**Preamble**

This policy repeals and replaces all policies previously passed by the Board of Governors of the University concerning the subject matter of this policy, including without limitation the policy called “Signing Authorities Policy” passed by the Board at its 512th meeting held 31 March 2004.

Bylaw 8 of the University Bylaws reads as follows:

> The Board of Governors at its first meeting following the first day of June shall appoint the Chair of the Board, the Vice-Chair of the Board, the Chair of the Finance Committee, and seven other persons, as signing officers, any two of whom shall have power to sign all instruments and documents authorized by the Board. Each person’s authority shall commence on the first day of July following the meeting at which the appointment was made.

Copies of the resolution of the Board passed from time to time in this respect are available from the University Secretary.

**Purpose**

This policy specifies 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 resolution referred to in the Preamble to this policy, without limiting those authorities [except to the extent that limitations are specifically provided in the document titled “Procedures for the Exercise of Signing Authority,” referred to in the section called Procedures below and passed by the Senior Management Committee of the University]

**Scope**

Signing authorities for all Contracts, Construction Contracts, Employment Contracts, Gift Agreements, Purchase Contracts, Research Proposals, Research Contracts (all as defined in paragraph 1 below) and confirmations of insurance coverage are addressed in this policy.
Procedures

The signing authorities created by this Policy may be exercised only in keeping with the procedures set forth in the document “Procedures for the Exercise of Signing Authority” passed by Senior Management Committee. To view this document, please click here: http://www2.carleton.ca/secretariat/ccms/wp-content/ccms-files/Signing-Authorities-Procedures1.pdf

Policy

1. In this policy, the following terms shall have the following meanings:

“Average Annual Value” shall mean, with respect to Research Contracts, the total dollar value (including both cash and in-kind commitments) of the Research Contract during the initial term of that Research Contract, divided by the number of years in the initial term of that Research Contract.

“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.

“Contracts” shall mean any written deeds, transfers, assignments, contracts, subcontracts, letters of intent, memoranda of understanding, memorandum 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, Research Contracts, Research Proposals, and the confirmations of insurance coverage referred to in paragraph 2(d) below.

“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 University Advancement.

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

“Research Contracts” shall mean agreements, contracts, subcontracts, letters of intent, memorandum of understanding, memorandum 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, the Natural Sciences and Engineering Research Council of Canada, and the Canadian Institutes of Health Research.

“Signing Officers” shall mean the signing officers appointed on an annual basis by the Board pursuant to the resolution referred to in the Preamble to this policy.

“Total Value” shall mean the total dollar value (including both cash and in-kind commitments) of a Contract, Construction Contract, Employment Contract, Gift Agreement, Purchase Contract, Research Contract or Research Proposal, aggregated over its term and any contractually contemplated extension of its term, excluding taxes and other charges.

2. Signing Authorities – Contracts and Insurance

(a) Contracts in which the Total Value does not exceed $100,000 and the initial term is five years or less may be signed on behalf of the University by any employee who is a department head with responsibility for a budget, or the supervisor of any such employee;

(b) Contracts in which either (i) the Total Value is greater than $100,000, or (ii) the Total Value is less than $100,001 but the initial term is greater than five years shall be signed on behalf of the University by two Signing Officers; and

(c) The necessary documents relating to confirmations of insurance coverage on any aspect of the University’s affairs may be signed on behalf of the University by any two of the Vice-President (Finance and Administration), the Director of Finance and the Manager, Risk and Insurance.

3. Signing Authorities - Purchase Contracts

Subject to the provisions of the Purchasing Policy respecting purchases having a Total Value of $5000 or less:

(a) Purchase Contracts in which the Total Value does not exceed $500,000 may be signed on behalf of the University by one Signing Officer together with the Manager of Purchasing; and

(b) Purchase Contracts in which the Total Value exceeds $500,000 shall be signed on behalf of the University by two Signing Officers.

4. Signing Authorities - Research Proposals

(a) Research Proposals in which the Total Value does not exceed $500,000 may be signed on behalf of the University by any one of the Associate Vice-President (Research), the Director of Research Services, the Director of Carleton International, the Associate Vice-President (Research Planning and Operations) or the Vice-President (Research and International); and

(b) Research Proposals in which the Total Value exceeds $500,000 may be signed on behalf of the University by the Vice-President (Research and International) together with one of the Associate Vice-President (Research), the Director of Research Services, the Director of Carleton International or the Associate Vice-President (Research Planning and Operations)

5. Signing Authorities - Research Contracts

(a) Research Contracts in which both the Average Annual Value is $100,000 or less and the Total Value is $300,000 or less may be signed on behalf of the University by any one of the
Associate Vice-President (Research), the Director of Research Services, the Director of Carleton International, the Associate Vice-President (Research Planning and Operations) or the Vice-President (Research and International); and

(b) Research Contracts in which either the Average Annual Value exceeds $100,000 or the Total Value exceeds $300,000 may be signed on behalf of the University by two Signing Officers.

