

## ADMINISTRATIVE OPERATING PROCEDURE: Signing Authority – Externally Binding Transactions and Contractual Obligations

<b>Procedure ID:</b>	OP #4-417
<b>Approved by Executive Leaders Team:</b>	<i>Original: April 25, 2017</i>
<b>Revision Date(s):</b>	November 7, 2017
<b>Effective Date:</b>	Replaces April 2017
<b>Next Review Date:</b>	Scheduled for 2020
<b>Monitoring Responsibility:</b>	Vice-President Finance and Administration
<b>Linked to a College Policy:</b>	#4-417, <i>Signing Authority</i>

### Policy Statement

The College Policy and this operating procedure are intended to ensure that all Legal Documents, Banking Transactions and Investment Transactions are properly reviewed, analyzed and authorized.

The short title for the Policy and Operating Procedure is "Signing Authority."

The authority for Purchase Requisition approval for the procurement of goods and non-consulting services is set out in the Approval Authority Schedule in College Policy #4-411, Purchasing and is not in the scope of the Signing Authority policy.

### Definitions/Acronyms

**Banking Transactions:** Any transactions related to College banking operations, including but not limited to establishing bank accounts, drawing from and establishing a revolving credit line, authorizing payments from a College bank account, and consent of letters of instruction or other documents required by the bank for the operation of any accounts.

**Designated Signing Officer:** A position with Signing Authority delegated by the President.

**Document/Contract Administrator:** The Administrator (person) that ensures a legal document has been reviewed by the proper department(s) and complies with College directives, policies and operating procedures. This is the person who is requesting the Legal Document be signed.

**Investment Transactions:** Any transactions related to the College investment operations, including but not limited to establishing investment accounts, providing investment trading instructions which includes giving orders or trading instructions, execution of any and all investment agreements, consent letters of instruction or other documents required by the investment firm for the establishment, reclassification or operation of any accounts, and the withdrawal of any monies or securities.

**Legal Document:** A document between at least two (2) parties that creates an obligation, legal commitment or undertaking on behalf of the College. Legal documents include, but are not limited to, any written agreement, revenue generating or expenditure contract, agreement to purchase or sell, funding proposal, letter of intent, memorandum of understanding, lease, license, gift agreement, deed, grant, certificate, instrument, assignment, transfer, engagement or any other document which may bind the College.

**Official Signing Officer (OSO):** A position with Signing Authority delegated by the Board of Governors.

**Relevant Administrator:** An administrative employee who is responsible for the activity covered by the Legal Document.

**Signing Authority:** Authority delegated by the Board of Governors to Board and College positions authorizing the individuals in those positions to execute Legal Documents, Banking Transactions, and Investment Transactions on behalf of the College.

**Sub-Delegate:** The position the Official Signing Officer or Designated Signing Officer delegates their authority for a short period of time to cover vacations, leaves or other temporary absences.

### **Operating Procedure**

The scope of this operating procedure includes all Legal Documents, Banking Transactions, and Investment Transactions with no exception, including but not limited to:

- Academic contracts and agreements;
  - Commercial contracts and agreements;
  - Funding proposals and agreements;
  - Memorandum of understanding;
  - Lease/rental agreements;
  - Sale agreements, of services and goods;
  - Employment agreements;
  - Bursary and endowment agreements;
  - Donor receipts;
  - Purchase Orders;
  - Purchase or sale of investments; and
  - Authorization of payments from College bank accounts.
1. Designated Signing Officer positions authorized by the President through College Policy #4-417, Signing Authority are set out in Appendices A, B and C.
  2. In the case of a temporary absence of a Designated Signing Officer for Legal Documents, delegation to a Sub-Delegate position listed in Appendix D of this Operating Procedure may occur. This delegation must be in writing and clearly state the effective time period. When signing a Legal Document, a Sub-Delegate is to note below their signature that they are a delegate (i.e. Delegate for 'name of specific Designated Signing Officer'). Where signing authority is delegated, responsibility for the executed document remains with the Designated Signing Officer as well as the Sub-Delegate.
  3. Signing authority may not be further delegated by a Designated Signing Officer for Banking Transactions or Investment Transactions.
  4. College employees shall pay detailed attention in complying with this operating procedure. Contravention of the College's Signing Authority Policy may be considered a breach of an employment contract. Further, any person who signs a Legal Document, Banking Transaction or Investment Transaction who is not a Designated Signing Officer, OSO or a Sub-Delegate within the time period of the signing may be held personally liable for the obligation/legal commitment.
  5. The administrator on call for the Residence, Physical Resources, Information Technology or their supervisor(s) are provided authority in Appendix A to sign a Legal Document relating to the purchase of goods or services in excess of \$4,999.99 in emergency situations, where not doing so would result in catastrophic consequences to the facilities or individuals.

