MEMO

November 24, 2015

TO: Department Heads, School Directors and Centre Directors

FROM: Dermot Kelleher MD, FRCPI, FRCP, FMedSci
       Dean, Faculty of Medicine

Re: Contracts in the Faculty of Medicine

It has come to my attention that a number of units, departments and faculty are performing work, or providing services, under contracts that have not been properly executed.

This is a reminder that the appropriate University signing authority must sign all contracts entered into on behalf of the University, including those for contribution of funds from a third party or for the provision of services by a department or unit in the Faculty of Medicine. Departments or units within the Faculty of Medicine are not legal entities and individuals within the Faculty of Medicine are not authorized to sign contracts on behalf of the University.

Contracts must be reviewed by legal or UILO before they will be recommended for execution. Work or services contemplated in the contract may not begin or be provided until there is a signed contract in place. The practice of beginning the work or providing services before the contract is executed is poor business practice and exposes the University to risk of legal liability particularly if the contract contains provisions imposing obligations that the University cannot fulfill.

Units and departments who continue the practice of beginning the work or providing services before there is an executed agreement assume the risk that the contract will not be recommended for execution. Absent a signed contract the other party may withhold payment for services rendered or work performed.

The Faculty of Medicine will not assume liability for contracts that have been signed without appropriate authorization or where work has been carried out in absence of a contract. Any liability incurred will be the responsibility of the unit, department or faculty undertaking the work.
The Faculty of Medicine (FoM) and the Office of University Counsel (OUC) have developed a protocol to direct and manage requests for legal services from the FoM to the OUC. This process provides the FoM with a single point of contact in OUC and also ensures that OUC is able to deal with a manageable number of “clients” within the FoM. This also facilitates the development of higher levels of knowledge and understanding as between OUC and the FoM, improving efficiency and service levels. An added benefit of this approach is that it promotes operational consistency with the FoM and ensures that OUC is able to take a consistent approach when providing assistance to the FoM.

1. The primary contact in the OUC for the FoM is Roslyn Goldner of Goldner Law. Roslyn will involve other lawyers in the OUC as necessary.
2. Where a member of FoM believes that they need legal advice or assistance, they should first approach their head of academic or administrative unit to discuss the issue.
3. The head of academic or administrative unit may be able to draw on his or her knowledge and experience to provide the member with direction and avoid the need to approach the OUC at all. If the head of academic or administrative unit is unable to address the problem the member should be referred to the appropriate Associate Dean, Executive Associate Dean or Executive Director depending on the nature of the problem or issue. If the Associate Dean, Executive Associate Dean or Executive Director determines that legal advice is required, he or she will refer the matter to the Dean, Vice Dean Academic Affairs or Executive Director Finance and Operations who will decide whether the matter should be referred to the OUC. The initial point of contact in the OUC will normally be Roslyn Goldner.
4. Once OUC has been engaged on a matter, it may make sense for the OUC to speak directly with members of the FoM closer to the problem or who have relevant information about the issue. In these circumstances the OUC will keep the Executive Associate Dean or Executive Director and, if appropriate, the Dean and Vice Dean, Academic Affairs copied on communications so that they remain aware of the status of the matter and can provide meaningful instructions if required.
5. If a lawyer in the OUC other than Roslyn has been contacted, then that lawyer should generally refer the matter back to Roslyn, unless previously agreed that it would be more appropriate for another lawyer to take carriage of the file. In circumstances in which Roslyn is unavailable and the matter is time sensitive, it may be necessary for the lawyer with whom the initial contact was made to take carriage of the file. In such cases, that lawyer must ensure that Roslyn is briefed on the matter at the earliest possible opportunity so as to avoid duplication of effort.
6. Contracts or agreements that are processed as a normal course of business can be forwarded directly to Roslyn. Other agreements should first be sent to the Executive Director Finance and Operations, once department, school or centre approval has been received.

Roslyn Goldner's Contact Information:
E-mail: roslyn@goldnerlaw.ca
Telephone: 604-219-5302

Updated November 16, 2015