

Approval Date: March 15, 2005

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Parent Policy: [Contract Review and Signing Authority Policy](#)

Contract Review Procedure

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| Office of Administrative Responsibility: | General Counsel |
| Approver: | President's Executive Committee – Operations |
| Scope: | Compliance with the University policy extends to all members of the University community. |

Purpose

To state the process by which **contracts** are reviewed prior to their approval.

PROCEDURE

OVERVIEW

The **responsible department** must ensure that all necessary reviews of the contract are carried out. Those reviews include:

1. Legal review by the Office of the General Counsel;
2. Liability and indemnity review by Insurance and Risk Assessment (unless the Office of General Counsel is reviewing the contract and the two offices have determined that an additional review by Insurance and Risk Assessment is not required);
3. Insurance review by Insurance and Risk Assessment;
4. Personal information review by the Information and Privacy Office (unless the Office of General Counsel is reviewing the contract and the two offices have determined that an additional review by the Information and Privacy Office is not required); and
5. Tenure, tenure-track and contingent faculty appointment reviews by Faculty and Staff Relations.

Clarification on these reviews is set out in more detail, below:

LEGAL AND RISK MANAGEMENT REVIEW

The Office of General Counsel and Insurance and Risk Assessment must review all contracts of sufficient importance, regardless of value, and all contracts where there is potential for significant or uncertain liability to flow to the University. While the responsible department must use its own judgment in determining which contracts need to be reviewed by the General Counsel's office and Insurance and Risk Assessment, some examples of such contracts are:

- All contracts with a total annual financial value greater than \$500,000.
- All contracts involving the acquisition or disposition of an interest in land, regardless of value.
- All contracts with entities from foreign jurisdictions, where the laws of that foreign jurisdiction are the governing laws of the contract.
- Contracts where there is potential for injury to persons, property or the environment.

INFORMATION AND PRIVACY REVIEW

Contracts in which a third party may have access to personal information that is collected in the course of an operating program or activity of the University must be reviewed by the Information and Privacy Office, unless the

Office of General Counsel is reviewing the contract and the two offices have determined that an additional review by the Information and Privacy Office is not required. If the Information and Privacy Office and/or the Information Technology Security Officer determine that the circumstances of the contract warrant a security review after assessing the risk level of the information flow involved, then the Information Technology Security Officer must perform a security review to the approval of the contract.

FACULTY AND STAFF RELATIONS REVIEW

All tenured, tenure-track and contingent faculty appointment contracts require review by Faculty and Staff Relations prior to the conveyance of the written employment offer and/or appointment contract to the candidate. Deans may develop standard appointment contracts and hiring packages which are pre-cleared for use in routine hires.

RESPONSIBLE DEPARTMENT REVIEW

The responsible department must review the business and operational terms of the contract.

HIGH RISK CONTRACTS

Regardless of the value of the contract, contracts: a.) with an unusually high risk factor, or b.) that bring the activities of the University under public scrutiny or c.) that involve any controversial matter, must be brought to the attention of the appropriate Vice-President's office by the signing authority prior to the contract being signed. The Vice-President's Office is responsible for seeking the advice and/or approval of the **board** as needed and for obtaining the approval of the Minister or the Lieutenant Governor in Council, where required.

CONTRACT REVIEW COVER SHEET

When a contract is presented to the signing authority(s) for execution it shall include a Cover Sheet and Signature Page indicating that the appropriate reviews have been completed. In addition, the signing authority must ensure that all required governance reviews and approvals, as required by the Post-Secondary Learning Act and by University Policies and Procedures, have been obtained prior to contract execution.

EXCEPTIONS

The requirement for a legal and risk management review, as set out in this Procedure, does not apply to contracts falling under the jurisdiction of (i) the Vice-President (Research) through the Research Services Office and TEC Edmonton or (ii) the Vice-President (Finance and Administration) through Supply Management Services, or (iii) the Provost and Vice-President (Academic) through University of Alberta International or (iv) the Vice-President (Facilities and Operations) through the Utilities department. Each of these offices has in place, and will maintain, systems for contract reviews that meet the spirit of this Policy and Procedure, but which recognize the unique nature of that contract area. Each of these offices will maintain a distinct review process that ensures appropriate legal, risk management and intellectual property reviews are done on all contracts.

This requirement also does not apply to situations where previously approved template agreements have been used, with no amendment to legal or risk management terms.

GENERAL PROVISION

All contracts must contain the printed name of the signer(s), the date signed and signature.

The original copy of the contract and a copy of the Cover Sheet and Signature Page indicating that appropriate reviews have been completed shall be maintained by the responsible department as identified in Schedule A to the Policy.

DEFINITIONS

Any definitions listed in the following table apply to this document only with no implied or intended institution-wide use. [[▲Top](#)]

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| Contracts | Any document that creates a legally binding commitment, and includes letters of intent and memoranda of agreement. |
| Responsible Department | The department or faculty that has the responsibility to oversee the proper review and execution of a contract. |
| Board | The Governors of the University of Alberta |

FORMS

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[Cover sheet and Signature Page](#)

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