

Research St. Joseph's – Hamilton (RSJ-H)		Pages 1 of 2	Number 043-RSJ-H
Policy Title Signing Authority - Instruments		Date 30 May 2022	
Supersedes 19 November 2015	Cross Reference	Issuing Authority RSJ-H Board of Directors	
<input checked="" type="checkbox"/> Charlton Campus	<input checked="" type="checkbox"/> West 5th Campus	<input checked="" type="checkbox"/> King Campus	

Position responsible for developing and maintaining the policy: RSJ-H Scientific Director

1.0 PURPOSE & GOALS DESCRIPTION

This policy is intended to delegate specific signing authority on behalf of Research St. Joseph's – Hamilton (the "Corporation") to the Board Chair, Board Vice-Chair as a delegate of the Board Chair, Chief Financial Officer, Scientific Director and Executive Director, respectively (collectively, the "Signing Officers"), for the efficient operation of research at the Corporation.

- 1.1 Scope:** This policy relates to the authority of the Signing Officers to bind the Corporation in regards to contracts, documents, and other instruments (the "Instruments").

2.0 DEFINITIONS

- 2.1 Board.** The Board means the board of directors of the Corporation as set out in the By-Laws of the Corporation.
- 2.2 Board Chair.** The Board Chair means the Chair as set out in the By-Laws of the Corporation.
- 2.3 Board Vice-Chair.** The Board Vice-Chair means the Vice-Chair as set out in the By-Laws of the Corporation.
- 2.4 Chief Financial Officer.** The Chief Financial Officer means the officer responsible for the financial affairs of the Corporation.
- 2.5 Scientific Director.** The Scientific Director means the Scientific Director responsible for the general and active administration, organization and management of the affairs of the Corporation.
- 2.6 Executive Director.** The Executive Director means the Executive Director responsible for managing and directing the business and affairs of the Corporation.

3.0 POLICY

- 3.1 Signing Authority.** The Board delegates signing authority to the Signing Officers to sign Instruments on behalf of the Corporation and to bind the Corporation to such Instruments.
- 3.2 Signing Officer Duties.** The Signing Officers shall (i) have an understanding of what is being authorized by signing Instruments on behalf of the Corporation; (ii) ensure that appropriate review

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of the Instruments is complete prior to signing; and (iii) ensure that the information and any supporting documentation is accurate and complete.

3.3 Method of Signature Collection. The exchange of copies of Instruments by facsimile transmission (whether directly from one facsimile device to another by means of a dial-up connection or whether mediated by the worldwide web), by electronic mail in “portable document format” (“.pdf”) form, or by any other electronic means intended to preserve the original graphic and pictorial appearance of a document, or by combination of such means, may be used for execution and delivery of Instruments in lieu of the original Instruments for all purposes. Electronic signatures may be used by the Signing Officers as original signatures on Instruments. For the avoidance of doubt, this clause does not mandate the use of electronic delivery or electronic signatures, nor does it apply when otherwise required by the applicable Instrument or by applicable law.

3.4 Monetary Limitations on Delegation of Signing Authority. The level of authority required to sign Instruments on behalf of the Corporation and to bind the Corporation via Instruments will depend on the dollar value of such Instruments. Instruments for the acquisition of goods, services, and capital expenditures are as follows:

Position Approval Level	Dollar Limitation
The Board Chair or the Board Vice-Chair as a delegate of the Board Chair, and any one of the Scientific Director, and the Chief Financial Officer	Greater than \$1,000,000
The Chief Financial Officer and any one of the Scientific Director or the Executive Director	\$250,000 - \$1,000,000
Any two of the Scientific Director, Chief Financial Officer or Executive Director	\$50,000 to \$250,000
Any one of the Scientific Director or Executive Director	\$0 to \$50,000

Instruments allowing for receipt of funds are as follows:

Position Approval Level	Dollar Limitation
The Board Chair or the Board Vice-Chair as a delegate of the Board Chair, and any one of the Scientific Director or the Chief Financial Officer	Greater than \$1,000,000
Any two of the Scientific Director, Chief Financial Officer or Executive Director	\$250,000 - \$1,000,000
Any one of the Scientific Director or Executive Director	\$0 to \$250,000