

<b>Policy Title:</b>	Contract Management, Review and Approval		
<b>Category:</b>	<input type="checkbox"/> Institutional - Board	<input type="checkbox"/> Academic - Administrative	
	<input checked="" type="checkbox"/> Institutional - Administrative	<input type="checkbox"/> Employment - Administrative	
<b>Approved by:</b>	<input type="checkbox"/> Board	<input checked="" type="checkbox"/> President	
<b>Date approved:</b>	June 29, 2017	<b>Effective date:</b>	June 29, 2017
<b>Policy Sponsor:</b>	Vice President, Administration & Finance	<b>Date last reviewed:</b>	July 2019
<b>Date of Mandatory Review (expiry date)</b>	July 2024	<b>Date of last revision of Procedures</b>	July 2019

## 1 POLICY

1. The President is the only employee of CMCC who is an Officer of the Corporation, can legally bind the Corporation, and is empowered to authorize certain signing authority.
  - a. The President has authorized the Vice President, Administration and Finance (VPAF) to sign all contracts.
  - b. In limited circumstances, the VPAF may authorize others to sign contracts which are repetitive in nature and the document is highly standardized. This signature authority will be issued in the form of a letter a copy of which is kept on file in the Office of the VPAF. Any contract signed by an authorized individual shall have the same force and effect as if the VPAF had signed the contract.
  - c. The President or VPAF may revoke signature authorization at their discretion, in writing, which revocation shall be effective immediately upon written notification being provided to the authorized individual. All signature authorization will be reviewed on a regular basis. The revocation of signature authority is to be kept on file in the Office of the VPAF.
2. Only those individuals who have signing authority, in accordance and compliance with this policy, may execute any contractual obligation or undertaking on behalf of CMCC.
3. Any individual authorized to negotiate a contract must, before the contract is signed, be prepared to take responsibility to attest that:
  - a. the approved budget is available, or approval for the budget has been sought;
  - b. the contract complies with relevant legislation and institutional policies and procedures;
  - c. the financial and other benefits to, or liabilities of, the institution, as a result of the contract have been considered and are reasonable; and
  - d. the risks and liabilities presented by the contract have been identified, including legal review.

4. No individual shall negotiate or otherwise enter into any contract within the scope of their role at CMCC where by doing so that individual is placed in a conflict of interest or conflict of commitment, or gives the appearance of being so.

## 2 PURPOSE

To ensure that all institutional contracts have received the required contract approval, including risk assessment, prior to signing.

## 3 SCOPE

All contracts entered into on behalf of CMCC that are not otherwise covered under any of the policies listed in Section 5 or within the employee recruitment and selection process.

## 4 INFORMATION AND COMPLIANCE PLANS (not a comprehensive list)

Employees who enter into and execute contracts without proper authorization may be at risk of legal action, personal assumption of the contractual obligation, and may be subject to CMCC disciplinary action.

## 5 RELATED POLICIES (not a comprehensive list)

- Acceptance of Gifts
- Acceptance of Loaned/Consigned Equipment
- Conflict of Interest and Conflict of Commitment
- Expenditure Authorization
- Reimbursement of Business Expenses

## 6 DEFINITIONS

A contract is an arrangement -- whether unwritten, written, or other formal instrument -- where there is mutual agreement to terms that bind CMCC to any legal obligation. A contract may be in the form of an agreement, proposal, statement, notice, resolution, letter, memorandum of understanding (MOU), undertaking, purchase order, memorandum of agreement (MOA), license, indenture, grant, cooperative agreement, etc.

A contractor or other party are the outside (non-CMCC) party to a contract, including but not limited to suppliers, vendors, sellers, affiliates, collaborators, and similar parties.

The responsible office is the CMCC division or office from which a desired transaction or contract originates. This office is responsible for the business terms of the contract, communication with the contractor, and the ongoing obligation to monitor the terms of the contract after it has been executed. The responsible office is also required to keep the President informed throughout the process.

