at least one designated Contract Implementer assigned by the Signing Authority.
 - a)** A Contract Implementer may manage a Contract above their Signing Authority limit, and fill the role of the Requester under associated procedures, however the Contract Implementer cannot sign Contracts or approve and Expenditure on items with a Value that exceeds their financial authority as set out in section A.2 of the associated Procedure.
 - b)** Where a Contract Implementer is not assigned, the Signing Authority becomes the Contract Implementer for the purposes of this Policy.

14. Responsibilities and Accountabilities

- 14.1.** The Signing Authority has overall responsibility for Contract Management within their organizational area. Specifically, the Signing Authority is responsible for:
 - a)** Establishing the goals, objectives and/or requirements giving rise to a potential Contract;
 - b)** Verifying that entering into a Contract is the best path to the fulfilment of the goals, objectives or requirements identified;
 - c)** Assigning a Contract Implementer and providing direction to the Contract Implementer throughout the Contract Life Cycle;
 - d)** Assessing the potential risk associated with the Contract in order to:
 - Identify risks that will need to be mitigated in the Contract or otherwise; and
 - Determine whether the potential benefits and/or liabilities are reasonable given the purpose of the Contract.
 - e)** Identifying and completing any diligence required, including seeking approval from any applicable Functional Approval Authority;
 - f)** Negotiating the terms and conditions of the Contract to ensure it is favourable to the University and meets the identified objectives;

- g)** Determining if the Contract Implementer is able to meet the obligations within the terms of the Contract and that the other party(ies) is/are reasonably likely to meet their obligations;
- h)** Using the Legal Review of Contracts Procedures, identifying whether a Legal Review is required and ensuring that it has been obtained prior to the Contract being approved;
- i)** Ensuring the Contract complies with University policies and procedures, relevant legislation and applicable Sponsor terms and conditions; and
- j)** Managing the execution and administration of the Contract to ensure all obligations under the Contract are effectively met.
- k)** Ensuring that other affected parties at the University are aware of the Contract and the impact it will have upon their work.

15. Contract Approval and Execution

- 15.1.** The Signing Authority will approve the content of all Contracts prior to executing the Contract on behalf of the University.

MONITORING AND REVIEW

- 16.** This Policy will be reviewed as necessary and at least every three years. The Vice-President, Administration, or successor thereof, is responsible to monitor and review this Policy.

RELEVANT LEGISLATION

- 17.** University of Ontario Institution of Technology Act, 2002, S.O. 2002, Chapter 8, Schedule O, as amended from time to time.

RELATED POLICIES, PROCEDURES AND DOCUMENTS

- 18.** Signing Authority and Approval of Expenditures Procedures
- Legal Review of Contracts Procedure
- Policy on the Internal Use of Research Funds
- Procurement Policy and Procedures
- Expenses Policy and Procedures
- Gift Acceptance Policy
- Conflict of Interest in Research Policy
- Ethical Conduct Policy
- Procedure to Address Conflicts of Interest
- Intellectual Property Policy

Policy and Procedures on the Over-Expenditure of Research Funds



Classification Number	LCG 1132.01
Parent Policy	Contract Management and Signing Authority Policy
Framework Category	Legal, Compliance and Governance
Approving Authority	Audit & Finance Committee
Policy Owner	Vice President, Administration
Approval Date	DRAFT FOR REVIEW
Review Date	
Supersedes	Expenditure Signing Authority Procedures (June 16, 2021) and Legal Commitments Signing Authority Procedures (June 16, 2021) Expenditure Signing Authority Procedures amendment history: Substantive Amendment, Board approved December 1, 2022; Editorial Amendments, February 18, 2020; Interim Amendment Approved by Board of Governors, November 29, 2018; Signing Authority Registry and Approval Procedures, December 2008

SIGNING AUTHORITY AND APPROVAL OF EXPENDITURES PROCEDURES

PURPOSE

1. The purpose of this Procedure is to establish the framework for delegation of Signing Authority to approve the Expenditure of university funds and to sign Contracts that bind the university to legal commitments. This procedure will establish a consistent university-wide framework to enable sound fiscal management and responsibility regarding university resources.

