

<b>Policy #</b>	GA 105
<b>Approved by:</b>	Dr. Ann Marie Vaughan
<b>Approval Date:</b>	November 22, 2022
<b>Policy Holder Signature:</b>	<i>Ann Marie Vaughan</i>
<b>Policy Holder:</b>	President and CEO
<b>Administrative Contact:</b>	Chief Legal, Risk and Privacy Officer
<b>Replaces Policy Dated:</b>	November 23, 2018
<b>Review Date:</b>	5 Years from Approval Date

## Signing Authority Policy

### Purpose/Rationale:

The purpose of this Policy is to specify the signing authorities for executing legal documents on behalf of The Humber College Institute of Technology and Advanced Learning (hereafter referred to as the “College” or “Humber”).

The Board of Governors delegates its signing authority to designated officers for the purpose of carrying out the ordinary course of business of the College. This Policy clarifies the Board’s By-Law No.1 with respect to Article 6, subsection 6.3 “Execution of Documents”. Subsection 6.3 specifies that “deeds, transfers, licenses, contracts and engagements on behalf of the College shall be signed by any two persons designated by the Board”.

**This document is available in alternate format on request.**

### Scope:

This Policy applies to the Board of Governors, the President and CEO, and all employees and officers of the College.

### Definitions:

Legal Documents: any written agreement, contract, letter of intent, memorandum of understanding, lease, license, donor agreement, deed, grant, certificate, instrument, assignment, transfer, engagement or any other document which creates an obligation or legal commitment which may be binding upon the College.

Signing Authority: legal power delegated by the Board of Governors to organizational positions appointing them as officers of the College to execute legal documents.

**Policy:****1. General**

- 1.1 Only designated positions of the College and the Chair of the Board of Governors may be authorized as a signing officer.
- 1.2 The Board of Governors designates the Executive team and the Chief Legal, Risk and Privacy Officer (or equivalent) as authorized signing officers of the College and as such those individuals shall have the power to sign all legal documents on behalf of the College for which the College must be legally bound. See Appendix A for the current list of authorized signing officers.
  - 1.2.1 If a signing officer will have an extended absence, they can delegate their signing authority to another signing officer or member of Humber's administration. Written notice to the Legal, Risk and Privacy Office prior to departure is required, detailing the person who is being delegated signing authority, applicable dates, and any restrictions on signing authority.
- 1.3 Except as otherwise specified, Legal Documents must be signed by two (2) authorized signatories of the College, as designated in the Schedule of Signing Authority (Appendix B). In instances where a counterparty providing funding or otherwise with authority (example: The Ministry of Colleges and Universities) requires signature(s) from particular officer(s) of the College, such requirement(s) will superseded the signing requirements stated in Appendix B.
- 1.4 Designated signing officers shall be responsible for ensuring that all Legal Documents are properly reviewed and signed in accordance with the Schedule of Signing Authority prior to signature.
- 1.5 All original signed legal documents shall be filed in the contract registry in the Legal, Risk and Privacy office. Employment contracts will reside in Human Resources.
- 1.6 This Policy does not apply to individual employment agreements, labour relations, or human resources documents governed by collective agreements or common law. This Policy does not apply to agreements with individual students related to regular student activities.

**References:**

Banking Policy

[Expenses Reimbursement Policy](#)

[Ontario Colleges of Applied Arts and Technology Act, 2002](#)

[Purchasing Policy](#)

The Humber College Institute of Technology and Advanced Learning By-laws for the Board of Governors January 2016

Contract and Proposal Approval Guideline / Flowchart

**Appendices:**

Appendix A: Authorized Signing Officers

Appendix B: Schedule of Signing Authority

## Appendix A

### Authorized Signing Officers

As of September 1, 2022, Humber's authorized signing officers are:

President and Chief Executive Officer  
Senior Vice President, Academic  
Vice President, Administration and Chief Financial Officer  
Vice President, Digital Innovation and Chief Information Officer  
Vice President, External Affairs and Professional Learning  
Vice President, People(s) and Culture  
Vice President, Students and Institutional Planning  
Chief Legal, Risk and Privacy Officer

## Appendix B

### Schedule of Signing Authority

	<b>Document Type</b>	<b>Value or Other Description</b>	<b>Review or Consultation Requirement*</b> All Legal Documents must be reviewed by the Legal, Risk and Privacy office prior to signing	<b>Designated Signing Officer(s)</b>
<b>A. Real Estate Property Agreements</b>				
Execution of real property purchase or sale contracts is made according to the directives of the MCU				
1.	Acquisition of real estate property	All values	Approval of Board of Governors, Associate Vice-President, Facilities Management and Development Director, Financial Planning Chief Legal, Risk and Privacy Officer	President & CEO, and Vice President Administration & CFO
2.	Disposition of real estate property	All values	Approval of Board of Governors, Associate Vice-President, Facilities Management & Development Director, Financial Planning Chief Legal, Risk and Privacy Officer	President & CEO, and Vice President Administration & CFO

