

POLICY 2500-003

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1. PREAMBLE

With the adoption of the *Responsible Procurement Policy*, the University provides members of the university community and suppliers with guidelines for the acquisition of goods, services and construction work for the University for consideration (i.e., against payment), taking into account the University's commitment to responsible procurement. The policy is complemented by the *Responsible Procurement Directive* ([Directive 2600-062](#)).

2. LEGAL AND ADMINISTRATIVE FRAMEWORK

This policy is based on the following laws, regulations and directives:

- *Act respecting contracting by public bodies* (LCOP) (CQLR, c. C-65.1);
- *Regulation respecting certain supply contracts of public bodies* (RCA);
- *Regulation respecting certain service contracts of public bodies* (RCS);
- *Regulation respecting construction contracts of public bodies* (RCTC);
- *Regulation respecting contracting by public bodies in the field of information technologies* (RTI);
- *Directive on management of the supply, service and construction work contracts of public bodies*;
- *Directive on accountability in contract management for public bodies*;
- *Directive on risk management for corruption and collusion in contract management Processes*;
- *Act to facilitate oversight of public bodies' contracts and to establish the Autorité des marchés publics* (Bill 108, adopted in December 2017);
- and any other legislation amending the LCOP and its applicable regulations, directives and policies.

The University is also subject to certain government agreements relating to the liberalization of public markets, the purpose of which is to open public procurement on a reciprocal basis to all Canadian, American and European firms at certain thresholds. A list of these agreements can be found in the *Responsible Procurement Directive*.

Subject to applicable market liberalization agreements, this policy helps promote the establishment of sound, equitable, transparent and efficient internal guidelines, including an adequate and rigorous needs assessment. The policy ensures accountability based on the proper use of public funds while incorporating sustainable development criteria wherever possible.

At the time of any acquisition, the University's existing policies, regulations, directives and procedures must be taken into account, specifically:

- The donation acceptance policy ([Policy 2500-027](#));
- The sustainable development policy ([Policy 2500-017](#));
- The complementary policy on conflicts of interest ([Policy 2500-032](#));
- The contract approval and signature regulation ([Regulation 2575-014](#));
- The regulation on delegation of duties under the *Act respecting contracting by public bodies* ([Regulation 2575-021](#));
- The directive on implementation of the contract approval and signature regulation ([2600-071](#));
- The surplus assets management directive ([Directive 2600-240](#));
- The cell phone allocation and management directive ([Directive 2600-066](#));
- The motorized vehicle fleet management directive ([Directive 2600-055](#));
- The procedure to facilitate the disclosure of wrongdoing ([Procedure 2600-069](#)).

3. SCOPE OF APPLICATION

Unless otherwise specified, this policy applies to all contracts involving the expenditure of public funds (partial or total), for consideration, under which the University agrees to:

- acquire a good;
- acquire a service;
- carry out construction work.

While some contracts are not subject to this policy, the guiding principles set out herein must also be taken into account, where applicable, in the negotiation of all contracts involving the University, including contracts with other public bodies, partnership contracts, research contracts, leases and sponsorships, whether entailing expenditures of public funds or not.

4. DEFINITIONS

In this policy, unless the context indicates otherwise, the following definitions apply:

4.1 Call for tenders

Legal procedure that allows the University to open competition between potential suppliers (bidders) capable of meeting the need for construction, supply and service contracts. This procedure allows for selecting providers according to the rules set out in the call. The call for tenders may be public or by invitation, calling only for a price or allowing assessment of quality in compliance with applicable and effective legal rules.

Contract award terms and contract types are defined in the *Responsible Procurement Directive*.

4.2 Contract by mutual agreement

Contract with a supplier under which the contracting parties jointly determine the contractual terms through negotiation. The conditions of negotiating and awarding such contracts must be in accordance with legal requirements and are described in the *Responsible Procurement Directive*.

4.3 Chief Executive Officer

Member of University management to whom the Board of Governors has delegated part or all of the duties incumbent upon it in accordance with the regulation on delegation of duties under the *Act respecting contracting by public bodies* ([Regulation 2575-021](#)).

4.4 Requester

Member of University staff who, in the course of their duties, needs to acquire a good, service or construction work on behalf of the University and who is responsible for their administrative unit's budgets in regard to such acquisitions.

5. ROLES AND RESPONSIBILITIES

5.1 Administrative units in charge of the acquisition process

5.1.1 Financial Resources Services

Except as otherwise determined by the University Executive Committee, the Financial Resources Services procurement division is mandated with carrying out procurement of goods and services necessary for the operation of the University and must, among other things:

- a. Play an advisory role to requesters at all stages of the procurement cycle, from the determination of need to the receipt of a good or service;
- b. Provide all University administrative units with the appropriate services and administrative support required for the procurement of goods and services;
- c. Ensure that all acquisitions of goods are carried out in accordance with applicable laws and regulations;
- d. Ensure the compliance of tenders received for goods, services and construction work. The procurement division may engage any other person whose expertise may be of assistance to it;
- e. Assess the commercial aspect of invitations to tender including payment, delivery and transport terms;
- f. Ensure compliance with agreements and contracts awarded by the University;
- g. Monitor developments and progress in the acquisition of goods, services and construction work;
- h. Comply with the code of ethics set out in Appendix 1 and inform other members of the academic community of its content and their obligations;
- i. Play an advisory role to requesters on the sustainable development principles to incorporate into the procurement process;
- j. Raise requesters' awareness, when relevant, of the scope of the financial resources that will be required to exploit the good to be acquired.

5.1.2 Building Services and Financial Resources Services

Notwithstanding the mandate given to the Financial Resources Services procurement division, contracts for construction work and for related professional architectural and engineering services, as well as the preselections arising from these contracts, are entrusted jointly to Building Services and to the Financial Resources Services procurement division.