6. Signing Authorities – Gift Agreements

(a) Gift Agreements in which the Total Value does not exceed $500,000 may be signed on behalf of the University by the Chief Development Officer; and

(b) Gift Agreements in which the Total Value exceeds $500,000 may be signed on behalf of the University by the Chief Development Officer and one Signing Officer.

7. Signing Authorities – Construction Contracts

Subject to the provisions of the document called “Regulations for the Approval and Control of Capital Projects” appended to the mandate of the Building Program Committee of the Board of Governors, a copy of which can be viewed by clicking here: http://www2.carleton.ca/boardofgovernors/board-committees/building-program/

(a) Construction Contracts in which the Total Value does not exceed $100,000 may be signed on behalf of the University by the Assistant Vice-President (Facilities Management and Planning);

(b) Construction Contracts in which the Total Value is in the range of $100,001 to $300,000 may be signed on behalf of the University by any two of the Assistant Vice-President (Facilities Management and Planning) and the Signing Officers.

(c) Construction Contracts in which the Total Value exceeds $300,000 may be signed by two of the Signing Officers.

8. Signing Authorities – Employment Contracts

(a) Employment Contracts to be entered into by the University with persons intending to fill positions within the appointment powers of the Board of Governors pursuant to the Bylaws of the University shall be signed on behalf of the University by two Signing Officers;

(b) Employment Contracts to be entered into by the University with persons intending to fill the position of Dean or University Librarian shall be signed on behalf of the University by the President, or in her or his absence, by the Provost and Vice-President (Academic);

(c) Employment Contracts to be entered into by the University with persons intending to fill all academic positions at the University other than those referred to in paragraphs 8(a) and 8(b) above, including without limitation Associate Deans, Directors, Chairs and members of the teaching staff, may be signed on behalf of the University by the Provost and Vice-President (Academic); and

(d) Employment Contracts to be entered into by the University and not specifically mentioned in any of paragraphs 8(a), 8(b) and 8(c) above may be signed on behalf of the University by the Vice-President (Finance and Administration).

For the purposes of this Section 6, “Documents” means collectively Contracts, Construction Contracts, Employment Contracts, Gift Agreements, Purchase Contracts, Research Proposals, Research Contracts, and documents relating to confirmation of insurance coverage as referred to in paragraph 2(d) above.

The signing authorities granted pursuant to Sections 2, 3, 4, 5, 6, 7 and 8 of this policy are subject to the following general provisions:

(a) No employee of the University is authorized to sign any Document unless authority to do so has been provided for in either this policy or the resolution of the Board referred to in the Preamble to this policy.

(b) The President, Vice-Presidents, Associate Vice-Presidents, Assistant Vice-Presidents and Deans have the power to restrict in writing the signing authority of any employee under their immediate or ultimate supervision, and such instrument restricting signing authority shall be deposited with the University Secretary at the earliest opportunity.

(c) Persons with the power to exercise signing authority pursuant to any of paragraphs 2(a), 3(a), 4(a), 5(a), 6(a) and 7(a) above shall not delegate that authority unless the President or any Vice-President has approved such delegation of authority in writing. The instruments approving the delegation of authority and by which authority is in fact delegated shall be deposited with the University Secretary at the earliest opportunity.

(d) The Director of Internal Audit and Advisory Services and the University Secretary may, from time to time, conduct audits of compliance with this policy by individual academic or administrative units, and shall report the results of those audits to the Vice-President (Finance and Administration) for transmission to the Board of Governors.

(e) Questions as to the interpretation of this policy shall be referred to either the Vice-President (Finance and Administration) or the University Secretary.

Contacts

Vice-President (Finance and Administration)
Vice-President (Research and International)
University Secretary

Links to Related Policies

Signing Authority Procedures

Commemorative Naming Policy
Food Services Policy
Payment to Individuals and Business Entities Policy
Philanthropic Naming Policy
Procurement Card Policy
Purchasing Policy
Policy on Research and External Support Fund Creation and Amendments
Policy on Responsibility for Management of Research Agreements
Signature Stamps Policy