

# NIPISSING UNIVERSITY

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Policy Name:	Signing Authority Policy
Responsible Department:	Vice-President, Finance & Administration
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## **A. Purpose**

The Board of Governors has the authority to manage the business and affairs of the University. In order to effectively manage these affairs, the Board, by this Policy, delegates authority to University Officers and employees as set out herein. The purpose of this policy is to specify the authority of various members of the University community to bind the University contractually. This policy is intended to expand the authorities granted by virtue of the [Board of Governors By-Law IV "Corporate Seal and Execution of Documents."](#)

## **B. Scope**

This policy applies to all documents of the University under the jurisdiction of the Board of Governors regardless of whether Board approval is required for a particular document. Documents include: all contracts, construction contracts, employment contracts, gift agreements, purchase contracts, research proposals, research contracts, banking, investments, borrowing, and other situations not specifically mentioned in the Policy.

## **C. General**

1. Any person who has been granted signing authority by an authorization in this Policy shall not sign a document until he or she has ensured that the agreement or transaction has received all required internal approvals.
2. No individual shall sign any document or enter into any oral or written agreement that creates an obligation or undertaking on behalf of the University unless the individual has the authority to do so under this Policy.

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3. All employees have the obligation to understand the extent and limits of their authority, if any, and understand and comply with the University's policies, regulations, procedures and processes.
4. Individuals that have been granted authority under this Policy shall ensure:
  - a) that the University has the ability to meet the obligations being made;
  - b) that any agreement complies with the laws of Canada and Ontario
  - c) that any intellectual property matters have been properly considered in accordance with the University's policies and collective agreements
  - d) that any agreement is consistent with the University's Strategic Plans, annual budget, collective agreements, and the mandate, and mission of the University.
5. Prior to signing an agreement that is out of the ordinary, contrary to past practice or otherwise unusual, signing officers must consider the possible precedent that the agreement could set and seek advice from their supervisor. In these cases, signing officers should consider whether the importance of the agreement or the risks involved in it, justify the agreement being taken to the Board of Governors for information or approval.
6. Documents creating external financial reporting requirements for the University must be sent for approval to the Vice-President, Finance & Administration, in advance of their signature, and evidence of the approval of the Vice-President, Finance & Administration, must be provided in advance to those intended to sign the Document.
7. In the event that the President is of the view that any Document, irrespective of its total value or the length of its term, is of extraordinary significance to the University (on the basis of either an unusually high risk factor, the potential for exceptional public scrutiny, or impact on the academic reputation of the University), then the President shall bring such Document or cause such document to be brought to the Board of Governors prior to its signature and shall seek the Board's direction in that respect.
8. The Vice-President, Finance & Administration, may make non-material changes to these authorizations to reflect:
  - a) changes to the titles of positions included in these Authorizations
  - b) the deletion of positions included in these Authorizations; and
  - c) the addition of positions directly comparable to those included in these Authorizations.

Such revisions shall be in the form of a memorandum by the Vice-President, Finance & Administration. Each revision will take effect upon being filed with the University Secretary.

### D. Definitions

**"Construction Contracts"** shall mean all proposals, contracts, subcontracts, letters of intent, memoranda of agreement, obligations, indemnities, covenants, stipulations, and all other documents evidencing what is or may be a binding, legal relationship between the University and one or more third parties, in connection with the design, execution and delivery of capital projects at the University.

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**“Contracts”** shall mean any written deeds, transfers, assignments, contracts, subcontracts, letters of intent, memoranda of understanding, memoranda of agreement, obligations, certificates, leases, licenses, permits, indemnities, covenants, stipulations, and all other documents evidencing what is or may be a binding, legal relationship between the University and one or more third parties, but the term shall specifically exclude Construction Contracts, Employment Contracts, Gift Agreements, Purchase Contracts, and Research Contracts.

**“Employment Contracts”** shall mean offers of continuing employment, contracts of employment (whether of limited or unlimited term), and offers of renewal of contracts of employment.

**“Gift Agreements”** shall mean agreements involving the voluntary transfer of either personal property, real property, or both to the University by a donor to the University, the terms of which are settled between such donor and the Department of Development and Alumni Relations.

**“Purchase Contracts”** shall mean both purchase orders and contracts or agreements for the purchase of services or products by the University resulting from the issuance of purchase orders by the Purchasing Department.

**“Research Contracts”** shall mean agreements, contracts, subcontracts, letters of intent, memoranda of understanding, memoranda of agreement, and all other documents entered into between the University and a granting agency or sponsor organization where any of the researcher’s affiliation to the University and the University’s identity, facilities, or students is to be invoked in the conduct of the research activity contemplated by the agreement.

