



CORPORATE POLICY & PROCEDURE

POLICY TITLE: SIGNING OFFICERS

POLICY NO.: LPSGS-32.11-P

Chapter:	Legislative and Property Services Corporate Services		
Section:	2. Legal and Risk Management		
Effective Date:		Last Review Date:	
Approval Authority:	Board of Directors		
Issued to:	All TRCA Employees		
Policy Owner:	Legal and Risk Management Finance		

1. PURPOSE

- 1.1. Appropriate safeguards and controls are required prior to execution of all documents that bind Toronto and Region Conservation Authority (TRCA). Delegation of signing authority enables the efficient administration of TRCA's business operations.
- 1.2. Pursuant to the Board of Directors Administrative By-law, this Policy outlines signing authority for contracts, agreements and other documents that bind the corporation, and provides for the delegation of signing authority for routine documents.

2. SCOPE

- 2.1. This Policy applies to all **Authorized Signing** Officers and employees across all business units.
- 2.2. All agreements, contracts and legally binding documents are required to be signed in accordance with this Policy.

3. POLICY

- 3.1. Documents which require binding authority by TRCA are to be signed by the appropriate Authorized Signing Officers.
- 3.2. Authorized Signing Officers are authorized to delegate their signing authority of deeds, transfers, assignments, contracts, and obligations entered into by TRCA to their designate, as outlined in the TRCA policy on Authorized Signing Officers and as outlined below:
- a. Documents relating to the acquisition or disposition of land, or interests in land, and other significant legally binding documents as may be determined by the Chief Executive Officer (CEO), are required to be signed by those listed within Attachment 1: ~~CEO TRCA Approved Assignment of Signing Officers. the Chair or Vice-Chair, together with the CEO or Chief Financial and Operating Officer (CFOO);~~
 - b. Documents for purposes of banking, ~~and financial services agreements, and financial service operations~~ are required to be signed by the Chair or Vice-Chair, together with the CEO or ~~CFOO Director, Corporate Services; and documents for purposes of banking and financial services operations are required to be signed by the Chair, Vice-Chair, CEO, CFOO and/or designate.~~
 - c. ~~Subject to subsection 3.1 and 3.2, t~~The CEO is authorized to assign signing authority for specific categories of agreements, contracts and legally binding documents to an Authorized Signing Officer ~~for business continuity or during transitional periods; and - or designate. All other agreements, contracts and legally binding documents are required to be signed by an Authorized Signing Officer.~~
 - d. The Chief Human Resources Officer (CHRO) is an Authorized Signing Officer for the purposes of signing all documents related to employment matters, internship and co-op education placements and agreements.

- 3.3. ~~Where the CEO has assigned signing authority pursuant to subsection 3.3, an Authorized Signing Officer may identify a designate to execute a specific document or type of document on their behalf. Where an Authorized Signing Officer identifies a designate to sign on their behalf, such designation shall be in writing in accordance with the form approved by the CEO.~~
- 3.4. Except in special circumstances, as approved by an Authorized Signing Officer, all agreements, contracts, and legally binding documents are required to be signed prior to their effective date.
- 3.5. Signing authority pursuant to this Policy includes the authority to execute any ancillary documents necessary to give effect to the **signing** authority and shall include the authority to amend any document, including extending the term of any agreement, and to terminate any agreement, provided such amendment or termination does not result in any additional financial obligations outside of existing purchasing **or budgeting** thresholds, or significant increase risk, to TRCA, and subject to compliance with applicable TRCA policies and any administrative procedures established by the CEO.

4. ROLES AND RESPONSIBILITIES

- 4.1. **TRCA's Board of Directors** is responsible for the contractual and legal commitments of the organization.
- 4.2. **Chief Executive Officer (CEO)** is responsible **for all contracts and agreements executed by TRCA or as delegated in Attachment 1. The CEO may assigning or delegate the execution of documents in accordance with this Policy** ~~signing authority for types of routine agreements, contracts, and other legally binding documents to an Authorized Signing Officer, or designate, and for updating such authority from time to time. The CEO is authorized to revise the Policy and Attachment 1: TRCA Approved Assignment of Authorized Signing Officers with administrative updates, as required.~~
- 4.3. **Authorized Signing Officers** ~~and designates~~ are responsible for confirming compliance with this Policy prior

to execution of documents and agreements.

- 4.4. On motion from TRCA's Board of Directors, the CEO may accept, revise or rescind this Policy.

5. PROCEDURE

- 5.1. Execution of contracts, agreements and other legally binding documents are subject to the following procedures:
- a. Procurement and budget approval in accordance with the Procurement Policy and Procedures, as applicable;
 - b. Use of standard templates that have been approved by TRCA's ~~Divisional Director(s), in consultation with the Director, Legislative and Property Services, Legal Counsel (or external legal counsel, if required); external solicitors or Legal Counsel,~~
 - c. ~~approval by Legal Counsel~~ For all other contracts, agreements, and legally binding documents, **must be approved by the Divisional Director, in consultation with the Director, Legislative and Property Services, Legal Counsel (or external legal counsel, if required) and the Chief Information Officer (if required);** and
 - d. Adherence to process requirements of the procurement and agreement database.

6. DEFINITIONS

- 6.1. **"Authorized Signing Officer"** means a person, who at the time of the execution of the document, holds one of the positions listed within this policy, or as delegated, pursuant to this policy.

7. ADMINISTRATION

Administered by the Clerk's Office.

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POLICY NO.: LPS-2.11-P

Review Schedule:	5 years	Next Review Date:	March 26, 2029
Supersedes:	<i>Designation of Signing Officers Policy (2016-11-16) Updated</i>		
Related Legislation, Regulations and Guidelines:	N/A		
Related Policies and Policy Tools:	LPS-4.01-P Procurement LPS-4.01-G Procurement Guidebook Attachment 1: CEO TRCA Approved Assignment of Authorized Signing Officers		
Revision History			
Version Number	Version Date	Description	
1	January 2, 2020	New Policy in effect	
2	April 30, 2021	Added new Subsection 3.6	
3	June 21, 2024	Updated to align with divisional realignments and to create efficiencies in processes and workflows.	