

## 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.

University of Toronto Scarborough (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\*](#), 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.

The Office of the Vice-Principal Research (VPR) at UTSC provides a pathway for the approval and signing authority for research service contracts and agreements, and sponsored research and collaboration agreements. All of these arrangements must be in line with the [Guideline on Research Administration](#), and details on the pathways can be found on the [VPR's website](#) or by contacting the [Manager, Research Services and Partnerships](#).

## **Process for Approval of Academic Contracts at UTSC**

### **1. Consultation with the Office of the Vice-Principal Academic & Dean (OVPD)**

Before entering into any contract or agreement, the unit will review the parameters of the engagement against existing pathways, and consult with the OVPD in confirming this (see item 4 below). The consultation will also include review of the level of approval and/or signing that is required. Please note there is a distinction between approval and signing authority set out in the Provostial Guideline. Please contact the OVPD Manager of Operations to initiate the consultation process.

Regardless of what is required under Policy for all contracts being considered by a unit, it is best practice in the first instance to notify the OVPD to determine the appropriate pathway. If, after this initial step, 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, VPR, Office of Student Affairs, 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 unit will consult with the Vice-Principal Academic & Dean (VP 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.

The VP Dean or the VP Dean's Designate has the authority to execute on behalf of the University of Toronto, contracts and agreements that fall within UTSC's Normal Course of Business.

### **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, approval of the Vice-President & Principal and Provost are 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.);
- d. Contains unusual insurance or indemnity provisions;
- e. May have a negative effect on the reputation of UTSC and the University as a whole;
- f. Impacts one or more other University of Toronto divisions;
- g. Contains publication restrictions or unusual provision on intellectual property, privacy or confidentiality;
- h. Involves an educational placement that is *not* consistent with a template approved by the Provost;
- i. Involves the use of, or access to, a University or new IT system, such that an Information Risk Audit might be required;
- j. Involves research on human subjects—should go to the Research Ethics Board;
- k. Contains exclusivity clause(s) that may restrict the actions of the University.

The UTSC OVPD should be consulted when considering contracts or agreements outside the Normal Course of Business. All contracts and agreements requiring approval of the Vice-President & Principal, and Provost, must be reviewed by the OVPD, and the Office of Legal Counsel (UTSC), which is responsible for consulting with the Provost's Office and obtaining the required approvals of such contracts and agreements.

#### **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 OVPD, the Office of Legal Counsel (UTSC), and the Provost's Office, also requires time and consideration. As noted in item 1 above, consultation with the OVPD at the start of the process is required. 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 and consult with the OVPD before the parties involved begin to invest a lot of time and legal advice.

Note: Contracts that fall outside of the Normal Course of business require longer timelines as the OVPD works closely with many other offices for the review. Prior to submission to the Provost's Office for review and approval, the consent of the Vice-President & Principal must be received to proceed with the review of the contract or agreement.

To support a streamlined and timely process, a submission checklist for *Request for UTSC Review and Approval* shall be completed. This will assist in reviewing the contract or agreement, and help address common issues of concern. The submission checklist will also be circulated to the Vice-President & Principal and the Office of Legal Counsel (UTSC). The Office of Legal Counsel (UTSC), in consultation with the OVPD will coordinate the review and approval of the Vice-President & Principal and Provost.

## **5. Records Management**

The UTSC OVPD 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 VP 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 OVPD 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 VP Dean or the VP Dean's Designate, will be retained in the OVPD. The OVPD will also maintain a registry of all contracts and agreements signed by the UTSC VP Dean, regardless of the approval pathway. The UTSC OVPD 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.

Signed copies of all contracts and agreements outside of the Normal Course of Business (i.e., those that are recommended to the Vice-President & Principal and Provost for approval) are retained in the Provost's Office and Office of Legal Counsel (UTSC).