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**Signing Authority Overview**

The Board of Governors approved a Policy called, [***Signing Authority – Externally Binding Transactions and Contractual Obligations, #4-417***](https://department.flemingcollege.ca/hr/attachment/7635/download) on June 28, 2017. The short title for this Policy is “Signing Authority”.

**Signing Officers:**

Effective August 31, 2017 the policy authorizes, the following positions to sign all legal documents, banking and investment transactions:

* Chair of the Board of Governors
* Vice-Chairs of the Board of Governors
* President

The policy further authorizes the President to delegate signing authority to other positions through the College’s procedure, [***#4-417 Administrative Operating Procedure, Signing Authority***](https://department.flemingcollege.ca/hr/attachment/7640/download)**.** The procedure sets out those employees with signing authority delegated by the President in the appendices, as follows:

* Appendix A – Designated Signing Officers – Legal Documents
* Appendix B – Designated Signing Officers – Banking Transactions
* Appendix C – Designated Signing Officers – Investment Transactions

The delegation of authority to sign specific Legal Documents is limited to those contracts that meet all of the following conditions:

1. has a value of less than $1.0 million, unless a higher or lower limit is included in the table
2. has a term of ten (10) years or less
3. is in compliance with all applicable policies of the college and applicable laws and government directives
4. relates to activities of the college that are permitted under its objects
5. it is governed by the laws of Ontario and the contract must relate to activities undertaken within Canada, unless
   1. the purpose of the contract is
      1. to purchase recruiting services; or
      2. to provide one or more of curriculum design, program design or faculty exchange
   2. the total contract value is less than $3.0 million
   3. where the amount the college is required to pay or receive under the contract is undeterminable, the contract limits the liabilities of the college under the agreement to $3.0 million

The table at the bottom of Appendix A identifies the signing authority limits for agreements related to the purchase of goods and services. Note there are requirements prior to entering into these types of agreements, specifically:

* all agreements are to be reviewed by or advice obtained from Purchasing prior to signing
* Purchasing or the College lawyer’s review and advice should be incorportated into the agreement prior to signing
* fully executed agreements are to be returned to Purchasing
* Purchasing Policy #4-411 and Operating Procedure #4-411 OP, including the associated competitive threshold requirements, are to be followed prior to entering into agreements for the purchase of goods and services.

The President and each of their direct reports will be required to complete an annual Attestation Letter. This letter relates to the direct report’s area of responsibility and that section 7, 8, 9 and 10 of OP #4-417 have been complied with.

It is important to note, if your title is not listed in these appendices, you are not authorized to sign documents that bind the College. Doing so may be considered a breach of an employment contract and could potentially result in personal liability. If you are unsure if a document requires an official College signing officer, please contact the finance department before you proceed. (Director, Finance, extension 1202 or Manager, Accounting Operations, extension 1041)

**Sub-Delegates:**

The signing authority operating procedure provides the ability for some signing officers to sub-delegate their signing authority during temporary absences, such as vacations or leaves. Signing authority for banking and investment transactions cannot be sub-delegated. The sub-delegation of signing authority for legal documents must be in writing with a specific start and end date and may only be provided to those positions set out in Appendix D of the procedure, for those other than the President, Vice-Presidents and the Executive Director of Marketing and Recruitment. When a sub-delegate signs a legal document on behalf of a College signing officer, the phrase Delegate for ‘name of specific Signing Officer’, is also to be included.

**Document/Contract Administrator:**

The Document/Contract Administrator is not generally an authorized signing officer. This employee is in an administrative position within the operating department responsible for the legal document. The Document/Contract Administrator is to ensure the policy and procedures are complied with and all required steps are completed prior to providing the document to the signing officer for its execution. A flowchart has been developed to set out the process a legal document is to follow called, [***Legal Document (LD) Process***](https://department.flemingcollege.ca/budget-services/attachment/292/download)*.*

In summary, the Document/Contract Administrator is responsible for:

* Internal and external communication related to all aspects of the legal document
* Thoroughly reviewing the legal document
* Completion of the [***Document Authorization Form***](https://department.flemingcollege.ca/budget-services/attachment/291/download), if required (see Table 1 of the form)
* Ensuring the applicable College departments or positions have reviewed the legal document prior to its submission to the signing officer (see the procedure #4-417 OP, Section 12and Tables 2 and 3 of the form)
* Ensuring sufficient lead time is available for the review and execution of the legal document (see the procedure #4-417 OP, Section 15)
* Obtaining all internal and external signatures required on the legal document
* Providing the fully executed document to the filing department as set out on the *Document Authorization Form* tables
* Implementation of the legal document to fulfill the requirements of the College (see the procedure #4-417 OP, Section 19)
  + Ensuring compliance with the 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

**Document Authorization Form:**

The [*Document Authorization Form*](https://department.flemingcollege.ca/budget-services/attachment/291/download) includes information that assists the Document/Contract Administrator in carrying out their responsibilities. The form has tables that set out the following information for the more common legal documents:

* those legal documents that do not require the form (Table 1)
* the **minimum reviewers** required (Table 2 and 3), note there could be additional reviewers depending on the content of the legal document
* the department that the fully executed legal document is to be sent to
* the Primary Signing Officer to execute the legal document, (note, this position is not necessarily the only position that is authorized to sign the document) Appendix A of the procedure #4-417 OP, identifies the complete list of designated signing officers.

**Document Filing Department:**

The original fully executed legal document is to be tracked and filed by the department responsible as indicated on the [***Document Authorization Form***](https://department.flemingcollege.ca/budget-services/attachment/291/download). The tables on the form provide direction to identify the department responsible for filing the original documents. Each filing department is to identify the individual(s) within their department that will track and file the legal documents and ensure they are readily available, as required by other areas of the College.

A tracking file is to be developed by each filing department and include the following fields for each document:

* Sequential document tracking number
* Description of contract
* Parties involved
* Date signed
* Start date
* End date
* Term of contract in years
* Renewal terms, if applicable
* Date renewal notice required, if applicable
* Date termination notice required, if applicable
* Total contract value for the full term
* Document/Contract Administrator’s name, title and department
* Additional notes, if applicable

**Frequently Asked Questions:**

An [***FAQ***](https://department.flemingcollege.ca/budget-services/attachment/293/download) has been developed and will be modified as required.