DEFINITIONS

2. For the purposes of these Procedures the following definitions apply:
 - “**Budget Holder**” means the individual(s) who are responsible for individual budgets at various departmental levels across the University.
 - “**Budget Representative**” means the individual(s) who are authorized by the Budget Holder to submit or approve expenses within an individual department level.
 - “**Contract**” means any document that establishes, or any other evidence of, an intention to establish a binding legal relationship between the University and one or more third parties.
 - “**Expenditure**” means all amounts disbursed from the University, including amounts pursuant to a Financial Contract.
 - “**Contract Authority**” means the individual(s) with direct or delegated authority to approve and sign a non-monetary commitment on behalf of the university in accordance with this Procedure.

For Financial Contracts that include non-monetary commitments, the Signing Authority is the Contract Authority.

“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, or a grant or gift agreement for incoming funds).

“Functional Approval Authority” means a member of SLT with delegated responsibility to review and approve Non-monetary Contracts and non-monetary commitments.

“Legal Review” means a review of a draft Contract by the University General Counsel or delegate to ensure that:

- The Requester and Signing Authority are made aware of the risks and obligations associated with a Contract prior to signing;
- The terms of the Contract will not subject the University to an unacceptable level of liability or risk; and
- The Contract does not contain unacceptable legal commitments.

“Non-monetary Contracts” means a Contract with no Value, such as an academic agreement, the establishment of a partnership or similar arrangement, or an employment agreement.

“Requester” means a responsible individual designated by a Signing Authority (normally a Budget Holder or Budget Representative) with authority to assess whether the Contract meets the objectives of the University, and ensure that the Contract complies with all University policies.

“Research Funds” means funds provided by a Sponsor, held in trust and administered by the University to pay for expenses incurred in support of research at the University, including:

- Internal Research Funds; and
- Funds awarded through external Sponsors.

“Responsible Unit” means the unit that must ensure that an official copy of the documentation supporting the Expenditure or Contract is retained in compliance with the University’s Records Management Policy.

“Signing Authority” means the individual(s) with direct or delegated authority to approve a Contract in accordance with this Procedure 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.

“Sponsor” means the provider of funds for University activities, including both external and internal sources.

“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 (cash and in-kind consideration) over the life of the contract in Canadian dollars.

SCOPE AND AUTHORITY

3. This Procedure applies to all Expenditures, Financial Contracts and Non-monetary Contracts, and extends to all University Members.
4. The Vice President, Administration or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Policy, in consultation with the General Counsel, or successor thereof.

PROCEDURES

5. Source of funds for Expenditures

5.1. General Operating Funds and Capital Items

Publication of the operating budget, as approved by the Board of Governors of the University, confers authority upon Budget Holders to make Expenditures within the amounts and scope of the accounts allotted to them in the budget and in accordance with University policies and procedures.

Authorization is granted to the Budget Holder to expend or release funds. The Budget Holder must ensure that the Expenditures are necessary for university operations and are in compliance with university policies and procedures. Any in excess of the budgeted allocations that is not pre-approved by the relevant Dean/VP becomes the responsibility of the Faculty/Department.

5.2. Research Funds

Authorization is granted to the Principal Investigator (PI) to expend or release Research Funds, subject to further approval by their Dean (or in the case of Research Funds managed by administrative staff, the administrative staff member’s supervisor with sufficient approval level as set out in Appendix A.2.).

The PI must ensure that the Expenditures are required for, and are in compliance with, university policies and procedures in addition to any other externally imposed terms and conditions. Any Expenditure that may be deemed ineligible or inappropriate becomes the responsibility of the PI.

While PIs have authority to release Research Funds as noted above, they do not have authority to sign a Contract that binds the University.

6. Expenditure Submission and Internal Control Process

- 6.1.** Approval of Expenditures, including expenditures pursuant to Financial Contracts requires a two-step approval process. This dual approval process exists to ensure sound financial management by segregating duties and is intended to
- Review compliance with university policies and procedures and, if applicable, Sponsor/donor terms and conditions.
 - Ensure the appropriate supporting documentation is attached or available (on file, etc.)
 - Confirm the authorization signature (signature verification).
 - Ensure funds are available within the allocated budget amounts, and
 - Verify correct account coding and ensure Expenditure commitment does not exceed project/grant end date (if applicable).
- 6.2.** Appendix A sets out who can approve the Expenditure, based upon its Value. The Requester may be any Budget Representative assigned by the Budget Holder.
- 6.3.** Purchase order invoices require one signature to acknowledge receipt of materials since the Expenditure has had dual approval through the procurement process.