This situation is expected to be extremely rare, however, when an emergency does arise, the administrator on call or their supervisor(s) who sign the Legal Document must send the fully executed document to their department's vice-president, along with a written rationale as to why there was not sufficient lead time for the Designated Signing Officer (applicable in a non-emergency situation) to execute the Legal Document.

6. Internal and external communication related to the preparation and authorization of a Legal Document as well as the co-ordination between internal stakeholders is the responsibility of the Document/Contract Administrator.
7. The majority of Legal Documents require a document authorization form. The authorization form shall include confirmation of review and sign off by those positions listed under the "Minimum Reviewer(s)" column of the table in the authorization form. There may be additional reviewers required and, depending on the situation, it is the responsibility of the Document/Contract Administrator to ensure appropriate reviews have taken place.

The Designated Signing Officer or OSO may request additional reviews prior to the execution of the document. It is the Document/Contract Administrator's responsibility to ensure other relevant College departments, in addition to the "Minimum Reviewers", review the Legal Document prior to providing the document to the Designated Signing Officer or the OSO.

Other departments, include for example, but are not limited to:

- Finance department reviews reporting and other financial or budgetary aspects
- Purchasing department reviews purchasing requirements that differ from the College process set out in College Policy #4-411, Purchasing.
- The Administrative Officer – Finance and Administration reviews the insurance components.
- The Freedom of Information (FOI) Co-ordinator in the Human Resources department reviews the privacy components (FIPPA).
- Operational departments, such as Schools and service areas, review the operational requirements and ensure all deliverables can be met.

Where the Legal Document is reviewed by individuals in addition to the "Minimum Reviewers", the Document/Contract Administrator shall ensure that the additional review(s) is documented on the document authorization form.

8. The Administrative Officer – Finance and Administration or Director Purchasing may ask for a third party legal opinion regarding a legally binding document. Notwithstanding this decision, the Designated Signing Officer or OSO may also ask for a third party legal opinion. In both cases, the Office of the Vice-President Finance and Administration should be contacted to arrange for a legal opinion.
9. Designated Signing Officers' and OSOs' signatures shall be original handwritten signatures.
10. In the event that two (2) signatures are required on a Legal Document, only a combination of two (2) Designated Signing Officers and/or OSOs may execute the Legal Document.
11. The following timelines should be expected to process a Legal Document other than a funding proposal:
  - Minimum thirty (30) business days for the review and sign off of the Document Authorization Form; and

- Minimum five (5) business days for obtaining Designated Signing Officer or OSO signatures to execute the document, if no revisions are required.

Additional time should be planned in case the document requires an external legal opinion.

Funding proposals require a minimum of five (5) business days for financial, procurement, human resources and other reviews as required.

12. The College's Purchasing operating procedure (OP #4-411 Item #7) defines the College's internal approval authority schedule for procurement of goods and services, and it is not part of the Signing Authority operating procedure.
13. Following execution, the original signed Legal Document will be forwarded to the appropriate department for filing (see the table in the Document Authorization Form). It is the Document/Contract Administrator's responsibility to ensure this is completed.
14. The department responsible for filing the original signed Legal Document must be able to locate the document when required. As well, it shall develop a tracking file, which includes the following fields for each document:
  - Sequential document tracking number
  - Description of contract
  - Parties involved
  - Date signed
  - Start date
  - End date
  - Renewal terms, if applicable
  - Date renewal notice required, if applicable
  - Date termination notice required, if applicable
  - Monetary value
  - Document/Contract Administrator's name, title and department
15. The Document/Contract Administrator is responsible for the implementation of the Legal Document, including but not limited to:
  - Ensuring compliance with its terms and conditions.
  - Informing and monitoring departments of the College on a timely basis about specific requirements included in the document that relate to their area of responsibility.
  - Complying with reporting requirements.
  - Ensuring financial reports are prepared/reviewed by the Finance Department.
  - Planning for renewal processes where applicable and when necessary.

