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| Document Name: | Signing Authority and Approval | | |
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| Review Period: | <input checked="" type="checkbox"/> 3 years <input type="checkbox"/> 1 year | Manual: | Governance Policy Manual |
| Classification: | Board of Directors | Section: | Financial & Organizational Viability |
| Owner: | President & CEO | Signing Authority: | Board of Directors |

POLICY STATEMENT:

The President and Chief Executive Officer shall ensure that the Corporation has in place policies and rules for the approval, purchasing, contracting, leasing, acquisition, or disposal of goods and services, capital, and real property. These policies will include identification of authorizations as required by legislation, accountability agreements, and/or service agreements with the Ministry of Health and Ontario Health. Such authorizations will be monitored for compliance and reviewed as recommended by the Finance, HR and Audit Committee.

PROCEDURE:

APPROVAL

The Board authorizes the President and Chief Executive Officer to make commitments contained within an approved operating plan or capital budget or as otherwise approved by the Board, including any and all: contracts, requisitions, purchase orders, travel authorizations, and any other agreement, financial or otherwise. If emergency expenditures or commitments are necessary, they must be subsequently submitted for approval at the next appropriate meeting.

Prior approval by Board resolution is required for any of the following:

- all contracts, agreements, and costs not included in the approved operating plan and capital budget involving liability on the part of the Corporation in excess of an unbudgeted amount of \$100,000;
- the sale or transfer of any assets of the Corporation not included in the approved operating plan or capital budget, which individually or cumulatively exceeds \$100,000;
- in the case of an acting President and Chief Executive Officer, any expense or cost not included in the approved operating plan or capital budget over \$50,000;
- the taking or instituting of proceedings for the winding-up, reorganization or dissolution of the Corporation;
- the enactment, ratification, or amendment of any by-laws of the Corporation;
- the sale, lease, exchange or other disposition of all or substantially all of the assets or undertakings of the Corporation;
- the provision of financial assistance, whether by loan, guarantee, or otherwise to any person whatsoever;

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| Effective: Sep 1996 | Last review/revision: Jan 2025 | Next review: Jan 2028 |
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- the mortgaging, pledging, charging or otherwise encumbering of any of the assets of the Corporation;
- all real estate purchases and sales; and
- all capital equipment, capital renovations, and capital projects not included in the approved operating plan and capital equipment budget.

SIGNING AUTHORITY

In accordance with the Corporate By-Law, any of the Chair, a Vice-Chair, or the Treasurer, together with either the President and Chief Executive Officer or their delegate may sign any deeds, transfers, assignments, contracts, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular document or class of documents may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any document, resolution, by-law or other document of the Corporation to be a true copy.

In conjunction with the President and Chief Executive Officer, the Board will identify the designated signing officers of the Corporation and their authority and will review the designated signing officers at least annually and at the time of turnover of such designated Directors and staff.

The President and Chief Executive Officer shall ensure that adequate internal controls and processes are in place. Consistent with administrative policies and internal budgeting policies developed as part of the Corporation's system of internal control and which provide direction to staff for developing and managing the Corporation's budgets. Employees are not authorized to bind the Corporation to contracts or incur expenditures unless they have been delegated that authority. Where the President and Chief Executive Officer is appointed on an acting basis, the President and Chief Executive Officer's signing authority related to unbudgeted expenses shall not be delegated.

BANKING ARRANGEMENTS

Cheque Signing Authority is approved by the Board and generally includes, without limitation, the holders of the following positions:

- President & Chief Executive Officer
- Chief Financial Officer
- Board Chair
- Vice-chair
- Treasurer

All expenditures must be approved by any two of the above positions.

USE OF ELECTRONIC APPROVALS

This authority may not be delegated. All contracts, agreements and pre-approved payments may be signed by electronic signature.

Each electronic signature must be traceable to allow for the individuals signature to be authenticated.

Written authorization must be obtained to use the e-signature by someone else or the inclusion of an e-signature by the individual themselves in order to have a date stamped document.

REPORTING REQUIREMENTS

The Board will satisfy itself, through reporting from the President and Chief Executive Officer or their designate, that the Corporation is acting in accordance with rules as established. The reporting will be at least annually.

REFERENCES:

1. HGMH Corporate By-Law