



Background

- Waterfront Toronto's updated Delegations of Authority (DOA) is being presented to the Finance, Audit & Risk Management (FARM) Committee for approval of the position/title changes resulting mainly from the recent organizational review (e.g., C-level position).
- The DOA applies to operations within the Corporation and provides the positions indicated with authority to execute contracts, documents and instruments on behalf of Waterfront Toronto, and covers additional authorities to those set out in the Corporation's By-Law No. 1.
- By-law No. 1 provides that unless otherwise provided for by resolution or Board-approved policy, contracts, documents and instruments will be signed on behalf of the Corporation by any two of the Chair, the Chief Executive Officer, the Chief Project Officer, the Chief Strategy Officer, the Chief Financial Officer and the Chief Development Officer.
- Any amendments to the DOA requires approval from the Board of Directors.

Summary

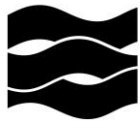
- The Board of Directors approved the revised By-Law No. 1 on April 20, 2017 where the positions of: Chief Project Officer and Chief Strategy Officer are now authorized signing officers. The re-alignment of these C-level positions is reflected in the updated DOA.
- Delegating financial authority based on operational requirements and responsibilities is intended to facilitate the decision-making process within the organization. Limiting financial authority to varying levels of senior management, management and employees seeks to minimize risks and maximize efficiencies in the conduct of the Corporation's business.
- The updated DOA is attached (Appendix A) and covers the following areas:
 1. Procurement commitments and change orders;
 2. Execution of contracts (e.g., contribution agreements, development agreements, purchase and sale agreements, memoranda of understanding, lease agreements, license agreements);
 3. Permits and applications (building, environmental, subdivision, development, insurance);
 4. Budgets (five year, annual, project), capital approvals, budget and funding transfers;
 5. Invoice and payment authorities;
 6. Banking and cash management;
 7. Human resources (compensation, new hires, terminations, employee benefits); and
 8. Acquisition and disposal of capital assets.

Committee Action Required

Approval of the Delegations of Authority.

Proposed Motion

ON MOTION duly made, seconded and carried, be it **RESOLVED** that the Delegations of Authority, be and are hereby approved for recommendation to the Board of Directors.



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DELEGATIONS OF AUTHORITY

INTRODUCTION

The Delegations of Authority provide the positions indicated with authority to execute contracts, documents and instruments on behalf of the Toronto Waterfront Revitalization Corporation (the Corporation) and provide additional authorities to those set out in By-Law No. 1.

On April 20, 2017, the Board of Directors approved the revised By-Law No. 1 where the positions of Chief Operating Officer and Chief Administrative Officer were revised to Chief Project Officer and Chief Strategy Officer, respectively. By-law No. 1 provides that unless otherwise provided for by resolution or Board approved policy, contracts, documents and instruments will be signed on behalf of the Corporation by any two of the Chair, the Chief Executive Officer, the Chief Project Officer, the Chief Strategy Officer, the Chief Financial Officer and the Chief Development Officer.

These Delegations of Authority seek to further define and delegate financial authority to enable efficient and effective management of the affairs of the Corporation while at the same time ensuring that Board approval is required on more significant or unusual decisions. All transactions are undertaken within the context of the budgets and strategic plans approved by the Board.

Delegating financial authority based on operational requirements and responsibilities is intended to facilitate the decision-making process within the organization. Limiting financial authority to varying levels of senior management, management and employees seeks to minimize risks and maximize efficiencies in the conduct of the Corporation's business.

Delegating financial authority is one of many controls required within the Corporation to direct, control and monitor actions taken by those employed by the Corporation.

APPLICATION & ACCOUNTABILITY

These Delegations of Authority apply to operations within the Corporation. All personnel shall follow these Delegations of Authority. Individuals who authorize transactions on behalf of the Corporation must ensure that they understand these Delegations of Authority including their authorization limits and restrictions.

Revisions to the authority of the Chief Executive Officer (CEO), Chief Project Officer (CPO), Chief Strategy Officer (CSO), Chief Financial Officer (CFO) and Chief Development Officer (CDO) must be approved by the Board of Directors of the Corporation. The establishment and review of further delegations of authority to non C-level positions are the joint responsibility of the Corporation's CEO, CPO, CSO, CFO, and CDO.

Any revisions to authority for personnel, as above, will be effective when signed in writing by the persons indicated and filed with the Controller and with the Corporate Secretary. No delegated authority may be assigned or transferred except as provided herein.

