

Policy Name:	Signing Authority		
Policy No:	1.3	Approval Authority:	Board of Governors
Volume:	1. Governance	Responsible Executive:	Vice-President, Finance & Administration
Chapter:	3. Signing Authority	Responsible Office:	Office of Finance & Administration
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Policy Statement

NSCAD understands that signing authorities provide checks and balances to complex University operations. This policy governs all activity requiring or involving signing authority at NSCAD.

Reason for Policy

The purpose of this policy is to specify the signing authorities required for various types of contracts, payments and legal instruments which may be entered into on behalf of the University.

Policy Applies to

- All departments and divisions of the University

Who Should Read this Policy

- All members of the University community

Contacts

Approval authority: Board of Governors, Finance & Physical Resources Committee c/o Governance Office, 902-494-8114, governance@nscad.ca, nscad.ca/policy

Detail on policy meanings and application: Office of Vice-President, Finance & Administration.

Definitions

“Board”: The Board of Governors of the Nova Scotia College of Art and Design operating as NSCAD University;

“Contract”: Any written agreement, contract, subcontract, contract renewal, letter of intent, memorandum of understanding, memorandum of agreement, lease, license, donor agreement, deed, grant, certificate, instrument, assignment, obligation, or any other document that creates an obligation or which may be binding on the University.

“University”: The Nova Scotia College of Art and Design operating as NSCAD University.

The Policy

1. Principles

- 1.1. No individual may sign any contract that creates an obligation or undertaking on behalf of the University unless that individual has signing authority in accordance and compliance with this Policy.
 - 1.2. In accordance with the By-Laws of the Nova Scotia College of Art and Design, legal instruments, contracts, agreements, deeds, leases, transfers, assignments, obligations, certificates or any other documents that create a binding obligation upon the University may be signed by the following:
 - 1.2.1. Chair of the Board of Governors
 - 1.2.2. Vice Chair of the Board of Governors
 - 1.2.3. Treasurer of the Board of Governors
 - 1.2.4. President
 - 1.2.5. Vice President Finance & Administration
 - 1.2.6. Vice President Academic & Research
 - 1.3. All such instruments so signed shall be binding upon the University without any further authorization or formality.
 - 1.4. In addition, the Board of Governors may from time to time direct by resolution the manner in which the person or persons by whom any particular instrument or class of instrument be signed.
 - 1.5. Any signing officer authorized as set out above may affix the University seal.
 - 1.6. This Policy applies to all contracts to which the University is party, including but not limited to contracts involving the University's facilities, academic departments, employment, compensation and benefits, research, administrative units, and any of its unincorporated entities.
 - 1.7. No employee of the University is authorized to sign any contract on behalf of the University unless authority to do so has been provided for in this policy or in another policy or resolution approved by the Board.
 - 1.8. This policy does not apply to:
 - 1.8.1. Cheque signing, wire transfers, charitable donation receipts.
 - 1.8.2. Purchases made under the University Purchasing Policy without a contract document using one of the following methods: purchasing card, purchase order, and or purchase requisition and for which the expense was included in the approved budget.
 - 1.8.3. Instructions and approvals for investing surplus cash
 - 1.9. This policy is intended to be complementary to other policies and collective agreements governing the conduct of faculty and staff. In situations where this policy may be in conflict with Collective Agreements, the Collective Agreements shall prevail
- ### 2. Responsibilities of signing officers
- 2.1. Before signing a contract document, a signing officer must be satisfied as to the following and must be prepared to take responsibility:
 - 2.1.1. That the document is within the responsibility of the signing officer through the authority of the

University's approved budget, or other policies and procedures, with respect to the subject matter of the document, or unless there has been written delegation of that responsibility by either the President or a Vice-President.

