

University of Prince Edward Island	Policy No. admfingnl0007	Revision No. 2
Policy Title: Signing Authority		Page 1 of 6
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Policy Approval Authority: Board of Governors	Designated Executive Officer(s): Vice-President, Administration and Finance	WWW Access: Yes

1. Purpose

This Policy establishes the Official Signing Officers of the University of Prince Edward Island (The University, UPEI), authorized to bind the University to Legal Instruments, and to sign on behalf of the University for financial transactions.

2. Scope

This Policy applies to all Legal Instruments.

3. Responsibility

- 3.1. This Policy is authorized by the Board of Governors.
- 3.2. The development and maintenance of this Policy and related procedures is the responsibility of the Vice-President, Administration and Finance.
- 3.3. The Comptroller is responsible for the administration of this Policy and related procedures.

4. Definitions

- 4.1. **University Funds** means all resources available for spending through the University Operating, Endowment, Capital, Ancillary, Research and Special Purpose accounts that are tracked and accounted for in the UPEI general ledger.
- 4.2. **Electronic Signature** means information in electronic form that a person has created or adopted in order to sign a document and that is in, attached to, or associated with the document, and has the following characteristics:
 - 4.2.1. It is uniquely linked to the signatory
 - 4.2.2. It is capable of identifying the signatory
 - 4.2.3. It is created using means that the signatory can maintain under their sole control and

4.2.4. It is linked to the data to which it relates in such a manner that any subsequent change of data is detectable.

4.3. **Legal Instrument** means a formally executed written document creating or recording a legal right, obligation, or relationship, including but not limited to:

4.3.1. A document respecting the payment or transfer of funds

4.3.2. A document respecting long-term or short-term debt obligations

4.3.3. A document respecting investments or securities

4.3.4. A research grant, contract or contribution agreement

4.3.5. An employment contract

4.3.6. A contract or document respecting sales of products or services

4.3.7. A supplier contract or procurement agreement, including technology agreements

4.3.8. A professional or service contract

4.3.9. A memorandum of understanding or memorandum of agreement

4.3.10. A collective agreement

4.3.11. A settlement agreement

4.3.12. Any other document that contemplates or creates a legal right, obligation or relationship involving the University.

4.4. **Official Signing Officer** means:

4.4.1. The Chair of the Board of Governors

4.4.2. The President

4.4.3. The Vice-President, Administration and Finance

4.4.4. The Vice-President, Academic and Research

4.4.5. The Vice-President, People and Culture

4.4.6. The Comptroller

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5. Policy

5.1. Official Signing Authority

- 5.1.1. Except as stated in this Policy, only an Official Signing Officer has the authority to bind the University to Legal Instruments.
- 5.1.2. Signing Authority is vested in officers or acting officers appointed under the “Appointment of Acting or Interim Senior Administrators” policy or relevant policies in accordance with the Signing Authority Procedures.

5.2. Designated Signing Authority

In addition to the Official Signing Officers under Section 4.4 of this Policy:

- 5.2.1. The Associate Vice-President, Human Resources has the designated authority to bind the University with respect to:
 - 5.2.1.1. Employment contracts
 - 5.2.1.2. Union contracts and agreements, with at least one other Official Signing Officer
 - 5.2.1.3. Labour relations agreements and
 - 5.2.1.4. Employee benefit agreements, with at least one other Official Signing Officer.
- 5.2.2. Provided the transactions have been authorized through the University’s financial control systems and are in accordance with the University's Procurement Policy and Spending Authority Policy, the Procurement Officer has the designated authority to bind the University, with respect to:
 - 5.2.2.1. Purchase Orders and
 - 5.2.2.2. Submission of tender documents
- 5.2.3. The Director of Finance has the designated authority to bind the University with respect to:
 - 5.2.3.1. Financial transactions, including cheques and transfer of funds of less than \$25,000.
 - 5.2.3.2. Financial transactions, including cheques and transfer of funds of \$25,000 and above in conjunction with one University Signing Authority.

