

## LEGAL REVIEW OF CONTRACTS PROCEDURES

### PURPOSE

The purpose of these Procedures is set out when Legal Review is required for University Contracts.

### SCOPE

These Procedures apply to all Contracts to which the University is a party and under which the University assumes legal obligations, except for:

- a. Contracts related to employment or labour relations
- b. Research contracts

Contracts related to employment or labour relations must be directed to Human Resources and Contracts related to research must be directed to the Office of Research Services.

### DEFINITIONS

**Contract** means any document which establishes a binding legal relationship between the University and one or more third parties.

**Contract Administrator** means the individual or department that initiates a Contract, receives a good, service, or other benefit, pursuant to the Contract, and/or is responsible for meeting obligations under the Contract. A Contract may have multiple Contract Administrators.

**Contract Authority** means the individual(s) with authority to approve a Contract in accordance with the Delegation of Authority Policy or Procurement Policy.

**Legal Review** means a review of a draft Contract by University legal counsel to ensure that the Contract Administrator is made aware of the risks and obligations associated with a Contract and to ensure that the terms of the Contract will not subject the University to an unacceptable level of liability or risk or contain unacceptable legal commitments.

### PROCEDURES

#### 1. Determining if Legal Review is required

Before a Contract is entered into, the Contract Administrator must determine if Legal Review is required, discretionary, or excepted under these

Procedures. The Contract Administrator may consult with University legal counsel as needed to make this determination.

### 1.1. Required Legal Review

The Contract Administrator must obtain Legal Review in the following circumstances:

- a. **Financial:** where the total value (cash and in-kind consideration) of the contract is more than \$100,000.
- b. **Indemnity by the University or financial securities:** where the Contract involves the University agreeing to indemnify another party or provide financial securities (e.g., a security deposit or bond), the costs of which may exceed \$500,000.
- c. **Contract length exceeds 5 years:** where the Contract term exceeds 5 years, and the University has no contractual right to terminate the Contract without cause within the first 5 years.
- d. **Intellectual property:** where the Contract involves a licence or assignment of intellectual property to the other party(ies).
- e. **Reputational or Operational risk:** where the Contract presents significant risk to the University (e.g., involves significant legal or regulatory compliance implications, involves the transfer, storage, or use of sensitive personal information, involves the potential for significant injury to individuals or property).

### 1.2. Exceptions to Legal Review

Legal Review is not required where:

- a. The Contract is in the form of a University template approved by University legal counsel and has not been modified in any substantive way.
- b. The Contract has previously undergone Legal Review (within the last 5 years) and is being renewed without any substantive modifications.
- c. The General Counsel, or delegate, has waived the requirement for Legal Review.

### 1.3. Discretionary Legal Review

The Contract Authority may request Legal Review for Contracts which do not meet the criteria for required Legal Review.

## 2. Requesting Legal Review

Where Legal Review is required under these Procedures, the Contract Administrator must submit a request for Legal Review using the [Contract Review Request Form](#). The Contract Administrator should submit the request

for Legal Review at least 2 weeks in advance of the deadline for finalizing the Contract.

### **3. Outcome of Legal Review**

When the Legal Review is complete, the General Counsel, or delegate, will inform the Contract Administrator of any issues that, in their opinion:

- a. Should be addressed or negotiated by the Contract Administrator prior to the Contract being approved; or
- b. Present a substantial legal risk to the University that cannot be mitigated through revision or negotiation of the Contract.

The Contract Administrator is responsible for sharing the outcome of the Legal Review with the Contract Authority. Where the Legal Review identifies substantial legal risks which cannot be mitigated, the Contract Authority will consult with the General Counsel, or delegate, and if appropriate, University risk management, to determine whether additional approvals or other measures are required.

### **4. Administration and compliance**

The General Counsel is responsible for administering these Procedures.

## **PROCEDURE DETAILS**

### **Effective Date**

June 1, 2023

### **Associated Policy**

Delegation of Authority Policy

Procurement Policy

### **Policy Category**

Compliance and Governance

### **Policy Owner**

Vice-President, Administration

### **Procedure Lead**

General Counsel and Associate Vice-President, Legal, Compliance, and Privacy