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INTRODUCTION

Brock University enters into written contracts with various individuals, corporations, agencies, and other similar organizations. Contracts are defined to be legally enforceable agreements, regardless of the title that appears on the document itself. They relate to all aspects of university administration, operations, academic and research. They may result in the acquisitions, transfers, assignments, or obligations on behalf of the University for varied lengths of time.

PURPOSE

The purpose of this policy is

- To clarify the Board's By-Law #3(a).
- To outline the responsibilities for those individuals who have authority to spend funds.
- To outline the conditions under which signing authority may be delegated.

SCOPE

This policy applies to all Brock University departments and faculties.

POLICY

1. The Board of Trustee Bylaw #3(a) states:

"Contracts, documents or any instruments in writing requiring the execution on behalf of the Board shall be signed by the Chair, Chair-Elect or a Vice-Chair or Acting Chair of the Board or any members of the Board designated for the purpose, and all contracts, documents and instruments in writing shall be binding upon the Board without further authorization or formality. The Board shall have power from time to time to appoint any other person or persons on behalf of the Board or any other official or officials of the Board to execute contracts, documents or instruments in writing, generally, or to execute specific contracts, documents or instruments in writing. The corporate seal of the University may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid."

2. The approval of the Budget and the Purchasing policy by the Board of Trustees confers the authority upon the designated Budget Developer to make expenditures within the amounts allocated to them in the operating budget and in accordance with University policies and procedures.
3. Recipients of restricted funds (e.g. research, endowments, trust funds, etc) are authorized to make expenditures that comply with the sponsor's and/or donor's terms and conditions and are in accordance with University policies and procedures.

4. The Board has designated other persons to execute contracts in a series of special resolutions. These resolutions are entitled Signing Authorities. The only exception to this is the Banking Resolution.
5. Designated individuals have the responsibility to exercise their signing authority in a prudent manner. Depending on the nature of the agreement to be signed, this responsibility shall include an assessment of some or all of the following:
 - the ability to meet the terms specified in the agreement,
 - compliance with all related legislation, regulatory requirements and University policies that may be impacted by the agreement (e.g. labour legislation, intellectual property requirements, approvals or waivers that may be required from individuals other than those signing the agreement),
 - the financial impact of the agreement on the University,
 - whether legal advice should be obtained prior to signing the agreement.
6. Designated individuals shall not exercise their signing authority in circumstances where conflicts of interest exist or could be seen to exist. This reason should be communicated to the appropriate personnel as outlined in Conflict of Interest and Integrity and Research policies.
7. The conditions under which delegation of signing authority will be allowed include
 - Only the holder of the signing authority can authorize the delegation. (i.e. Delegates should be informed that they may not delegate their authority to others.)
 - The Executive Director, Finance/Controller must to be notified in writing (e-mail) of the designated signing authority and/or the normal "second in command".
 - The extent to which authority is delegated, or restrictions thereon, should be clearly specified.
 - The delegate cannot authorize disbursements for which they are the recipient (e.g. Travel Expense Reports).
 - Signing authority can only be delegated to staff with the appropriate skill and expertise to perform the assessment.
 - Delegation is invalid if precluded by other University policies or by the sponsor's conditions for funding.
 - The holder of the signing authority must retain sufficient control to ensure their responsibilities are fulfilled. (e.g. The delegation of signing authority does not alter the responsibility for administration of unit budgets.)
8. Where two signatures are required on any agreement, the first signature shall be that of the University officer most directly accountable for the agreement; the second signature shall be that of a senior officer of the University.
9. Any agreement related to a University conference, regardless of service provider or location, must be authorized by the Director, Community & Conference Services in addition to the appropriate authorities as specified in the resolutions.
10. One of the original signed copies of the agreement must be deposited with the Vice President, Finance & Administration or be maintained in a location approved by the Vice President, Finance & Administration.
11. Persons responsible for the safekeeping of any agreements must maintain a list that should include for each agreement:
 - parties involved in the agreement,
 - University signing officer(s),
 - counterparty signing officer(s),

- the date of execution or the effective date of the agreement,
- the duration, if any, of the agreement,
- the actual or estimated financial impact to the University,
- a brief description of the subject matter contained in the agreement.

