

Research St. Joseph's – Hamilton (RSJ-H)		Pages 1 of 2	Number 043-RSJ-H
Policy Title Delegation of Signing Authority		Date 19 November 2015	
Supersedes New Policy	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, 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 the following types of documents: confidentiality or non-disclosure agreements, data sharing agreements, grant applications, material transfer agreements, Health Canada clinical trial applications, REB applications, requests for staff, research contracts and agreements (the, "Instruments"). The list herein is not an exhaustive list.

2.0 DEFINITIONS

- 2.1 Board.** The Board means the Board of Directors of the Corporation.
- 2.2 Board Chair.** The Chair of the Board shall be a voting director. The Chair shall, when present, preside at all meetings of the Board of Directors and members of the Corporation and shall perform such other duties as may be assigned by the Board.
- 2.3 Scientific Director.** The Scientific Director can be a non-voting director. The Scientific Director shall be the President and Chief Administrative Officer of the Corporation and shall be responsible for the general and active administration, organization and management of the affairs of the Corporation. The Scientific Director shall conform to all lawful orders delegated by the Board of such matters and duties as by law, including, without limitation, a special resolution of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by the Scientific Director shall be subject to discharge by the Board.
- 2.4 Executive Director.** The Board of Directors may from time to time appoint one or more Executive Directors and may delegate to them full power to manage and direct the business and affairs of the Corporation (except such businesses and affairs of the Corporation as must be transacted or performed by other officers, by the Board of Directors or by the members) and to employ and discharge agents and employees of the Corporation or may delegate to them any lesser authority. An Executive Director shall conform to all lawful orders delegated by the Board of Directors of such matters and duties as by law, including, without limitation, a special resolution of the Corporation

These Research St. Joseph's - Hamilton policies are **CONTROLLED** documents as are all management system files on the intranet. Any documents appearing in paper form are not controlled and should **ALWAYS** be checked against the intranet version (electronic version) prior to use.

and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by an Executive Director shall be subject to discharge by the Board of Directors.

3.0 POLICY

- 3.1 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 of the Instruments is complete prior to signing; and (iii) ensure that the information and any supporting documentation is accurate and complete.
- 3.2 Counterparts.** All Instruments may be executed in several counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument, and shall become effective when counterparts have been signed by each required signatory and delivered to all signatories; it being understood that all signatories need not sign the same counterparts.
- 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, shall constitute effective execution and delivery of Instruments and may be used in lieu of the original Instruments for all purposes. Signatures that are transmitted by facsimile or email shall be deemed to be original signatures only if they are handwritten by respective signatories at the time of execution. For the avoidance of doubt herein, encrypted .pdf signatures, stamped signatures, and archived electronic signatures shall not be deemed original signatures and shall not be legally binding.
- 3.4 Monetary Limitations on Delegation of Signing Authority.** The dollar limitations for incurred expenses and to bind the Corporation via Instruments are as follows

Position Approval Level	Dollar Limitation
Any two of the Board Chair, Board Vice-Chair and Scientific Director	Greater than \$500,001
Any two of the Board Chair, Scientific Director and Executive Director	\$250,001 - \$500,000
Any one of the Board Chair, Scientific Director or Executive Director	Up to \$250,000

These Research St. Joseph's - Hamilton policies are **CONTROLLED** documents as are all management system files on the intranet. Any documents appearing in paper form are not controlled and should **ALWAYS** be checked against the intranet version (electronic version) prior to use.