

OISE Divisional Guideline on Approval and Signing Authority for Contracts and Agreements for Which There is No Existing University Pathway¹

Background/Context:

The *OISE Divisional Guideline on Approval and Signing Authority for Contracts and Agreements for Which There is No Existing University Pathway* was developed pursuant to the University of Toronto [Provostial Guideline for Academic Divisions on Contracts](#) and provides direction for implementing the [Governing Council Policy on Approval and Execution of Contracts and Documents](#). The Provostial Guideline requires that divisions develop guidelines for categories of contracts and agreements for which there is no existing pathway or delegation of approval and signing authority under existing University policies.

As its title states, the purpose of this guideline is to outline OISE's pathway and process for review and approval for different types of contracts and agreements for which there is no current existing University pathway. This includes defining the 'Normal Course of Business' for OISE contracts and agreements, which outlines the criteria for determining who has authority to sign such contracts and agreements at OISE on behalf of the University of Toronto.

All contracts and agreements signed on behalf of the University must be consistent with the University's academic mission, and in accordance with established University policies, including the University's commitment to academic freedom.

Definition of Normal Course of Business for OISE Contracts and Agreements

Scope and Content of OISE Normal Course of Business Activities

Within its Normal Course of Business, OISE and its faculty engage in a broad range of activities that are consistent with OISE's academic priorities, including research, training, program and policy development, curriculum development, teacher/education leadership training and development, evaluation, knowledge mobilization and/or knowledge translation, and consultation and analysis with respect to education (broadly defined), human development, and applications of psychology.

Elements of a Potential Contract/Agreement that Fall under OISE Normal Course of Business

Contracts/agreements are considered to fall within OISE's Normal Course of Business if the activities fall within the above scope and content definition and do not contain any of the elements outlined below. Contracts/agreements to undertake activities that fall outside the scope and content definition will *not* be considered within OISE's Normal Course of Business and will therefore require Provostial or other approval. Contracts/agreements to undertake activities will fall outside OISE's Normal Course of Business if one or more of the following elements is present:

¹ Examples include sale-of-services agreements and customized continuing education activities.

- Involves international partners or activities
- Involves an ongoing relationship with an external organization or entity (e.g., a contract without term end date or that allows for automatic renewal without an opportunity for review);
- Impacts one or more other University of Toronto divisions;
- Poses a high level of risk (e.g., financial, reputational, health and safety, academic freedom);
- Contains unusual insurance or indemnity provisions;
- Contains publication restrictions or unusual provisions on intellectual property, privacy, or confidentiality;
- Contains academic components beyond OISE's authority to approve (e.g., granting of degrees, diplomas, or certificates², faculty appointments, student coursework or credit);
- Involves an educational placement that is *not* consistent with a form of agreement (i.e., template) previously approved by the Provost;
- Involves budget total amount exceeding \$250,000;
- Does not conform to one or more provisions of existing University agreements, policies and procedures (e.g., does not incorporate indirect costs of research as per the *Research Administration Policy*; does not include review of activities involving human subjects by Research Ethics Board; is inconsistent with the terms of collective agreements, etc.);
- Restricts the intellectual property freedom of faculty or students (e.g., publication restrictions impacting student progress; scope of intellectual property restriction impacts research activities; creates a license or otherwise transfers assignment of existing university-owned intellectual property)
- Is governed by law other than Ontario law;
- Is written in a language other than English;
- Contains some other element requiring one-up review and approval.

Review, Approval, and Execution of Contracts/Agreements

The OISE Dean (or Dean's Designate who has received written delegation of signing authority in the Dean's absence) has the authority to execute on behalf of the University of Toronto contracts/agreements that fall within OISE's Normal Course of Business.³

Contracts/agreements that fall outside of OISE's Normal Course of Business are signed on behalf of the University by the Provost or his/her designate, or other University-level officers as determined by University policy.

² Other than diplomas and certificates that fall under divisional authority according to existing University of Toronto policies.

³ Individual faculty members, department Chairs, staff members, etc. do *not* have authority to execute contracts or agreements that bind the university for activities covered in this guideline (i.e., activities – such as service contracts – that do not have an established university pathway). Chairs may have the authority to sign other types of agreements (e.g., purchase orders, engaging casual staff). Faculty should check with the Dean's Office where there is any uncertainty regarding signing authority. Faculty should also refer to the Standard Operating Procedures available on the OISE CAO website.

Approved June 2016

Regardless of whether contracts/agreements are executed within OISE or forwarded outside OISE, all contracts/agreements must be jointly reviewed by the OISE Office of the Associate Dean – Research, International and Innovation and the OISE Chief Administrative Officer. The results of this review are summarized in a memo that identifies the extent of alignment of the engagement with the academic priorities of OISE, an analysis of indirect costs / the application of an indirect cost rate as well as any potential risks presented by the activities and risk mitigation strategies. Contracts/agreements, together with the accompanying review memo, are sent to the Dean for review and either execution (for matters falling within OISE's Normal Course of Business) or forwarding to the Provost/designate/other University-level officers (for matters falling outside OISE's Normal Course of Business).

Contracts/agreements requiring Provostial review and approval will be forwarded along with the completed Provostial Checklist in order to facilitate the review/approval process.

Records Management

When the Dean delegates signing authority consistent with the *Policy on Approval and Execution of Contracts and Documents*, the Dean's Office will keep written record of such delegation.

The Office of the Dean will keep record of the *OISE Divisional Guideline on Approval and Signing Authority for Contracts and Agreements for which there is no Existing University Pathway*.

The Office of the Dean will maintain a registry of all contracts/agreements signed within OISE, regardless of the approval pathway, and including follow-up mechanisms and timelines for reporting, expiry, review and renewal where applicable.

Signed copies of all contracts/agreements that fall under OISE's Normal Course of Business and are signed on behalf of the University by the OISE Dean/Dean's Designate will be retained in the Office of the Dean.

OISE will obtain a signed copy of each OISE contract/agreement executed on behalf of the University by the Provost or his/her designate or other University-level officers and will retain such documents in the Office of the Dean.

Contracts/agreements concerning property matters or with insurance/liability implications should be copied to the attention of the Director of Risk Management and Insurance.