

# POLICY CONSULTATION REPORT

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**DATE:** March 18, 2024

**PRESENTED BY:** Niall O'Halloran, Manager, Privacy & Policy

**SUBJECT:** Finance Policy Projects – New and Revised Policy Instruments

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## BACKGROUND/CONTEXT & RATIONALE:

On November 30, 2022, the Auditor General of Ontario released a Value-for-Money Audit that recommended additional controls be set in place that document Ontario Tech's existing practices with respect to Debt Management and Capital Projects. The Finance Department has prepared new (capital, debt) and revised (contract, signing authority) policies that respond to these recommendations.

### Capital Project Policy

The University invests in capital infrastructure that are fundamental to achieving the University's mission as a higher education institution. The objective of this policy is to support the development of Ontario Tech's infrastructure by ensuring a best practice approach to planning, design, and implementation with consideration of the value and risk associated with investment. This policy puts in writing the general practice Ontario Tech has in place, noting we will be moving to greater transparency by developing a five-year rolling Asset Management Plan.

### Debt Management Policy

The University currently has a set of debt guidelines which it has complied with since 2016/17 as part of its due diligence and focus on minimizing risk and reducing its cost of capital. We are now formalizing these guidelines with this new Debt Management Policy. This policy will provide a framework for all of the University's external borrowing and lend the University assuming debt at levels that continue to promote its financial operations and sustainability.

### Contract Management and Signing Authority Policy and Procedure.

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 appendix 3. These policy instruments are integral to the Capital Project Policy, and we expect the simplification will render them more usable.

### **COMPLIANCE WITH POLICY/LEGISLATION:**

These new and revised policies will maintain existing processes while enhancing transparency, and formalizing what were previously internal guidelines. The Debt Management Policy complies with generally accepted accounting principles (GAAP) for not-for-profit organizations. Taken together, these policies will ensure a clear, transparent process that allows for the highest standard of governance.

### **CONSULTATION AND APPROVAL PATH:**

- Policy Advisory Committee – Policy Assessment
  - Contract Management & Signing Authority Policy (October 30, 2023)
  - Signing Authority Procedure (October 30, 2023)
  - Debt Management Policy (February 2, 2024)
  - Capital Project Policy (February 2, 2024)
- Administrative Leadership Team – Consultation (March 12, 2024)
- University on-line Consultation (March 18 - 29, 2024)
- Academic Council – Consultation (March 26, 2024)
- Audit and Finance Committee – Policy Deliberation (April 11, 2024)
- Board of Governors – Policy Approval (April 18, 2024)

### **HOW TO COMMENT:**

- Community members can provide written comments using the [policy feedback form](#). Comments will be shared with the relevant Policy Owner for consideration.
- The comment period will be open until 3:00 pm on March 29, 2024.

### **NEXT STEPS:**

- A summary of comments will be provided to the relevant deliberative body and approval authority.

**SUPPORTING REFERENCE MATERIALS:**

- Appendix 1: Capital Project Cover Memo and Policy
- Appendix 2: Debt Management Cover Memo and Policy
- Appendix 3: Contract Management and Signing Authority Cover Memo & Policy & Procedures
- Appendix 4: Current Contract Management and Signing Authority Policy & Procedures black-lined (for reference only)

## POLICY CONSULTATION REPORT

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**TO:** The University Community

**DATE:** February 27, 2024

**PRESENTED BY:** Brad MacIsaac

**SUBJECT:** NEW – Capital Projects Policy

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### BACKGROUND/CONTEXT & RATIONALE:

The University invests in capital infrastructure that are fundamental to achieving the University's mission as a higher education institution. The objective of this policy is to support the development of Ontario Tech's infrastructure by ensuring a best practice approach to planning, design, and implementation with consideration of the value and risk associated with investment. This policy puts in writing the general practice Ontario Tech has in place noting we will be moving to greater transparency by developing a five-year rolling Asset Management Plan.

The University's approach to planning is to invest in a comprehensive long-term Campus Master Plan and to systematically establish medium term Asset Management Plans that set out specific Capital Projects to be designed and built in such a way as to meet present and future needs of the University community. The University shall permit or undertake projects in consideration of, among other things, the [Integrated Academic Research Plan](#) and Campus Master Plan and the source and availability of funds.

### COMPLIANCE WITH POLICY/LEGISLATION:

This is not legally mandated.

### 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)

**HOW TO COMMENT:**

- Community members can provide written comments using the [policy feedback form](#). Comments will be shared with the relevant Policy Owner for consideration.
- The comment period will be open until 3:00 pm on March 29, 2024.

**NEXT STEPS:**

- A summary of comments will be provided to the relevant deliberative body and approval authority.

**SUPPORTING REFERENCE MATERIALS:**

- Draft Policy



Item	xxx
Framework Category	Legal, Compliance and Governance
Approving Authority	Board of Governors
Policy Owner	Vice-President, Administration
Approval Date	DRAFT FOR REVIEW
Review Date	
Supersedes	N/A

## CAPITAL PROJECTS POLICY

### PURPOSE

1. The objective of this policy is to support the development of Ontario Tech's infrastructure by ensuring a best practice approach to planning, design, and implementation with consideration of the value and risk associated with investment. The purpose of this policy is to set forth the principles and the people involved in authorizing Capital Projects. It is intended to (a.) ensure an institutionally integrated, consistent, and transparent process for evaluating and making strategic decisions on the prioritization of Capital Projects, and (b.) provide an appropriate level of governance oversight.

### DEFINITIONS

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

**"Asset Management Plan"** means a tactical plan that sets out the Capital Projects and Facilities Renewals to which the University has assigned priority for a specified period and that require one or more funding sources. This includes all fixtures, equipment and infrastructure be it new, repair, maintenance and/or replacement to deliver the standard of service required by the University.

**"Campus Master Plan"** means a plan that establishes a vision and framework to guide how and where the University campus will physically change in support of the University's Integrated Academic Research Plan.