7. Expenditure approval functions and responsibility

- 7.1. STEP 1:** The Requester performs the following functions:
- a) Assesses whether the Expenditure meets the objectives of the University,
 - b) Ensures that the Expenditure complies with all University policies, procedures and Sponsor/donor terms and conditions;
 - c) Ensures that sufficient funding exists, or will exist, to support the Expenditure; and
 - d) Confirms the authorization signature (signature verification).
- 7.2. STEP 2:** The Signing Authority performs the following functions:
- a) A review of the Requester's assessment as set out above.
 - b) Ensures that Expenditure is appropriate and necessary for University operations, and in the case of research that it is relevant.
- 7.3.** Where a specific unit does not have an appropriate Requester, the review above may be provided by a Signing Authority and final approval by their one-over-one.

8. Approval of Financial Contracts

8.1. The approval of a Financial Contract requires a two-step approval process intended to:

- Review compliance with university policies and procedures and, if applicable, Sponsor/donor terms and conditions.
- Ensure the appropriate supporting documentation is attached or available (on file, etc.)
- Confirm the authorization signature (signature verification).
- Ensure funds are available within the allocated budget amounts, and
- Verify correct account coding and ensure Expenditure commitment does not exceed project/grant end date (if applicable).

8.2. **STEP 1:** The Requester performs the following functions:

- a) Assesses whether the Expenditure meets the objectives of the University,
- b) Ensures that Legal Review has been completed (if applicable);
- c) Ensures that all non-monetary commitments have been reviewed and approved by applicable Functional Approval Authorities set out in Appendix B;
- d) Ensures that the Expenditure complies with all University policies, procedures and Sponsor/donor terms and conditions;
- e) Ensures that sufficient funding exists, or will exist, to support the Expenditure; and
- f) Confirms the authorization signature (signature verification).

8.3. **STEP 2:** The Signing Authority performs the following functions:

- a) A review of the Requester's assessment as set out above.
- b) Ensures that Expenditure is appropriate and necessary for University operations, and in the case of research that it is relevant.
- c) Signing the Contract to bind the University.

8.4. Appendix A sets out who may act as the Signing Authority, based upon the value of the Contract. A Signing Authority will designate a Requester to conduct due diligence before a Contract is brought forward for approval.

8.5. Where a specific unit does not have an appropriate Requester, the review above may be provided by a Signing Authority and final approval by their one-over-one.

9. Approval of Non-Monetary Contracts

9.1. Where Contracts include only non-monetary commitments, such as academic agreements, the establishment of partnerships or similar arrangements, transfer or acquisition of intellectual property rights, employment agreements and non-

disclosure agreements, they are subject to approval by, and will be signed on behalf of the University by the Functional Approval Authority listed in Appendix B, or their delegate.

- 9.2. When a contract contains elements that require approval based both upon monetary value as well as non-monetary commitments, all approval requirements enclosed in the attached Appendices A and B must be satisfied, including that the contract must be executed by the Signing Authority indicated in Appendix A.

10. Delegation of Signing Authority and Functional Approval Authority

- 10.1. Budget Holders and Signing Authorities are permitted to temporarily delegate their signing authority to other individuals within their Faculty/Department. All Delegation of Authority must be in writing and retained in accordance with the Records Classification and Retention Schedule.
- 10.2. Functional Approval Authorities are permitted to temporarily delegate their signing authority to other individuals within their Faculty/Department. All Delegation of Authority must be in writing and retained in accordance with the Records Classification and Retention Schedule.
- 10.3. The delegate will provide the delegator with an executed copy of any and all documents signed under the written delegated authority. The delegator is responsible for agreements signed under their delegated authority.
- 10.4. Signing Authority for Research funds can only be delegated to individuals who have the ability to attest to the relevance of the Expenditure.

