

## **SIGNING OF AGREEMENTS New Policy and Procedures**

The University's previous signing policy, entitled *Use of Corporate Seal* was extremely restrictive. The only authorized signing officers for the University were the President and the Vice-President (Administration). Moreover, it was extremely outdated, and did not account for how modern technology has changed the way agreements may be accepted and the University may be bound into legal commitments.

A survey was conducted, and demonstrated that our policy was more restrictive than that found at most similar institutions.

The processing of agreements was examined by PricewaterhouseCoopers as part of Phase 1 of the ROSE Project. PWC identified the previous policy as causing unnecessary "bottlenecks" and delays in reaching agreements. They indicated the adoption of a policy with devolved signing authority could be a "quick win" to achieve increased efficiency, without a material increase in risk.

### **New Policy & Procedures**

A new Policy and Procedures were submitted to the Board of Governors, and approved effective March 16, 2010. These new rules are intended to comprehensively document all delegated authority through which the University may be bound into agreements. Some notable provisions of the new Policy are:

- It anticipates acceptance of agreements through modern technology such as electronic signatures and other methods allowable under *The Electronic Commerce and Information Act*.
- It codifies certain existing practices, around the issuance of purchase orders, the low dollar purchase and payment program, and employment letters of offer.
- It clarifies the requirements around the review of agreements by the Office of Legal Counsel, allowing the office to create a list of "standard agreements" which do not need review, with all others treated as "non-standard" and requiring review.
- It continues to contain a list of types of agreements which require approval of the Board of Governors, or subsequent reporting to the Board.

The new Procedures document contains a chart listing types of agreements, and authorized Signing Officers for each type. Highlights include the following:

- Each of the Vice-Presidents will be given authority to sign agreements which fall within their portfolio.

- Deans and Directors (as defined below) will be permitted to sign agreements for the purchase of goods and services, with a value up to \$100,000.
- Directors (as defined below) will be permitted to sign agreements which fall within their portfolio (for example, the Director of Libraries signing for library acquisitions).
- For the purposes of this Policy and Procedures, “Director(s)” means an administrative director with a direct reporting line to a Vice-President, Associate Vice-President, or Vice-Provost. Directors are deemed to include the Comptroller, General Counsel, Executive Directors, Associate Vice-Presidents, Vice-Provosts and Vice-Presidents, when acting in regard to matters concerning their respective immediate offices. Directors do not include academic department heads or academic program directors.

The Procedures also provide for a list of agreements which, although “non-standard” will not require review by the Office of Legal Counsel. It is intended that this list will only contain a limited number of very low-risk types of agreements.

To review the text of the new *Signing of Agreements* Policy and Procedures, please see the following link:

<http://www.umanitoba.ca/admin/governance/571.htm>

### **Notes on Routing of Contracts**

Routing of contracts and agreements for approval and signature typically involves the following steps:

#### **For Standard Contracts and Agreements:**

1. The contract administrator may find the appropriate standard contract on the website of the Office of Legal Counsel:

[http://www.umanitoba.ca/admin/vp\\_admin/ofp/legal/standard\\_forms.html](http://www.umanitoba.ca/admin/vp_admin/ofp/legal/standard_forms.html)

If the appropriate standard contract is not available on the website, the contract administrator should contact the Office of Legal Counsel for further assistance.

2. The contract administrator completes the standard contract by inserting only the requested information, and not making any other modifications.

3. The contract administrator forwards the completed standard contract to the appropriate Dean or Director for signature.
4. The Dean or Director signs a sufficient number of copies of the contract so that each party who will be signing the contract may keep an original copy.
5. The contract is returned to the contract administrator, so that he/she may arrange for the other party(ies) to sign.
6. Once all signatures are obtained, the contract administrator leaves one original copy with each party. The University's copy **must** be forwarded to the Office of Legal Counsel for filing in the University's central contracts vault. The contract administrator should make a photocopy of the contract for his/her records.

**For Non-Standard Contracts and Agreements:**

1. The contract administrator works with outside parties or the Office of Legal Counsel to develop and prepare a draft non-standard agreement.
2. The contract administrator completes a Contract Routing Form ("CRF"), found on the Office of Legal Counsel website:  
  
[http://www.umanitoba.ca/admin/vp\\_admin/ofp/legal/standard\\_forms.html](http://www.umanitoba.ca/admin/vp_admin/ofp/legal/standard_forms.html)
3. The contract administrator forwards the draft contract and CRF to the appropriate Dean or Director for approval and signature (if permitted under the Policy).
4. The Dean or Director executes the CRF, and (if permitted) signs a sufficient number of copies of the non-standard contract so that each party who will be signing the contract may keep an original copy.
5. The CRF and all copies of the contract are returned to the contract administrator, who then forwards both to the Office of Legal Counsel.
6. The Office of Legal Counsel reviews and approves the non-standard contract, thereafter executing the CRF. If the contract must be signed by a Vice-President or the President, the Office of Legal Counsel will arrange for such signature.
7. The Office of Legal Counsel returns the CRF and contract to the contract administrator, so that the contract administrator may arrange for the other party(ies) to sign.
8. Once all signatures are obtained, the contract administrator leaves one original copy with each party. The University's copy **must** be forwarded to the Office of Legal Counsel for filing in the University's central contracts vault. The contract administrator should make a photocopy of the contract for his/her records.

The Office of Legal Counsel is examining systems that may facilitate the electronic routing of contracts for approval, and as a result, these procedures are subject to change.

Office of Legal Counsel  
E3 – 250 EITC  
Winnipeg, MB R3T 2N2

Fax: 204-474-7454

Gregory Juliano  
Acting General Counsel  
Phone: 204-474-9575  
[Gregory\\_Juliano@umanitoba.ca](mailto:Gregory_Juliano@umanitoba.ca)

Lindsay Menard  
Legal Secretary  
Phone: 204-474-7843  
[Lindsay Menard@umanitoba.ca](mailto:Lindsay_Menard@umanitoba.ca)

Sandi Utsunomiya  
Legal Secretary  
Phone: 204-474-6916  
[Sandi\\_Utsunomiya@umanitoba.ca](mailto:Sandi_Utsunomiya@umanitoba.ca)