



BD XX

CONTRACT APPROVAL/SIGNING AUTHORITY POLICY

Classification:

Responsible Authority:	President
Executive Sponsor:	Vice President Finance & Administration
Approval Authority:	Board of Governors
Date First Approved:	YYYY-MM-DD
Date Last Reviewed:	YYYY-MM-DD
Mandatory Review Date:	YYYY-MM-DD (5 years for existing policies & 1 year for new policies)

PURPOSE

The purpose of this Policy is to specify the signing authorities required for various types of contracts and legal instruments which may be entered into on behalf of the University.

SCOPE

This Policy applies to all contracts to which the University is a party, including, but not limited to, contracts involving the University's faculties, academic departments, administrative units, and its unincorporated entities and institutes.

This policy does not apply to:

- banking instruments covered by the Board's Signing Authority Resolution Respecting Banking, approved by the Board June 10, 2005, or successor resolutions
- Cheque signing policies and procedures
- Internal spending authorities and related authorizations or approvals processes
- purchases made under the Purchasing Policy without a contract document using one of the following methods: purchasing card, direct purchase arrangement, purchase orders or purchase requisitions.

DEFINITIONS

In this policy,

Word/Term	Definition
“Board”	means the Board of Governors of StFX University;
“Contract”	means any written agreement, contract, subcontract, letter of intent, memorandum of understanding, memorandum of agreement, lease, license, donor agreement, deed, grant, certificate, instrument, assignment, obligation, or any other document which creates an obligation or which may be binding upon the University.

POLICY

No employee or representative of the University is authorized to sign any contract on behalf of the University unless authority to do so has been provided for in this policy or in another policy or resolution approved by the Board.

1. Execution and approval of contracts:

a) General signing authority

Subject to subsection (b) (second signature) and subsection (c) (Board approval), contracts must be signed by any one of the following:

Board Chair;
President;
Academic Vice-President & Provost; or
Vice-President Finance and Administration

b) Contracts Requiring a Second Signature

Signatures from any two of the Board Chair, President, Vice-President Finance and Administration, or Academic Vice-President & Provost are required on contracts which meet any one of the following criteria:

- (i) has a face value of \$500,000 or greater;
- (ii) includes commitments or obligations spanning more than five years;
- (iii) concerns the purchase, sale, mortgage or lease of land;
- (iv) concerns the borrowing of funds;
- (v) concerns the purchase or sale of shares, except if in relation to a gift or other donation to the University; or
- (vi) potentially carries significant legal or financial risk, significant risk to the University's reputation, or may have significant strategic implications for the University that warrants the consideration of other University officers.

c) Contracts Requiring Board Approval

In addition to the signature requirements noted in (b), approval of the Board is required prior to signing a contract which meets any of the following criteria:

- i) has a face value of \$1 million or greater;
- ii) includes commitments or obligations spanning more than ten years;
- iii) concerns the purchase, sale, mortgage or lease of land;
- iv) concerns the borrowing of funds;
- v) concerns the purchase or sale of shares with a fair market value of \$1 million or greater, except if in relation to a gift or other donation to the University;
- vi) is a collective bargaining agreement; or
- vii) the President or Board's Executive Committee determines that Board consideration and approval is required.

2. Delegation of Signing Authority**a) Standard Form Contracts**

- i) For contracts that are in a form that has been approved by University Legal Counsel, the President and Vice-Presidents may delegate authority to sign such contracts to individuals who are in a direct reporting relationship with them and who hold the position of Associate Vice-President, Dean, Executive Director or Director, provided that such contracts do not otherwise require a second signature or Board approval. For greater certainty, signing authority may not be delegated where the contract involves the purchase, sale, mortgage or lease of land; or where the contract involves the borrowing of funds or providing security.

b) Research Grants

- i) For research grants that are part of a government or recognized research funding agency program, the Academic Vice President & Provost may delegate authority to sign grant applications and related documentation on behalf of the University to an individual who is in a direct reporting relationship to the Academic Vice President & Provost and who holds the position of Associate Vice President, Executive Director or Director.