**"Capital Planning Process"** means the process by which Capital Projects are assessed, prioritized, approved, and implemented. The planning process informs the budget and Asset Management Plan.

“Capital Project” means a project that helps improve or augment university facilities. Capital Projects include, but are not limited to, new facility/infrastructure, an expansion or renovation of an existing facility/infrastructure, leasehold improvements, roads, or the acquisition of land or other real property.

“Facilities Renewal” also referred to as deferred maintenance, means capital expenditures that are required to preserve University facilities’ functionality over their useful life.

“Funding Sources” means actual or committed sources of funding (including, but not limited to, fundraising pledges or targets, contributions from future years’ budgets or debt financing) to support a Capital Project.

“Major Capital Projects” shall mean construction or renovations, including related goods and services, which are budgeted to cost \$4,000,000 or more.

**“Minor Capital Projects”** shall mean construction or renovations, including related goods and services, which are budgeted to cost under \$4,000,000.

“Project Charter” is a formal document that describes the full scope of a project to create a shared understanding of its goals, objectives and resource requirements before the project is started.

“Project Sponsor” means the person who has signing level authority according to the University policies and procedures and is responsible for endorsing the project as a valued investment of organizational resources. The sponsor is responsible for defining the scope of the project and accurately defining the success criteria.

## **SCOPE AND AUTHORITY**

This Policy sets out the general philosophy for capital planning at the University and introduces specific process to assess the overall plan. This policy is applicable to all Ontario Tech Capital Projects.

The Vice-President Administration, or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Policy.

## **POLICY**

### **3. General**

The University’s approach to planning is to invest in a comprehensive long-term Campus Master Plan and to systematically establish medium term Asset Management Plans that

set out specific Capital Projects to be designed and built in such a way as to meet present and future needs of the University community. The University shall permit or undertake projects in consideration of, among other things, the [Integrated Academic Research Plan](#) and Campus Master Plan and the source and availability of funds.

- 3.1.** Capital Projects may be identified through a number of avenues including but not restricted to:
  - a)** The capital planning and budget setting process
  - b)** Special funding opportunities
  - c)** Research activities
  - d)** Unit initiatives
  - e)** Deferred maintenance programs
- 3.2.** All Capital Projects must have a Project Sponsor. Minor Capital Projects must have the sponsorship at a minimum of the signing authority level established in the Signing Authority Procedure. Major Capital Projects must have the sponsorship of a Vice-President and a Business Case must be approved by the Board of Governors.

#### **4. Campus Master Plan**

- 4.1.** The University normally undertakes a Campus Master Plan Review on a five (5) year cycle. The review will be chaired by the Vice President, Administration and will involve community input from students, faculty, staff and other stakeholders.
- 4.2.** The Campus Master Plan will guide the University by establishing fundamental campus planning principles. Due to the University's north campus co-location with Durham College, planning involving real estate or facilities owned by Durham College will be done in collaboration with Durham College.
- 4.3.** A Campus Master Plan may inform prioritization and development of Capital Projects but does not include approval of the Capital Projects or the budgets.
- 4.4.** At the completion of each review process, the Board of Governors shall approve each Campus Master Plan.

#### **5. Asset Management Plan**

- 5.1.** An Asset Management Plan is prepared and implemented by the Office of Campus Infrastructure and Sustainability (OCIS) or its successor. It is a rolling



plan, normally adopted for five-year periods, to reflect progress made and new or updated priorities.

- 5.2. An Asset Management Plan will include a prioritized list of all Capital Projects and Facility Renewals that are expected to be in the planning and/or implementation stage during the period of the Asset Management Plan.

## **6. Capital Projects**

- 6.1. Capital Projects are initiated in response to a variety of needs and opportunities. These can include, but are not limited to, academic and support needs, legislative or health and safety requirements, grant and partnership opportunities, and maintaining property quality levels.
- 6.2. The Capital Planning Process will be initiated annually by the beginning of the fall semester for assessment and prioritization, and to be considered for approval as part of the budget development cycle. Normally projects will require at least 18 months lead time for review, permitting and implementation.
- 6.3. All Project Charters will be approved by the relevant Project Sponsor to move to the cost estimate stage.
- 6.4. OCIS will prepare an estimated cost for each Capital Project. Capital Project costs are developed throughout the life of a Capital Project and will be informed by conceptual design and/or engineering reports, schematic design, and other work completed for the Capital Project.
- 6.5. Facilities Renewal is a subset of the Asset Management Plan and is prepared by OCIS. Facility Renewal is important to maintain a healthy, safe, sustainable and inspiring physical environment to support the academic mission of the University. It is part of the Capital Planning Process and is a consideration in the scope of all Capital Projects and capital budgets.
- 6.6. Once the Capital Project has a Project Charter and estimated cost, the Vice President, Administration will coordinate the prioritization through normal budget approval process.
- 6.7. At the completion of a Capital Project, a Project Completion Report will be prepared by OCIS and will include the final Capital Project Cost. A Project Completion Report will be provided as information to the relevant Project Sponsor.
- 6.8. For Major Capital Projects, the Strategy and Planning Committee will receive summary reports from the Vice President, Administration at regular intervals during the duration of the project.

## **MONITORING AND REVIEW**

7. This Capital 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.

#### **RELATED POLICIES, PROCEDURES & DOCUMENTS**

8. Contract Management Policy  
Signing Authority Policy  
Expenditure Signing Authority Procedures  
Debt Management Policy  
Naming of Physical University Assets Policy  
Risk Management Policy

## POLICY CONSULTATION REPORT

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**TO:** The University Community

**DATE:** March 26, 2024

**PRESENTED BY:** Pamela Onsiong

**SLT LEAD:** Brad MacIsaac

**SUBJECT:** NEW – Debt Management Policy

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### BACKGROUND/CONTEXT & RATIONALE:

The University invests in capital infrastructure that are fundamental to achieving the University's mission as a higher education institution. Since capital projects will require a combination of financing sources, including grants and deferred contributions, internal reserves and external debt, debt is considered a perpetual component of the University's financial structure.

