



**UNIVERSITY OF
ALBERTA**

**NAVIGATING THE CONTRACT REVIEW
AND SIGNING AUTHORITY POLICY:
BEYOND THE RSO,
THE TOP 10 UNIVERSITY OFFICES TO KNOW**

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OVERVIEW

- A. What is a Contract?
- B. University as one entity – proper legal name
- C. *Contract Review and Signing Authority Policy* – Structure
- D. *Contract Review Procedure*
- E. Who signs and reviews research-related contracts?
 - RSO & beyond – top 10 University offices to know
- F. Sub-Delegation
- G. Using the Policy - examples

A. What is a Contract?

- “any document with a third party that creates a legally binding commitment on both/all parties”
- includes agreements, memoranda of agreement
- can include letters of intent
- contracts can also be made verbally.

B. University as one legal entity – proper legal name

- *Post-Secondary Learning Act* establishes one legal entity:

The Governors of the University of Alberta

- This name should be used on all contracts the University enters into
- May add “as represented by [insert unit name]”

B. University as one legal entity – proper legal name

- note: one part of the University cannot enter into a legally binding contract with another part of the University

C. Structure of CRSA Policy

Contract Review and Signing Authority Policy

Contract Review Procedure

Schedule A Signing Authority Categories

Sub-Delegation of Contract Signing Authority Procedure

Retention of External Legal Counsel Procedure

C. Structure of CRSA Policy

- Find the Policy and links to procedures in UAPPOL
- <https://policiesonline.ualberta.ca/PoliciesProcedures/Policies/Contract-Review-and-Signing-Authority-Policy.pdf>

C. Structure of CRSA Policy

- Applies to **all contracts** signed on behalf of the UA.
- tasks the **Responsible Department** with oversight of the review & execution of a contract
- also identifies a **Signing Authority** for each type of contract – as delegated by the Board of Governors
- Signing Authority has the responsibility to ensure that all appropriate reviews and approvals are in place before they sign the contract

C. Structure of CRSA Policy

- [Schedule A](#) - Identifies types of contracts, responsible departments and signing authority – start here!

A. Acquisition or Disposition of Land and Space Leasing

Contracts / documents that involve easements, leasing, sale or purchase of real property.

Document Description	Dept Responsible	Signing Authority
Acquisition of land (except gifts of land) < \$100,000	V-P (Facilities and Operations)	AV-P (Facilities and Operations)
Acquisition of land (except gifts of land) \$100,000 - \$1 million	V-P (Facilities and Operations)	V-P (Facilities and Operations)
Acquisition of land (except gifts of land) \$1 million - \$5 million	V-P (Facilities and Operations)	V-P (Facilities and Operations) and V-P (Finance and Administration)
Acquisition of Land (except gifts of land) >\$5 million	V-P (Facilities and Operations)	President and V-P (Facilities and Operations)
Sale of Land	V-P (Facilities and Operations)	President and V-P (Facilities and Operations) May require prior approval from Lieutenant Governor in


Next: note the Responsible Department & Signing Authority.

Resp. Dep't then consults the **Contract Review Procedure** for who needs to review/approve before signature.

Start here: determine which part of Schedule applies by **TYPE** of contract (categories A-P) and **CONTENTS** (match to examples in applicable table)

D. Contract Review Procedure

- Under the [CRSA Policy](#)
- Signing Authority **must not sign** unless appropriate reviews are completed & maintained by Responsible Dep't
- Cover Sheet & Signing Page required


UNIVERSITY OF ALBERTA
COVER SHEET AND SIGNING PAGE

Re: _____
(Name of Agreement)

Between: _____
-and-

Risk Management Date: _____ Comments _____ _____ _____ _____ _____ _____ _____ _____ _____	Approved <input type="checkbox"/>	Approved subject to comments <input type="checkbox"/>	Not Approved <input type="checkbox"/>	
_____ <small>signature</small> _____ <small>printed name & title</small>				
Legal Date: _____ Comments _____ _____ _____ _____ _____ _____ _____ _____	Approved <input type="checkbox"/>	Approved subject to comments <input type="checkbox"/>	Not Approved <input type="checkbox"/>	
_____ <small>signature</small> _____ <small>printed name & title</small>				
Information & Privacy Office Date: _____ Comments _____ _____ _____ _____ _____ _____ _____	Approved <input type="checkbox"/>	Approved subject to comments <input type="checkbox"/>	Not Approved <input type="checkbox"/>	
_____ <small>signature</small> _____ <small>printed name & title</small>				
Responsible Department Dept. Contact Info _____ Original attached no <input type="checkbox"/> yes <input type="checkbox"/> # of copies _____ <small>*Note: The business terms of the contract must be approved by the Responsible Department</small> Comments _____ _____ _____ _____ _____ _____ _____ _____	Approved <input type="checkbox"/>	Approved subject to comments <input type="checkbox"/>	Not Approved <input type="checkbox"/>	
_____ <small>signature</small> _____ <small>printed name & title</small>				

D. Contract Review Procedure

- General Counsel's office and Risk Management dep't must review all contracts of ***sufficient importance*** and/or where there is ***potential for significant or uncertain liability*** to flow to the University
- AND relevant VP's review where contract:
 - has unusually high risk factor;
 - brings activities of University under public scrutiny; or
 - involves controversial matter.

