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<b>APPROVAL DATE</b>	March 29, 2019
<b>AUTHORITY</b>	Board of Governors
<b>PRIMARY CONTACT</b>	Vice-President, Administration and Finance

## **POLICY**

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Under the *Thompson Rivers University Act*, the Board of Governors has authority to manage the business and affairs of the University. In order to effectively manage these affairs, the Board, by this Policy, delegates authority to University officers and employees as set out herein.

The Regulations under this Policy may be amended from time to time by the President with the approval of the Board of Governors.

## **REGULATIONS**

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## **SIGNING AUTHORIZATIONS**

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## **I. SIGNING AUTHORITY PROCESS AND PROCEDURES**

### **A. General**

1. The requirement for signing authority as set out in this policy applies to all documents of the University under the jurisdiction of the Board of Governors (hereafter referred to as the Board) regardless of whether Board approval is required for a particular document.

The Board is not obliged to be consistent with respect to the number or the status of persons authorized to sign documents.

2. The Board retains the right to specify by written authorization any different signing authority in any specific instance or situation.
3. The Vice-President, Administration and Finance may make non-material changes to these authorizations to reflect:
  - a) changes to the titles of positions included in these Authorizations;
  - b) the deletion of positions included in these Authorizations; and
  - c) the addition of positions directly comparable to those included in these Authorizations.

Such revisions shall be in the form of a memorandum by the Vice-President, Administration and Finance. Each revision will take effect upon being filed with the Executive Assistant to the Board of Governors. The Executive Assistant to the Board of Governors shall provide copies of such amended authorization to the Finance and Audit Committee of the Board.

4. It shall be each Vice-President's responsibility to ensure that persons reporting to that Vice-President who are designated as signing officers in an authorization are provided with a copy of that authorization.
5. This Policy, as amended from time to time, shall be maintained on the University's website by the Executive Assistant to the Board of Governors.
6. Any person dealing with the University shall be entitled to rely upon a certified copy of any authorization set out in this Policy. Certified copies of authorizations can be obtained from the Vice-President, Administration and Finance. Such certified copies will be dated and sealed with the University's corporate seal and will be valid for up to sixty days following the date of certification.
7. A person who has been given signing authority by an authorization in this Policy shall not sign a document until he or she has ensured that the agreement or the transaction has received all required internal approvals including legal approval.
8. Prior to signing an agreement that is out of the ordinary, contrary to past practice or otherwise unusual, signing officers must consider the possible precedent that the agreement could set and seek advice from their supervisor. In these cases, signing officers should consider whether the importance of the agreement or the risks involved in it, justify the agreement being taken to the Board for information or approval.

## B. Definitions

1. **Contingent Liability** – a liability that exists but which may not have to be fulfilled or a liability which will become an obligation upon the occurrence of a future, uncertain event.
2. **Guarantee** – means a promise, normally expressed in writing, by which the person making the promise agrees to fulfill the obligations of another person. The promise is frequently conditional upon the occurrence of another event. Signing officers who are unsure whether a particular commitment constitutes a guarantee should consult General Counsel.
3. **Indemnity** – means a commitment under which a person undertakes to secure another person against a loss or to prevent the other person from being injured by the legal consequences of an act. Signing officers who are unsure whether a particular commitment constitutes an indemnity should consult General Counsel.
4. **Value** – the value of any contract is equal to the University's best estimate of total cost (including applicable taxes) for an individual purchase or over the term of the contract.

## C. Legal and Risk Management Review Requirements / Responsibilities

In order to protect the interests of the University, prior to signing a document, signing officers must undertake appropriate due diligence including the following:

### **1. Legal Reviews**

Signing officers should consult General Counsel prior to signing contracts. Provided that, standard form contracts that have been approved by General Counsel and whose value is \$30,000 or less may be signed without consulting General Counsel. Any contract other than a standard form contract approved by General Counsel and which involves a value over \$5,000, or which is complex, has significant ramifications, or is unusual in any way must be referred to General Counsel.

### **2. Guarantees and Indemnities**

Under the *Financial Administration Act*, the University cannot give a guarantee or indemnity unless it has first received approval to do so under the Guarantees and Indemnities Regulation. Therefore, any document which contains a guarantee or indemnity must be reviewed by General Counsel, or the Vice-President, Administration and Finance, prior to such a document being signed.