**New Policy Approved (date):**

June 29, 2017

**Policy Revision History (dates):**

January 2019

July 2019

## **7 PROCEDURES**

1. The responsible office has primary responsibility to:
  - a. Ensure appropriate approval is in place to begin negotiation:
  - b. negotiate the terms of the contract with the contractor;
  - c. understand the business terms of the contract;
  - d. confirm the budgeted resources have been approved to enter into the agreement, if applicable;
  - e. confirm that the contract wording reflects the parameters of the agreement / commitment and deliverables anticipated by both parties;
  - f. complete the Contract Management, Review and Approval Form and submit it to the relevant Executive Leadership Team member for their review and authorization to proceed, which they will agree to by signing the Approval Form;
  - g. submit the completed Contract Management, Review and Approval Form and draft contract to the VPAF for review and submission, as required, for legal counsel review;
  - h. review, as necessary with the VPAF, legal counsel, and others (e.g., insurers) as required, respond to questions, and, where necessary, interact with the contract issuer to revise the terms.
2. The VPAF will review the Contract Review and Approval Form and draft contract and propose revisions, as required, to manage institutional risk and, where required, submit for legal counsel review.
3. Legal counsel is to be contacted early in the contract process (via the VPAF) to confirm that the contract is consistent with the law; ensure that important legal terms that protect CMCC are included; identify any unusual, burdensome or unanticipated risks; make certain that obligations are clearly stated; and assist the responsible CMCC division in making certain that the contract has been reviewed by all necessary reviewing parties. The turnaround time for legal review is about one week; however, such timing may be impacted by the nature and complexity of the contract.
4. The contract, while under review, is not to be shared with the other party until all of the appropriate internal reviews have been completed.
5. Each version of a contract draft must be vetted through the VPAF.
6. When a final draft has been confirmed, the VPAF will present it to the President for review and confirmation to proceed.
7. Templates are available for some purposes and, when used, may expedite the process. The responsible office is encouraged to use such templates when available. However, all templates must be reviewed and confirmed by legal counsel before being used for the first

time. The use of such templates does not preclude the process as set out above or imply that the template may be applicable to future agreements.

8. All contracts and ancillary documentation, if any, are to be forwarded immediately and no later than with one business day of execution of the contract to the office of the VPAF.
9. Contracts will be retained electronically on the Document Management System (DMS), uploaded by the responsible office, with permissions set to provide DMS access to these contracts by the President and VPAF.
10. The details of the contract will be entered into the contract database, maintained by the President's Office, to ensuring tracking.

**New Procedure (date):**

June 29, 2017

**Procedure Revision History (dates):**

January 2019

July 2019

**8 ATTACHMENT**

Contract Management, Review and Approval form

## CONTRACT MANAGEMENT, REVIEW AND APPROVAL FORM

<b>Date Initiated</b>		<b>Legal Name of Contractor and Contact Info</b>	
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<b>Name, Title and Contact Info of Originator/ Responsible Office</b>	
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<b>Background Objectives, Nature of Contract – include concerns/ conflicts and IA submission if relevant</b>	
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<b>Explain anticipated Outcomes and Benefits to CMCC- clearly articulate deliverables</b>	
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<b>Timeline of Contract – start, end, notice period</b>		<b>Total Anticipated Cost of Contract - conditions and deliverables including dates</b>	
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Risk Assessment Considerations for Responsible Office		
<b>Policy &amp; Procedures</b>	<b>Does the method of procurement conform to CMCC's financial policies and procedures?</b>	
<b>EXPLAIN:</b>		
<b>Existing Resources</b>	<b>Are there existing resources for the products/services available within CMCC presently?</b>	
<b>EXPLAIN INCLUDING JUSTIFICATION/NEED:</b>		

<b>Deliverables</b>	Have the deliverables been described in the contract in clear terms?	
<b>EXPLAIN:</b>		
<b>Performance</b>	Have measurable performance indicators been established?	
<b>EXPLAIN:</b>		
<b>Payment</b>	Are payment terms linked to satisfactory performance? Is contract expenditure capped?	
<b>EXPLAIN:</b>		
<b>Monitoring</b>	Have you made arrangements in the contract regarding assessment of the progress and quality of work/expectations?	
<b>EXPLAIN:</b>		
<b>Provisions</b>	Have relevant contractual requirements been incorporated in the contract including privacy, security, recordkeeping, contract variations, disputes, termination & conflict of interest?	
<b>EXPLAIN:</b>		

<b>Risk Assessment Considerations for ELT Lead</b>		
<b>Impact within CMCC</b>	Has the impact on other contracts or CMCC's stakeholders been assessed for risks?	
<b>EXPLAIN:</b>		
<b>Risks</b>	Have risks been identified & a plan established to manage them?	
<b>EXPLAIN:</b>		

<b>Value for Money</b>	<b>Do the projected benefits of this contract justify the economic cost of the contract to CMCC?</b>	
<b>EXPLAIN:</b>		

<b>Additional Notes/Comments:</b>	
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<b>Date:</b>	<b>Submitted for Approval by Responsible Office</b>	<b>Signature:</b>	<b>Print Name:</b>
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<b>Contract Submission Approved by Lead Member of ELT (check one):</b> <input type="checkbox"/> Allan Evelyn <input type="checkbox"/> Christine Braderic-Baus <input type="checkbox"/> John Cargill <input type="checkbox"/> Mara Bartolucci <input type="checkbox"/> Tony Tibbles	<b>Signature:</b>	<b>Date:</b>
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**APPROVALS AND SIGNATURES:**

<b>Contract Reviewed and Sanctioned for final approval</b>	<input type="checkbox"/> <b>Legal Counsel</b> <b>Date:</b> _____
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<b>VPAF:</b> Allan Evelyn	<b>Signature:</b>	<b>Date:</b>
<b>President:</b> Dr. David Wickes	<b>Signature:</b>	<b>Date:</b>