

Effective Date	2020-05-01
Next Review Date	2023-05-01

## **SIGNING AUTHORITY – PROCEDURES**

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<b>Responsible Department</b>	Financial Services
<b>Responsible Executive</b>	CFO and VP Administration
<b>Related policy</b>	Signing Authority (BRP-205.02) Signing Authority (200) Investment Policy of the Board (BRP-215.01) Purchasing and Competitive Bidding (130-under review) Academic and Corporate Seals and Coat of Arms of UFV (BRP-200.03)

## **DEFINITIONS**

Contract: A written agreement between two or more parties (individuals, corporations, trusts or partnerships) that creates obligations that are enforceable or otherwise recognizable at law. By way of example, some of the most common types of contractual documents at the university are:

- Revenue contracts
- Purchase orders, and their attached documents
- Memoranda of understanding (MOU)
- Affiliation agreements
- Articulation agreements
- Non-disclosure agreements (NDA's)
- Educational partnership agreements
- Property leases and/or licenses
- Contribution agreements
- Research agreements
- Intellectual property agreements
- Online click-through agreements or terms of use

Financial institution: A Schedule I or Schedule II financial institution regulated by the Office of the Superintendent of Financial Institutions or regulated by the British Columbia Financial Institutions Commission (if more than one, collectively referred to as the "Financial Institutions").

One-over-one approval: The authorization from the individual's direct supervisor as well as the person who has signing authority on the fund/organization paying for the expenditure, who may be the same individual. One –over-one Approval ensure a layer of oversight so that no one is in a position where they can authorize a payment or benefit to themselves.

Signing authority: The power to bind the university to a legal or financial document by delegation from the Board of Governors.

Signing officer: A representative of the university vested with signing authority.

Spending authority: The authority to authorize university expenditures within the limits established by this procedure.

Spending officer: A representative of the university vested with the power to authorize university expenditures within the limits established by this procedure.

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## PROCEDURES

### A. Banking

1. Accounts necessary to transact business in the name of the university may be held at any Financial Institution.
2. The signing officers of the university bank accounts are comprised of:  
Any two of:
  - President
  - Provost and Vice President Academic
  - CFO and Vice President Administration
  - Director, Financial Services
3. The signing officers of the university bank accounts are authorized on behalf of the university to:
  - a. Establish bank accounts in the name of the university;
  - b. Borrow money for operating purposes up to the amount as provided under the university's banking arrangements.
  - c. Approve or delegate approval to seek the granting of credit to the university
  - d. Negotiate and sign on behalf of the university, agreements in connection with borrowing money and other banking business of the university;
  - e. Approve or delegate approval in writing of cheques, drafts, transfers and other forms of payment of money drawn on university accounts, in any amount, by either manual or electronic signatures or by electronic means;
  - f. Administer or delegate the administration of electronic permissions; and
  - g. Execute all required banking documents and resolutions when and as required by the Financial Institutions in either manual or electronic format.
4. The university shall provide to the Financial Institutions a list of the persons in those positions authorized to have banking authority, together with specimens of their signatures and shall notify the Financial Institution in writing of any changes in persons and positions.

### B. Legal and Risk Management Review Requirements

1. In order to protect the interests of the university, signing officers must undertake appropriate due diligence assessment prior to execution of Contracts.
  - a. Legal Reviews
    - i. Signing officers are required to consult Legal Counsel prior to signing a Contract.
  - b. Indemnities and Guarantees
    - i. Under the *Financial Administration Act*, the university cannot give an indemnity or a guarantee unless it has first received approval of the Risk Management Branch of the Ministry of Finance as required under the *Indemnities and Guarantees Regulation*. If a Contract contains an indemnity, Legal Counsel, will submit the Contract for the required indemnity approval.