### **3. Contractual or Agreement Matters**

- a) No person may sign any document or enter into an oral or written agreement that creates an obligation or undertaking on behalf of the University unless the individual has the authority to do so under this Policy.
- b) All employees have an obligation to understand the extent and limits of their authority, if any, and understand and comply with the University's policies, regulations, procedures and processes.
- c) Persons that have been granted authority under this Policy shall ensure:
  - i) that the University has the ability to meet the obligations being made;
  - ii) that any agreement complies with the laws of Canada and British Columbia;
  - iii) that the appropriate level of review and approval has been obtained from stakeholders, and that required levels of legal, risk management, procurement, financial and other required due diligence has been performed and risks disclosed;
  - iv) that any intellectual property matters have been properly considered, in accordance with the University's policies and collective agreements;
  - v) that any agreement is consistent with the University's Strategic Plans and budget, collective agreements, policies including the Conflict of Interest Policy and the mandate, values and commitments of the University.

### **D. Insurance**

The University has insurance coverage under the University, College and Institute Protection Program (the "UCIPP"), provided under the Ministry of Finance that includes: Thompson Rivers University, the University of Northern British Columbia, colleges and institutes in British Columbia. Under the UCIPP, the University has a

variety of coverages. Any document that contains a requirement that the University maintain any form of insurance coverage, must be reviewed by General Counsel, prior to such a document being signed.

**E. Execution of documents under Seal**

Section 56 of the *University Act* provides that deeds, transfers, mortgages, instruments or documents required to be in writing must be under seal and witnessed by two signing officers. Authorization 14 below sets out who is authorized to affix the seal and who is authorized to witness the seal being affixed.

**F. Records Management**

Once a contract has been signed, on behalf of the University and the other party of the contract, the senior signing officer who signed on behalf of the University shall send an electronic copy of the signed contract to the Office of General Counsel with the original to follow. The originals of all Professional Services Agreements will be held in the offices of the Associate Vice-President, Finance.

**G. Spending Authority**

1. *Spending authority* (i.e. the authority to make decisions with regard to spending) is distinct from *signing authority* (i.e. the authority to sign documents on behalf of the University making commitments to other parties). Approval of the University's operating budget by the Board of Governors and allocation of the operating budget to the University's operating units confers the spending authority to authorize expenditure within the amounts and scope of the accounts allotted to them in the budget, subject to the terms and conditions of the relevant purchasing or human resources policies and procedures, or specific directives or conventions within operating units. Spending authority alone does not provide the authority to an individual to sign agreements on behalf of the University. Only those individuals given signing authority by this Policy can sign documents making a commitment on behalf of the University.
2. Holders of restricted funds (e.g. research, or trust funds) may delegate budget spending authority, but remain accountable to ensure that the expenditures are consistent with the restricted intent for those funds and do not exceed the authorized dollar amounts.

**H. Delegation**

The President or any Vice-President may delegate any signing authority given to them under this Policy to an individual who is appointed as acting President or Vice-President as the case may be. No other signing officer given signing authority under this Policy may delegate any such signing authority. A delegation of signing authority by the President or a Vice-President must be in writing (including an e-mail) specifying the signing authority that is being delegated, to whom and for what period of time; the delegation must be forwarded to the office of the Vice-President, Administration and Finance.

## I. Currently Approved Authorizations

#	Authorization Type	Date
Authorization 1	Contracts – General	
Authorization 2	Contracts – Research	
Authorization 3	Contracts – Purchases of Goods and Services	
Authorization 4	Contracts – Facilities Services including Facilities Management and Capital Projects	
Authorization 5	Contracts – University Bookstore	
Authorization 6	Contracts – Professional Services and Educational Services for TRU World and Open Learning, Academic Divisions and other Operating Units	
Authorization 7	Contracts – Sale of Services	
Authorization 8	Loans	
Authorization 9	Donations to the University	
Authorization 10	Real Property	
Authorization 11	Banking	
Authorization 12	Disposal of Securities	
Authorization 13	Patent Applications Delegated by the President to the Provost and Vice-President, Academic	
Authorization 14	Use of the Corporate Seal	

## J. Compliance Audit

The University's internal audit staff will audit compliance with each of the above Authorizations at least once every 5 years.