RELATED POLICIES

Purchasing

Policy on Integrity and Research

Conflict of Interest

Signing Resolutions for Board

1. General
2. Pension Plan
3. Employment
4. Gift Acceptance
5. Centre for the Arts
6. Student Housing
7. Conference Services
8. International Affairs

Signing Resolution #1 - General

Effective immediately the following are authorized on behalf of the University:

1. To enter into and to bind the University to the terms of contracts and agreements relating to the general operation and development of the University.

With respect to contracts and agreements where the liability or benefit to the University will not exceed \$1,000,000, two signatures are required:

Any one of:

- Chair, Board of Trustees
- Vice-Chair, Board of Trustees
- Chancellor
- President
- Vice President, Academic & Provost

And one of the:

- Vice-President, Finance & Administration
- Executive Director, Finance/Controller

2. Prior approval by the Board of Trustees (documented in meeting minutes) will be required with respect to:
 - any contract or agreement, including contracts for the purchase or sale of goods or services, where the obligation of or the benefit to the University exceeds \$1,000,000;
 - any contract or agreement which in the opinion of the President or designate exposes the University to an uncertain and potentially significant liability;
 - any contract or agreement which in the opinion of the President or designate is precedent-setting or involves sensitive issues;
 - 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 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 related thereto exceeds \$1,000,000;

- any actions which under the University Act require the prior approval of a federal or provincial legislated body (e.g. Minister of Education, Minister of Finance);
 - any contract or agreement which a Board Committee requests be brought before the Board for approval;
3. The Board will be advised of agreements processed under this resolution upon request, but in any event no less frequently than annually.

Signing Resolution #2 - Pension Plans

Provided the prior approval of the Pension Plan Committee has been obtained (in meeting minutes), effective immediately the following are authorized on behalf of the University:

1. To enter into administrative contracts and agreements relating to the general operation of the University Pension Plans and to bind the University to the terms thereof two signatures of any members of the Pension Plan Committee are required. Administrative contracts and agreements include, but are not limited to:

- actuarial services
- financial consulting
- investment management
- custody services
- performance measurement consultants

2. To authorize payment of staff pension benefits and expenses relating to the administration of the Brock University Pension Plan including, but not limited to those services listed in 1, two signatures are required:

One of:

- Executive Director, Human Resources
- Pension Officer

And one of:

- Vice President, Finance & Administration
- Executive Director, Finance/Controller

3. To provide telephone instruction regarding specific investment transactions and the general operation of the Brock University Pension Plan, two approvals are required:

One of:

- Chair, Board of Trustees
- Vice-Chair, Board of Trustees

And one of:

- President
- Vice President, Finance & Administration

This resolution does not pertain to contracts or agreements relating to the terms of the pension plan or amendments or variations thereto.

Signing Resolution #3 - Employment

The Board confers the following authority on behalf of the University to make offers and sign agreements of employment as stipulated below:

1. Instructors, Teaching Assistants, Course Co-ordinators, Graduate Student Teaching Assistants, Lab Demonstrators and Marker-Graders (i.e. members of CUPE Local 4207), each of
 - Department Head or Research grantee/Contract principal
 - Dean/Unit Head
 And one of:
 - Executive Director, Human Resources
 - Assistant Director, Human Resources
 - Manager Labour Relations.

2. Staff appointment into job categories which do not require union membership, each of
 - Department Head or Research grantee/Contract principal
 - Dean/Unit Head
 And one of:
 - Executive Director, Human Resources
 - Assistant Director, Human Resources
 - Manager Labour Relations.

3. Appointments to faculty that are members of BUFA, each of
 - Dean/Unit Head
 - VP Academic & Provost or Associate VP Research
 And one of:
 - Executive Director, Human Resources
 - Assistant Director, Human Resources
 - Manager Labour Relations.

4. Management and professional staff, each of
 - Dean/Unit Head
 - VP Academic & Provost or VP Finance & Administration
 And one of:
 - Executive Director, Human Resources
 - Assistant Director, Human Resources
 - Manager Labour Relations.

Signing Resolution #4 – Gift Acceptance

1. Effective immediately, the following are authorized on behalf of the University to enter into contracts and agreements and to bind the University to the terms thereof relating to the acceptance of gifts where the liability of or benefit to the University will exceed \$25,000:

a) In the case of scholarships and awards, five signatures are required.