In the event of temporary absence (i.e. vacation or leave), authority to act may be assigned by the person to another person at the same level in the department or function if made in writing with a copy to the CFO or the CEO, the Controller and the Corporate Secretary.

No other amendments to these Delegations of Authority may be made without further resolution of the Board of Directors. These Delegations of Authority will be reviewed periodically by the Board of Directors.

The CFO of the Corporation shall maintain these Delegations of Authority and provide duplicate copies of the Delegations of Authority and any revisions or amendments to the Corporate Secretary. Any questions regarding, or requests for, amendments to these Delegations of Authority should be directed to the Controller with a copy to the Corporate Secretary.

Personnel shall adhere to the most current version of the Delegations of Authority which shall reside in Sharepoint and in the records of the Corporate Secretary.

AUTHORIZATION LEVELS

The appendices to these Delegations of Authority establish the specific authorization limits for financial transactions to senior management, management and employees. All transactions must be undertaken within the context of the budgets, projects, corporate plan and strategic plan approved by the Board, and other corporate policies.

Appendix I of the Delegations of Authority establish specific authorization limits.

FORMAT OF APPENDIX I

- Matrix format is used to define authority for defined financial transactions.
 - Left column defines the type of financial transactions and references any applicable notes that place restrictions on the authority.
 - Top row (header text) defines the authority 'levels'.
 - Data within the grid notes the maximum dollar value authorized for that transaction, and that level.
- Notes provide restrictions on the authorization, and must be considered when using the matrix.

Appendix II of the Delegations of Authority establish the positions assigned to each authority level defined in Appendix I.

Appendix III of the Delegations of Authority shall reflect the most current Procurement Signing Threshold Policy.

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Delegations of Authority – Appendix I

Type of Financial Transaction:	Approval Level:				
	CEO	CFO, CPO, CSO, CDO (1)	VPs (2)	Directors (3)	Managers (4)
CONTRACT EXECUTION (1)					
Short form contracts, work order releases, purchase orders, agreements, amendments				X Director, Procurement (or delegate)	
AIA Architect Contracts				X Director, Procurement	
CCDC Contracts (Civil Works, etc)				X Director, Procurement	
Agreements of Purchase & Sale	X If >= \$1M	X CFO			
Development Agreements	X	X CDO			
Delivery Agreements (ER)	X	X Any one of			
Contribution Agreements	X If >= \$1M	X < \$1M: CFO and one of CPO, CSO, CDO >=\$1M CEO and any one of			
Memorandum of Understandings (MOUs)	X	X			
Lease Agreements	X If >= \$1M	X < \$1M CFO and one of CPO, CSO, CDO >=\$1M CEO and any one of			
Land License Agreements	X If >= \$1M	X < \$1M CFO and one of CPO, CSO, CDO >=\$1M CEO and any one of			

With the exception of Procurement-related documents, Legal Counsel will review all contracts executed under this section as to legal form.

WATERFRONT TORONTO
Delegations of Authority – Appendix I

	Approval Level:					
Type of Financial Transaction:	CEO	CFO, CPO, CSO, CDO (1)	VPs (2)	Directors (3)	Managers (4)	
CONTRACT EXECUTION (CONT.)						
Other License Agreements with Insurance clauses (e.g. venue hire, equipment rental)		X Any one of				
Non-material sub-agreements under any of non-procurement master agreements above		X Any two of				

	Approval Level:					
Type of Financial Transaction:	CEO	CFO, CPO, CSO, CDO (1)	VPs (2)	Directors (3)	Managers (4)	
APPLICATIONS						
Building Permits		X Any one of CPO, CDO, VP			X Dept PM	
Environmental Permits		X Any one of CPO, CDO, VP			X Dept PM	
Subdivision Application		X CDO			X Dept PM	
Development Application		X CDO			X Dept PM	
Other Permits/ Applications		X Any one of CPO, CDO, VP			X Dept PM	
Insurance Applications		X CFO				