The University currently has a set of debt guidelines which it has complied with since 2016/17 as part of its due diligence and focus on minimizing risk and reducing its cost of capital. We are now formalizing these guidelines with this new Debt Management Policy. This policy will provide a framework for all University's external borrowing and leave the University assuming debt at levels that continue to promote its financial operations and sustainability.

### OVERVIEW:

The University has a significant level of debt on its books, attributable to a \$220.0M series of debentures which were issued by the University in October 2004 shortly after the university was first established in 2002. The proceeds of this debt issuance were used to finance capital projects including the construction of three academic buildings, a library and related infrastructure.

Since August 2011, 80% of this debenture debt (i.e. \$13.5M of the \$16.5M annual debt repayment) has been funded through a special grant from the Province. This grant will continue until the maturity of the debentures in October 2034.

In this policy, the University has established guidelines regarding the optimal amount of outstanding debts through the monitoring of the University's financial sustainability or debt ratios. These ratios are derived from the University's audited financial statements and notes, and for

management reporting, are **adjusted** to account for the grant funding that is earmarked to service existing University debt.

All new debts must comply with the University's outstanding debt covenants, and such compliance must be documented as part of the Board-approved motion and documentation to apply for and the use of external debt.

Compliance with this policy will ensure consistent and transparent capital debt management. It is also intended to hold the University in good stead as it looks to reduce its cost of capital and its associated risks.

### **COMPLIANCE WITH POLICY/LEGISLATION:**

The proposed policy and procedures comply with generally accepted accounting principles (GAAP) for not-for-profit organizations.

### **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)

### **HOW TO COMMENT:**

- Community members can provide written comments using the [policy feedback form](#). Comments will be shared with the relevant Policy Owner for consideration.
- The comment period will be open until 3:00 pm on March 29, 2024.

### **NEXT STEPS:**

- A summary of comments will be provided to the relevant deliberative body and approval authority.

### **SUPPORTING REFERENCE MATERIALS:**

- Draft Debt Management Policy



Item	xxx
Framework Category	Legal, Compliance and Governance
Approving Authority	Board of Governors
Policy Owner	Vice-President, Administration
Approval Date	DRAFT FOR APPROVAL
Review Date	
Supersedes	N/A

## DEBT MANAGEMENT POLICY

### PURPOSE

1. The purpose of this policy is to assist the University in ensuring that debt is used strategically to support the University in achieving its mission. It will increase transparency by creating alignment between use of proceeds and debt issuance, setting out the responsibilities for the approval and reporting of debt and establishing maximum limits on the amount of total external debt.

### DEFINITIONS

2. For the purposes of this Policy the following definitions apply:
  - “Bridge Financing”** means short-term or interim financing of a project until such time that permanent financing is obtained.
  - “Capital projects”** means investments in capital assets equal to or in excess of \$4.0M and which require Board of Governors approval.
  - “Debenture”** means debt financial instruments issued by the University in October 2004, the proceeds of which were used to finance the original construction of the University.
  - “Derivative product”** means a type of financial contract whose value is derived upon the value of an underlying asset.
  - “Expendable Net Assets”** means internally restricted and unrestricted net assets.
  - “External debt”** means the portion of a capital project that is funded by external borrowing, including commercial banks. External debt, including principal and interest, is usually paid in instalments over the term of the debt, and is included as a priority expense in the annual budget cycle.

**“Financial sustainability ratios”** means a set of metrics that measure the University’s debt capacity and debt affordability.

**“Grants and deferred contributions”** means funds received from the Ministry or other granting agencies to cover specific capital projects. These grants are treated as deferred contributions and amortized using the same useful lives as the asset investment.

**“Internal Reserves”** means reserves arising out of operating surplus that have been approved by the Board of Governors to be internally restricted for specific projects.

**“Performance and Liquidity ratios”** means financial ratios that track the trends in the University’s net earnings and its financial strength and flexibility.

## **SCOPE AND AUTHORITY**

3. Investments in capital infrastructure are fundamental to achieving the University’s mission as a higher education institution. Since capital projects will require a combination of financing sources, including grants and deferred contributions, philanthropy, internal reserves and external debt, debt is considered a perpetual component of the University’s financial structure.
4. This Policy sets out the general philosophy for use of debt by the University and introduces specific financial metrics to assess overall debt capacity and debt affordability. As the University evaluates future projects in conjunction with its annual operating budgets, the goals and principles outlined in this debt policy will be reflected in these decisions.
5. The Vice-President Administration, or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Policy.

## **POLICY**

The objective of the Policy is to optimize the strategic use of debt and to manage the overall cost of capital and debt while limiting the level of risk as determined by the University’s risk appetite, as set out in the Risk Management Policy. Debt options, e.g. bridge financing, derivative products, long term fixed and variable rate debt, will all be considered to achieve the goal of risk reduction and reduced cost of capital.

### **6. General**

- 6.1. Borrowing will only occur following the approval of the project by the Board of Governors. Such approval shall be subject to review of a written business case, which includes the total anticipated cost of the project and source(s) of funding for the project.

- 6.2. The need for external debt is reviewed and informed by the Campus Master Plan and strategic projects as approved by the President and Vice Presidents. External debt calls will be led by the Executive Director, Financial Planning and Reporting under the direction of the Vice President, Administration.
- 6.3. In determining different debt strategies and instruments, the University will assess its financial position, including its assets, liabilities and unrestricted cash flow, market conditions and impact on the University's adjusted financial ratios.
- 6.4. The University will manage its overall and any new debt obligations in a manner to maintain or improve the University's credit rating.

