

DOCUMENT EXECUTION/CONTRACT SIGNING AUTHORITY POLICY
(Approved by the Board of Governors June 24, 2008)

Background

On June 24, 2008, the Board of Governors passed the following resolution concerning signing authority for contracts:

BE IT RESOLVED THAT legal instruments, contracts, agreements, deeds, leases, transfers, assignments, obligations, certificates or any other documents that create a binding obligation upon the University may be signed by the following:

- Chair of the Board of Governors
- President
- Vice-President Academic and Provost
- Vice-President Finance and Administration
- Vice-President Research
- Vice-President Student Services
- Vice-President External

alone or in combination, or by their delegates, in accordance with a policy approved by the Board then in effect. All such instruments so signed shall be binding upon the University without any further authorization or formality.

In addition, the Board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

Any signing officer authorized as set out above may affix the University seal.

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.

Application

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 January 6, 1997, or successor resolutions
- agreements, instructions and approvals covered by the *Endowment Investments Signing Authority*, approved by the Board November 16, 2000, or successor policies
- instructions and approvals covered by the *Investment Policy for University Cash Surplus Balances*, approved by the Board Investment Committee December 9, 1999
- 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,

"Board" means the Board of Governors of Dalhousie 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 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
- Vice-President Academic and Provost
- Vice-President Finance and Administration
- Vice-President Research
- Vice-President Student Services
- Vice-President External

b) Contracts Requiring a Second Signature

A second signature from any one of the President, Vice-President Finance and Administration, or Vice-President Academic and Provost is required on contracts which meet any one of the following criteria:

- (i) has a face value of \$5 million 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

Approval of the Board is required prior to signing a contract which meets any of the following criteria:

- i) has a face value of \$10 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 Steering 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 Office, 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 Assistant Vice-President, Associate Vice-President, Dean, Executive Director or Director, provided that such contracts do not otherwise require a second signature or Board approval.
- ii) The President shall adopt procedures for the delegation of signing authority under this subsection.

b) Research Grants

- i) For research grants that are part of a government or recognized research funding agency program, the Vice-President Research 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 Vice-President Research and who holds the position of Associate Vice-President, Assistant Vice-President, Executive Director or Director.
- ii) The President shall adopt procedures for the delegation of signing authority under this subsection.

c) Research Material Transfer Agreements

- i) For agreements under which the University agrees to purchase or to supply research materials, the Vice-President Research may delegate authority to sign such agreements to an individual who is in a direct reporting relationship to the Vice-President Research Services at the level of Associate Vice-President, Assistant Vice-President, Executive Director or Director.
- ii) The President shall adopt procedures for the delegation of signing authority under this subsection.

d) Offers of Employment

- i) Appointments to the positions of President, Vice-President, and University Secretary require approval of the Board. Offers of employment to such positions, except in the case of the President, shall be made by the President. An offer of employment to the President shall be made by the Chair of the Board.

- ii) For appointments to the positions of Associate Vice-President (for which there is a requirement for an academic appointment), Assistant Vice-President (for which there is a requirement for an academic appointment), Dean, University Librarian, Associate Dean, and Assistant Dean, the officer to whom such appointee is to report shall have the authority to make an offer of appointment conditional on Board approval, provided that the position and appointment have been approved in advance by the President. The Board Academic Affairs and Research Committee shall have the authority to approve such appointments on behalf of the Board.
- iii) For all academic appointments, with the exception of those within the Canadian Union of Public 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 conditional on Board approval, provided that the position and the appointment have been approved in advance by the Vice-President Academic and Provost. The President shall have the authority to approve such appointments on behalf of the Board. The President or the Vice-President Academic and Provost shall report these appointments to the Board Academic Affairs and Research Committee.
- iv) 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 Legal Counsel Office 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 University Legal Counsel Office:

- a) standard form contracts that have been approved by Legal Counsel Office 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 Office had reviewed the original contract;
- c) offers of employment;
- d) research grants administered by Research Services;

- 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 pursuant to an arrangement approved by University Legal Counsel; and
- h) contracts that relate to accommodation or conference facilities that have a face value of less than \$30,000.

5. University Seal

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

6. Amendments To Policy

Subject to the approval of the Board Operations Committee, the President may amend this Policy to make changes in points of detail, including increasing the values set out in sections 1(b) and (c), adding or deleting positions to the list of possible delegates in section 2, and adjusting the criteria for mandatory review by University Legal Counsel Office set out in section 3. The Operations Committee shall report such amendments to the Board

Document Execution/Contract Signing Authority Policy Delegation Procedures
(approved by the President, June 27, 2008)

1. Delegation of signing authority for standard form contracts under section 2(a) of the Policy shall be in writing and shall include:
 - a copy of the standard form contract
 - the time period for which the authority is delegated
 - any limits or restrictions on the delegation
 - 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;
 - a direction that any substantive changes to the contract shall be reviewed and approved by University Legal Counsel Office prior to signature
 - 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:
 - a list of research funding programs to which the delegation applies
 - the time period for which the authority is delegated
 - any limits or restrictions on the delegation
 - 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:
 - a copy of the protocol for managing material transfer agreements approved by the Vice-President Research and University Legal Counsel
 - time period for which authority is granted
 - any limits or restrictions on the delegation
 - confirmation that no further sub-delegation is permitted

4. All delegations under the policy shall be filed with University Legal Counsel.

Offers of Employment/Appointment approvals process (approved by the President, June 27, 2008)

1. For appointments to the positions of Associate Vice-President and Assistant Vice-President for which there is no requirement for an academic appointment, the officer to whom such appointee is to report shall have the authority to make the offer of appointment, provided that the position and appointment have been approved in advance by the President, in consultation with the Board Steering Committee.
2. For all appointments made to positions within the Canadian Union of Public Employees bargaining unit (part-time academics assigned to teach specific courses, teaching assistants, markers and demonstrators, clinical instructors), the Dean of the Faculty where the appointment is to be made shall have the authority to make offers of employment.
3. For adjunct appointments without salary, the Dean of the Faculty where the appointment is to be made and the Vice-President Academic and Provost shall jointly sign letters of appointment.
4. For administrative and managerial positions that are not within the Dalhousie Professional Managerial Group, the President or Vice-President to whom the individual is to report shall have the authority to make offers of employment, subject to the President's approval of the position.
5. For administrative and managerial positions that are within the Dalhousie Professional Managerial Group, the Assistant Vice-President Human Resources shall have the authority to approve such positions and to make the offers of employment. This authority may be further delegated in writing by the Assistant Vice-President Human Resources to an individual who is in a direct reporting relationship to the Assistant Vice-President Human Resources and who holds the position of Executive Director or Director.
6. For positions within the Nova Scotia Government Employees Union bargaining unit, the Assistant Vice-President Human Resources shall have the authority to approve such positions and to make offers of employment. This authority may be further delegated in writing by the Assistant Vice-President Human Resources to an individual who is in a direct reporting relationship to the Assistant Vice-President Human Resources and who holds the position of Executive Director or Director.
7. For positions within the International Brotherhood of Operating Engineers bargaining unit, the Assistant Vice-President of Facilities Management shall have the authority to approve such positions and to make the offers of employment.
8. For short term appointments to positions that fall outside any of the bargaining units or the Dalhousie Professional Managerial Group, the offer of employment shall be made by the individual with spending authority for the budget from which the compensation is to be paid.