WATERFRONT TORONTO
Delegations of Authority – Appendix I

Type of Financial Transaction:	Approval Level:					
	CEO	CFO, CPO, CSO, CDO (1)	VPs (2)	Directors (3)	Managers (4)	
BUDGET						
Five Year Strategic Business Plan	X	X (all)	X (all)			
Annual Corporate Plan	X	X (all)	X (all)			
Program / Project Budgets		X CPO CDO	X Dept VP	X Senior Project Director	X Dept PM Mgr, Project Cost	
Annual Corporate Budget	X	X (all)	X (all)			
CAPITAL APPROVALS						
Projects less than \$2M	Approved as part of the Strategic Business Plan and Corporate Plan approval process					
Projects equal to or greater than \$2M	X	X (all)	X (all)			
Projects greater than \$2M whose estimated costs have increased by more than 10% of Board approved budget	X	X (all)	X (all)			
INCREMENTAL BUDGET CHANGES						
Budgets are only adjusted under any of the following scenarios: <ul style="list-style-type: none"> • During the annual Long-Term Plan process which is captured in the Annual Corporate Plan that is approved by the Board, • During budget change approvals by the Board; and • When there is a secured new funding source (e.g., funding through delivery agreements) for a work package. 						
New budget increases amounting to up to \$100K ¹				X Dir, PC & RM Dir, Fin'l Mgt	X Mgr, Project Cost Mgr, Finance	
Budget increases amounting to greater than \$100K ¹		X CPO CFO		X Dir, PC & RM Dir, Fin'l Mgt	X Mgr, Project Cost Mgr, Finance	

Note 1: Excludes budget increases for CORP-INTERIM work package which will only require approval from Director of Financial Management for budget increases amounting to up to \$100K, and approval from both the CFO and Director of Financial Management for budget increases amounting to greater than \$100K.

WATERFRONT TORONTO
Delegations of Authority – Appendix I

	Approval Level:					
Type of Financial Transaction:	CEO	CFO, CPO, CSO, CDO (1)	VPs (2)	Directors (3)	Managers (4)	
FUNDING TRANSFERS¹						
Inter-Work Package transfers amounting to up to \$100K				X Dir, Fin'l Mgt	X Mgr, Finance	
Inter-Work Package transfers amounting to greater than \$100K		X CFO		X Dir, Fin'l Mgt	X Mgr, Finance	
Funding transfers involving Capital/Revenue Reserve Work Package		X CFO		X Dir, Fin'l Mgt	X Mgr, Finance	

Note 1: Any funding transfer which will draw from the retained earnings amounting to greater than \$100K will require prior approval from the CFO, with CFO confirmation to be attached as supporting documentation for the funding transfer form.

WATERFRONT TORONTO
Delegations of Authority – Appendix I

	Approval Level:					
Type of Financial Transaction:	CEO	CFO, CPO, CSO, CDO (1)	VPs (2)	Directors (3)	Managers (4)	
PAYMENT AUTHORITY						
Invoices		X One of (for direct reports) over \$10,000			X Dept PM (work done) Accounting (coding review)	X (invoice within contract scope)
Employee Expense Reports	X (for direct reports)	X (for direct reports)	X (for direct reports)	X Dir. HR and Dir. for direct reports		
Foreign and Domestic Travel outside GTA	X					
All Learning and Development Expenditures (as per Learning Plan)			X (for direct reports)	X Dir. HR and Dir. for direct reports		
BANKING AND CASH MANAGEMENT						
<u>Cheque, EFT, Wire Transfer Payment Authorization:</u>						
Individual Cheque, EFT or Wire Payments - up to \$10,000	Any one of CEO, CFO, CPO, CSO					
Individual Cheque, EFT or Wire Payments - Over \$10,000	Any two of CEO, CFO, CPO, CSO					
Corporate credit card/ procurement card		X		X		

WATERFRONT TORONTO
Delegations of Authority – Appendix I

	Approval Level:					
Type of Financial Transaction:	CEO	CFO, CPO, CSO, CDO (1)	VPs (2)	Directors (3)	Managers (4)	
BANKING AND CASH MANAGEMENT (CONT.)						
Open/ Close Bank Accounts/ Account Administration - existing institution	X with CFO (or CFO any one of CPO, CSO)	X CFO and any one of (or CFO with CEO).				
Open/ Close Bank Accounts – new institution	X with CFO (or CFO any one of CPO, CSO)	X CFO and any one of (or CFO with CEO).				
Invest/ redeem short term investments	X Any one of C-positions	X Any one of C- positions				
Designate authorized employees to manage bank lockbox		X CFO				

