

ONTARIO NORTHLAND TRANSPORTATION COMMISSION

BOARD DOCUMENT EXECUTION POLICY

INTRODUCTION

ONTC is required to execute numerous contracts, documents and instruments in writing in the ordinary course of business, the provisions of which may be binding on ONTC. The nature of Ontario Northland's business processes in a digital environment have evolved significantly since the previous document execution policy as has the division of responsibilities between the Board and the President & CEO.

PURPOSE

The purpose of the policy is to outline the responsibilities for those individuals who have authority to execute documents and to outline the conditions under which document execution authority may be delegated.

SCOPE

This policy applies to all ONTC divisions and subsidiaries. This policy replaces the policy approved by the Board on April 2, 2009.

POLICY

1. For the purpose of this Policy, "contracts, documents or instruments in writing" include contracts, documents or instruments in electronic or digital format.
2. All agreements and memorandums of understanding between the Board and the Ministry of Transportation or any other Provincial ministry or agency or the government shall be executed by the Chair of the Board, or in the Chair's absence, by a Director and the President & CEO or, in the President & CEO's absence, by a Director and the Secretary.
3. Except as provided for in section 2, contracts, documents or instruments in writing requiring the signature of the Corporation may be executed by the President & CEO of the Corporation and all contracts, documents or instruments in writing so executed shall be binding on the Corporation without any further authorization or formality.
4. The President & CEO shall have the authority from time to time by policy to delegate the document execution authority described in section 3. The policy for the delegation of document execution authority by the President & CEO shall generally align the document execution authority of a position with the delegated financial authority of the position. The policy may appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing on behalf of the Corporation.
5. The corporate seal of the Corporation may be affixed to any contract, document or instrument in writing requiring the corporate seal of the Corporation by any person authorized to sign the same on behalf of the Corporation, although a contract, document or instrument in writing is not invalid merely because the corporate seal is not affixed thereto.

6. The signature or signatures of any director, officer or person with the authority to execute documents on behalf of the corporation pursuant to this policy may be mechanically reproduced upon any contracts, documents or instruments in writing or may be digitally signed.

Approved by the directors of the Corporation the 25 day of June, 2021.

Tom Laughren,
Chair

Donna Jaques,
Secretary