## 7. Establishment of Financial Sustainability Ratios

- 7.1. The University has established guidelines regarding the optimal amount of outstanding debt through monitoring of the University's financial sustainability ratios. These ratios measure the University's balance sheet resources and annual operations to determine debt capacity and debt affordability. Ratios are derived from the University's financial statements and notes, and are subject to annual reviews by Finance Management and the University's Audit and Finance Committee.

Financial ratios will be adjusted to account for grant funding that is earmarked to service existing University debt. These ratios are defined as:

**Ratio 1 – Viability: Expendable Net Assets-to-Debt Ratio:** this ratio measures **debt capacity**. It determines University balance sheet leverage by comparing expendable net assets to outstanding debt obligations.

Ontario Tech has established a viability ratio of 50%, or 0.5x (times) coverage. This indicates that the University has unrestricted and internally restricted financial resources to cover 50% of its adjusted debt.

**Ratio 2 – Affordability: Interest Burden:** this ratio determines **debt affordability** as it quantifies the maximum percentage of expenses (excluding amortization of capital assets) dedicated to repaying the University's current debt burden.

Ontario Tech has established a threshold of less than 4.0% of adjusted operating expenses to ensure sufficient funding for interest repayments is available.

**Ratio 3 – Affordability: Debt to Revenue:** this ratio divides total University debt by the total revenue and reflects the University's ability to manage its debt repayments.

Ontario Tech has established a threshold for debt to revenue of less than 50% which puts the University in a position to handle unforeseen expenses.

- 7.2. The evaluation of proposed projects will take into consideration their impact on these ratios over time.
- 7.3. Where the debt ratios do not meet the established targets, management will undertake a more comprehensive review, including the review of other ratios such as the University's performance and liquidity ratios, and provide a report with recommendations to the Board of Governors. This report will include an action plan on how the debt will be brought back to within the target range.

## **8. Annual Debt Obligations, Compliance and Reporting**

- 8.1. During the University's annual operating budget process, management will incorporate the source of funding for interest and principal payments associated with outstanding debt. The University will fund payments through a combination of provincial grant funding (for the repayment of its debenture debt), and operating funds, exclusive of operating grants.
- 8.2. All new debt must comply with the University's outstanding debt covenants, and such compliance must be documented as part of the Board-approved motion and documentation to apply for and use external debt.
- 8.3. Debt ratios will be reviewed at the June Audit and Finance Committee, as part of the year-end review of the University's audited financial statements and financial ratios.

## **MONITORING AND REVIEW**

- 9. This Debt Management 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.

## **RELATED POLICIES, PROCEDURES & DOCUMENTS**

- 10. Contract Management Policy
  - Signing Authority Policy
  - Expenditure Signing Authority Procedures
  - Naming of Physical University Assets Policy



Gift Acceptance Policy

Gift Registry Procedures

Capital Asset Guidelines

Risk Management Policy

DRAFT

## **POLICY CONSULTATION REPORT**

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**TO:** The University Community

**DATE:** March 18, 2024

**PRESENTED BY:** Brad MacIsaac and Sara Gottlieb

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

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### **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><b>Two step approval process for expenditures and financial contracts</b></p> <ol style="list-style-type: none"> <li>1. Individuals involved known as “First Approver” and “Second Approver”</li> <li>2. First approver determined by a chart.</li> </ol>	<p><b>Two step approval process for expenditures and financial contracts</b></p> <ol style="list-style-type: none"> <li>1. Individuals involved known as “Requester” and “Signing Authority”</li> <li>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”.</li> <li>3. Where the value of a contract is sufficiently high, a VP will serve as the Requester.</li> </ol>
<p><b>Non-monetary commitments</b></p> <ol style="list-style-type: none"> <li>1. Non-monetary commitments require a first and second approver.</li> </ol>	<p><b>Non-monetary commitments</b></p> <ol style="list-style-type: none"> <li>1. Added a definition of the “Functional Approval Authority”: a member of SLT with delegated responsibility to review and approve non-monetary commitments.</li> <li>2. Non-monetary commitments require only a single approval.</li> <li>3. Clarified that when a contract has approval requirements based on its Value in addition to non-monetary 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.</li> </ol>

<p><b>Delegation of Signing Authority</b></p> <ol style="list-style-type: none"> <li>1. Only the Legal Commitments Signing Authority Procedure clarified that the delegator remains responsible for agreements signed under their delegated authority.</li> </ol>	<p><b>Delegation of Signing Authority</b></p> <ol style="list-style-type: none"> <li>1. “The delegator is responsible for agreements signed under their delegated authority” now applies to both financial contracts and non-monetary contracts.</li> </ol>
	<p><b>Revisions to Appendix A</b></p> <ol style="list-style-type: none"> <li>1. Added information regarding Board requirements for incoming funds to Appendix A.</li> <li>2. Added incoming funds to signing authority Chart in A.2.</li> <li>3. Revised Approval level chart in Appendix A, leaving off Board approval levels (they are covered in the Board section).</li> <li>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.</li> </ol>
	<p><b>Revisions to Appendix B</b></p> <ol style="list-style-type: none"> <li>1. Removed First Approver information.</li> <li>2. Changed approval authority for granting a license to university branding elements to President to reflect current organizational structure.</li> <li>3. Added non-disclosure agreements as a contract type.</li> </ol>

#### 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)

## **HOW TO COMMENT:**

- Community members can provide written comments using the [policy feedback form](#). Comments will be shared with the relevant Policy Owner for consideration.
- The comment period will be open until 3:00 pm on March 29, 2024.

## **NEXT STEPS:**

- A summary of comments will be provided to the relevant deliberative body and approval authority.

## **SUPPORTING REFERENCE MATERIALS:**

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

<b>Classification number</b>	LCG 1120
<b>Framework category</b>	Legal, Compliance and Governance
<b>Approving authority</b>	Board of Governors
<b>Policy owner</b>	General Counsel
<b>Approval date</b>	DRAFT FOR APPROVAL
<b>Review date</b>	April 2019
<b>Last updated</b>	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<sup>[i]</sup>.