c) Research Material Transfer Agreements

- i) For agreements under which the University agrees to purchase or to supply research materials, the Academic Vice President & Provost may delegate authority to sign such agreements to an individual who is in a direct reporting relationship to the Academic Vice President & Provost at the level of Associate Vice President, Executive Director or Director.

d) Offers of Employment

- i) Appointments to the positions of President require approval of the Board. An offer of employment to the President shall be made by the Chair of the Board.
- ii) Appointments to the position of Vice-President require approval of the President. Offers of employment to such positions shall be made by the President.
- iii) For appointments to the positions of Associate Vice-President (for which there is a requirement for an academic appointment), Dean, and University Librarian, the officer to whom such appointee is to report shall have the authority to make an offer of appointment provided that the position, the appointment and any conditions thereto have been approved in advance by the President.
- iv) For all academic appointments, with the exception of those within the Nova Scotia Government Employees bargaining unit, the Dean of the Faculty where the primary appointment is to be made shall have the authority to make offers of employment, provided that the position, the appointment and any conditions thereto have been approved in advance by the Academic Vice-President & Provost.
- v) For all other positions, the President shall have the authority to identify the appropriate approvals process and to delegate authority to sign offers of employment.

3. Mandatory Legal Review

All contracts must be reviewed by University's Legal Counsel prior to being signed or presented for signature, unless the contract falls into one of the exceptions below.

Exceptions. The following types of contracts do **not** require review by the University's Legal Counsel:

- a) standard form contracts that have been approved by Legal Counsel subsequent to the approval of this policy, for which no substantive changes have been proposed;
- b) renewals of contracts where such renewal is provided for under the terms of the original contracts and where Legal Counsel had reviewed the original contract;
- c) offers of employment with the exception of offers of employment related to the President;
- d) research grants administered by Research Office;
- e) research contracts, unless they require a second signature or Board approval or unless they relate to a project that may involve multiple parties that are not research institutions;
- f) research material transfer agreements;
- g) contracts that have been reviewed by legal counsel external to the University where the University can reasonably rely upon such external opinion; and
- h) contracts that relate to accommodation or conference facilities that have a face value of less than \$30,000.

4. University Seal

The University seal shall be in the custody of the Board Secretary.

PROCEDURE

Action

1. **Delegation of signing authority for standard form contracts under section 2(a) of the Policy shall be in writing and shall include:**
 - 1.1 a copy of the standard form contract
 - 1.2 the time period for which the authority is delegated
 - 1.3 any limits or restrictions on the delegation
 - 1.4 a requirement that the delegate is responsible for assuming operational responsibility for the contract, including monitoring all time periods under the contract, and for storing the original contract;
 - 1.5 a direction that any substantive changes to the contract shall be reviewed and approved by University Legal Counsel prior to signature
 - 1.6 confirmation that no sub-delegation is permitted

2. **Delegation of signing authority for research grants under section 2(b) of the policy shall be in writing and shall include**
 - 2.1 a list of research funding programs to which the delegation applies
 - 2.2 the time period for which the authority is delegated
 - 2.3 any limits or restrictions on the delegation
 - 2.4 confirmation that no sub-delegation is permitted

3. **Delegation of signing authority for material transfer agreements under section 2(c) shall be in writing and shall include:**
 - 3.1 a copy of the protocol for managing material transfer agreements approved by the Academic Vice President & Provost and University Legal Counsel

- 3.2 time period for which authority is granted
- 3.3 any limits or restrictions on the delegation
- 3.4 confirmation that no further sub-delegation is Permitted

- 4. **All delegations under the policy shall be filed with Vice President Finance & Administration.**

SUPPORTING DOCUMENTATION

RELATED POLICIES

- Signing Authority Policy
- Purchasing Policy

RELATED MATERIALS

- Board of Governors Signing Authority resolution approved June 10, 2005.