5.3. Delegation of Signing Authority

5.3.1. Subject to the written authorization of two (2) Official Signing Officers, a Board of Governor member or director of the University is authorized to bind the University with respect to contractual agreements pertaining to the normal or routine operations of their department, including:

5.3.1.1. Maintenance agreements

5.3.1.2. Software licenses

5.3.1.3. Rental agreements

5.3.1.4. Donation and endowment agreements and

5.3.1.5. Agreements to provide products or services and other routine matters

5.3.1.6. Short-term employment contracts using a standard university template.

5.3.2. Authority of an officer or director of the University to bind the University pursuant to this section is limited to contractual agreements of \$ 25 000 or less per annum, unless otherwise authorized pursuant to a signing authority delegation, signed by two Official Signing Officers.

5.3.3. A register of all signing authority delegations issued pursuant to Section 5.3. shall be maintained by the Comptroller's Office.

5.4. Signing of Legal Instruments

In conjunction with the provisions set out in Section 5.2 of this Policy, the following rules shall apply to the signing of Legal Instruments:

Type of Legal Instrument	Signing Authority	Required number of signatures on Legal Instrument
Employment contracts, labour relations agreements	Associate Vice-President, Human Resources	One
Purchase Orders	Procurement Officer	One

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In conjunction with the provisions set out in Section 5.3 of this Policy, the following rules shall apply to the signing of Legal Instruments:

Type of Legal Instrument	Value of Legal Instrument	Signing Authority	Required number of signatures on Legal Instrument
Contractual obligations and agreements, other than those listed under Section 5.2	Up to \$ 25,000	Officer or director (upon delegation)	One
Contractual obligations and agreements	Below \$ 250,000	Official Signing Officer	One
Contractual obligations and agreements	\$ 250,000 and above	Official Signing Officer	Two
Financial transactions, including cheques and transfer of funds	\$ 25,000 and above	Official Signing Officer and Official Signing Officer or Director, Finance	One One
Financial transactions, including cheques and transfer of funds	Below \$ 25,000	Official Signing Officer or Director, Finance	One One

5.5. **Electronic Signature on contractual agreements and obligations**

Electronic Signatures may be used in lieu of handwritten signatures, provided that the following restrictions are adhered to:

5.5.1. Only an **Official Signing Officer, Designated Signing Authority, or Delegated Signing Authority** may affix their Electronic Signature to Legal Instruments or other documents requiring the signature of an **Official Signing Officer**. The act of signing the document cannot, under any circumstances, be executed by an individual other than the **Official Signing Officer, Designated Signing Authority, or Delegate Signing Authority**, whose name appears on the document.

5.5.2. The use of **Electronic Signatures** is not appropriate in the following cases:

5.5.2.1. On documents prepared with a witness block or that require notarization

5.5.2.2. On documents where the other party has refused to accept an **Electronic Signature**

5.5.2.3. On documents that are excluded from the scope of the *Prince Edward Island Electronic Commerce Act*.

5.6. General Provisions

5.6.1. Notwithstanding any other provision in this Policy, an Official Signing Officer, a Designated Signing Authority pursuant to Section 5.2 or a Delegated Signing Authority pursuant to Section 5.3 shall not bind the University to a legal instrument where the individual has or would be perceived to have a conflict of interest.

5.6.2. An Official Signing Officer, a Designated Signing Authority pursuant to Section 5.2 or a Delegated Signing Authority pursuant to Section 5.3 shall not bind the University to a legal instrument or approve expenditures or commitments of University Funds, unless the matter has been duly authorized pursuant to the applicable Policy, or through the University's financial control systems.

6. Review

This Policy is to be reviewed every five (5) years or as circumstances dictate.

7. Related Policies

7.1. Conflict of Interest Policy

7.2. Procurement Policy

7.3. Contract Research Policy

7.4. Spending Authority Policy

7.5. Staff Hiring and Recruitment Policy

7.6. Appointment of Acting or Interim Senior Officers