<sup>[i]</sup> 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"><li>• Provost and Vice-President, Academic</li></ul>
b) Inter-institutional collaboration agreements, including work-integrated learning (co-op, internships, practicum, service learning)	<ul style="list-style-type: none"><li>• Provost and Vice-President, Academic</li></ul>
c) Inter-institutional research collaboration agreements	<ul style="list-style-type: none"><li>• Vice-President, Research and Innovation</li></ul>
d) Non-degree programs or courses	<ul style="list-style-type: none"><li>• Approved in accordance with the applicable policy</li></ul>
e) Mobility Exchanges	<ul style="list-style-type: none"><li>• Provost and Vice-President, Academic</li></ul>
f) Course Capstones	<ul style="list-style-type: none"><li>• Dean</li></ul>

#### 2. Employment Agreements

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



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

### 3. Intellectual Property

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

### 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"> <li>Applicable Executive Compliance Lead under the Compliance Policy</li> </ul>
b) Release of confidential records, documents or information	<ul style="list-style-type: none"> <li>Chief Privacy Officer, or delegate, in accordance with the University's Access to Information and Privacy Policy.</li> </ul>

<sup>1</sup> 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"> <li>• Vice-President, Research and Innovation, or delegate</li> </ul>
d) Non-disclosure agreements (other than research)	<ul style="list-style-type: none"> <li>• General Counsel, or delegate</li> </ul>

DRAFT

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.

~~**“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.~~

**“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 ~~Contract~~Signing Authority or permitted delegate as provided in sections 8, 9, ~~10~~ and ~~11~~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.

**11.12.** 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.

**12.13. Contract Management**

**12.1.13.1.** 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.

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

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

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

- a) A Contract Implementer may manage a ~~contract~~Contract above their ~~Contract~~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 above 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.

**13.14. Responsibilities and Accountabilities**

**13.1.14.1.** 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.

#### **14.15. Contract Approval and Execution**

**14.1-15.1.** The Signing Authority will approve the content of all Contracts prior to ~~execution of~~executing the Contract on behalf of the University.

#### **MONITORING AND REVIEW**

**15.16.** 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**

**16.17.** 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**

**17.18.** 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	<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 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</u>

Style Definition: Comment Text

## SIGNING AUTHORITY AND APPROVAL OF EXPENDITURES PROCEDURES

### PURPOSE

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1. The purpose of ~~these procedures~~ this Procedure is to specify (a) establish the signing authorities required framework for delegation of Signing Authority to approve the Expenditure of university funds and the Financial to sign Contracts which result in expenditure (e.g. a purchase order), and ~~(b) to that bind the university to legal commitments.~~ This procedure will establish a consistent university-wide framework to enable the sound fiscal management and responsibility regarding university resources.
2. ~~The purpose of this Procedure is to establish the framework of signing authority limits and responsibility for the approval and signing of agreements that bind the university to legal commitments. These commitments include academic agreements, the establishment of partnerships or similar arrangements, incoming funds, transfer or acquisition of intellectual property rights, employment and intellectual property agreements.~~

### DEFINITIONS

- 2.2. 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.

**"Expenditures"** include all amounts disbursed from the University, including amounts pursuant to a Financial Contract.

~~“Financial Contract”~~ **“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, ~~process that establishes,~~ or any other evidence ~~that records of,~~ an intention to establish a ~~monetary obligation~~ binding legal relationship between the University and one or more third parties, ~~e.g. the procurement of goods and services through a purchase order.~~

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

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

~~“First Approver”~~ means an individual with authority to assess whether the commitment meets the objectives of the University, ensure that the commitment complies with all University policies, and ensure that the requirements of the Legal Review of Contracts Procedures have been fulfilled.

~~“Executive Compliance Lead”~~ means a member of SLT with delegated responsibility for addressing specific Compliance Obligations and certifying an annual Compliance Checklist in their areas of responsibility.

~~“Expenditures”~~ **include”** means all amounts disbursed from the University, including amounts pursuant to a Financial Contract.

~~“Expenditure Signing Authority”~~ means a Second Approver under the Expenditure Signing Authority Procedure.

**“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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~~“Second Approver”~~ **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 ~~review~~ assess whether the ~~First Approver’s assessment~~, Contract meets the objectives of the University, and ensure that the commitment is appropriate and necessary. 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 ~~university operation~~ 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~~ Contract (cash and in-kind consideration) over the life of the contract in Canadian dollars.

#### SCOPE AND AUTHORITY

**4.3.** This Procedure applies to all ~~legal commitments~~ Expenditures, Financial Contracts and Non-monetary Contracts, and extends to all University Members.

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- ~~5. A Financial Contract may include Expenditures as well as other legal commitments. Where applicable, the review or approval requirements under this Procedure, as well as those under the Expenditure Signing Authority Procedure must be addressed.~~
- ~~6. This Policy applies to all types of Expenditures and Financial Contracts and extends to all members of the University community. Non-monetary contracts, such as academic agreements, the establishment of a partnership or similar arrangement, and employment agreements are not under the scope of these procedures. For greater certainty, authority over contracts governed by the Legal Commitments Signing Authority are set out therein.~~
- ~~7.4.~~ 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.
- ~~8. The General Counsel, or successor thereof, is the Policy Owner and is responsible for overseeing the implementation, administration and interpretation of this Procedure.~~

## PROCEDURES

- ~~9. When a contract has approval requirements under both the Expenditure Signing Authority Procedure and this Procedure, the approval requirements of both Procedures must be addressed, with the Expenditure Signing Authority Procedure taking precedence.~~
- ~~10. Prior to approving and signing a contract, the Expenditure Signing Authority will consult with the Second Approver (or delegate) under this Procedure to obtain approval.~~

## ~~5. Authorization of Expenditures~~ Source of funds for Expenditures

### ~~11.5.1.~~ 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~~ Expenditures within the amounts and scope of the accounts allotted to them in the budget and in accordance with University policies and procedures. ~~Contracts that result in expenditure of funds must be entered into at fair value terms, unless authorized by the relevant Dean or Vice President.~~

#### ~~11.1.~~ General Operating Funds and Capital Items

Authorization is granted to the ~~holder of the budget~~ Budget Holder to expend or release funds. The ~~budget holder~~ Budget Holder must ensure that the ~~expenditures~~ Expenditures are necessary for university operations and are in compliance with university ~~policy~~ 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 and Trust Funds

Authorization is granted to the Principal Investigator/~~Trust Holder~~ (PI) to expend or release ~~funds~~ 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.).