### **Related Documents**

- College Policy #4-417, *Signing Authority*
- College Policy #4-411, *Purchasing and Administrative Operating Procedure OP #4-411, Purchasing*
- College Policy #4-419A, *Comprehensive Investment Policy Statement*
- College Policy #4-419D, *Ministry Endowment Investment Policy Statement*
- College Policy #4-424, *Operating Account Investment Policy Statement*

## Appendices

- Appendix A, *Designated Signing Officers – Legal Documents*
- Appendix B, *Designated Signing Officers – Banking Transactions*
- Appendix C, *Designated Signing Officers – Investment Transactions*
- Appendix D, *Sub-Delegates*

## History of Amendments/Reviews:

Section(s)	Date	Comments
New procedure	Created March 2017; Updated August 2017	• ELT approval of operating procedure (April 25, 2017)
• Added a definition. • New statement 5 resulting in renumbering of remaining statements • Updates to Appendices A, B, D	Procedure implemented August 31, 2017; minor updates to process identified Sept/Oct 2017	• ELT approval of revisions (November 7, 2017)

## **Appendix A to Operating Procedure OP #4-417: *Signing Authority***

### **DESIGNATED SIGNING OFFICERS – LEGAL DOCUMENTS**

The President delegates authority to sign on behalf of the College to the Vice-President(s) and Executive Director of Marketing and Advancement as Designated Signing Officer(s) of Legal Documents limited to their respective area of responsibility as set out in the current organizational charts.

The President further delegates authority to sign only the specific Legal Documents set out below on behalf of the College to the following positions as Designated Signing Officer(s).

<b>Legal Document</b>	<b>Designated Signing Officer(s)</b>
<ul style="list-style-type: none"> <li>- Purchase of goods and services, including leases, agreements and other business contracts &lt;\$500,000 before taxes</li> <li>- Purchase orders &lt;\$500,000 before taxes</li> <li>- Sale of assets, excluding real property</li> <li>- Vehicle registration and licensing</li> </ul>	<ul style="list-style-type: none"> <li>- Director Purchasing</li> </ul>
<ul style="list-style-type: none"> <li>- Purchase Orders &lt; \$25,000</li> </ul>	<ul style="list-style-type: none"> <li>- Purchasing Specialist</li> <li>- Senior Purchasing Officer</li> </ul>
<ul style="list-style-type: none"> <li>- Financial reporting, including funding reimbursement and other funding related claim forms</li> <li>- Funding agreements</li> <li>- Employment services employer training agreements</li> </ul>	<ul style="list-style-type: none"> <li>- Director Finance</li> <li>- Director Budget Services</li> <li>- Manager Accounting Operations</li> </ul>
<ul style="list-style-type: none"> <li>- International recruiter agreements</li> </ul>	<ul style="list-style-type: none"> <li>- Executive Director International Education, Enrolment Management &amp; Registrar</li> <li>- Executive Director International</li> </ul>
<ul style="list-style-type: none"> <li>- Student offer letters</li> </ul>	<ul style="list-style-type: none"> <li>- Executive Director International Education, Enrolment Management &amp; Registrar</li> <li>- Executive Director International</li> <li>- Registrar</li> </ul>
<ul style="list-style-type: none"> <li>- Student placement agreements</li> </ul>	<ul style="list-style-type: none"> <li>- Dean(s)</li> <li>- Associate Dean(s)</li> <li>- Principal(s)</li> </ul>
<ul style="list-style-type: none"> <li>- Contract faculty employment agreements</li> </ul>	<ul style="list-style-type: none"> <li>- Academic Chair(s)</li> <li>- Dean(s)</li> <li>- Associate Dean(s)</li> <li>- Principal(s)</li> </ul>
<ul style="list-style-type: none"> <li>- Office of Applied Research/Centre for Alternative Wastewater Treatment (CAWT), related activity and associated services and training, excluding procurement</li> </ul>	<ul style="list-style-type: none"> <li>- Associate Vice-President Business Development, Applied Research, Government &amp; Partner Relations</li> </ul>
<ul style="list-style-type: none"> <li>- Part-time and temporary employment agreements</li> <li>- Arbitration settlements</li> </ul>	<ul style="list-style-type: none"> <li>- Human Resource Consultant(s)</li> <li>- HR Consultant &amp; Human Rights Officer</li> <li>- HR Generalist – Academic Team</li> </ul>
<ul style="list-style-type: none"> <li>- Proof of Employment Letters</li> </ul>	<ul style="list-style-type: none"> <li>- Payroll &amp; Systems Manager/FOI Co-ordinator</li> </ul>