## K. Interpretation and Clarification

Any questions concerning the meaning or interpretation of this Policy should be addressed to the Vice-President, Administration and Finance.

## II. SIGNING AUTHORIZATIONS

### Authorization 1 Contracts – General

The following persons are hereby appointed as signing officers of the University for the purpose of this authorization and are authorized to enter into and execute contracts on behalf of the University relating to General operation and development and expansion of the University for all matters **not expressly dealt with by a separate authorization** or governed by another Board policy or requiring prior approval by the Board of Governors.

1. Prior approval by resolution of the Board of Governors is required on the following:
  - a) all contracts (including leases and sales) having a value greater than \$2,000,000; and
  - b) any matter which, under the *Thompson Rivers University Act*, the *University Act*, or the *Financial Administration Act*, requires the prior approval of the Lieutenant-Governor in Council, the Ministry of Advanced Education or the Minister of Finance.

Once Board of Governors' approval has been granted the signing officers shall be:

Any one of the:

Chair of the Board of Governors  
President

And any one of the:

Vice-President, Administration and Finance  
Associate Vice-President, Finance

The Corporate Secretary to the Board shall maintain a record of all contractual obligations approved by the Board of Governors.

2. For any single transaction not exceeding \$2,000,000 that does not require Board approval, the signing officers shall be:

Any one of:

President  
Vice-President (excluding the Vice-President, Administration and Finance)

And any one of:

Vice-President, Administration and Finance  
Associate Vice-President, Finance

3. For any single transaction not exceeding \$200,000, the signing officers shall be any one of the:

President  
Vice-President, Administration and Finance  
Vice-President, Advancement  
Provost and Vice-President, Academic

4. For any single transaction not exceeding \$50,000 the signing officers shall be any one of the:

Associate Vice-Presidents

## **Authorization 2 Contracts - Research**

The following persons are hereby appointed as signing officers of the University for the purpose of this authorization and are authorized to enter into and execute contracts on behalf of the University relating to the provision of research for or by the University.

1. For contractual obligations not exceeding \$2,000,000 the signing officers shall be:  
  
    Any one of the:  
        President  
        Provost and Vice-President, Academic  
        Associate Vice-President, Research and Graduate Studies  
    And any one of the:  
        Vice-President, Administration and Finance  
        Associate Vice-President, Finance
  
2. For contractual obligations not exceeding \$200,000 the signing officer shall be the:  
  
    Provost and Vice-President, Academic
  
3. For contractual obligations not exceeding \$50,000 the signing officer shall be the:  
  
    Associate Vice-President, Research and Graduate Studies
  
4. The Vice-President, Administration and Finance can establish and delegate purchasing authority to any requisitioner to procure goods and/or services under the provisions and monetary limits of established blanket, standing or other forms of purchase orders, contracts or agreements, or purchasing cards covered by purchasing card agreements, executed on behalf of the University, provided that each transaction limit does not exceed the amount of \$20,000.
  
5. For applications (proposals) to research funding agencies not exceeding \$200,000 the signing officer shall be the:  
  
    Associate Vice-President, Research and Graduate Studies

For applications (proposals) to research funding agencies not exceeding \$2,000,000 the signing officers shall be:

- Any one of the:  
    President  
    Provost and Vice-President, Academic  
    Associate Vice-President, Research and Graduate Studies
- And any one of the:  
    Vice-President, Administration and Finance  
    Associate Vice-President, Finance



Applications (proposals) to research funding agencies exceeding \$2,000,000 require Board approval.

**Authorization 3**  
**Contracts – Purchases of Goods and Services**  
**(Excluding Professional Service Agreements and Education Service Agreements)**

The following persons are hereby appointed as signing officers of the University for the purpose of this authorization and are authorized to enter into and execute contracts (including purchase orders) on behalf of the University for the supply of the goods or services (other than for services referred to in Authorization 6) including capital expenditures and goods for resale subject to the University's Purchasing Policies, regulations, processes and procedures.