Each of the:

- Vice President Academic & Provost
- Executive Director, External Relations

One of:

- Associate Vice President, Research & International Affairs (where related to research)
- Department Head (of the department that will administer the gift)

One of:

- Scholarship Officer (in the case of a student award)

- Director of Graduate Studies (in the case of a graduate student award)

And one of:

- Vice President, Finance & Administration
- Executive Director, Finance/Controller

b) In the case of capital and other gifts, three or four signatures are required.

Each of the:

- President
- Executive Director, External Relations

The

- Associate Vice President, Research (where related to research)

And one of:

- Vice President, Finance & Administration
- Executive Director, Finance/Controller

2. Effective immediately, the following are authorized on behalf of the University to enter into contracts and agreements and to bind the University to the terms thereof relating to the acceptance of gifts where the liability of or the benefit to the University will not exceed \$25,000, three or four signatures are required:

One of:

- VP Academic & Provost (in case of scholarships and awards)
- VP Finance & Administration (in case of capital and other gifts)

And the:

- Department Head (of the department that will administer the gift)

And, where applicable, one of:

- Associate Vice President, Research (where related to research)
- Scholarship Officer (in the case of a student award)
- Director of Graduate Studies (in the case of a graduate student award)

And one of:

- Executive Director, External Relations
- Director, Development

Signing Resolution #5 – Brock Centre for the Arts

Effective immediately the following are authorized on behalf of the University to enter into contracts and/or agreements related to the operations and performances of the Brock Centre for the Arts:

1. With respect to a single contract not exceeding \$25,000:

One of

- Vice President, Finance & Administration
- Executive Director, Finance/Controller
- Managing Director, Centre for the Arts

2. With respect to a single contract exceeding \$25,000 but not exceeding \$500,000, two signatures are required:

That of the

- Managing Director, Centre for the Arts

And one of:

- Vice President, Finance & Administration
- Executive Director, Finance/Controller

3. With respect to a single contract exceeding \$500,000 but not exceeding \$1,000,000, three signatures are required:

Each of the

- President
- Managing Director, Centre for the Arts

And one of:

- Vice President, Finance & Administration
- Executive Director, Finance/Controller

Signing Resolution #6 – Student Housing

Effective immediately, the following are authorized on behalf of the University to enter into contract and/or agreements to provide accommodation and/or other housing services, excluding conference servicing to students:

1. With respect to a single contract not exceeding \$25,000:

One of:

- Vice President, Finance & Administration
- Director, Residences

2. With respect to a single contract exceeding \$25,000 but not exceeding \$500,000, two signatures are required:

That of the

- Director, Residences

And one of:

- Vice President, Finance & Administration
- Executive Director, Finance/Controller

3. With respect to a single contract exceeding \$500,000 but not exceeding \$1,000,000, three signatures are required:

Each of the

- President
- Director, Residences

And one of:

- Vice President, Finance & Administration
- Executive Director, Finance/Controller

Signing Resolution #7 - Conference Services

Effective immediately, the following are authorized on behalf of the University to enter into contract and/or agreements to provide accommodation and/or other housing services, including conference servicing, to individuals approved to use University facilities (including but not limited to athletic facilities with prior agreement of the Recreation Services Facility Manager/Director) for specified time periods:

1. With respect to a single contract not exceeding \$25,000:

One of:

- Vice President, Finance & Administration
- Director, Community & Conference Services
- Executive Director, Finance/Controller

2. With respect to a single contract exceeding \$25,000 but not exceeding \$500,000, two signatures are required:

That of the

- Director, Community & Conference Services

And one of:

- Executive Director, Finance/Controller
- Vice President, Finance & Administration

3. With respect to a single contract exceeding \$500,000 but not exceeding \$1,000,000, three signatures are required:

Each of the

- President
- Director, Community & Conference Services

And one of:

- Vice President, Finance & Administration
- Executive Director, Finance/Controller

Signing Resolution #8 – International Affairs

Effective immediately, the following are authorized on behalf of the University to enter into contract and/or agreements that have international implications including but not limited to International Academic Linkages and Research Projects for specified time periods:

1. With respect to a single contract that impact a particular Faculty or major administrative Unit, two signatures are required:

That of the

- President
- Dean of the Faculty/Head of administrative Unit

2. With respect to a single contract that has institutional wide implications, two signatures are required:

That of the

- President
- Associate Vice President, Research & International Affairs