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~~11.2.~~ The PI must ensure that the ~~expenditures~~Expenditures are required for, and are in compliance with, university policies and procedures in addition to any other externally imposed terms and conditions. ~~All research expenditures are to be approved by the PI and their Dean. Deans can only delegate to individuals who have the ability to attest to the relevance of the expenditure. Any expenditure. Any Expenditure~~ that may be deemed ineligible or inappropriate becomes the responsibility of the PI.

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~~11.3.~~ **Approval of expenditures**

~~As set out in Appendix A, approval of expenditures requires two approvers (1<sup>st</sup> and 2<sup>nd</sup> 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 1<sup>st</sup> and 2<sup>nd</sup> approver. For purchase order invoices require one signature to acknowledge receipt of materials since the expenditure has dual approval through the procurement process.~~

~~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**

~~The dual approval process.~~ **Process**

~~12.6.1.~~ **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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- ~~Ensures expenditures are in~~Review compliance with, ~~and processed in compliance with,~~ university policies and procedures and, if applicable, ~~in compliance with external granting agency~~Sponsor/donor terms and conditions.
- ~~Ensures~~Ensure the appropriate supporting documentation is attached or available (on file, etc.).
- ~~Confirms~~Confirm the authorization signature (signature verification).
- ~~Ensures~~Ensure funds are available within the allocated budget amounts, ~~Verifies and~~
- ~~Verify~~ correct account coding and ~~ensures expenditure~~ensure Expenditure commitment does not exceed project/grant end date. ~~(if applicable).~~

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~~6.2.~~ **Approver** 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.

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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**

13.7.1. STEP 1: The 1<sup>st</sup>-approverRequester 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, and procedures and Sponsor/donor terms and conditions;
- c) Ensures that the sufficient funding exists, or will exist, to support all Expenditures the Expenditure; and
- d) Confirms the authorization signature (signature verification).

13.7.2. STEP 2: The 2<sup>nd</sup>-approverSigning Authority performs the following functions:

- a) A review of the 1<sup>st</sup>-approver'sRequester's assessment as set out above.
- b) EnsureEnsures 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;

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- 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.

**14.10. Delegation of Signing Authority and Functional Approval Authority**

**10.1. Authorized account holders 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.**

**~~14.1.10.2.~~ Functional Approval Authorities are permitted to temporarily delegate their signing authority to other individuals within their Faculty/Department. ~~The temporary delegation of approval form is included in Appendix B. All Delegation of Authority forms must be completed and signed by both the delegator and the delegate. Once duly signed, the original is sent to the University's Finance department who shall maintain a repository for all such delegations. A scanned copy of the form is to be sent to the office of Procurement at purchasing@dc.~~**

~~uait.ca.~~ All Delegation of Authority must be in writing and retained in accordance with the Records Classification and Retention Schedule.

~~14.2.~~ By signing the delegation of authority forms, the delegate is agreeing to provide the delegator with an executed copy of any and all documents signed after execution.

#### ~~15.~~ Delegation of signing authority

~~15.1.~~ Authorized approvers are permitted to delegate their signing authority to other individuals within their faculty/department. All delegation of authority must be in writing and retained with the agreement.

~~15.2-10.3.~~ The delegate will provide the delegator with an executed copy of any and all documents signed ~~after execution~~ under the written delegated authority. The delegator is responsible for agreements signed under their delegated authority.

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~~16.~~ Where a specific unit does not have an applicable First Approver, first approval may be provided by the Second Approver and second approval by their one over one.

#### ~~17.~~ Applications and proposals for incoming research funding

~~17.1.~~ All applications and proposals for research may be approved by the Vice-President, Research and Innovation.

~~17.2.~~ Applications or proposals with a value of up to \$1M (CAD) may be approved by the Executive Director, Office of Research Services.

#### ~~18.~~ Successful proposals for incoming research funding

~~18.1.~~ All successful research grants with a value of up to \$4M (CAD) will be approved by the Vice-President, Research and Innovation.

~~18.2.~~ Successful research grants with a value greater than \$4M will be approved by the Vice-President, Research and Innovation (First Approver) and the President (Second Approver). Each quarter, the President will report the list of agreements executed in the prior quarter with a value between \$4M to \$10M.

~~18.3.~~ Successful research Grants with a value greater than \$10M will be approved by the Vice-President, Research and Innovation and President (First Approver) and the Board of Governors (Second Approver).

#### ~~19.~~ Government transfer payment agreements

~~19.1.~~ ~~Government Transfer Payment Agreements~~ (of any value) may be approved by the President.

~~19.2.~~ Government Transfer Payment Agreements may also be approved according to the table in Section 21 (Incoming Funds).

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#### ~~20.~~ Gift agreements

~~20.1.~~ ~~Gift~~ agreements with a value of up to \$4M will be approved by the Vice-President, External Relations and Advancement (or designate)

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~~20.2.~~ Gift agreements with a value greater than \$4M will be approved by the Vice-President, External Relations and Advancement (First Approver) and the President (Second Approver). Each quarter, the President will report the list of agreements executed in the prior quarter with a value between \$4M to \$10M.