1. For any single transaction not exceeding \$2,000,000 the signing officers shall be:

Any two of the:

President  
Vice-President, Administration and Finance  
Associate Vice-President, Finance

2. For any single transaction not exceeding \$1,000,000 the signing officer shall be

Any one of the:

President  
Vice-President, Administration and Finance

3. For any single transaction not exceeding \$500,000 the signing officers shall be:

Any one of the:

Associate Vice-President, Finance  
Executive Director, Financial Services

And any one of the:

Director, Supply Chain Management

4. For any single transaction not exceeding \$200,000 the signing officers shall be:

Any one of the:

Associate Vice-President, Finance  
Director Ancillary Services  
Director, Supply Chain Management

5. The Vice-President, Administration and Finance, can establish and delegate purchasing authority to any requisitioner to procure goods and/or services under the provisions and monetary limits of established blanket, standing or other forms of purchase orders, contracts or agreements, or purchasing cards covered by purchasing card agreements, executed on behalf of the University, provided that each transaction limit does not exceed the amount of \$20,000.

**Authorization 4**  
**Contracts – Facilities Services including**  
**Facilities Management and Capital Projects**

The following persons are hereby appointed as signing officers of the University for the purpose of this authorization and are authorized to enter into and execute contracts on behalf of the University relating to capital construction and renovations directly related to the operation and maintenance of buildings and the development of University facilities subject to the University's Purchasing Policy, regulations, processes and procedures.

The following persons are hereby appointed as signing officers of the University for the purpose of this authorization:

1. For any single transaction not exceeding \$2,000,000, the signing officers shall be:

Any two of the:

President  
Vice-President, Administration and Finance  
Associate Vice-President, Finance

2. For any single transaction not exceeding \$1,000,000, the signing officers shall be:

Any one of the:

President  
Vice-President, Administration and Finance

3. The Vice-President, Administration and Finance, can establish and delegate purchasing authority to any requisitioner to procure goods and/or services under the provisions and monetary limits of established blanket, standing or other forms of purchase orders, contracts or agreements, or purchasing cards covered by purchasing card agreements, executed on behalf of the University, provided that each transaction limit does not exceed the amount of \$20,000.

**Authorization 5**  
**Contracts – University Bookstore**

The following persons are hereby appointed as signing officers of the University for the purpose of this authorization and are authorized to enter into and execute contracts (including purchase orders) on behalf of the University relating directly to the acquisition of books and other goods and items for resale for the University Bookstores subject to the University's Purchasing Policy, regulations, processes and procedures.

1. For any single transaction not exceeding \$1,000,000, the signing officers shall be:

Any two of the:

Vice-President, Administration and Finance  
Associate Vice-President, Finance  
Executive Director, Athletics, Recreation & Ancillary Services

2. For any single transaction not exceeding \$200,000, the signing officers shall be:

Any one of the:

Executive Director, Athletics, Recreation & Ancillary Services

3. For contractual obligations not exceeding \$30,000 the signing officer shall be the:

Manager, Bookstore

4. The Vice-President, Administration and Finance can establish and delegate purchasing authority to any requisitioner to procure goods and/or services under the provisions and monetary limits of established blanket, standing or other forms of purchase orders, contracts or agreements, or purchasing cards covered by purchasing card agreements, executed on behalf of the University, provided that each transaction limit does not exceed the amount of \$20,000.

### **Authorization 6**

#### **Contracts – Professional Services and Educational Services for TRU World, Open Learning, Academic Divisions and other Operating Units**

The following persons are hereby appointed as signing officers of the University for the purpose of this authorization and are authorized to enter into and execute contracts on behalf of the University relating to the provision of professional and/or educational services for or by the University, subject to the University's Purchasing Policy, regulations, processes and procedures.

1. For any single transaction not exceeding \$2,000,000, the signing officers shall be:

Any one of the:

President

Vice-Presidents (excluding the Vice-President, Administration and Finance)

And any one of the:

Vice-President, Administration and Finance

Associate Vice-President, Finance

2. For contractual obligations not exceeding \$200,000, the signing officers shall be:

Any one of the:

President

Vice-President, Administration and Finance

Provost and Vice-President, Academic

3. For contractual obligations not exceeding \$50,000 the signing officers shall be:

Any one of the:

Associate Vice-Presidents

4. The Vice-President, Administration and Finance can establish and delegate signing authority to any requisitioner to procure services under the limits of established (template) contracts or agreements, executed on behalf of the University, provided that each contract or agreement limit does not exceed the amount of \$20,000.