D. Contract Review Procedure

- Some examples of who should review:

Type of Contract - example	Review by
Value > \$500,000	GC, RM
Dealing with land	GC
Foreign laws governing	GC, RM
Potential for personal, property or environmental injury	GC, RM
Involving personal information	RM, IPO
Faculty appointment contracts	Academic Staff Admin.

D. Contract Review Procedure

- Except for the exceptions!
- Requirement for GC & RM review does **not** apply where the Responsible Department (as determined by Schedule “A” to the CRSA Policy) is:

RSO

TEC Edmonton

SMS

UAI

Utilities

- these dep'ts have their own review mechanisms

D. Contract Review Procedure

- Responsible Department provides draft of agreement to reviewers – involve reviewers as early in the process as possible
- Do not sign first – arrange for reviews first, then signatures.
- Cover sheet & signature page includes signoff by Responsible Department as to “business” terms.

E. Who reviews research related contracts?

RSO
reviews:

- applications for research funding and proposals
- sponsored research funding agreements for grants, contracts and service
- Research Affiliation Agreements i.e. relationship, partnership, etc.
- site or facility access agreements to access 3rd party's site/facilities to perform research project

E. Who reviews research related contracts?

Looking Beyond the RSO:

Top 10 Other Offices to Know

(see CRSA Policy – Schedule A – Sections B, C, D, E, F,)

E. Research contract review: RSO + 10 to know

10. TEC

Edmonton
reviews:

- Proprietary rights from IP – patent, copyright, trademark, trade name, plant breeders rights
- License/Options to license to make, use, or sell the product of an invention
- Spin-off company documentation including shareholders agreements

E. Research contract review: RSO + 10 to know

10. TEC

Edmonton
reviews:

- IP Management Agreements
- Confidentiality agreements relating to IP(research)
- Material transfer ag'ts (e.g. biological samples)
- Data sharing agreements – e.g.
 - For University/researcher to **receive** health information; or
 - For **disclosure** of health or personal information to another institution for collaborative research purposes

E. Research contract review: RSO + 10 to know

10. TEC

Edmonton
contacts:

Current contacts for data sharing
agreements:

- Joanna Preston - joanna.preston@ualberta.ca
- Veronica Coronado - coronado@ualberta.ca

E. Research contract review: RSO + 10 to know

9. VP-Univ. Relations reviews & signs:

- Trade-mark agreements
- For example, if another entity (e.g., a research sponsor) wants to use a trade-mark of the University.

E. Research contract review: RSO + 10 to know

8. VP- Research reviews & signs:

- Other research-related agreements not dealt with elsewhere in Schedule A

E. Research contract review: RSO + 10 to know

7. Supply Mgmt Services

reviews & signs:

- Agreements re: purchase of any goods or services outside the scope of the [Low Dollar Purchase System Procedure \(LDPS\)](#)
- For example: high value research-related equipment, controlled supplies

E. Research contract review: RSO + 10 to know

LDPS Procedure:

- **Departments** can purchase goods/services for domestic orders \leq \$5,000 CDN and foreign orders \leq \$2,500 CDN (excluding GST)
- But **SMS** must purchase goods or services \geq threshold value or are on list of exceptions e.g.:
 - Ongoing equipment maintenance & software license agreements
 - Restricted or controlled goods

E. Research contract review: RSO + 10 to know

6. UA

International reviews:

- International contracts *generally*
- Provost and VP (Acad) generally has authority to sign international contracts
- For example: international internship agreements
- But Provost and VP (Acad) and VP (Research) *jointly* review and sign MOUs, letters of agreement and/or contracts with international entities that are Research Related

E. Research contract review: RSO + 10 to know

5. NACTRC

reviews:

- Clinical trial agreements and any associated confidentiality agreements, material transfer agreements, or data sharing agreements

E. Research contract review: RSO + 10 to know

4. FACULTY RELATIONS reviews:

- Secondment agreements, which are signed by the Provost
- For example: if a faculty member will do work for AHS for 30% of the faculty member's time for a year, and AHS will pay the University for the cost of that time

E. Research contract review: RSO + 10 to know

RESPONSIBLE Departments

Offices Who Provide ADVICE

E. Research contract review: RSO + 10 to know

- **Responsible Departments: #4 – 10 listed above,** are responsible for coordinating review process, negotiating the contract, and consulting with all appropriate offices
- **Offices Who Provide Advice: #1-3 listed below,** provide advice on particular contracts, but are not generally responsible for coordinating the review process

E. Research contract review: RSO + 10 to know

3. Office of INSURANCE and RISK ASSESSMENT

- Provides assistance in relation to risk assessment and mitigation.
- Specifically, reviews waivers, and liability, indemnity, and insurance clauses.