WATERFRONT TORONTO
Delegations of Authority – Appendix I

	Approval Level:					
Type of Financial Transaction:	CEO	CFO, CPO, CSO, CDO (1)	VPs (2)	Directors (3)	Managers (4)	
HUMAN RESOURCES						
Board compensation						
Executive compensation						
New Hires	X In excess of annual FTE budget	X Within FTE annual budget				
Terminations	X Together with CSO	X Together with CEO				
Annual salary increases	X Together with CSO	X Together with CEO				
Classification changes	X Together with CSO	X Together with CEO				
Changes to employee benefits	X Together with CSO	X Together with CEO				

WATERFRONT TORONTO
Delegations of Authority – Appendix I

	Approval Level:					
Type of Financial Transaction:	CEO	CFO, CPO, CSO, CDO (1)	VPs (2)	Directors (3)	Managers (4)	
ACQUISITIONS AND DISPOSALS OF CAPITAL ASSETS						
Land	X Together with one of CFO, CPO, CSO, CDO	X Any one of together with CEO				
Other Assets Net Book Value up to \$1,000,000		X Any two of				
Other Assets Net Book Value over \$1,000,000	X Together with one of CFO, CPO, CSO, CDO	X Any one of together with CEO				
Note that all asset dispositions > \$10,000 require government approval						

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Delegations of Authority – Appendix II Authority Levels

POSITIONS ASSIGNED TO EACH AUTHORITY LEVEL

Authority Level	Position
1	Chief Financial Officer
1	Chief Project Officer
1	Chief Strategy Officer
1	Chief Development Officer
2	Corporate Vice Presidents (including Senior Vice Presidents)
3	Program-related Directors
3	Corporate Directors
3	Director, HR & Payroll
4	Project Managers
4	Project Cost Managers
4	Corporate Managers



Procurement: Signing Threshold Policy	
Effective Date: Dec 6, 2012 June 1, 2017 (Replaces Policy dated Sept 12, 2012 Dec 6, 2012)	Approved by: William Fleissig

Objective

To update and revise the Procurement Signing Threshold Policy.

SIGNING THRESHOLD POLICY

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1. AUTHORIZATION TO QUOTE

FUNDED PROJECTS	
<u>Threshold (incl. accountable tax)</u>	<u>Authority Required</u>
All	Project Manager/Director/ Sr. Director/VP Procurement Director

UNFUNDED PROJECTS	
<u>Threshold (incl. accountable tax)</u>	<u>Authority Required</u>
All	Project Manager/ Director/Sr. Director/VP Procurement Director C-Level/Senior VP CEO



Procurement: Signing Threshold Policy	
Effective Date: Dec 6, 2012 June 1, 2017 (Replaces Policy dated Sept 12, 2012 Dec 6, 2012)	Approved by: William Fleissig

2A. COMMITMENT AUTHORIZATIONS – CONSULTING SERVICES CONTRACTS

CONSULTING SERVICES – COMPETITIVE			
<u>Threshold (incl. accountable tax)</u>	<u>Quote Type</u>	<u>Quote Source</u>	<u>Authority Required</u>
\$9,999 or less	(3) Quotes	Project Manager	Project Manager Director/ Sr. Director /VP Procurement Director
\$10,000 - \$99,999	(3) VOR (3) Quote	Procurement	Project Manager Director/ Sr. Director /VP Procurement Director
\$100,000 - \$999,999	Open - VOR - MERX	Procurement	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level
\$1,000,000 or more	Open - MERX	Procurement	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level CEO



Procurement: Signing Threshold Policy	
Effective Date: Dec 6, 2012 June 1, 2017 (Replaces Policy dated Sept 12, 2012 Dec 6, 2012)	Approved by: William Fleissig

2B. NON-COMPETITIVE CONSULTING SERVICES – PERMITTED BY EXCEPTION ONLY

EXCEPTIONS TO CONSULTING SERVICES	
<u>Threshold (incl. accountable tax)</u>	<u>Authority Required</u>
\$0 - \$999,999	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level CEO
\$1,000,000 or more	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level CEO Board of Directors

A Competitive Procurement Process is required for the acquisition of all Consulting Services, except under the following circumstances that have been deemed exceptions:

- Due to an unforeseen situation of urgency, the Consulting Services cannot be obtained by means of a competitive procurement process;
- Matters of a confidential or privileged nature would have to be disclosed through a competitive procurement process, thereby compromising Waterfront Toronto confidentiality or the public interest or threatening economic disruption;
- Waterfront Toronto’s ability to maintain security or order or to protect human, animal or plant life or health would be compromised by a competitive procurement process;
- No bids are received in response to a competitive procurement process;
- Only one supplier is able to meet the requirements of a procurement, due to compatibility issues with existing products or the fact that the supply of certain goods and services are controlled.
- Exceptions permitted in applicable trade agreements.