### **Authorization 7 Contracts – Sale of Services**

The following persons are hereby appointed as signing officers of the University for the purpose of this authorization and are authorized to enter into and execute contracts on behalf of the University relating to the sale of services (other than the sale of services by the University's Ancillary Services Department) which includes without limiting the generality thereof:

- a) Academic courses and programs for academic credit, outside the normal calendar programs and courses, and/or outside the University's campuses to specific groups;
- b) Non-credit courses and programs, including conferences which are contracted with other organizations;
- c) International cooperation and development programs;
- d) Computing services; and
- e) Utility services.

1. For any single transaction not exceeding \$2,000,000 the signing officers shall be:

Any one of:

President  
Vice-Presidents (excluding the Vice-President, Administration and Finance)

And any one of the:

Vice-President, Administration and Finance  
Associate Vice-President, Finance

2. For contractual obligations not exceeding \$200,000, the signing officers shall be:

Any one of the:

President  
Provost and Vice-President, Academic  
Vice-President, Administration and Finance

3. For contractual obligations not exceeding \$50,000 the signing officer shall be:

Any one of the:

Associate Vice-Presidents  
Executive Director, Athletics, Recreation & Ancillary Services

4. The Vice-President, Administration and Finance, can establish and delegate purchasing/sale authority to any requisitioner to procure goods and/or services under the provisions and monetary limits of established blanket, standing or other forms of purchase orders, contracts or agreements, or purchasing cards covered by purchasing

card agreements, executed on behalf of the University, provided that each transaction limit does not exceed the amount of \$20,000.

### **Authorization 8 Loans**

The following persons are hereby appointed as signing officers of the University for the purpose of this authorization and are authorized to enter into and execute loan agreements on behalf of the University for loans to a student or employees of the University.

1. For any loan not where the aggregate amount owing by the borrower to the University under loans does not exceed \$50,000 the signing officers shall be:

Any one of the:

President

Vice-Presidents (excluding the Vice-President, Administration and Finance)

And any one of the:

Vice-President, Administration and Finance

Associate Vice-President, Finance

2. For any loan where the aggregate amount owing by the borrower to the University under loans does not exceed \$10,000, the signing officers shall be:

Any one of the:

Associate Vice-Presidents

Manager, Student Awards and Financial Support

### **Authorization 9 Donations to the University**

The following persons are hereby appointed as signing officers of the University for the purpose of this authorization and are authorized to issue income tax and other receipts to individuals and corporations for charitable donations to the University subject to the University's Donations Policy.

1. For amounts exceeding \$10,000 the signing officers shall be:

Any one of the:

President

Vice-President, Advancement

Vice-President, Administration and Finance

Associate Vice-President, Finance

2. For amounts not exceeding \$10,000 the signing officer shall be the:

Director of Advancement

### **Authorization 10 Real Property**

The following persons are hereby appointed as signing officers of the University for the purpose of this authorization and are authorized to enter into and execute documents on behalf of the University relating to the purchase or lease of real property.

1. For any single transaction not exceeding \$2,000,000 (including all rent during the term of a lease) the signing officer shall be:

Any one of the:

President

Provost and Vice-President, Academic

And any one of the:

Vice-President, Administration and Finance

Associate Vice-President, Finance

2. For any single transaction not exceeding \$200,000 (including all rent during the term of the lease) the signing officer shall be the:

Vice-President, Administration and Finance

### **Authorization 11 Banking**

1. Accounts necessary to transact business in the name of the University may be held at any Schedule I or Schedule II bank regulated by the Office of the Superintendent of Financial Institutions and at any credit union or trust company regulated by the British Columbia Financial Institutions Commission, (the "Banks").
2. The signing officers of the University bank accounts are the positions of:

Board Chair

Board Vice-Chair

President

Vice-President, Administration and Finance

Associate Vice-President, Finance

Executive Director, Financial Services

Director, Financial Planning and Budget

Any two of these officers are hereby authorized on behalf of the University, subject to the limitations set out below:

- a) To borrow money for operating purposes only from the Bank upon the credit of the University on cheques, promissory notes, bills of exchange or other instruments, whether negotiable or not, or otherwise in such amounts not to exceed one million dollars and subject to such terms as may be considered advisable;