**“Research Proposals”** shall mean proposals for research grants or other research support developed at or through the University by or with the support of any member of the University community, to be submitted to any granting or other agency outside of the University, including without limitation the Social Sciences and Humanities Research Council of Canada (SSHRC), the Natural Sciences and Engineering Research Council of Canada (NSERC), and the Canadian Institutes of Health Research (CIHR).

**“Signing Officer”** is an individual who has been granted, through the approval of the Board of Governors, the ability to sign contracts, documents or other instruments in writing on behalf of the University thereby making commitments to other parties.

### E. Policy

#### 1. Banking

i. The signing officers of the University’s bank accounts are the positions of:

- Chair of the Board of Governors
- Vice-Chair of the Board of Governors
- Chair of the Audit and Finance Committee of the Board of Governors
- President
- Vice-President(s)
- Assistant Vice-President, Finance & Infrastructure

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- ii. Any two of the signing officers for the University's bank accounts are hereby authorized on behalf of the University to:
  - a. To borrow money for operating purposes only from the Bank upon the credit of the University on cheques, promissory notes, bills of exchange or other instruments, whether negotiable or not, or otherwise;
  - b. To sign, make, draw, accept, endorse, execute and deliver for the Banks on behalf of and in the name of the University all such cheques, promissory notes, bills of exchange, as well as drafts, acceptances, orders for the payment of money, securities, and other agreements, documents and instruments, whether or not negotiable or not, as may be necessary or useful in connection with the borrowings of money by and any other banking business of the University; and
  - c. To borrow, from time to time, from the University's authorized bankers, a sum or sums not exceeding in the aggregate the maximum credit limit which shall be established from time to time by arrangements between the University and its bankers. The expectation is that this borrowing facility is used on a very limited, seasonal or short-term basis.
- iii. Any one of the signing officers for the University's bank accounts is hereby authorized on behalf of the University to negotiate or deposit with or transfer to the Bank (but for the credit of the University's account only) all or any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money, and for such purpose to draw, sign or endorse the same, or any of them, or to deliver the same, or any of them, to the Bank endorsed with the name of the University impressed thereon by a rubber stamp and other devices
- iv. Any one of the signing officers for the University's bank accounts, or any delegate designated by the Assistant Vice-President, Finance & Infrastructure, is authorized to receive all paid cheques, statements and other debit vouchers charged to any account of the University and to execute from time to time, the Bank's form of receipt therefore.
- v. All financial services agreements, documents and instruments signed, made, drawn, accepted, endorsed or executed as aforesaid shall be valid and binding on the University.
- vi. The University shall furnish to the Banks a list of the names and positions of all persons authorized by this Authorization to do any act or thing, together with specimens of their signatures, and shall notify the Banks from time to time in writing of any change of such persons and positions. Such list when received by the Banks shall be binding on the University until written notice to the contrary shall have been given to the Banks and receipt of such notification acknowledged by the Banks.
- vii. The banks are authorized and directed to pay all amounts submitted to them for electronic funds transfer to payee accounts for the purposes of payroll transfers and payments to vendors. The University and the Banks will utilize security protocols and systems for transferring the electronic data from the University to the Banks and appropriate confirmation procedures.

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- viii. The Banks are hereby authorized and directed to pay any and all cheques which may be presented for payment bearing the facsimile signatures, produced or imprinted thereon by mechanical or electronic means, of any two of the aforementioned authorized signing officers, to all intents and purposes as though such cheques had been signed in their own handwriting and duly issued by such signing officers with the authority and on behalf of the University.

### 2. Investments

- i. Any two of the following individuals are hereby authorized on behalf of the University to complete investment transactions in connection with the transfer of short-term investments or long-term investments in accordance with relevant policies and procedures governing the University's investments:

One of the following:

- President
- Vice-President(s)

Plus:

- Assistant Vice-President, Finance & Infrastructure

### 3. General Contracts

- i. Subject to the Conditions of 3. ii. below, any two of following individuals are hereby authorized on behalf of the University to enter into and to bind the University to the terms of contracts and agreements relating to the general operation and development and expansion of the University for all matters not specifically mentioned by this policy or governed by another Board policy or requiring prior approval by the Board of Governors:

- Chair of the Board of Governors
- Vice-Chair of the Board of Governors
- Chair of the Audit and Finance Committee of the Board of Governors
- President
- Vice-President(s)
- Assistant Vice-President, Finance & Infrastructure

- ii. Prior approval by a resolution of the Board of Governors OR the Executive Committee of the Board will be required with respect to:

- a. any contract or agreement, including contracts for the purchase or sale of goods or services, where the obligation of the University or the benefit to the University exceeds \$1,000,000;
- b. any contract or agreement which in the opinion of the responsible Vice-President exposes the University to an uncertain and potentially significant liability;

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- c. any contract or agreement in which the opinion of the responsible Vice-President is precedent setting or involves sensitive issues;
- d. any lease, license or other agreement for the use or occupation of University real property by third parties or the real property of third parties by the University where the term is or may be in excess of the five years (including therein any periods of renewal or extension provided for in the lease, license, or agreement) or the annual rental or other annual payment thereunder exceeds \$500,000.