- c. Contractual or Agreement Matter
  - i. No person may sign a document or enter into a written agreement that legally binds the university unless the individual has the authority to do so under this policy.
  - ii. All employees have an 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.
  - iii. Persons that have been granted authority under this policy are responsible to ensure that:
    - The university has the ability to meet the obligations being made and the other party(ies) are reasonably likely to meet theirs;
    - The agreement complies with the laws and trade agreements of Canada and British Columbia;
    - The appropriate level of review and approval has been obtained from stakeholders;
    - The financial and other benefits or liability of the university relating to the document have been considered and are reasonable and manageable;
    - Required levels of legal, risk management, procurement, financial and other required due diligence has been performed and risks disclosed;
    - Any intellectual property matters have been properly considered in accordance with the university's policies and collective agreements; and
    - Any agreement is consistent with the university's strategic plans and budget, collective agreements, policies and the mandate, values and commitments.
- d. Insurance
  - i. The university carries a variety of insurance policies tailored to the particular needs of the university. Board members and university officers and employees are included in the definition of insured in university liability insurance policies;
  - ii. Legal Counsel will review the insurance obligations of any proposed Contract.

### **C. Spending authority**

1. Spending authority is distinct from signing authority. Spending authority alone does not provide the authority for an individual to sign agreements on behalf of the university. Only those individuals delegated signing authority can sign documents binding the university to a Contract and/or making a commitment on behalf of the university.
2. Spending officers are responsible for all financial expenditures that they authorize, whether or not such authorization is delegated.
3. Approval of the university's budget by the Board of Governors and allocation of the budget to the university's operating units confers the authority to authorize expenditure within the amounts and scope of the accounts allotted to them in the budget, subject to the terms and conditions of the relevant purchasing or human resources policies and procedures, or specific directives or conventions within operating units.
4. Authorized expenditures must be part of an approved budget and cannot exceed the unexpended balance of that budget.
5. The use of electronic signatures, including email, is acceptable for spending authority.

### **D. Signing authority**

1. Execution of documents under Seal  
Authorized positions which may affix the Seal of the university are determined by the Board of Governors.

2. Delegation

In the event of unavailability or other extraordinary circumstances, a signing officer may delegate their signing authority subject to the following restrictions:

- a. The delegation must be in writing and copied to the signing officer's One-Over-One Approval authority and the Director, Financial Services;
- b. The signing officer must specify a time period for the delegated authority, normally coinciding with the period of time that the delegating authority is expected to be away;
- c. The authorized dollar limits shall not exceed the normal limits for the original signing officer; and
- d. Any commitments made by the delegate must be reported to the signing officer in a timely manner.

3. One-over-one Approvals

All approvals must be "one-over-one", so that no individual may authorize a payment to themselves or an expense to their benefit.

4. Procurement

Signing authority is delegated to authorize Procurement staff to procure goods and/or services as provided for under the Purchasing policy.

**E. Signing authorization**

The following persons are hereby appointed as signing officers of the university and are authorized to enter into and execute Contracts on behalf of the university relating to general operation and development and expansion of the university.

1. Refer to the Board Policy on Signing Authority (BRP-205.02) for all Contracts with a value greater than \$2,000,000.
2. Contracts with a value greater than \$500,000 and up to and including \$2,000,000.

For all Contracts with a value greater than \$500,000 but less than \$2,000,001, except for facilities and capital Contracts as provided for below, the signing officers shall be:

Any one of:

- President
- Provost and Vice President, Academic
- Vice President, Community Engagement
- Vice President, Students

And any one of:

- CFO and Vice President Administration
- Director, Financial Services
- Associate Vice President, Planning and Resource Allocation

3. Contracts with No Value

Those with signing authority shall bring to their One-over-One Authority those Contracts or other written documents that are of sufficient importance, regardless of value, prior to signature. Namely those Contracts or other written documents with a high risk factor or other arrangements that might bring the activities of the university under public scrutiny. Contracts that fall into this category include, but are not limited to, Memorandums of Understanding, or various types of partnership agreements.

4. Contracts with a Value Up to and Including \$500,000

a. Contracts – General

Relating to all university matters not expressly dealt with by a separate authorization

<b>Dollar Amount</b> (single transaction)	<b># of Required Signatures</b>	<b>First Signature</b> (any one of)	<b>Second Signature</b> (any one of)
Up to \$500,000	2	<ul style="list-style-type: none"> <li>• Vice President</li> <li>• President</li> </ul>	<ul style="list-style-type: none"> <li>• CFO and Vice President Administration</li> <li>• Director, Financial Services</li> </ul>

b. Contracts - Research

Relating to intellectual property agreements, research Contracts and grants, including applications and proposals for research Contracts and grants for a single transaction:

<b>Dollar Amount</b> (single transaction)	<b># of Required Signatures</b>	<b>First Signature</b> (any one of)	<b>Second Signature</b> (any one of)
Up to \$500,000	2	<ul style="list-style-type: none"> <li>• Associate Vice President Research, Engagement and Graduate Studies</li> </ul>	<ul style="list-style-type: none"> <li>• Provost and Vice President, Academic</li> <li>• CFO and Vice President, Administration</li> <li>• President</li> </ul>
Up to \$100,000	1		

c. Educational Partnerships and Contracts

Agreements for the pursuit of academically-related activities, including the establishment or management of an arrangement, program or organization, within or outside the university premises, between the university and another party

<b>Dollar Amount</b> (single transaction)	<b># of Required Signatures</b>	<b>First Signature</b> (any one of)	<b>Second Signature</b> (any one of)
Up to \$500,000	2	<ul style="list-style-type: none"> <li>• Provost and Vice President, Academic</li> <li>• Vice President, Students</li> <li>• President</li> </ul>	<ul style="list-style-type: none"> <li>• Associate Vice President, Academic and Vice Provost</li> <li>• Associate Vice President Research, Engagement and Graduate Studies</li> <li>• CFO and Vice President, Administration</li> <li>• Dean</li> </ul>
Up to \$100,000	1	<ul style="list-style-type: none"> <li>• Dean</li> <li>• Associate Vice President</li> <li>• An Excluded Director</li> <li>• Registrar</li> </ul>	
Up to \$30,000	1	<ul style="list-style-type: none"> <li>• Director of a school</li> </ul>	

d. Contracts - Administrative and Professional Services

Subject to the university's Purchasing Policy, regulations, process and procedures, agreements related to but not limited to: accountants and auditors, solicitors, consultants, non-credit training and workshops, conferences.

<b>Dollar Amount</b> (single transaction)	<b># of Required Signatures</b>	<b>First Signature</b> (any one of)	<b>Second Signature</b> (any one of)
Up to \$500,000	2	<ul style="list-style-type: none"> <li>• Vice President</li> <li>• President</li> </ul>	<ul style="list-style-type: none"> <li>• CFO and Vice President, Administration</li> <li>• Director, Financial Services</li> </ul>
Up to \$100,000	1	<ul style="list-style-type: none"> <li>• Associate Vice President</li> <li>• Director</li> <li>• Registrar</li> <li>• Secretariat</li> </ul>	

e. Contracts – Equipment and Furniture

Relating to goods and services purchased or arranged through the activities of the Purchasing department or the Campus Planning and Facilities Development Department.

<b>Contract Value</b>	<b># of Required Signatures</b>	<b>First Signature</b> (any one of)	<b>Second Signature</b> (any one of)
Up to \$500,000	2	<ul style="list-style-type: none"> <li>• Vice President</li> <li>• President</li> </ul>	<ul style="list-style-type: none"> <li>• CFO and Vice President, Administration</li> </ul>
Up to \$100,000	2	<ul style="list-style-type: none"> <li>• Associate Vice President</li> <li>• Dean</li> <li>• Registrar</li> <li>• An Excluded Director</li> </ul>	<ul style="list-style-type: none"> <li>• Director, Financial Services</li> </ul>
Research equipment up to \$100,000	2	<ul style="list-style-type: none"> <li>• Associate Vice President Research, Engagement and Graduate Studies</li> </ul>	<ul style="list-style-type: none"> <li>• Researcher</li> </ul>

- f. Contracts – Facilities Services including Facilities Management and Capital Projects  
Relating to capital construction and renovations related to the operation and maintenance of buildings and the development of university facilities, subject to the university’s purchasing policy, regulations, processes, and procedures.

<b>Dollar Amount</b> (single transaction)	<b># of Required Signatures</b>	<b>First Signature</b> (any one of)	<b>Second Signature</b> (any one of)
Up to \$2,000,000	2	<ul style="list-style-type: none"> <li>• CFO and Vice President, Administration</li> <li>• President</li> </ul>	<ul style="list-style-type: none"> <li>• Associate Vice President, Campus Planning &amp; Facilities Management</li> <li>• Director, Financial Services</li> </ul>
Up to \$500,000	2	<ul style="list-style-type: none"> <li>• Associate Vice President, Campus Planning &amp; Facilities Management</li> </ul>	<ul style="list-style-type: none"> <li>• Director, Financial Services</li> </ul>
Up to \$100,000	1	<ul style="list-style-type: none"> <li>• Facilities and Campus Planning Director</li> </ul>	

- g. Contracts and Agreements – Real Property  
Relating to the disposal, sale, purchase or lease of real property, subject to applicable approvals from the Ministry of Advanced Labour and Market Development and/or the Ministry of Finance.