~~20.3.~~ Gift agreements with a value greater than \$10M will be approved by the Vice-President, External Relations and Advancement (First Approver) and the Board of Governors (Second Approver).

~~21.~~ Signing Authority for ~~agreements with incoming Research funds (grants, transfer payment agreements, awards, gift agreements) other than research funding~~

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~~21.1.~~ The following table is used to determine the First and Second Approver, based on the Value of the incoming funds. Agreements less than \$10,000 ~~require~~ can only one approver (denoted as one of the categories marked with a \* in the table below). Values of incoming funds above \$10,000 require two approvers, with be delegated to individuals who may act as First and Second approver being set out as per the below table. For clarity, the First Approver noted in the table below is minimum authority level. Any individual who is denoted in the table as a possible Second Approver may also serve as the First Approver.

	\$10,000 or less	\$10,001- \$100,000	100,001- \$250,000	\$250,001- \$2M	\$2M- \$4M	\$4M- \$10M	\$10M or more
Finance Officer, Executive Assistant		X					
Manager, Assoc. Dean, Associate Registrar	*	Y	X	X			
Director, Executive Director, AVP, General Manager, Registrar, Assoc. Provost, Dean		Y					
VP/General Counsel, Provost			Y	Y	X		
President					Y <sup>Δ</sup>	X	
Board of Governors						Y	

~~22.~~

= minimum authority for single signing

X = minimum authority for First Approver (one of)

Y = minimum authority for Second Approver (one of)

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

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~~23.~~ **Employment**

~~23.1. Collective agreement mandates~~ are approved by the Governance, Nominations and Human Resources Committee of the Board in accordance with the committee's Terms of Reference.

~~23.2. Collective agreements~~ are approved by the University's bargaining team, as delegated by GNHR in accordance with the committee's Terms of Reference.

~~23.3. New positions~~ that do not exist in the approved budget are approved by the relevant Vice-President (First Approver), and Senior Leadership Team (Second Approver).

~~23.4. President~~ the hiring and related contracts of the President is approved by the Head of Human Resources (First Approver) and the Chair of the Board of Governors (Second Approver).

~~23.5. Senior Executive (e.g. Vice-President, Dean)~~ the hiring and related contracts for senior executive is approved by the Head of Human Resources (First Approver) and the President (Second Approver).

~~23.6. Limited term Faculty Member contract positions~~ are approved by the Dean (First Approver) and the Provost and Vice-President Academic (Second Approver).

~~23.7. All other existing positions~~ in the approved budget are approved by the position's manager (First Approver) and at minimum the one-over-one of the manager (Second Approver), and appropriately reviewed by Human Resources prior to initiating the recruitment process.

## ~~24. Academic~~

~~24.1. Articulation agreements, educational partnerships and international agreements~~ are approved by the Dean (First Approver) and the Provost, or VP Research and Innovation, for international agreements (Second Approver).

~~24.2. Inter-institutional research collaboration agreements~~ are approved by the Executive Director, Office of Research Services (First Approver) and the VP Research and Innovation (Second Approver).

~~24.3. Inter-institutional collaboration agreements, including work-integrated learning (co-op, internships, practicum, service learning)~~ are approved by the Dean (First Approver) and the Provost (Second Approver).

~~24.4. Non-degree programs or courses~~ are approved in accordance with the applicable policy.

~~24.5. Mobility Exchanges~~ are approved by the Dean for Faculty-specific agreements, or Deputy Provost for university-wide agreements (First Approver) and Provost (Second Approver).

~~24.6. Course Capstones~~ are approved by the Manager/Director (First Approver) and Dean (Second Approver).

## ~~25.1. Legal and Privacy~~

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~~25.1. Settlement Agreements will be reviewed by General Counsel, or delegate before approval. Where the review of the Settlement Agreement indicates that the agreement presents a substantial risk to the University that cannot be mitigated through revision or negotiation, additional approval will be required from the President or Board of Governors.~~

~~a)10.4. The First Approver for any Settlement Agreement is determined based on the threshold set out in have the ability to attest to the relevance of the Expenditure authority procedure. The Second Approver is the General Counsel, up to a value of \$2M.~~

~~b) Settlement Agreements of \$2M to \$4M will be approved by the General Counsel (First Approver) and President (Second Approver).~~

~~c) Settlement Agreements of \$4M or greater will be approved by the General Counsel, in consultation with the President (First Approver) and the chair of the Board of Governors (Second Approver).~~

~~25.2. The authority for the release of any confidential records, documents or information rests with the Chief Privacy Officer, or delegate, in accordance with the University's Access to Information and Privacy Policy.~~

## ~~26.1. Intellectual Property~~

~~26.1. Standalone teaching and learning intellectual property agreements will be approved by the Dean, or Director (for non-academic agreements) (First Approver) and the Provost (Second Approver).~~

~~26.2. Agreements that involve granting a license to University owned intellectual property will be approved by the Dean, or Director (for non-academic agreements) (First Approver) and the responsible Vice-President (Second Approver).~~

~~26.3. Agreements that involve the University licensing commercially available intellectual property will be governed by the Financial Contracts Signing Authority Procedures.~~

~~26.4. Agreements that grant rights to the University to use intellectual property that is not commercially available will be approved by the Dean, or Director (for non-academic agreements) (First Approver) and the responsible Vice-President (Second Approver).~~

~~26.5. Sponsored research funding or research partnership agreements that include clauses that grant non-standard intellectual property rights will be approved by the Vice-President Responsible for Research.~~

~~26.6. Agreements that contain a grant of rights to use University Brand elements will be approved by the Dean, or Manager/Director (for non-academic agreements) (First Approver) and VP External Relations and Advancement (Second Approver).~~

## ~~27. Regulatory Licenses~~

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~~27.1. Regulatory licenses (for example the sale of liquor) will be approved by the relevant Manager or Director (First Approver) and the applicable Executive Compliance Lead under the Compliance Policy (Second Approver).~~

## MONITORING AND REVIEW

~~27.2.11.~~ The ~~procedures~~Procedures and associated rates and schedules will be reviewed ~~from time to time~~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.