### 4. Research Proposals and Contracts

- i. Subject to 4. ii. below, the following individuals are hereby appointed as signing officers of the University to enter into and execute contracts on behalf of the University relating to the provision of research for or by the University:
  - a. With respect to contracts or agreements where the liability of or the benefit to the University will NOT exceed \$50,000, any one of the following:
    - President
    - Vice-President(s)
    - Associate Vice-President, Research, Innovation & Graduate Studies
    - Assistant Vice-President, Finance & Infrastructure
  - b. With respect to contracts or agreements where the liability of or the benefit to the University will not exceed \$1,000,000, any two of the following:
    - President
    - Vice-President(s)
    - Associate Vice-President, Research, Innovation & Graduate Studies
    - Assistant Vice-President, Finance & Infrastructure
- ii. Prior approval by a resolution of the Board of Governors or Executive Committee of the Board will be required with respect to:
  - a. any contract or agreement where the obligation or the benefit to the University exceeds \$1,000,000;
  - b. any contract or agreement which in the opinion of the Vice-President, Academic and Research, exposes the University to an uncertain and potentially significant liability;
  - c. any contract or agreement in which the opinion of the Vice-President, Academic and Research, is precedent setting or involves sensitive issues.

### 5. Purchase Contracts

- i. The following individuals are hereby authorized as signing officers of the University to issue purchase orders within approved budgets and to bind the University to the terms thereof for goods and services in general for maximum amounts as hereafter specified:

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- a. With respect to purchase order transactions of up to \$5,000:
  - Purchasing Clerk
- b. With respect to purchase order transactions up to \$25,000:
  - Buyer
- c. With respect to purchase order transactions of up to \$100,000:
  - Manager, Budgeting & Accounting
- d. With respect to purchase order transactions in excess of \$100,000, any two of the following individuals:
  - President
  - Vice-President(s)
  - Assistant Vice-President, Finance & Infrastructure
  - Manager, Budgeting & Accounting

### 6. Employment Contracts

- i. Subject to completing a Position Authorization Form where applicable, the authority on behalf of the University to make offers and sign agreements for employment are as follows:
  - a. President's Position
    - Chair of the Board of Governors
  - b. Vice-President Positions
    - President
  - c. Administrative Positions
    - Assistant Vice-President, Human Resources and Equity, Diversity & Inclusion
  - d. Support Positions
    - Assistant Vice-President, Human Resources and Equity, Diversity & Inclusion
  - e. Full-time Faculty Appointments
    - Vice-President, Academic and Research
  - f. Part-time Faculty

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- Dean of the respective faculty

### 7. Academic Contracts

- i. The following individuals are hereby appointed as signing officers of the University to enter into and execute contracts on behalf of the University relating to the establishment of affiliations with other Post-Secondary Institutions or other external agencies, including but not limiting to agreements for the creation of collaborative programs, partnership agreements, etc.:

- Vice-President, Academic and Research

Plus any one of the following individuals:

- President
- Vice-President, Finance & Administration
- Assistant Vice-President, Finance & Infrastructure

### 8. Construction Contracts

- i. The following individuals are hereby appointed as signing officers of the University to enter into and execute contracts on behalf of the University relating to capital construction and renovations directly related to the operation and maintenance of buildings and the development of the University facilities subject to obtaining prior approval by resolution of the Board of Governors for all capital projects in excess of \$1,000,000:

Any two of the following:

- Vice-President(s)
- Assistant Vice-President, Finance & Infrastructure
- Director, Facilities
- President

### 9. Gift Agreements

- i. Gift Agreements in which the total value does not exceed \$100,000 may be signed on behalf of the University by the Senior Development Officer.
- ii. Gift Agreements in which the total value does not exceed \$500,000 may be signed on behalf of the University by the Vice-President, Finance & Administration.
- iii. Gift Agreements in which the total value exceeds \$500,000 must be signed on behalf of the University by the Vice-President, Finance & Administration and the President.

Inquiries regarding the interpretation, practices and procedures to be following in administering matters relating to this policy should be directed to the Vice-President, Finance & Administration.