

University Signing Authority Policy



**Saint Mary's
University**

Name: University Signing Authority Policy
Policy Number: 12-010
Approving Authority: Board of Governors
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Responsible Office: University Secretariat, Office of Legal Counsel
Responsibility: University Secretary
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1. Purpose

1.1. The purpose of this Policy is to:

- Delegate certain powers of the Board of Governors to bind the University to contractual obligations;
- Outline the signing authority delegation process;
- Clarify roles and responsibilities so that administrators and others can manage their respective areas of responsibilities in an effective, efficient, and transparent manner;
- Specify which signing authorities are required for different types of contracts, on behalf of the University;
- Ensure best practices in the administration of the Saint Mary's University assets through a consistent university wide framework of contract signing authority and delegation of that authority where appropriate.

2. Jurisdiction/Scope

2.1. This Policy applies to all contractual arrangements to which the University is a party, including without limitation, contracts involving the University's administrative units, academic departments, its unincorporated entities, and institutes.

2.2. This Policy designates the positions within the University structure which have the authority to sign contracts on behalf of the University. Those with responsibility for signing contracts are expected to ensure that contracts are for duly authorized products, services, or undertakings, and comply with applicable University policies and practices.

2.3. This Policy does not apply to:

- 2.3.1. Banking instruments covered in the Spending Authority Policy"
- 2.3.2. Agreements, instructions, and approvals covered by the *Endowment Investment Authority*
- 2.3.3. Instructions and approvals covered by the *Investment Policy for University Cash Surplus Balances*

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- 2.3.4. Cheque signing policies and procedures.
- 2.3.5. Internal spending authorities and related authorization or approvals processes
- 2.3.6. Purchases made under the **Procurement Policy** without a contract document using one of the following methods: purchasing card, direct purchase arrangement, purchase order, or purchase requisitions.

3. Definitions

- 3.1. “Act” means the Saint Mary’s University Act, 1970.
- 3.2. “Board” means the Board of Governors of the University as defined in the Act.
- 3.3. “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 which may be binding upon the university.
- 3.4. “Executive Committee” means the Executive Committee of the Board of Governors.
- 3.5. “Signing Authority” means authority delegated to specific positions within the university for the purposes specified in this Policy.

4. 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 given by this Policy or by resolution approved by the Board of Governors.

4.1. Delegation of Signing Authority

- 4.1.1. The Board establishes a Signing Authority Register through which limited signing authority is delegated to those persons appointed as Signing Officers and holding positions listed in the Signing Authority Register for the circumstances specifically identified.
- 4.1.2. All delegated authorities and editorial changes made under this Policy are subject to review by the Board of Governors. Amendments to the Signing Authority Register shall be reported to the Board of Governors on an annual basis.
- 4.1.3. Contracts are to be signed by two signatories unless specifically noted in the Signing Authority Table.
- 4.1.4. If any Signing Authority is absent from the University, the individual who is authorized to assume the role in an acting or interim capacity also assumes the signing authority for the duration of the absence.

4.2. Appointment of Signing Authority and Signing Officers

- 4.2.1. Subject to the requirements of this Policy and any statute regarding the execution of any kind of document that is not a routine document, an employee or officer of the University, who at the time of execution of any document holds any of the following offices or positions, is a **Signing Officer** of the University and has the authority to execute the document on its behalf:

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- a) the Chair, Board of Governors
- b) the Vice-Chair, Board of Governors
- c) Chancellor
- d) President & Vice-Chancellor
- e) Vice President, Academic & Research (VPAR)
- f) Vice President, Finance & Administration (VPFA)
- g) Vice President, Advancement and External Affairs (VPA)
- h) University Secretary

4.3. Contract Management

A contract is 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 that may be binding upon the University.