<b>Legal Document</b>	<b>Designated Signing Officer(s)</b>
- Donor agreements	- Director Advancement and Alumni Relations - Director Finance
- Student Association (FSA/SAC) agreements	- Associate Vice-President Student Services
- Conference booking agreements, excluding procurement > \$4,999.99 before taxes	- Director Housing, Food & Conference Services and Student Conduct - Associate Vice-President Student Services
- Donor receipts - Gift and grant applications	- Director Advancement and Alumni Relations
- Student worker hire letter templates provided by HR - Purchase of goods and services <5,000 before taxes	- Relevant Administrator
- Emergency purchase of goods and services > \$4,999.999 before taxes (see section 5)	- Residence, Information Technology or Physical Resource Administrator on call or their Supervisor(s)
- Well Contractor license and application	- School of Environmental and Natural Resource Sciences Faculty, Licensed Well Technician

## Appendix B to Operating Procedure OP #4-417: *Signing Authority*

### DESIGNATED SIGNING OFFICERS – BANKING TRANSACTIONS

The President delegates authority to sign or approve any and all Banking Transactions on behalf of the College to the following positions as Designated Signing Officers:

- Vice-President Finance and Administration
- Director Finance
- Director Budget Services
- Manager Accounting Operations

The President delegates limited authority for the authorization of payments from specific College bank accounts to the positions set out below as Designated Signing Officer. Authorization of payments from College bank accounts, except for student emergency loan accounts, require any one (1) of the Designated Signing Officers or OSO's for amounts up to \$10,000 and any two (2) for amounts greater than \$10,000. The student emergency loan bank accounts require any one (1) of the Designated Signing Officers or OSO's for amounts up to \$750 and two (2) for amounts greater than \$750 with at least one (1) being an Administrative position as set out below.

Bank Account(s)	Designated Signing Officer(s)
All	The following positions in the Finance & Administration Department: <ul style="list-style-type: none"><li>- Accounting Operations Officer</li><li>- Academic Financial/Budget Officer</li><li>- Enrolment/Budget Finance Officer</li><li>- Technical Business Analyst (II) Finance</li></ul>
Payroll	<ul style="list-style-type: none"><li>- Vice-President Planning, Human Resources and Student Services</li><li>- Payroll &amp; Systems Manager/FOI Co-ordinator</li></ul>
Student emergency loans	<b>Administrative Positions:</b> <ul style="list-style-type: none"><li>- Executive Director International Education, Enrolment Management &amp; Registrar</li><li>- Executive Director International</li><li>- Registrar</li><li>- Associate Registrar, Systems and Financial Aid</li><li>- Manager Records</li><li>- Manager Admissions</li></ul> <b>Support Staff Positions:</b> <ul style="list-style-type: none"><li>- Financial Aid Advisor(s)</li><li>- Financial Assistance Officer, Brealey</li><li>- Financial Assistance Officer, Frost</li><li>- Customer Service Advisor, Frost</li><li>- Records Specialist, Frost</li></ul>