MONITORING AND REVIEW

11. The Procedures and associated rates and schedules will be reviewed as necessary and at least every three years, and may be adjusted as required by University policies and broader regulatory requirements. The Vice-President, Administration is responsible to monitor and review this policy.

RELATED LEGISLATION

12. University of Ontario Institution of Technology Act, 2002, S.O. 2002, Chapter 8, Schedule O, as amended from time to time.

RELATED POLICIES, PROCEDURES AND DOCUMENTS

13. Contract Management and Signing Authority Policy
Legal Review of Contracts Procedure
Policy on the Internal Use of Research Funds
Procurement Policy and Procedures
Expenses Policy and Procedures
Investment Policy

Gift Acceptance Policy

Policy on Senior Academic Administrative Appointments Policy

Associate Provost Appointment and Renewal Procedures

Provost and Vice-President, Academic Appointment and Renewal Procedures

Vice-President Responsible for Research Appointment and Renewal Procedures

Faculty Dean Appointment and Renewal Procedures

Dean of Graduate Studies Appointment and Renewal Procedures

APPENDIX A: FINANCIAL CONTRACTS SIGNING AUTHORITY REGISTRY

A.1 Board of Governors

The following Contracts require the signature of both the President and the Chair of the Board of Governors following approval by the Board of Governors:

- a) Any Expenditure or Financial Contract with a face value in excess of \$4 million outgoing or \$10 million incoming,
- b) Banking agreements (resolutions, capital borrowings, guarantees or credit facilities),
- c) Appointment of external auditors,
- d) Sale or acquisition of real property, including any major renovation or construction projects^[i].

^[i] Appointment of External Auditors, Banking agreements, and the Purchase or Sale of Real Property require, in addition to the above, require approval of the Vice-President, Administration.

A.2 Financial Contracts and Expenditures

Expenditures under \$10,000

Expenditures that are not pursuant to a Contract with a Value equal to or less than \$10,000 require only one approver, which can be any Budget Holder or Budget Representative.

Expenditures over \$10,000 and Financial Contracts

The following table sets out the Signing Authority for various positions in the University. The table applies to Expenditures with a value greater than \$10,000 and to Financial Contracts. Where the Value of a Contract is greater than Level 3, the Requester will be a Vice-President. For research Expenditures, see paragraph A.3. For Settlement Agreements, see A.4. For exceptions for contracts with incoming funds, see A.5.

Level	Position	Approval Level (Expenditure)	Approval Level (Incoming)
1	Manager, Associate Dean, Associate Registrar, or equivalent*	0-\$100,000	0-\$100,000
2	Director, Executive Director, AVP, Registrar, Dean, or equivalent*	0-\$250,000	0-\$250,000
3	Vice-President, Provost, General Counsel, or equivalent*	0-\$2,000,000	0-\$4,000,000
4	President	0-\$4,000,000	0-\$10,000,000

*equivalency of positions will be determined based on the level of authority of a position within the university, regardless of title, guided by the assessed job evaluation of a given position. A determination will be made by the Policy Owner, or delegate, in consultation with Human Resources.

A.3 Research – Expenditure of Research Funds

All Expenditures and Contracts funded by Research Funds (i.e. research funds from external or internal sources) require approval by the fund-holder or Principal Investigator, and their Dean. For the purposes of this Procedure, the Principle Investigator serves as the Requester and the Dean as the Signing Authority. All Expenditures or Contracts will be within the budget of the particular research fund. Where the expenditure exceeds the Dean’s authority, the Signing Authority is determined according to the table below.

Position	Approval Level
Dean	0-\$250,000
Vice-President, Research and Innovation	\$250,000-\$2,000,000
President	\$2,000,000-\$4,000,000

A.4 Settlement Agreements

All 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. Otherwise the following approval authorities apply:

Position	Approval Level
General Counsel	Up to \$2M
President	\$2M to \$4M
Board of Governors, in accordance with section A.2	\$4M or greater

A.5 Contracts that include incoming funds

The following tables set out specific types of Contracts that include incoming funds where specific approval authorities exist that are exceptions to the table in A.2 above.

1. Government Transfer Payment Agreements

Position	Approval Level
President	Any Value
Determined by Signing Authority set out in A.2	Between \$0 and \$4M

2. Gift Agreements

The Vice-President, Advancement will be the Requester if the value exceeds \$4M.

