

Office of the Vice President, External Relations and Secretary-General  
Vice-rectorat Relations externes et Secrétariat général

## INTERNAL MEMORANDUM

**TO:** President, Vice-Presidents, AVPs, Deans, Directors

**FROM:** Me Bram Freedman, Vice President, External Relations & Secretary-General 

**DATE:** November 23, 2009

**SUBJECT:** Mandatory Legal Review of Contracts

---

### The Context

As you may know, the University's [Signing Authority Policy](#) (Policy BD-1) mandates that certain legal documents require mandatory review by the Office of the General Counsel ("OGC") before being signed. In the last number of years, this requirement has not been uniformly followed. Given my mandate to ensure that we adhere to the highest principles of good governance and given the large number of new legislative requirements imposed upon universities in the last 18 months, it is timely to reiterate and to formalize the OGC review requirement. The procedure outlined below is an attempt to balance principles of good governance with the practical realities of carrying on the business of the University.

To provide University signatories with an assurance that an appropriate legal review has taken place as well as to ensure legislative compliance and consistency across the University, **as of January 1, 2010, when presented to the signatory for his/her signature, the legal documents that require mandatory OGC review will further require a stamp from the OGC (the "OGC Stamp")**. The purpose of this Memorandum is to advise you of the coming into effect of this new practice as well as to communicate the scope and limits of the review that will be effected by the OGC prior to stamping a document.

### What the OGC Stamp means and does not mean

The presence of the OGC Stamp will indicate to University signatories that a Legal Counsel from the OGC has, **where applicable**, reviewed, and is satisfied with the following:

- Legislative compliance by the University;
- Description of the parties;
- Corporate resolutions;
- Governing Law; and
- Compliance with an executive summary provided to the Legal Counsel, summarizing the key elements of the proposed transaction by the party requesting OGC approval (the “**Requestor**”).

The presence of the OGC stamp will not constitute:

- Endorsement of the commercial terms of the agreement; or
- Confirmation regarding the validity and/or enforceability of each and every clause included by the University. In other words, it may be that a particular clause may not be enforceable by the University but there is a valid business reason for including the clause nonetheless.

### Procedure

1. All requests for review and the OGC Stamp should be made by email and sent directly to the relevant Legal Counsel. If a Requestor is uncertain, it should be sent to the attention of the General Counsel and:
  - Attach a *Word* version (or if not possible, a PDF version) of the document(s) submitted for review;
  - Attach an executive summary of the agreement or contract contemplated, detailing the key elements/goals of the proposed transaction.
2. All requests should be sent a **minimum** of one week before the deadline for finalizing the document in question.
3. If the document in question cannot be stamped directly (e.g.: in the case of an electronically-generated Purchase Order), an executive summary only should be provided to the Legal Counsel which will be verified by the latter

for its conformity to the proposed contractual document, following which, the executive summary will be stamped.

4. The final version of the document(s) will be stamped, initialed and dated by the Legal Counsel. It will be emailed to the Requestor along with a covering memorandum or email which may contain comments, suggestions or any concerns that the Legal Counsel may have.
5. The Requestor shall ensure that the covering memorandum or email accompanies the stamped version of the document(s) presented to the signatory for signing.
6. If the document(s) is/are not executed within three (3) months from the date of the stamp, it/they must be re-submitted to the OGC for another review and a current OGC Stamp.
7. A copy of all final, signed documents should be provided to the OGC.

I fully understand that this procedure may mean additional work and more advanced planning for some individuals but given our current regulatory and governance context, I am sure that you would agree that we have little choice but to formalize our contract review procedures.

I would ask that you forward this memorandum to whomever in your sector is appropriate.

Should you have any questions whatsoever with respect to this process or if you are unsure as to whether a particular contract requires OGC review, please contact Me Frederica Jacobs, General Counsel, directly.

Many thanks, in advance, for your cooperation.