E. Research contract review: RSO + 10 to know

2. Information & Privacy Office reviews:

- Reviews contracts to ensure privacy compliance
- E.g. agreement for personal records held by the University to be disclosed to a researcher for research purposes, or to a software provider

E. Research contract review: RSO + 10 to know

1. Office of the **GENERAL COUNSEL**

- Provides legal advice as necessary on contracts that offices listed above do not handle, or per Contract Review Procedure
- Provides legal advice to offices listed above as necessary
- External legal counsel can only be retained through the Office of General Counsel, in accordance with the Retention of External Legal Counsel Procedure

E. Research contract review: RSO + 10 to know

ISSUES:

- What if after looking at Schedule A you are still not sure who should be reviewing a contract?
- What if there is a disagreement about who the Responsible Department is?

📞 **Call the Office of General Counsel.**

This Office's mandate includes figuring out the answers to these questions.

E. Research contract review: RSO + 10 to know

AND:

- There may be more than one Signing Authority for a contract – see Schedule “A”.
- If a contract has aspects that fall into different categories, one unit may be Responsible Dep’t but consult another.
 - e.g. if contract is primarily research funding, but has small data sharing element, RSO could consult with TEC Edmonton.

F. Sub-Delegation

There may be times when someone other than the position listed in Schedule A should sign certain types of contracts

- If appropriate, the listed position could **sub-delegate** the authority to sign certain contracts to another position
- see [Sub-Delegation of Contract Signing Authority Procedure](#)

F. Sub-Delegation

Examples:

- VP (Research) – delegation of some signing authority to positions within RSO and TEC Edmonton
- VP (Facilities and Operations) – delegation of some signing authority to positions within Real Estate Services

G. Using the Policy

Example 1 – 3rd party paid use of UA lab

Faculty X wants to enter into a contract with a third party to allow the third party to use our laboratory facilities for a fee

- Who is the Responsible Department?
- Who is the Signing Authority?
- Should anyone else review?

G. Using the Policy

Example 1 – 3rd party paid use of UA lab

- Responsible Department – VP (Research), Faculty, VP (Facilities & Operations)?
- Signing Authority is likely the AVP (Facilities & Operations) if a lease or license is being granted – interest in land [Section A – if fee is less than \$100,000]
- Contract Review Procedure applies – interest in land and risk to property, person & environment
- Legal and Risk Management review needed – likely no IPO review

G. Using the Policy

Example 2 – Research collaboration contract with a Chinese University

Contract with a University in China for collaboration on research and academic matters.

- Who is the Responsible Department?
- Who is the Signing Authority?
- Should anyone else review?

G. Using the Policy

Example 2 – Research collaboration contract with a Chinese University

- Responsible Department is UAI given international nature
- Signing Authority is the Provost and VP (Academic) and probably VP (Research)
- Contract Review Procedure does not apply: UAI is exempt

G. Using the Policy

Example 3 – Contract to purchase goods or services contains IP terms

Supplier has presented its standard form contract which contains terms regarding intellectual property generated from use of goods/services.

- Who is the Responsible Department?
- Who is the Signing Authority?
- Should anyone else review?

G. Using the Policy

Example 3 – Contract to purchase goods or services contains IP terms

- Responsible Department is:
 - If not Low Dollar Purchase System – SMS
 - If Low Dollar Purchase System applies - Department
- RSO & TEC may be good resources to consult.
- Signing Authority is VP-Finance as delegated
- Contract Review Procedure does not apply to SMS

G. Using the Policy

Example 4 – Data sharing amongst UA centre and others

Proposed collaboration to create a common repository for data collected by UA Centre & other Canadian and U.S. Universities . No funding.

- Who is the Responsible Department?
- Who is the Signing Authority?
- Should anyone else review?

G. Using the Policy

Example 4 – Data sharing amongst UA centre and others

- Responsible department - TEC Edmonton, VP (Research), UAI?
- Signing authority – TEC , VP (Research), Provost and VP (Academic)?
- What is purpose of repository – educational use or research use?
- Is arrangement akin to a “consortium”?

Questions?