3.	Lease of property as lessor or lessee	a. New leases up to 5 years and up to \$1,000,000 in total contract value or renewal of existing lease.	Associate Vice-President, Facilities Management & Development Director, Financial Planning Chief Legal, Risk and Privacy Officer	Vice President, Administration & CFO and Chief Legal, Risk and Privacy Officer
		b. 5 years or longer; or \$1,000,000 or more in total contract value	Approval of Board of Governors, Divisional S/VP Associate Vice-President, Facilities Management & Development Director, Financial Planning Chief Legal, Risk and Privacy Officer	President & CEO, and Vice President, Administration & CFO

**B. Purchasing of Goods and Services Related Agreements**  
 Contracts arising from the purchase or sale of goods and services (purchase agreements) are to follow the Approval Authority Schedule outlined in Purchasing Policy and Procedures and the Signing Authority stated below. Please note: Signing Authority requirements below only apply to contracts and not approval of individual invoices or purchase orders made under contracts, which are governed by the Purchasing Policy.

1.	Contracts for the purchase or sale of goods or services.	Contracts under \$100,000	Legal, Risk and Privacy office IT Services if IT-related	2 signing officers, one of whom should be the relevant executive member from budget holder's department **
2.	Contracts for the purchase of goods, services, equipment, licenses, etc.	Contracts over \$100,000	Chief Legal, Risk and Privacy Officer Relevant Sr. Dean/Dean/Director Purchasing department IT Director if IT purchase	2 signing officers, one of whom should be the relevant executive member from budget holder's department
3.	Contracts for the purchase of goods, services, equipment, licenses, etc.	Contracts over \$1 million	Chief Legal, Risk and Privacy Officer Relevant Sr. Dean/Dean/Director Purchasing department IT Director if IT purchase Director, Financial Planning	VP, Administration & CFO and another signing officer

<b>C. Academic Contracts</b>				
1.	International academic agreements		Dean, International Relevant Sr. Dean/Dean/Director Chief Legal, Risk and Privacy Officer	Sr. Vice President, Academic together with another signing officer
2.	Academic affiliation agreement (e.g., with hospitals etc.) or inter-institutional collaborations		Relevant Sr. Dean/Dean/Director Office of Experiential Learning Chief Legal, Risk and Privacy Officer	Sr. Vice President Academic or Sr. Dean** and another signing officer
3.	Externally funded contracts (those with government or other funding agencies that involve the College to provide academic services in return for a fee)		Relevant Sr. Dean/Dean/Director Director, Financial Planning Chief Legal, Risk and Privacy Officer	Relevant Sr./Vice President and another signing officer
<b>D. Research Agreements</b>				
1.	Research Contract		Dean, Office Research & Innovation Relevant Sr. Dean/Dean/Director Chief Legal, Risk and Privacy Officer	Sr. Vice President Academic and another signing officer**
2.	Funding Agreement (Research Grants) with Industry Partner		Dean, Office Research & Innovation Director, Financial Planning Relevant Sr. Dean/Dean/Director Chief Legal, Risk and Privacy Officer	Sr. Vice President Academic and another signing officer
<b>E. Advancement and Development Agreements</b>				
1.	Donation related agreements, including bequest/will		Chief Advancement Officer Chief Legal, Risk and Privacy Officer Director, Financial Services	Vice President, External Affairs and Professional Learning or President and another signing officer

2.	Naming agreements (physical facilities, department, Faculty, etc.)		Chief Advancement Officer Chief Legal, Risk and Privacy Officer Relevant Vice President/ Sr. Dean/Dean/Director	Vice President, External Affairs and Professional Learning or President and another signing officer
3.	Strategic Partnership Agreements		Chief Advancement Officer Relevant Vice President/Sr. Dean/Director Chief Legal, Risk and Privacy Officer	Vice President, External Affairs and Professional Learning and another signing officer

**G. Other/Miscellaneous Agreements/Documents/College approved templates**

1.	Joint venture, partnership, government or externally funded or other similar agreements/service contracts/proposals not dealt with elsewhere		Relevant Director/Sr. Dean/Dean Chief Legal, Risk and Privacy Officer Director, Finance (if necessary)	2 Signing officers
2.	Small purchase or revenue generating contracts using pre-approved template or reviewed and approved by Legal in advance.	≤ \$20,000	Relevant Director/Sr. Dean/Dean Legal, Risk & Privacy Office	One signature permitted of Relevant Director/Sr. Dean/Dean

**H. Banking Policy**  
The signing of documents for banking and related transactions (i.e., investments, securities, etc.) is governed by Humber's Banking Policy.

\* Review or Consultation Requirement, refers to review or due diligence from an area of the College administration with specific expertise, (e.g. Legal, Risk and Privacy Office, ITS, Financial Services and Planning, Capital Development & Facilities Management, Health & Safety, Office of Research & Innovation, etc.) relevant to the nature of the purchasing, contract, agreement, or proposal. Regular operational review and approval within the department/Faculty initiating, operationalizing or executing the contract is assumed.

\*\* If the agreement is an update to a previously existing agreement or complies with a standard agreement or template that has been previously reviewed and approved by Legal, the relevant Associate Vice President, Sr. Dean or Director, together with Chief Legal, Risk and Privacy Officer are authorized as signing officers.