- 2.1.2. That the University is able to meet its obligations within the terms of the document and that the other party(ies) is reasonably likely to meet theirs.
- 2.1.3. That the contract complies with labour legislation, employee collective agreements and manuals, tax legislation, and other legislative, regulatory, University policy and procedural requirements.
- 2.1.4. That the appropriate level of approval has been obtained for the contract.
- 2.1.5. That wherever there may be a potential or perceived conflict of interest, the signing officer does not sign the document, and instead refers the matter to his/her immediate supervisor, in accordance with the Conflict of Interest Policy.
- 2.1.6. That financial and other benefits to or liabilities of the University relating to the contract have been considered, are reasonable and manageable.
- 2.1.7. That the intellectual property elements have been thoroughly considered.
- 2.1.8. That, where appropriate if there are significant financial ramifications or risk exposure, the Vice-President, Finance and Administration has reviewed the document.
- 2.1.9. That the document is consistent with the current University Strategic Framework.

3. Execution and approval of contracts

3.1. General signing authority

Subject to subsection (3.2) second signature and subsection (3.3) (Board approval), contracts must be signed by the authorities identified in section 1.1.

3.2. Contracts requiring a second signature

A second signature from the Vice-President Finance and Administration and/or President is required on contracts that meet any one of the following criteria:

- 3.2.1. Has a face value (and/or cumulative multi-year commitment total) of \$10,000 or greater;
- 3.2.2. Includes commitments or obligations spanning more than one year;
- 3.2.3. Concerns the purchase, sale, mortgage, or lease of property or land;
- 3.2.4. Concerns the borrowing of funds;
- 3.2.5. Concerns changes to compensation and benefits, or employee complement,
- 3.2.6. Concerns the purchase or sale of shares, except if in relation to a gift, endowment or other donation to the University; or
- 3.2.7. Potentially carries legal or financial risk, risk to the University's reputation, or may have strategic implications for the University that warrants the consideration of the other University officers.
- 3.2.8. Concerns an arrangement or employer obligation with an employee outside of a collective agreement and/or an employment contract.

3.3. Contracts Requiring Board Approval

Approval of the Board is required prior to signing a contract which meets any of the following criteria:

- 3.3.1. Has a face value of \$100,000 or higher. Notwithstanding, if approval for a contract has previously been obtained by the Board as part of the annual budget approval process, the Board delegates signing authority of such agreements to the President.
- 3.3.2. Includes commitments or obligations spanning more than five years;
- 3.3.3. Concerns the purchase, sale, mortgage, of property or land;

- 3.3.4. Concerns the borrowing of funds;
 - 3.3.5. Is a collective bargaining agreement; or
 - 3.3.6. The President determines that Board consideration and approval is required.
4. Delegation of Signing Authority
From time to time, the President may adopt procedures for temporary delegation of signing authority as required for all contracts that do not require Board approval. This procedure will clearly outline the time period for which the authority is delegated and any limits or restrictions on the delegation as well as confirmation that no further sub-delegation is permitted.
 5. Standard Form Contracts
All contracts (for example employment contracts, space use by external parties, agent contracts, and vendor contracts) shall be in the form of the NSCAD legally reviewed templates, unless otherwise directed by the President.
 6. University Seal
The University Seal shall be in the custody of the President. All legal documents requiring execution on behalf of the Board shall be executed by corporate seal of the Board identified by the signatures of two signing officers unless some other mode of execution is specifically directed by the Board.
 7. Compliance
 - 7.1. Should any claims, damages or other consequences arise from the signing of a document by an individual who had no authority under the Policy to sign, the Board of Governors (the “Board”) may look to the individual to indemnify the Board with respect to those consequential liabilities incurred on their behalf. In addition, the Board may determine other appropriate action with respect to the individual as a result of his or her improper signing.
 - 7.2. Failure to comply with this policy may result in disciplinary action, up to and including termination, in accordance with the relevant collective agreement or employment guidelines. NSCAD also retains the right to pursue any action, including criminal prosecution and civil remedies, when misuse of its information or resources is suspected either during the course of employment or after the termination of employment.
 8. Amendments to Policy
Subject to the approval of the Governance and Human Resources Committee, the President may amend this Policy to make changes in points of detail. The Governance and Human Resources Committee shall report such changes to the Board.

Forms and Tools N/A

Signing Authority Policy: <https://navigator.nscad.ca/wordpress/wp-content/uploads/2018/12/1.3-Signing-Authority-Policy-5.pdf>