4.3.1. Negotiating Agreements

4.3.1.1. Employees who undertake agreement negotiations on behalf of the University have the responsibility to:

- 4.3.1.1.1. Be aware of relevant University policies and any required authorizations or approvals before negotiations commence including but not limited to relevant conflict of interest policies;
- 4.3.1.1.2. Ensure the negotiation process includes appropriate consultation regarding the University's internal requirements including other units which may be significantly impacted, applicable legislative and regulatory requirements and required insurance coverage.
- 4.3.1.1.3. Determine whether there are financial issues that should be reviewed by Financial Services (i.e., method of payment, tax consequences, method of acquisition);
- 4.3.1.1.4. Carry out due diligence regarding the other contractual party (i.e., verify the legal entity, financial viability);
- 4.3.1.1.5. Determine whether legal support or advice is required and obtain such support as early as possible in the negotiation process; if in doubt, contact the University's Senior Director Legal Services.
- 4.3.1.1.6. Ensure agreements are entered into in the name of "Saint Mary's University". The name of an academic unit may be added to agreements in certain cases, but the contracting party must be identified as "Saint Mary's University".
- 4.3.1.1.7. Negotiate in the best interest of the University.
- 4.3.1.1.8. Advise the other contracting party that the agreement is not considered final or binding until it has been signed in accordance with University Policies.
- 4.3.1.1.9. Comply with the Legal Resources Policy.

4.3.2. Signing Agreements

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4.3.2.1. Everyone authorized to sign agreements on behalf of the University must be satisfied that the terms set out under “Negotiating Agreements” have been considered and that **all appropriate reviews and approvals have been obtained.**

4.3.2.2. Those with signing authority shall diligently bring to the attention of the administrator at the next highest level, those agreements within their jurisdiction that are considered of sufficient importance regardless of value, prior to their signature, namely agreements with an unusually high-risk factor, agreements that might bring the activities of the University under public scrutiny, or agreements which involve a controversial matter. In these circumstances, consultation with a Signing Officer as set out in section 4.2 is required.

4.4. Contracts Requiring Authorization of the Board of Governors

4.4.1. Authorization from the Board of Governors is required for the University to enter contracts of the nature described below:

- 4.4.1.1. **Contracts** for the purchase, sale, or mortgage of land (Policy: Fiscal Control Major Capital Construction);
- 4.4.1.2. **Licenses** to use, leases and commitments of real property or facilities of the University for a term exceeding 5 years;
- 4.4.1.3. **Contracts** having an anticipated cost to the University of **\$5,000,000** or more apart from:
 - 4.4.1.3.1. Non-speculative hedging foreign currency and interest rate transactions and
 - 4.4.1.3.2. Acquisitions within normal operating expenditures and approved budget provisions;
- 4.4.1.4. **Collective bargaining** agreements, except grievance settlements, Letters of Understanding and all such other agreements pertaining to collective bargaining agreements entered with union agents which, do not materially alter collective bargaining agreements;
- 4.4.1.5. **Bonds, debentures, and securities** issued by the University or agreements involving the borrowing of money or the guaranteeing of obligations which exceed approved policy limits (Policy: Investment Policy)
- 4.4.1.6. **Contracts** under the Board’s authority which have the potential to significantly impair the financial status of the University, contracts with the potential of material risk or onerous consequences whether legal, financial, reputational, or otherwise or contracts that are precedent-setting or involve sensitive issues.
- 4.4.1.7. **Contracts** reserved for the consideration of the Board of Governors under Board policy or as determined by the Board of Governors or the University President.

4.4.2. Agreement Retention

Signing authorities will keep the original agreement or, when it is not available, an accurate and complete copy thereof, as well as the necessary supporting documentation, in that person’s office or a place under that person’s control and will also comply with the Records Management Policy. A central repository for all agreements is to be maintained by the University Secretariat.

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4.5.Areas of Responsibilities

4.5.1. Signing Officer Responsibility

A signing officer or delegate is a person to whom authority to approve and sign a contract, on behalf of the University, has been assigned in accordance with this Policy.