Position	Approval Level
Vice-President, Advancement (or designate)	Up to \$4M
President (Second Approver) ^	Between \$4M and \$10M
Board of Governors (Second Approver)	Greater than \$10M

3. Research: Applications and proposals for incoming research funding

Position	Approval Level
Vice-President, Research and Innovation	Any Value
Executive Director, Office of Research Services.	Up to \$1M

Any research agreements that result from applications and proposals for incoming research funding will be subject to approval by the Vice-President, Research and Innovation or by their delegate with sufficient authority for the Value as set out in A.2 above. Agreements with a Value exceeding the Vice-President, Research's approval level under section A.2 will be approved in accordance with section A.2.

APPENDIX B: NON-MONETARY SIGNING AUTHORITY REGISTRY

B.1 Functional Approval Authority for Non-Monetary Contracts

This section addresses non-monetary commitments that may form part of Contracts. These commitments may form part of Financial Contracts, or the Value of the Contract may be nominal, or non-existent. Functional Approval Authorities have delegated responsibility for approving contracts that fall within their area of assigned responsibility, subject to the Value thresholds set out in Appendix A. Functional Approval Authorities may establish administrative processes to follow when seeking approval for Contracts in their area of responsibility. These processes may include a written delegation of authority for functional approval.

1. Academic Agreements

Type of Contract	Functional Approval Authority
a) Articulation agreements, educational partnerships and international agreements	<ul style="list-style-type: none">• Provost and Vice-President, Academic
b) Inter-institutional collaboration agreements, including work-integrated learning (co-op, internships, practicum, service learning)	<ul style="list-style-type: none">• Provost and Vice-President, Academic
c) Inter-institutional research collaboration agreements	<ul style="list-style-type: none">• Vice-President, Research and Innovation
d) Non-degree programs or courses	<ul style="list-style-type: none">• Approved in accordance with the applicable policy
e) Mobility Exchanges	<ul style="list-style-type: none">• Provost and Vice-President, Academic
f) Course Capstones	<ul style="list-style-type: none">• Dean

2. Employment Agreements

Type of Contract	Functional Approval Authority
a) Collective agreement mandates	<ul style="list-style-type: none">• Governance, Nominations and Human Resources Committee of the Board in accordance with the committee's Terms of Reference.
b) Collective agreements	<ul style="list-style-type: none">• University's bargaining team, as delegated by GNHR in accordance with the committee's Terms of Reference.
c) President (hiring and related contracts)	<ul style="list-style-type: none">• Chair of the Board of Governors

d) Senior Executive (hiring and related contracts) (e.g. Vice-President, Dean) ¹	<ul style="list-style-type: none"> • President
e) Positions in the approved budget	<ul style="list-style-type: none"> • At a minimum the position's manager

3. Intellectual Property

Type of Contract	Functional Approval Authority
a) Licensing commercially available intellectual property	<ul style="list-style-type: none"> • Governed by the table in A.2
b) Standalone teaching and learning intellectual property agreements	<ul style="list-style-type: none"> • Provost and Vice-President, Academic
c) Research funding or partnership agreements that grant non-standard IP rights	<ul style="list-style-type: none"> • Vice-President, Research and Innovation
d) Granting a license to university Branding elements	<ul style="list-style-type: none"> • President
e) Licensing of IP that is not commercially available or granting a license to University-owned IP	<ul style="list-style-type: none"> • Responsible Vice-President

4. Legal and Privacy

Type of Contract	Functional Approval Authority
a) Regulatory Licenses (for example, the sale of liquor)	<ul style="list-style-type: none"> • Applicable Executive Compliance Lead under the Compliance Policy
b) Release of confidential records, documents or information	<ul style="list-style-type: none"> • Chief Privacy Officer, or delegate, in accordance with the University's Access to Information and Privacy Policy.
c) Non-disclosure agreements (research context)	<ul style="list-style-type: none"> • Vice-President, Research and Innovation, or delegate
d) Non-disclosure agreements (other than research)	<ul style="list-style-type: none"> • General Counsel, or delegate

¹ Appointment of Senior Academic Positions will be done in accordance with the Policy on Senior Academic Administrative Appointments and applicable procedure.