- b) To sign, make, draw, accept, endorse, execute and deliver for the Banks on behalf of and in the name of the University all such cheques, promissory notes, bills of exchange, as well as drafts, acceptances, orders for the payment of money, warehouse receipts, bills of lading, securities, and other agreements, documents and instruments, whether negotiable or not, as may be necessary or useful in connection with the borrowing of money by and any other banking business of the University.
3. Any one of these officers is hereby authorized on behalf of the University:
  - a) To negotiate with or transfer to the Banks for deposit or discount with or collection by the Banks (but for the credit of the account of the University alone) cheques, promissory notes, bills of exchange, drafts, orders for the payment of money and other instruments, whether negotiable or not, purporting to be signed or endorsed on behalf of the University by any one of them or having the name of the University impressed thereon by rubber stamp or other device without any signature; and
  - b) To arrange, settle, balance and certify all books and accounts between the University and the Banks and to receive all paid cheques and other vouchers, unpaid and unaccepted bills of exchange and other negotiable instruments and to sign the Banks' form of settlement of balances and release.
4. All financial services agreements, documents and instruments signed, made, drawn, accepted, endorsed or executed as aforesaid shall be valid and binding on the University.
5. The University shall furnish to the Banks a list of the names and positions of all persons authorized by this Authorization to do any act or thing, together with specimens of their signatures, and shall notify the Banks from time to time in writing of any change of such persons and positions. Such list when received by the Banks shall be binding on the University until written notice to the contrary shall have been given to the Banks and receipt of such notification acknowledged by the Banks.
6. The banks are authorized and directed to pay all amounts submitted to them for electronic funds transfer to payee accounts for the purposes of payroll transfers and payments to vendors. The University and the Banks will utilize security protocols and systems for transferring the electronic data from the University to the Banks and appropriate confirmation procedures. The Banks and the University will work cooperatively to develop appropriate procedures and protocols.
7. The Banks are hereby authorized and directed to pay any and all cheques which may be presented for payment bearing the facsimile signatures, produced or imprinted thereon by mechanical or electronic means, of any two of the aforementioned authorized signing officers, to all intents and purposes as though such cheques had been signed in their own handwriting and duly issued by such signing officers with the authority and on behalf of the University, except where the following limitations shall apply:

- a) Cheques in excess of \$10,000 must bear the handwritten signature of any one of the aforementioned signing officers in addition to any one of the facsimile signatures referred to above; and
  - b) Cheques in excess of \$20,000 must bear the handwritten signatures of any two of the aforementioned signing officers.
8. In consideration of the Banks paying or negotiating cheques issued on behalf of the University and bearing the laser imprinted facsimile signatures of the authorized signing officers set out above under part six of the authorization, the University will and hereby does undertake to hold the Banks harmless from and indemnified against all losses, costs, damages and expenses arising out of the payment or negotiation of any cheques on which the facsimile signature has been wrongfully affixed.
  9. This Authorization shall be communicated to the Banks and shall continue in force as between the University and the Banks until written notice to the contrary shall have been given to the Banks and receipt of such notification acknowledged by the Banks.

### **Authorization 12 Disposal of Securities**

The following persons are hereby appointed as signing officers of the University for the purpose of this authorization and are authorized to sell, assign and transfer all or any shares or bond of incorporated companies held by the University, and to make, execute and sign all necessary sets of assignments and transfer thereof on behalf of the University:

Any one of the:

Vice-President, Administration and Finance  
Associate Vice-President, Finance, and  
Executive Director, Financial Services

### **Authorization 13 Patent Applications Delegated by the President to the Provost and Vice-President, Academic**

The following persons are hereby appointed as signing officers of the University for the purpose of this authorization and are authorized to execute documents associated with the preparation, filing and prosecution of patent applications on behalf of the University:

Any one of the:

President  
Provost and Vice-President, Academic and  
Associate Vice-President, Research Graduate Studies  
General Counsel



**Authorization 14**  
**Use of the Corporate Seal**

1. The corporate seal is in the custody of the Vice-President, Administration and Finance.
2. The Vice-President, Administration and Finance or his designate, is authorized to affix the seal to documents requiring the seal that have been approved either by the Board of Governors or by the appropriate signing officer(s). The affixing of the seal is to be confirmed by the signature of the following:

General Counsel

In addition, the Chief Enrolment Officer may affix the seal to degrees, diplomas and certificates issued by the University to its students when the appropriate approval has been granted.