

Section I – Items for Board of Directors Action

TO: Chair and Members of the Board of Directors
Friday, April 09, 2021 Meeting

FROM: Michael Tolensky, Chief Financial and Operating Officer

RE: **AMENDMENT TO SIGNING OFFICERS POLICY RELATED TO AMENDING AND TERMINATING AGREEMENTS**

KEY ISSUE

Approval of amendment to Toronto and Region Conservation Authority's (TRCA) Signing Officers Policy to expressly provide for authority to amend, extend, or terminate agreements.

RECOMMENDATION

THAT the proposed amendment to TRCA's Signing Officers Policy be approved.

BACKGROUND

At Authority Meeting #9/19, held on October 25, 2019, Resolution #A185/19 was approved as follows:

THAT Toronto and Region Conservation Authority's (TRCA) Signing Officers Policy including herein along with Attachment 1 (the Policy) be approved and take effect January 1, 2020.

The Policy clarifies the authority for the Chief Executive Officer to assign signing authority to an Authorized Signing Officer, or designate, for routine contracts, agreements and other legally binding documents. The internal control process for review and recommendation for execution of contracts, agreements and other documents which legally bind the corporation.

RATIONALE

The Signing Officer's Policy does not expressly address the approval and execution of amendments to agreements and termination of agreements. Frequently agreements have contractual rights to renew/extend the term for an additional period, provided they are in good standing. These agreements may also include the right to assign, sublet, sublicense to other parties with consent of TRCA. Furthermore, these agreements may require minor amendment that do not affect the pith & substance of the agreement. These contractual rights & obligations may be time sensitive for the counterparty and this clarification to the policy will remove inefficient impediments to the execution of previously negotiated and approved terms within leases/licenses.

Additionally, there are situations where existing property agreements have termination rights afforded to TRCA. These rights may be time sensitive, such as when there are emergent safety concerns. The clarification to the policy will provide the express authority to terminate these agreements where emergent situations require immediate response to protect the best interests of TRCA.

Item 7.11

The proposed signing authority amendment is as follows:

- 3.06. Signing authority pursuant to this Policy includes the authority to execute any ancillary documents necessary to give effect to the delegated 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 thresholds, or significant increase risk, to TRCA, and subject to compliance with applicable TRCA policies and any administrative procedures established by the CEO.

Relationship to Building the Living City, the TRCA 2013-2022 Strategic Plan

This report supports the following strategy set forth in the TRCA 2013-2022 Strategic Plan:
Strategy 7 – Build partnerships and new business models

DETAILS OF WORK TO BE DONE

Upon approval, the updated policy will be circulated to TRCA staff and implemented through TRCA's procurement and agreement database.

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