<b>Dollar Amount</b> (single transaction)	<b># of Required Signatures</b>	<b>First Signature</b> (any one of)	<b>Second Signature</b> (any one of)
Up to \$500,000	2	<ul style="list-style-type: none"> <li>• President</li> <li>• CFO and Vice President, Administration</li> </ul>	<ul style="list-style-type: none"> <li>• Vice President, Community Engagement</li> <li>• Associate Vice President, Campus Planning &amp; Facilities Management</li> <li>• Director, Financial Services</li> </ul>

- h. Contracts and Agreements – Technology  
Relating to Contracts (including purchase orders) on behalf of the university and related directly to the acquisition of technology, software, hardware or information systems, subject to the university’s purchasing policy, regulations, processes and procedures.

<b>Dollar Amount</b> (single transaction)	<b># of Required Signatures</b>	<b>First Signature</b> (any one of)	<b>Second Signature</b> (any one of)
Up to \$500,000	2	<ul style="list-style-type: none"> <li>• CIO</li> <li>• CFO and Vice President, Administration</li> </ul>	<ul style="list-style-type: none"> <li>• Vice President</li> <li>• President</li> </ul>
Up to \$100,000	1	<ul style="list-style-type: none"> <li>• ITS Director</li> </ul>	

i. Contracts – University Bookstore

Relating to Contracts (including purchase orders) on behalf of the university and related directly to the acquisition of books and other items for resale, for the university Bookstores subject to the university’s purchasing policy, regulations, processes and procedures.

<b>Dollar Amount</b> (single transaction)	<b># of Required Signatures</b>	<b>First Signature</b> (any one of)	<b>Second Signature</b> (any one of)
Up to \$500,000	2	<ul style="list-style-type: none"> <li>• Vice President, Community Engagement</li> <li>• CFO and Vice President, Administration</li> <li>• Director, Ancillary Services</li> </ul>	<ul style="list-style-type: none"> <li>• Vice President, Community Engagement</li> <li>• CFO and Vice President, Administration</li> <li>• Director, Ancillary Services</li> <li>• Director, Financial Services</li> </ul>
Up to \$100,000	1		

j. Contracts and Agreements – Library

Relating to Contracts, agreements and purchase orders for the acquisition of library material and provision of services for the operation of the university libraries subject to the university’s purchasing policy, processes and procedures.

<b>Dollar Amount</b> (single transaction)	<b># of Required Signatures</b>	<b>First Signature</b> (any one of)	<b>Second Signature</b> (any one of)
Up to \$500,000	2	<ul style="list-style-type: none"> <li>• University Librarian</li> <li>• Provost and Vice President, Academic</li> <li>• President</li> </ul>	<ul style="list-style-type: none"> <li>• Provost and Vice President, Academic</li> <li>• President</li> <li>• University Librarian</li> </ul>
Up to \$100,000	1		

k. Contracts and Agreements – Advancement

Relating to Contracts and agreements in relation to donations, gifts, wills and bequests.

<b>Dollar Amount</b> (single transaction)	<b># of Required Signatures</b>	<b>First Signature</b> (any one of)	<b>Second Signature</b> (any one of)
Up to \$500,000	2	<ul style="list-style-type: none"> <li>• Vice President, Community Engagement</li> <li>• CFO and Vice President Administration</li> <li>• President</li> </ul>	<ul style="list-style-type: none"> <li>• Vice President, Community Engagement</li> <li>• CFO and Vice President Administration</li> <li>• Executive Director, Advancement</li> </ul>
Up to \$100,000	1	<ul style="list-style-type: none"> <li>• Executive Director, Advancement</li> </ul>	



5. Purchasing Cards (“P-Cards”)

The Director, Supply Chain can establish and delegate signing authority to procure services under the limits of established Contracts or agreements, executed on behalf of the university, provided that each Contract or agreement limit does not exceed the prescribed limits set out by Procurement Services.