5. Relevant Legislation

5.1. Saint Mary's University Act

6. Related Policies, Procedures, & Documents

6.1. Saint Mary's University **Signing** Authority Register

6.2. Board of Governors By-laws

6.3. Legal Resources Policy

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Signing Authority Register

Corporate Seal			
Type of Agreement	Dollar Threshold	Authorized Signatories	Related Policy
To affix the corporate seal on all deeds, transfers, mortgages, instruments, or documents	unlimited	President VPAR VPFA VPA University Secretary	

SEAL (SMU Act 2007): (9.) *The Seal of the University shall only be necessary on such documents as would require to be sealed if executed by private individuals.*

Academic Affiliation Agreements			
Type of Agreement	Dollar Threshold	Authorized Signatories	Related Policy
<p>General affiliation agreements with other universities, higher education institutions include but not limited to; International exchanges and educational cooperation agreements.</p> <p>Agreements are intended to be ceremonial in nature.</p>	<p>No financial or other resources are committed on behalf of the university.</p> <p>University pre-approved financial resources</p>	<p>Only One Signature Required</p> <ul style="list-style-type: none"> • President • Vice-President Academic and Research • AVP Research & Dean, Faculty of Graduate Studies & Research • Dean, Faculty of Arts • Dean, Faculty of Science • Dean, Sobey School of Business • University Librarian 	
<p>Affiliation agreements with other universities and academic institutions including international exchanges, study abroad programs, educational cooperation agreements, dual degree programs and transfers of academic credit</p>	<p>No financial or other resources are committed on behalf of the university.</p>	<p>Two Signatures Required (a Signing Officer of the university and one other)</p> <ul style="list-style-type: none"> • AVP Research & Dean, Faculty of Graduate Studies & Research • AVP Enrolment Management & Registrar • Dean, Faculty of Arts • Dean, Faculty of Science 	

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		<ul style="list-style-type: none"> • Dean, Sobey School of Business • University Librarian 	
Affiliation agreements with third parties (“Third Party Affiliation Agreement (Internship)”) which primarily provide for student placements, such as internships, as part of an approved component of an academic program	No financial or other resources are committed on behalf of the university.	<ul style="list-style-type: none"> • Vice-President Academic and Research • AVP Enrolment Management & Registrar • Dean, Faculty of Arts • Dean, Faculty of Science • Dean, Sobey School of Business 	
Routine administrative agreements related to student placements which are subject to a signed “Third Party Affiliation Agreement (Internship)” as described above (e.g. Ministry forms for insurance purposes, criminal records checks etc.) Undergraduate		AVP Student Affairs and Student Services	
Routine administrative agreements related to student placements which are subject to a signed “Third Party Affiliation Agreement (Internship)” as described above (e.g. Ministry forms for insurance purposes, criminal records checks etc.) Graduate		AVP Research & Dean, Faculty of Graduate Studies & Research	
Affiliation agreements with third parties which primarily provide for <u>student experiential opportunities</u> such as service learning or volunteer service		<p>Two Signatures Required (a Signing Officer of the university and one other)</p> <ul style="list-style-type: none"> • AVP Research & Dean, Faculty of Graduate Studies & Research • AVP Enrolment Management & Registrar • Associate Vice President Student Affairs and Services 	
Affiliation agreements with third parties such as government or		Two Signatures Required (a Signing	

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other educational institutions regarding registrarial matters such as international student recruitment, student financial aid, government reporting, and institutional research and planning		Officer of the university and one other) and • AVP Enrolment Management & Registrar	
Sponsorship & Commercial Advertising Activities			
Type of Agreement	Dollar Threshold	Authorized Signatories	Related Policy
Agreements for sponsorships for <u>commercial</u> activities related to non-academic initiatives		A Signing Officer of the University and Director, Athletics and Recreation	3-1006 Commercial Advertising
Commercial advertising in Student Centre	No financial or other resources are committed on behalf of the university	AVP Student Affairs and Services Senior Director, Facilities Management	3-1006 Commercial Advertising
Agreements for commercial activities related in or at university sites, and facilities	No financial or other resources are committed on behalf of the university	Vice-President, Finance & Administration Senior Director, Facilities Management	3-1006 Commercial Advertising
Construction, Maintenance & Physical Plant Utility Agreements			
Type of Agreement	Dollar Threshold	Authorized Signatories	Related Policy
Construction - Capital Projects Capital – Alterations and Renovations	\$2,000,000 or more	• Two Signing Officers	3-5007 Fiscal Control of Major Capital Construction projects
	Over \$25,000	• A Signing Officer of the University and • AVP Continuous Improvement & Finance	3-5007 Fiscal Control of Major Capital Construction projects
	Under \$25,000	• Vice President Finance and Administration or • AVP Continuous Improvement & Finance	3-5007 Fiscal Control of Major Capital Construction projects