## **Appendix C to Operating Procedure OP #4-417: *Signing Authority***

### **DESIGNATED SIGNING OFFICERS – INVESTMENT TRANSACTIONS**

The President delegates authority to sign or approve any and all Investment Transactions on behalf of the College to the following positions as Designated Signing Officers:

- Vice-President Finance and Administration
- Director Finance
- Director Budget Services
- Manager Accounting Operations

Investment trading instructions, including giving orders or trading instructions to an investment firm require any one (1) of the Designated Signing Officers or OSO's. The execution of any and all agreements, consent letters of instruction or other documents required by the investment firm for the establishment, reclassification or operation of any accounts, withdrawal of any monies or securities contained in College investment accounts and any other Investment Transactions require any combination of two (2) of the Designated Signing Officers and/or OSO's.

## Appendix D to Operating Procedure OP #4-417: *Signing Authority*

### SUB-DELEGATES

In the case of an absence of a Designated Signing Officer for Legal Documents, delegation to a sub-delegate may occur. The sub-delegation must be in writing clearly stating the effective time period covered. The Vice-Presidents and the Executive Director of Marketing and Advancement may delegate Signing Authority for their area of responsibility to a Sub-Delegate. Additional sub-delegation may occur on a document by document basis as set out below.

<b>Legal Document</b>	<b>Primary Signing Officer</b>	<b>Sub-Delegate(s)</b>
<ul style="list-style-type: none"> <li>- Inter-institutional collaboration agreements</li> <li>- Articulation agreements</li> <li>- International academic agreements</li> </ul>	Vice-President Academic	<ul style="list-style-type: none"> <li>- Dean(s) <b>OR</b></li> <li>- Associate Dean(s) <b>OR</b></li> <li>- Principal(s)</li> </ul>
<ul style="list-style-type: none"> <li>- Academic external funding agreements</li> </ul>	Vice-President Academic	<ul style="list-style-type: none"> <li>- Executive Director International Education, Enrolment Management &amp; Registrar</li> <li>- Executive Director International</li> <li>- Registrar</li> </ul>
<ul style="list-style-type: none"> <li>- Training contracts by flexible delivery and contract training services</li> </ul>	Vice-President Academic	<ul style="list-style-type: none"> <li>- Dean Flexible Delivery and Contract Training <b>OR</b></li> <li>- Associate Vice-President Business Development, Applied Research, Government &amp; Partner Relations</li> </ul>
<ul style="list-style-type: none"> <li>- Student placement agreements</li> </ul>	Applicable Dean, Associate Dean or Principal	<ul style="list-style-type: none"> <li>- Academic Chair(s)</li> </ul>
<ul style="list-style-type: none"> <li>- Student offer letters</li> </ul>	Registrar	<ul style="list-style-type: none"> <li>- Associate Registrar Systems and Financial Aid</li> </ul>
<ul style="list-style-type: none"> <li>- Purchase, sale, encumbrance of real property</li> <li>- Loan agreements</li> </ul>	Vice-President Finance and Administration	<ul style="list-style-type: none"> <li>- Director Finance <b>OR</b></li> <li>- Director Budget Services</li> </ul>
<ul style="list-style-type: none"> <li>- Purchase of goods and services including leases, agreements and other business contracts &lt;\$500,000 before taxes</li> <li>- Purchase orders &lt;\$500,000 before taxes</li> <li>- Sale of assets, excluding real property</li> <li>- Vehicle registration and licensing</li> </ul>	Director Purchasing	<ul style="list-style-type: none"> <li>- Director Finance <b>OR</b></li> <li>- Director Budget Services <b>OR</b></li> <li>- Manager Accounting Operations</li> </ul>
<ul style="list-style-type: none"> <li>- Student service external funding agreements</li> </ul>	Vice-President Planning, Human Resources and Student Services	<ul style="list-style-type: none"> <li>- Associate Vice-President Student Services</li> </ul>

Legal Document	Primary Signing Officer	Sub-Delegate(s)
- Proof of employment letters	Payroll and Systems Manager/FOI Co-ordinator	<ul style="list-style-type: none"> <li>- HR Consultant(s)</li> <li>- HR Consultant &amp; Human Rights Officer</li> <li>- HR Generalist – Academic Team</li> </ul>