

LEGAL INSTRUMENT REVIEW PROCEDURE

The purpose of this procedure is to:

- 1.1. ensure that all key stakeholders are consulted or informed;
- 1.2. manage risks to the organization;
- 1.3. ensure that all commitments of resources are reconciled and registered;
 - 1.3.1. ensure that all legal instruments to which CFMWS is a party or a participant are prepared, reviewed, approved properly and in a timely fashion, and
 - 1.3.2. ensure that all legal instruments to which CFMWS is a party or participant are executed by authorized personnel.
2. This procedure applies to:
 - 2.1. all legal instruments that have been drafted by a third party for consideration and signature by NPP;
 - 2.2. NPP templates that require significant modification/redraft;
 - 2.3. custom drafted instruments; and
 - 2.4. policy and policy type documents.
3. For the purposes of this review procedure, legal instruments include, but are not limited to: all contracts; agreements; licences; assignments; terms and conditions; memoranda of understanding; service level agreements; letters of engagement; letters of intent; master service agreements; non-disclosure agreements; non-solicitation agreements; non-compete agreements; settlements; releases; waivers; renewals; notices; amendments or modifications to existing legal instruments, and other similar documents.
4. Applicable NPP contract templates should be used as much as possible to ensure consistency, efficiency and to mitigate risk. However, NPP templates are drafted in a general manner to encompass the majority of services acquired by all divisions of CFMWS. As such, they may not be suitable for customized agreements for specific services, complex agreements with enterprise-wide implications, information technology related services, licensing agreements or when third parties simply insist on using their templates/forms as a precondition to doing business with NPP. Under these circumstances, it is acceptable to use third-party agreements provided they are reviewed and approved by Corporate Services.
5. The first step in the review procedure is to submit a request for an instrument review via e-mail to the Strategic Contracts Advisor, Fazlic.Jasmina@cfmws.com.

The e-mail review request must contain, but is not limited to, the following information:

- Context/background on the project/initiative
- Purpose and goal of the contract
- Request for Proposal (RFP), if issued
- Contractor's Proposal, if applicable

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- Quote(s), if applicable
- All pertinent communication with the supplier
- All annexes or exhibits
- All relevant hyperlinked documents in the contract converted to PDF/Word file
- Online terms and conditions downloaded/converted to PDF/Word file
- Original and/or current contract, if this is a renewal

A review request must be submitted as early as possible during negotiations or discussions to allow sufficient review time.

6. Complete requests will be addressed by Corporate Services following the standard of service outlined in the table below.

INSTRUMENT	Return time frame	Notes:
SOW/RFP	3 weeks	For more complex or enterprise-wide RFPs, contact Strategic Contracts Advisor to obtain the estimated return time frame.
3 rd Party Contracts	4 weeks	The return period depends on the complexity of the document/service and other organizational priorities.
NPP Templates that require significant customization and/or redraft	6-8 weeks	The return period depends on the complexity of the document/service and other organizational priorities.
New instrument	8-10 weeks	The return period depends on the complexity of the document/service and other organizational priorities.
SLAs/MOUs	12 weeks	
Policy and policy type documents	12 weeks	The return period depends on the complexity of the document and other organizational priorities

Once Corporate Services releases a legal instrument, it may need to be reviewed by the other party's legal services which may take time and require subsequent negotiation. Contracting/technical authorities and/or project managers should incorporate an instrument review/draft process into the project timeline.

7. For all legal instruments that require return in a time frame shorter than indicated above, a valid justification for inserting it in front of other legal instruments already in the review process must be provided. Requesters should be aware that urgent requests may be denied by Corporate Services due

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to the organizational priorities.

8. Contract Termination

In the event that a contracting authority wishes to discontinue services or terminate an existing contract before the contract term expires, Strategic Contracts Advisor should be contacted before taking any steps to end the relationship with the third contracting party. The request regarding contract termination must include a background, cause, the existing contract and annexes, and all other applicable information including any official communication previously sent to the contractor.

9. Fiscal Year End

All contracts that require reviews, but need to be completed/signed prior to fiscal year end, must be submitted to the Strategic Contracts Advisor by January 15th. This deadline reflects legal review only. It is contracting authorities' responsibility to build in sufficient time for negotiation, processing and delivery of services into the project timeline. Late requests cannot be accommodated.