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## RELATED LEGISLATION

~~27.3. This section intentionally left blank.~~

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

~~28. All procurement activities must adhere to standards Contract Management and procedures as outlined in the associated procedures and guidelines, which include the following:~~

~~• Gift Acceptance Policy and Procedures~~

~~• Investment Policy~~

~~• Purchasing Procedures~~

• 13. Signing Authority RegistryPolicy

• ~~Signing Authority Registry and Approval Procedures~~

• ~~Travel Expense Reimbursement~~Legal Review of Contracts Procedure

• ~~Contract Management Policy and Procedure~~on the Internal Use of Research Funds

• Procurement Policy and ~~Procedure~~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

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APPENDIX A: **FINANCIAL CONTRACTS** SIGNING AUTHORITY REGISTRY

**A.1 Board of Governors**

~~A.1~~—The ~~President will act as following Contracts require~~ the ~~first approver~~ signature of both the ~~President~~ and the Chair of the Board of Governors ~~as the second approver with respect to~~ 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) Collective agreement mandates,~~
- ~~d) Appointment of external auditors,~~
- ~~e) Sale or acquisition of real property, including any major renovation or construction projects~~ ~~il~~.

~~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	Less than \$10,000	\$10,001- \$100,000	\$100,001- \$250,000	\$250,001- \$2,000,000	2,000,001- \$4,000,000
Officer, Analyst, Advisor, EA's	Yes	Yes	No	No	No
Manager, Assoc. Dean, Associate Registrar	Yes	Yes	Yes	Yes	No
Director, Executive Director, AVP, Registrar, Dean	Yes	Yes	Yes	Yes	No
VP/General Counsel, Provost	Yes	Yes	Yes	Yes	Yes

President	Yes	No	No	No	No
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<b>2nd Approver</b>	<b>Less than \$10,000</b>	<b>\$10,001- \$100,000</b>	<b>\$100,001- \$250,000</b>	<b>\$250,001- \$2,000,000</b>	<b>2,000,001- \$4,000,000</b>
Officer, Analyst, Advisor, EA's	N/A	No	No	No	No
Manager, Assoc. Dean, Associate Registrar	N/A	Yes	No	No	No
Director, Executive Director, AVP, Registrar, Dean	N/A	Yes	Yes	No	No
VP/General Counsel, Provost	N/A	Yes	Yes	Yes	No
President	N/A	Yes	Yes	Yes	Yes

#### Research—Expenditure of grant funds

<b>1st Approver</b>	<b>Less than \$10,000</b>	<b>\$10,001- \$100,000</b>	<b>\$100,001- \$250,000</b>	<b>\$250,001- \$2,000,000</b>	<b>2,000,001- \$4,000,000</b>
PI	Yes	Yes	Yes	Yes	Yes
<b>2nd Approver</b>	<b>Less than \$10,000</b>	<b>\$10,001- \$100,000</b>	<b>\$100,001- \$250,000</b>	<b>\$250,001- \$2,000,000</b>	<b>2,000,001- \$4,000,000</b>
Dean	Yes	Yes	Yes	Yes—but not final approval	Yes—but not final approval
<b>2nd Approver</b>	<b>Less than \$10,000</b>	<b>\$10,001- \$100,000</b>	<b>\$100,001- \$250,000</b>	<b>\$250,001- \$2,000,000</b>	<b>2,000,001- \$4,000,000</b>
VP/General Counsel, Provost	Yes—but not necessary	Yes—but not necessary	Yes—but not necessary	Yes	Yes

**A.3** For Expenditures and contracts funded by research funds (i.e. research funds from external or internal sources), the 1<sup>st</sup> approver is the fund holder or PI, and the 2<sup>nd</sup> approver is their Dean. Expenditures above decanal authority must follow the stated signing levels. All Expenditures or contracts will be within the budget of the particular research fund.

[\[1\]](#) Appointment of External Auditors, Banking agreements, and the Purchase or Sale of Real Property require, in addition to the above, require approval of the ~~VP Admin~~Vice-President, Administration.

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## **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.

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

\*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.

<b><u>Position</u></b>	<b><u>Approval Level</u></b>
<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:

<b><u>Position</u></b>	<b><u>Approval Level</u></b>
<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**

<b><u>Type of Contract</u></b>	<b><u>Functional Approval Authority</u></b>
a) <u>Articulation agreements, educational partnerships and international agreements</u>	• <u>Provost and Vice-President, Academic</u>
b) <u>Inter-institutional collaboration agreements, including work-integrated learning (co-op, internships, practicum, service learning)</u>	• <u>Provost and Vice-President, Academic</u>
c) <u>Inter-institutional research collaboration agreements</u>	• <u>Vice-President, Research and Innovation</u>
d) <u>Non-degree programs or courses</u>	• <u>Approved in accordance with the applicable policy</u>
e) <u>Mobility Exchanges</u>	• <u>Provost and Vice-President, Academic</u>
f) <u>Course Capstones</u>	• <u>Dean</u>

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#### **2. Employment Agreements**

<b><u>Type of Contract</u></b>	<b><u>Functional Approval Authority</u></b>
a) <u>Collective agreement mandates</u>	• <u>Governance, Nominations and Human Resources Committee of the Board in accordance with the committee's Terms of Reference.</u>
b) <u>Collective agreements</u>	• <u>University's bargaining team, as delegated by GNHR in accordance with the committee's Terms of Reference.</u>
c) <u>President (hiring and related contracts)</u>	• <u>Chair of the Board of Governors</u>

d) <u>Senior Executive (hiring and related contracts) (e.g. Vice-President, Dean)<sup>1</sup></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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<sup>1</sup> Appointment of Senior Academic Positions will be done in accordance with the Policy on Senior Academic Administrative Appointments and applicable procedure.