

Contract Approval

Approved by: Director, Corporate Procurement
Last Reviewed: December 2013

Purpose

This policy provides employees with direction on their responsibilities when negotiating or finalizing a contract, an agreement or commercial terms and conditions (each, a “Contract”) on BCLC’s behalf

The overall objective of this policy is to identify, mitigate and manage BCLC’s contract risks by having all Contracts reviewed by designated employees who are subject matter experts before the Contract is finalized.

SCOPE

All employees are responsible for recognizing a Contract or any situation in which the employee may be binding BCLC to an obligation, a term or a condition. However, the details in this policy pertain to any employee who is negotiating or entering into any Contract on behalf of BCLC.

POLICY STATEMENT

All proposed Contracts must be reviewed by either BCLC’s Legal Services or Procurement’s Contract Management Department prior to binding BCLC to an obligation.

POLICY DETAILS

Non-disclosure (NDA) or Confidentiality Agreements must be:

- drafted or reviewed by Legal Services; and
- signed by either the CEO, a Vice-President or a Director.

All employees are responsible to:

- recognize a Contract; and
- only negotiate or finalize a contract if they have the authority.

Business Units are responsible for:

- assigning employees with necessary skills and experience to negotiate on BCLC’s behalf;
- understanding and being accountable for the negotiations including acceptance of risk on BCLC’s behalf associated with the Contract; understanding any inherent risks to BCLC and accurately communicating these risks to the proper signatory prior to requesting his or her signature;
- complying with BCLC’s policies with respect to ‘contractor’ vs. ‘employee’ relationships prior to advancing a proposed Contract for review;
- providing input as to the commercial aspects of the business deal as set out in the Contract;
- providing instructions and/or other information when asked by Corporate Procurement, Contract Management, Finance or Legal Services departments and;

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- delivering the fully executed original contract to BCLC's Corporate Procurement department, to the attention of the Contract Management department.

Corporate Procurement and Contract Management will:

- assess and determine if a proposed Contract requires review by Legal Services or is sufficiently customary to BCLC to be reviewed by Corporate Procurement; and
- apply a formal process for determining whether vendor GPEB registration and/or GPEB Certification of Technical Integrity are required.

Contract Management will:

- review the terms and conditions of a Contract where Contract Management has determine that a review by Legal Services is not required; and
- maintain BCLC's executed Contracts and related records as per BCLC corporate policy – Contract Management & Administration.

Legal Services will examine and provide legal opinion and advice for:

- Contracts; and
- amendments to Contracts.

DEFINITIONS AND ABBREVIATIONS

“contract” means an agreement between two or more parties creating obligations that are enforceable or otherwise recognizable at law, regardless of whether it is specifically called a contract, for example: an agreement, a non-disclosure agreement, a purchase order or requisition, an early start letter, or a letter of intent.

“vendor” means a supplier, contractor or business (including individuals) who supply goods or services.

COMPLIANCE

In conjunction with BCLC's Signing Authority and Corporate Procurement policies, BCLC may conduct formal audits or reviews of circumstances surrounding any Contract obligating BCLC including adherence to this policy. If non-compliance is identified and is material, the responsible director and/or the Vice President, Finance will be advised and accountability will be addressed at that time. BCLC may take disciplinary action up to and including dismissal.

RELATED MATERIAL

[Corporate Policy – Signing Authority](#)

[Corporate Policy – Purchasing – Bid Process Thresholds](#)

[Corporate Policy – Gaming Supplies, Equipment and Services – Vendor Registration](#)

[Corporate Policy – Contract Management and Administration](#)

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POLICY OWNERSHIP

Contact Position:	Director, Corporate Procurement
Policy Owner Position:	VP, Finance and Corporate Services
Approving Body:	President and CEO

REVISION HISTORY

Version Number	Approval Date	Approved by	Amendment
2.2	Jan 29, 2015	Vice President, Corporate Security and Compliance	Minor amendment to footer text. This document was re-classified from 'Internal' to 'Public' in order to comply with a directive from the Public Sector Employers' Council. An exemption to policy approval requirements was made due to exceptional circumstances.
2.1	Dec 19, 2013	Director, Corporate Procurement	Non-substantive change. Added wording to highlight Non-Disclosure and Confidentiality Agreements are contracts and added they must be signed by a Director or higher.
2	Feb 17, 2012	VP, Finance and Corporate Services	Regular policy review cycle. Updated to new policy format. Reworded for clarity. Changes sufficiently immaterial not to warrant change authority approval.
1	Nov 20, 2008	President & CEO	Inaugural