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Capital – Computer Hardware Software	\$2,000,000 or more	<ul style="list-style-type: none"> Two Signing Officers of the University 	4-2010 Capital Expenditure Request
	Over \$25,000	<ul style="list-style-type: none"> A Signing Officer of the University and Chief Information Officer 	
	Under \$25,000	<ul style="list-style-type: none"> Chief Information Officer 	
Facilities & Land Agreements			
Type of Agreement	Dollar Threshold	Authorized Signatories	Related Policy
Agreements relating to long-term use of University facilities (excluding land) by third parties	Agreement is for more than 3 years or annual value of lease is greater than \$50,000	<ul style="list-style-type: none"> Two Signing Officers of the University 	
	Agreement is for 3 years (or less) or annual value of lease is up to \$50,000	<ul style="list-style-type: none"> Vice President Finance and Administration 	
Agreements relating to long-term use of university land including easements, leases and licenses for non-academic purposes.		<ul style="list-style-type: none"> Two Signing Officers of the University 	
Short-term agreements for university to use, lease or license land or facilities belonging to a third party	Agreement is for less than 3 years, or annual value of lease is up to \$50,000	<ul style="list-style-type: none"> Vice President Finance and Administration 	
Short-term agreements relating to the use of university facilities or lands for filming or related purposes	Up to \$2,000,000	<ul style="list-style-type: none"> Vice President Finance and Administration 	

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Financial Services Agreements			
Type of Agreement	Dollar Threshold	Authorized Signatories	Related Policy
Administrative agreements related to purchase, transfer, exchange or otherwise dispose of securities and investments; routine banking matters including the deposit with or transfer to the credit of the University's account only	Up to \$2,000,000	<ul style="list-style-type: none"> • Vice President Finance and Administration and, • AVP Continuous Improvement & Finance 	
	More than \$2,000,000	<ul style="list-style-type: none"> • Two Signing Officers of the University 	
Agreements related to employee group benefits	Up to \$2,000,000	<ul style="list-style-type: none"> • Vice President Finance and Administration 	
	More than \$2,000,000	<ul style="list-style-type: none"> • Two Signing Officers of the University 	
Gift & Affinity Agreements			
Type of Agreement	Dollar Threshold	Authorized Signatories	Related Policy
Agreements related to gifts of cash or in-kind gifts including marketable securities	Up to \$250,000	Vice-President Advancement	Gift Acceptance Policy
	More than \$250,000 and less than \$2,000,000	Two Signing Officers of the University, including the Vice-President Advancement	
	\$2,000,000 or more	Two Signing Officers of the University	
Agreements for In-Kind Gifts (Library)	Estimated appraised value up to \$50,000	University Librarian	Gift Acceptance Policy
	Estimated appraised value greater than \$50,000 but less than \$1,000,000	Vice-President Advancement and University Librarian	
	Estimated appraised value greater than \$1,000,000	Two Signing Officers of the University	

