

Contracts and Signing Authority

APPROVAL AUTHORITY College Leadership Council	APPROVAL DATE December 19, 2019
SPONSOR President & CEO	EFFECTIVE DATE April 27, 2023
POLICY ADMINISTRATOR Chief Financial Officer (CFO)	LAST REVISION April 27, 2023

PURPOSE

The purpose of this policy is to provide for a consistent, transparent, fiscally responsible, and operationally efficient framework to govern the process by which the Board (the “College”) contracts with other parties.

SCOPE / LIMITS

This policy applies to all contracts to which the Board is a party excluding:

- collective agreements and employment-related contracts other than consulting contracts;
- residence agreements with students;
- investment contracts (see the Investment Policy and PSLA sections 75 and 76);
- banking, financial processing, and borrowing contracts (see the Banking Policy and PSLA sections 72 to 75);
- the receipt of funds under the Donations and Fundraising Policy;
- approved purchases made with a corporate credit card; and
- purchases made by purchase order or direct-purchase agreement under the Procurement Policy.

In the case of ambiguity, this policy governs. This policy applies to new contracts as well as to the renewal, extension, amendment, and termination of existing contracts.

POLICY STATEMENTS

1. The contract management practices described in this policy:
 - a) enable fiscally responsible decisions and public accountability;
 - b) foster a culture that balances risks and opportunities in decision-making;
 - c) promote operational efficiency, transparency, and an understanding of how contracts are managed within the College;
 - d) empower employees to make decisions in the best interests of Lethbridge College; and
 - e) encourage consistency of contract terms and contract administration.
2. The Board is responsible for overseeing and directing all matters respecting the management of College property and financial affairs and is duly empowered and authorized by the PSLA to enter into contracts on behalf of the College.
3. To facilitate good contract management practices, the Board delegates the power and authority to enter into contracts on behalf of the College to certain authorized signatories as set out in Appendix A. Notwithstanding the Policy Framework, the CFO may, acting in good faith and in the best interests of the College, amend Appendix A from time to time, except in so far as approval for a contract is required from the President, the Board, the Minister of Advanced Education or the Lieutenant Governor in Council.
4. Signing authority is not to be expanded by analogy or reference to historical practice. A contract must not be split into multiple contracts for the purpose of altering the authorized signatory for that contract.
5. If a contract is required or contemplated for a financial transaction, that financial transaction must not occur prior to a contract being executed.
6. In order to support consistency and the efficient use of College resources, template contracts which have been reviewed and approved in accordance with this policy should be used instead of novel contracts whenever possible, with modifications as necessary.
7. Contract managers are responsible for monitoring the fulfilment of a contract during its lifecycle, and for initiating or recommending action to address issues of non-compliance by the parties to a contract.
8. A person who fails to abide by this policy may be subject to discipline, up to and including termination of employment. The College reserves the right to seek indemnification from a person for damages resulting from that person's failure to abide by this policy.

POLICY REFERENCES

1. POLICY APPENDIXES

- Appendix A: Signing Authority Matrix

2. POLICY PROCEDURES

- Contract Procedures
- Signing Authority Matrix

3. POLICY RESOURCES

- Contract Cover Sheet
- Contract Flowchart

4. LETHBRIDGE COLLEGE POLICY REFERENCES

- Applied Research and Scholarship
- Banking
- Corporate Credit Card
- Donations and Fundraising
- Investment
- Procurement
- Travel, Meal, and Hospitality Expenses and Public Disclosure

5. BOARD OF GOVERNORS EXECUTIVE LIMITATIONS:

- EL General Executive Constraint
- EL-4: Financial Condition
- EL-5: Asset Protection
- EL-12: Ends Focus of Grants or contracts
- EL-13: Land Use

6. LEGISLATIVE AND REGULATORY REFERENCES

- Electronic Transactions Act, SA 2001, c E-5.5
- Financial Administration Act, RSA 2000, c F-12
- Post-Secondary Learning Act, SA 2003, c P-19.5

7. OTHER REFERENCES

- None

8. DEFINITIONS

Authorized Signatory	means a person authorized to sign a particular contract as per Appendix A: Signing Authority Matrix.
Board	means The Board of Governors of the College.
CLC Member	means a member of the College Leadership Council.
Contract	means any document that creates an obligation, right or liability for the College with respect to another party or parties. A contract may take many forms, including such as a memorandum of understanding or a letter of intent.
Contract Manager	means the person responsible for monitoring the fulfilment of a contract during its lifecycle, and for initiating or recommending action to address issues of non-compliance by the parties to a contract.
CFO	means the Chief Financial Officer
ELT Member	means a member of the Executive Leadership Team.
Employee	means a person on the payroll of the College.
PSLA	means the Post-Secondary Learning Act, SA 2003, c P-19.5.
Value	means the total dollar value in Canadian currency of expenditures to be made by the College to another party or parties under a contract, or revenue to be received by the College from another party or parties under a contract, over the entire term of the contract (excluding term renewals or extensions which are at the College's option). Where the dollar value expressed in a contract is not expressed in Canadian currency, the Value shall be assessed using the exchange rate provided by Financial Services at the time the Value is recorded on the contract Cover Sheet. Where the dollar value expressed in a contract cannot be precisely ascertained, a reasonable approximation of the Value may be used. The Value of a contract includes expenditures and revenues in-kind, shipping costs, and taxes.