Procurement: Signing Threshold Policy	
Effective Date: Dec 6, 2012 June 1, 2017 (Replaces Policy dated Sept 12, 2012 Dec 6, 2012)	Approved by: William Fleissig

3. COMMITMENT AUTHORIZATIONS – GOODS AND SERVICES CONTRACTS - INCLUDING PROFESSIONAL SERVICES

GOODS & SERVICES – INCLUDING PROFESSIONAL SERVICES (EXCEPT CONSULTING)			
<u>Threshold (incl. accountable tax)</u>	<u>Quote Type</u>	<u>Quote Source</u>	<u>Authority Required</u>
\$9,999 or less	(1) Quote	Project Manager	Project Manager Director/ Sr. Director /VP Procurement Director
\$10,000 - \$24,999	(3) VOR (3) Quotes	Procurement	Project Manager Director/ Sr. Director /VP Procurement Director
	Single Source	Procurement	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level
\$25,000 - \$74,999	(3) VOR (3) Quotes	Procurement	Project Manager Director/ Sr. Director /VP Procurement Director
	Single Source	Procurement	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level CEO
\$75,000 - \$99,999	(3) VOR (3) Quotes	Procurement	Project Manager Director/ Sr. Director /VP Procurement Director
	Single Source ACAN	Procurement	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level CEO
\$100,000 - \$999,999	(3) VOR Open MERX	Procurement	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level
	Single Source ACAN	Procurement	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level



Procurement: Signing Threshold Policy	
Effective Date: Dec 6, 2012 June 1, 2017 (Replaces Policy dated Sept 12, 2012 Dec 6, 2012)	Approved by: William Fleissig

**GOODS & SERVICES – INCLUDING PROFESSIONAL SERVICES
(EXCEPT CONSULTING)**

<u>Threshold (incl. accountable tax)</u>	<u>Quote Type</u>	<u>Quote Source</u>	<u>Authority Required</u>
\$1,000,000 plus	Open - MERX	Procurement	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level CEO

NOTES:

- Any work that begins prior to a contract being in place must be authorized by Sr. VP/C-Level in writing (verbal authorization is not acceptable).
- No commitment will be given (either verbal or written) without it being authorized and a contract in place.
- Commitment value for Construction Projects includes quote and pre-established contingency value (contingency is 10% of the original quoted value).
- Contingency amount will not be released to the vendor.
- Work Order (Standing Offers) will be treated as any other commitment.



Procurement: Signing Threshold Policy	
Effective Date: Dec 6, 2012 June 1, 2017 (Replaces Policy dated Sept 12, 2012 Dec 6, 2012)	Approved by: William Fleissig

4. AUTHORIZATIONS FOR CHANGE ORDERS / AMENDMENTS

SINGLE SOURCE – CONSULTING CONTRACTS	
<u>Threshold (incl. accountable tax)</u>	<u>Authority Required</u>
All Change Orders	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level CEO

SINGLE SOURCE – GOODS & SERVICES AND PROFESSIONAL SERVICES CONTRACTS	
<u>Threshold (incl. accountable tax)</u>	<u>Authority Required</u>
Change Order plus Accumulated Total is <i>less than</i> \$10,000	Project Manager Director/ Sr. Director /VP Procurement Director
Change Order plus Accumulated Total is <i>between</i> \$10,000 - \$24,999	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level
Change Order \$25,000 <i>or greater</i> Or, Change Order plus Accumulated Total \$25,000 <i>or greater</i>	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level CEO



Procurement: Signing Threshold Policy	
Effective Date: Dec 6, 2012 June 1, 2017 (Replaces Policy dated Sept 12, 2012 Dec 6, 2012)	Approved by: William Fleissig

AUTHORIZATIONS FOR CHANGE ORDERS / AMENDMENTS (CONT'D)

COMPETITIVELY BID CONTRACTS	
<u>Threshold (incl. accountable tax)</u>	<u>Authority Required</u>
Accumulated Change Orders are <i>less than</i> \$25,000	Project Manager Director/ Sr. Director /VP Procurement Director
Accumulated Change Orders are <i>between</i> \$25,000 – \$249,999	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level
Accumulated Change Orders are \$250,000 or <i>greater</i>	Project Manager Director/ Sr. Director /VP Procurement Director Sr. VP/C-Level CEO