

Delegation of Signing Authority Policy

Purpose

- 1.1 The purposes of this policy are for the Council to:
 - i. Delegate to the Chief Executive Officer and other staff, signing authority for the approval of financial transactions within APEGBC Council approved criteria;
 - ii. Delegate signing authority for financial and non-financial transactions that fall outside the scope of the signing authority delegated to the Chief Executive Officer; and
 - iii. Establish an internal control mechanism to provide assurance that financial transactions are in compliance with Council approved policies and procedures.
- 1.2 This policy applies to the financial and non-financial signing authority of the Chief Executive Officer and other members of the Senior Executive Team.

Terminology

- 2.1 *Senior Executive Team* means the Senior Executive Team of APEGBC, including the CEO, COO, CRO and Director of Finance and Administration.
- 2.2 *Financial transactions* are those for the commitment or expenditure, including human resources, of funds controlled by APEGBC, or those that obligate APEGBC to the provision of goods and services.

Policy Principles

- 3.1 The Council of APEGBC has the general and overriding power to enter into all financial transactions of whatever nature, binding APEGBC. It retains such power generally, notwithstanding the delegation of authority conferred upon specified delegates in this policy or any other policy, document or instrument in writing, and for greater clarity, continues to possess the residual power where no specific delegation of authority has been made.
- 3.2 Subject at all times to restrictions or limitations set out by any applicable resolutions, budget approvals, policies, procedures, or instructions issued by Council and Section 3.3 below, the Chief Executive Officer is authorized to sign in relation to any financial transactions and commitment documents (MOU or other agreements) except where:
 - i. the financial transaction exceeds, on aggregate, a total of \$3 million in value; or
 - ii. the financial transaction falls within one or more of the categories listed in Appendix 1.
- 3.3 Financial transactions with an aggregate value in excess of \$1 million and that are not within an approved budget must be:
 - i. Reviewed, prior to approval, by the Director of Finance and Administration;
 - ii. Approved by the Chief Executive Officer;
 - iii. In the absence of the Chief Executive Officer, approved jointly by any two members of the Senior Executive Team; and
 - iv. Reported to Council for information at the next Council meeting.

- 3.4 The Chief Executive Officer shall diligently bring to the attention of the Executive Committee those financial transactions within the Chief Executive Officer's authority that are considered to be high risk or politically controversial, regardless of value, prior to their signature. In the event that there is disagreement between the Executive Committee and the Chief Executive Officer, the matter will be forwarded to Council for decision prior to approval.
- 3.5 On the recommendation of the Executive Committee, the President is authorized to approve financial commitments or obligations (which will be billed directly to APEGBC) that are not within the authority of the Chief Executive Officer. The President shall diligently bring to the attention of Council of such approvals. For the purpose of this clause, the Vice President is authorized to sign and act in the absence or inability of the President.
- 3.6 Department Heads (Directors) are authorized to approve research grant contracts and program service contracts which APEGBC will receive funding from the Government up to a maximum aggregate value of \$500,000 per contract. The Chief Executive Officer is authorized to approve such contracts without limit.
- 3.7 The Chief Executive Officer, Director of Finance and Administration, or the Associate Director of Finance and Administration, is authorized to approve financial transactions in respect of statutory or regulatory (taxes, WCB assessments, insurance, etc...) payments and payroll deductions without limit.
- 3.8 The Chief Executive Officer is authorized to execute non-financial MOU's or agreements with other Constituent Association Chief Executive Officers on matters that pertain to the regulation or promotion of the Engineering and Geosciences Professions. The execution of such MOU's or agreements shall be reported for information at the next Council meeting. Such MOU's or agreements do not replace those contemplated in Section 14.1 or 14.2 of the Engineers and Geoscientists Act.

Guidelines

- 4.1 The spirit and intent of Council should take precedence in determination of the application of this policy.
- 4.2 Similar and related transactions should be grouped together and accumulated for the purpose of applying the criteria established in this policy.
- 4.3 Financial transactions spread over more than one year shall be valued based on the total contractual commitment for the duration of the contract or commitment.
- 4.4 Conflict of Interest
 - a. An individual cannot approve a transaction that might confer a benefit on that same individual or a party with which he or she is not at arms-length.
 - b. In cases of potential conflict of interest, it should be assumed that there is a conflict of interest unless the contrary can be clearly demonstrated.
 - c. Typical expenditures where a conflict of interest, perceived or real, may occur include, but are not limited to, all expense reimbursement claims, conference fees, educational expenses, travel expenses, advances, entertainment, membership fees, items that could be used personally, and items that are intended to be located within an individual's home.

Approved by Council: June 17, 2016 (CO-16-58)

Delegation of Signing Authority Policy – Appendix 1

Restrictions of Authority

The Chief Executive Officer and any other personnel to whom authority and responsibility has been delegated by the Chief Executive Officer, are restricted as to signing authority for the following:

Borrowing

- 1.1 Subject to Council approval, the Chief Executive Officer may authorize any borrowing on behalf of APEGBC.

External Auditor

- 1.2 APEGBC Members will appoint an auditor at the Annual General Meeting. In Accordance with the *Act*.
- 1.3 Council reserves the authority to approve:
 - i) The hiring or termination of the Chief Executive Officer;
 - ii) The Chief Executive Officer's compensation; and
 - iii) The annual compensation adjustment of the Chief Executive Officer.

In Accordance with Policies and Orders Issued by Council:

Non-Audit Services

- 1.4 The Audit Committee of Council reserves the authority to approve all non-audit services to be undertaken by the external auditor.

Capital

- 1.5 Acquisitions and disposals of real property require prior approval by Council.