Signing Authority Matrix

PARENT POLICY	APPENDIX
Contracts & Signing Authority	A
SPONSOR	EFFECTIVE DATE
President & CEO	April 27, 2023
POLICY ADMINISTRATOR	LAST REVISION
Chief Financial Officer (CFO)	April 27, 2023

If a Contract falls into more than one category, the category with the higher level of signing authority applies.

Category A: Land and Space

	CONTRACT DESCRIPTION	AUTHORITY	NOTES
A-1	Purchase or acquisition of land (not by donation)	President & CEO	2, 5
A-2	Sale or exchange of land	President & CEO	2, 3, 5
A-3	Lease of land for more than 5 years for support services	President & CEO	2, 5
A-4	Lease of land for more than 5 years <u>not</u> for support services	President & CEO	2, 3, 5
A-5	Lease of land up to 5 years	CFO	-
A-6	Lease of space or facilities	CFO	-
A-7	Right of way, easement, and minerals	CFO	2

Category B: Infrastructure

	CONTRACT DESCRIPTION	AUTHORITY	NOTES
B-1	Repair, renovation, construction, and professional services for capital projects	Relevant CLC Member	1
B-2	Prime contractor agreement	Director, Facilities Management	1

Category C: Goods and Services

	CONTRACT DESCRIPTION	AUTHORITY	NOTES
C-1	Legal services	Relevant ELT Member	1
C-2	Accounting services	Director, Financial Services	1
C-3	Utility agreement	CFO	
C-4	Insurance policy	Director, Financial Services	1
C-5	Advertising or marketing agreement	Director, Marketing, Communication & Web Services	1
C-6	Other goods or services	Relevant CLC Member	1

Category D: Academic

	CONTRACT DESCRIPTION	AUTHORITY	NOTES
D-1	Student exchange – Domestic Travel	Relevant Dean	
	Student exchange – International Travel	Provost & VP Academic	
D-2	Student work-integrated learning placement – approved template	Relevant Dean	
	Student work-integrated learning placement – not approved template	Provost and VP Academic	
D-3	International student recruitment	Associate Dean, Student Affairs	1
D-4	Speaker engagement or agreement to host a conference, workshop or exhibit	Relevant ELT Member	1
D-5	Other agreement with an academic institution	Relevant ELT Member	1

Category E: Research and Intellectual Property

	CONTRACT DESCRIPTION	AUTHORITY	NOTES
E-1	Creation of an endowed chair or centre	Relevant ELT Member	1
E-2	Other research or intellectual property agreement	Relevant CLC Member	1

Category F: Other Contracts

	CONTRACT DESCRIPTION	AUTHORITY	NOTES
F-1	expected net revenue to the college of less than \$75,000	Relevant CLC Member	
	expected net revenue to the college of \$75,000 and up	Relevant ELT Member	5
F-2	Joint venture or partnership	Relevant ELT Member	1
F-3	Incorporation, acquisition of a subsidiary corporation, or dissolution of a corporation	CFO	2, 3, 4
F-4	Settlement agreement (not severance packages)	Relevant ELT Member	1
F-5	Waiver or release by the College	Relevant ELT Member	1
F-6	Confidentiality or non-disclosure agreement (not research-related)	Relevant CLC Member	
F-7	Transfer of data (not research-related)	Relevant CLC Member	1
F-8	Consulting agreement	Relevant CLC Member	1
F-9	Library collections	Relevant CLC Member	1
F-10	Student-athlete agreement	Manager, Athletics & Recreation	1
F-11	Agreement with the Students' Association	President & CEO	5
F-12	Other agreement	Determined by the relevant CLC Member or, if none, a Business/Financial Analyst	1

Notes:

- Internal Contract Value limits:
 - less than \$75,000**..... SIGNATORY: Relevant CLC Member (or other specified responsible person)
 - \$75,000 to less than \$250,000**.... CONSULT / REVIEW: Relevant CLC Member; SIGNATORY: Relevant ELT Member
 - \$250,000 and up**.....CONSULT / REVIEW: Relevant ELT Member; SIGNATORY: CFO
- Board of Governors approval required
- Minister of Advanced Education approval required
- Lieutenant Governor in Council approval required.
- CFO review required