UTSC Guideline on Approval and Signing Authority for Academic Contracts and Agreements

Preamble

The University of Toronto Provostial Guideline for Academic Divisions on Contracts provides direction for implementing the University of Toronto Governing Council Policy on Approval and Execution of Contracts and Documents, and outlines the process to be followed for categories of contracts and agreements arising from or involving academic units (e.g., Faculties, Schools, Departments, Centres, Institutes, etc.) for which there is no pathway or delegation of approval and signing authority under existing University policies.

UTSC follows pathways specified in the Provostial Guideline for the following categories of contracts:

- Capital projects
- Donation and gift agreements
- Educational placements for UofT students
- MOUs or MoAs
- Offers of employment and contracts
- Purchase of goods and services
- Research grants and contracts
- Student exchange agreements
- Legal claims and settlements

Academic and non-academic units at UTSC may be involved in other collaborations and partnerships with external groups that require approval and oversight, which are not captured in the pathways listed above. A few examples include:

- Provision/sale of Continuing Education programs
- Partnership agreements to engage in an academic venture that are more detailed than a standard Memorandum of Understanding
- Sale of faculty consulting services
- Joint venture agreements, collaborations with other partner institutions or governments

As required by the Provostial Guideline for Academic Divisions on Contracts, the University of Toronto Scarborough (UTSC) has adopted the UTSC Guideline on Approval and Signing Authority for Academic Contracts and Agreements to set out the pathway and process for review and approval for such academic contracts and agreements that involve academic units, centres or business entities within UTSC.

All contracts signed on behalf of the University must be in line with the University’s academic mission, and in accordance with established University policies, including the University’s commitment to academic freedom.
Process for Approval of Academic Contracts at UTSC

1. Consultation with Dean’s Office

Before entering into any contract or agreement, the unit will review the parameters of the engagement against existing pathways, and consult with the UTSC Dean’s Office in confirming this. The consultation also will include review of the level of approval and/or signing that is required. Please note there is a distinction between approval and signing authority. Please contact Maryam Ali, Manager in the Dean’s Office to initiate the consultation process.

Regardless of what is required under Policy, it is best practice to have one-up notification of all significant contracts being processed within a unit. If, after this initial consultation and notification process, it is apparent that the responsibility and nature of the agreement and contract resides in another unit at UTSC, then the related executive office, i.e. the Office of Business, Operations and Strategic Affairs; Office of the Vice-Principal Research, Office of Student Affairs and Services, Development and Alumni Relations or Human Resource Services, must be consulted. Each executive unit has its own process and path for the approval and signing of agreements and contracts.

2. Assessment of “Normal Course of Business”

The Dean or the Dean’s Designate (if delegated the authority) has the authority to execute on behalf of the University of Toronto contracts and agreements that fall within UTSC’s Normal Course of Business.

The unit will consult with the Dean to assess whether a contract falls within the definition of Normal Course of Business at UTSC. According to the Provostial Guideline for Academic Divisions on Contracts the Normal Course of Business is assessed using a holistic approach to ensure that an appropriate administrative signing authority and responsibility is assigned to the activities of the agreement. The Provost’s Guideline provides a list of criteria that are followed by UTSC executives. These are that the contract or agreement:

a. Involves activities that are consistent with the academic priorities of UTSC;
b. Is under $250,000 in value;
c. Is in line with existing University agreements, policies and procedures;
d. Is governed by Ontario law and in the English language; AND
e. Respects the intellectual property of faculty or students.

3. Outside the “Normal Course of Business”

If contracts fall outside the assessment and definition of the Normal Course of Business at UTSC or if one or more of the elements listed below is present in the contract, Provostial approval is required.

a. Involves international partners or activities;
b. Involves an ongoing relationship with an external organization or entity;
c. Poses a high level of risk (e.g., financial, health and safety, academic freedom, etc.);
4. **Preparation and Submission of Contracts**

Contracts and agreements usually entail lengthy communications and consultations between the parties involved, especially where there are international partners. The unit initiating the contract and organizing the documentation should plan ahead and be aware that consultation with the Dean’s Office and the Provost’s Office also requires time and consideration. Therefore, it is efficient to involve the Dean’s Office early in the process to avoid delays and disruption in business. At the start of negotiations with other parties, units should take into consideration the criteria and processes outlined in the University’s policies and guidelines consult with the Dean’s Office before the parties involved begin to invest a lot of time and legal advice.

5. **Records Management**

The UTSC Dean’s Office is responsible for maintaining the current *UTSC Guideline on Approval and Signing Authority for Academic Contracts and Agreements*, and any revised versions that may follow.

The *UTSC Guideline* will be published on the Dean’s Website together with links to the *Policy on Approval and Execution of Contracts and Documents* and the *Provostial Guideline for Academic Divisions on Contracts*.

The Dean’s Office will review the *UTSC Guideline* regularly and ensure that it is aligned with the University policy and the *Provostial Guideline*.

Signed copies of all contracts and agreements that fall under UTSC’s Normal Course of Business and are signed on behalf of the University by the Dean or the Dean’s Designate will be retained in the Dean’s Office. The Office also will maintain a registry of all contracts and agreements signed by the UTSC Dean, regardless of the approval pathway. The UTSC Dean’s Office will oversee follow-up mechanisms and timelines for reporting, expiry, review and renewal of these contracts and agreements where applicable.

Academic and non-academic units will retain their own signed copies of all contracts, where signing authority resides with the Unit Head.