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Human Resources			
Type of Agreement	Dollar Threshold	Authorized Signatories	Related Policy
Collective Agreements, Memoranda of Agreement with Saint Mary's University and CUPE, Local 3912 (Part time faculty), CUPE, Local 3912 (Part time faculty), CUPE, Local 3912 SMU/TLC (The Language Centre), SMUFU (Full-time Faculty and Professional Librarians), NSGEU Local 170 (Maintenance, Security & General Workers), NSGEU Local 79 (Support staff)		Two Signing Officers of the University and the Chief Negotiator signs as a witness	
Employment Contracts, Settlement documents and agreements for faculty		President	
Releases, sabbaticals, etc. for faculty		Vice-President, Academic and Research	
Employment Contracts, Settlement documents, agreements, releases etc. for staff		A Signing Officer of the University or Associate Vice President, People and Culture	

Legal			
Type of Agreement	Dollar Threshold	Authorized Signatories	Related Policy
Legal services contracts include contracts for external Legal Services, Legal Consulting Services, Settlement documents, agreements, releases relating to legal		A Signing Officer of the University or University Secretary	Legal Resources Policy

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matters not otherwise specified in this Register			
Procurement (Purchase) of Materials & Services			
Type of Agreement	Dollar Threshold	Authorized Signatories	Related Policy
Procurement of low value products/services	Less than \$10,000	Procurement Specialist Director, Financial Services AVP, Continuous Improvement & Finance, VPFA	4-1027 Procurement – Purchasing Thresholds
Procurement of moderate value products/services	Between \$10,000 - \$24,999	Procurement Specialist Director, Financial Services AVP, Continuous Improvement & Finance, VPFA	4-1027 Procurement – Purchasing Thresholds
Procurement of moderate value products/services	Between \$25,000 - \$105,699	Procurement Specialist Director, Financial Services AVP, Continuous Improvement & Finance, VPFA	4-1027 Procurement – Purchasing Thresholds
Procurement of high value products/services	Over \$105,700	Procurement Specialist Director, Financial Services AVP, Continuous Improvement & Finance, VPFA	4-1027 Procurement – Purchasing Thresholds
Agreements relating to the acquisition of academic materials, journals, etc.	Up to 2,000,000	University Librarian	
Research Related Agreements			
Type of Agreement	Dollar Threshold	Authorized Signatories	Related Policy
Research Grants	Unlimited	Vice-President, Academic and Research or AVP, Dean, Faculty of Graduate Studies & Research	7-1004 Research Contracts
Research Contracts	Unlimited	Vice-President, Academic and Research or	7-1004 Research Contracts

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		AVP, Dean, Faculty of Graduate Studies & Research	
Research Services Contract	Unlimited	Vice-President, Academic and Research or AVP, Dean, Faculty of Graduate Studies & Research	7-1004 Research Contracts
Contribution Agreement	Unlimited	Vice-President, Academic and Research or AVP, Dean, Faculty of Graduate Studies & Research	7-1004 Research Contracts
Non-Disclosure Agreement or Confidentiality Agreement	Unlimited	Vice-President, Academic and Research or AVP, Dean, Faculty of Graduate Studies & Research	7-1004 Research Contracts
Material Transfer Agreement	Unlimited	Vice-President, Academic and Research or AVP, Dean, Faculty of Graduate Studies & Research	7-1004 Research Contracts
Service Agreements – Non-Research			
Type of Agreement	Dollar Threshold	Authorized Signatories	Related Policy
Service Agreements where University's research centres or units provide a professional, administrative, technical or educational service, program or product to a third party (and not covered by any other policy)		Vice-President, Academic and Research or AVP, Dean, Faculty of Graduate Studies & Research	
Approved Unit Budgets			
Type of Agreement	Dollar Threshold	Authorized Signatories	Related Policy
Contracts which are entered into in accordance with the Annual Budget	Up to the \$\$ threshold provided for in the budget	A Signing Officer of the University, Dean, AVP, Chair, Senior Director or	Spending Authority

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submissions as approved in Department Budgets		Department Head with budget responsibility	
Government Permits			
Type of Agreement	Dollar Threshold	Authorized Signatories	Related Policy
Government permits (i.e. liquor licenses, building and demolition Permits, federal licenses, provincial ministry permits)		A Signing Officer of the University, Dean, AVP, Chair, Senior Director or Department Head with budget responsibility	