5.1.3 Libraries and Archives Services

Notwithstanding the mandate given to the Financial Resources Services procurement division, acquisitions of paper documentary resources for libraries are entrusted to the Library and Archives Services acquisition and document processing division.

5.2 Administrative unit responsible for the accountability process in accordance with the requirements of the *Act respecting contracting by public bodies*

The Financial Resources Services procurement division is in charge of accountability for the contractual management required by various government authorities.

5.3 Administrative unit responsible for a budget envelope

The requester is the person responsible for the expenditure incurred for their administrative unit. This individual is required to comply with all applicable legal and institutional rules in effect, in accordance with the code of ethics set out in Appendix 1 of this policy.

5.4 Selection Committee

The role of the Selection Committee is to ensure that the bids received are assessed according to the quality criteria included in a call for tenders, in compliance with the principles of transparency and fair and equitable treatment of tenderers.

A Selection Committee Secretary is appointed by the Chief Executive Officer to represent him or her. The person appointed secretary is the custodian who oversees proper functioning of the contract award process when the process involves quality assessment. The secretary is responsible for the Selection Committee's evaluation process for the quality of tenders and for ensuring compliance with the award rules and equitable treatment of tenderers.

5.5 Chief Executive Officer

The Chief Executive Officer is the person responsible for day-to-day administrative management of the University and for the authorizations required by the legislative and regulatory framework. The Chief Executive Officer is also accountable for the contractual management of procurement.

The Chief Executive Officer may approve an amendment to the original price of a contract where the change relates to an ancillary element that does not change the nature of the contract. If this approval is delegated, the price change may not exceed 10%.

5.6 Person responsible for the application of contractual rules (RARC)

The RARC is a member of management appointed by the Chief Executive Officer as being responsible for compliance with contractual rules. This individual plays an advisory role to the Chief Executive Officer in matters of procurement. The specific role of the RARC is defined in the *Responsible Procurement Directive* ([Directive 2600-062](#)).

5.7 Person responsible for the signing of contractual documents

Contractual documents are signed by authorized persons in accordance with the contract approval and signature regulation ([Regulation 2575-014](#)) adopted by the Board of Governors and, where applicable, in accordance with the guidelines adopted by the University Executive Committee.

6. GUIDING PRINCIPLES

6.1 Responsible procurement

This policy complements the sustainable development policy ([Policy 2500-017](#)) and is intended to “further understanding of, promotion of and commitment to sustainable development.” Accordingly, this policy:

- a. Raises awareness of sustainable development internally and externally, within the academic community and among suppliers;
- b. Encourages requesters to incorporate sustainable development concepts into their acquisition plans;
- c. Promotes collaboration with regional partners in order to promote sustainable development;
- d. Provides support to partner organizations wishing to integrate sustainable development into their acquisitions.

Given the extremely wide variety of goods, services and construction work needed by the University, the sustainable development criteria applied are determined on a case-by-case basis according to the needs identified by the requester, the maturity of the market in question, and recognized best practices.

Generally speaking, acquisitions are made from companies that comply with the supplier code of conduct for socially responsible procurement adopted by the University (Appendix 2).

6.2 Market access to public contracts

In the interest of savings, efficiency, transparency and equity toward suppliers, the University makes acquisitions on a competitive basis in accordance with laws and regulations in effect.

Suppliers must be informed of the content of this policy and comply with the supplier code of conduct for socially responsible procurement, available in Appendix 2.

6.3 Development of long-term framework contracts

To the extent possible, the University favours long-term contracts and fixed-term framework contracts for recurring needs that can be planned ahead of time. The requester must follow the process established by the Financial Resources Services procurement division in order to ensure compliance with the legal rules in effect and to make sure that the list of documents and other required information are included in the contract file.

6.4 Equitable treatment of suppliers

The University is committed to the equitable treatment of suppliers. Any person may avail themselves of the reporting procedure in accordance with the provisions of the *Act to facilitate oversight of public bodies' contracts and to establish the Autorité des marchés publics*, and as set out in the procedure to facilitate the disclosure of wrongdoing ([Procedure 2600-069](#)) when they have knowledge of any wrongdoing committed or about to be committed with respect to the University in the process of acquiring goods, services or construction work as well as in the management of any contract in effect.

7. TENDER RULES AND AWARDS

7.1 Contract splitting or division

A requester may not split acquisitions in order to avoid applying the rules set out in articles 7.3 and 7.4 of this policy.

For recurring contracts, an analysis of market fluctuations and of knowledge of needs is performed in order to favour three to five-year contracts where possible.

7.2 Compliance with agreements in effect

Where an agreement or contract is in effect for the acquisition of a good or service, such acquisition must be made in accordance with that agreement or contract. Certain exceptions may apply depending on the nature of the agreement or contract in effect, and a justification must be submitted to Financial Resources Services or to another designated department, if applicable.

7.3 Acquisition below the public tender threshold

The terms and conditions and thresholds for acquisitions below the public tender threshold are set out in the *Responsible Procurement Directive* ([2600-062](#)).

7.4 Procurement equal to or above the public tender threshold

The procedures for awarding an acquisition contract equal to or above the applicable threshold are set out in the *Act respecting contracting by public bodies*, the regulations made under the Act, and the directives.

Notwithstanding the foregoing, a contract may be awarded by mutual agreement, subject to the exceptions provided for in the LCOP, the RCA, the RCS, the RCTI and the RCTC, by obtaining the necessary authorizations provided for in the applicable legislation. If applicable, the requester must provide the Financial Resources Services procurement division with the reasons for this exception. The exception must be approved by the vice-rector responsible for Financial Resources Services following the recommendation of the Financial Resources Services procurement division. The conditions for awarding a contract by mutual agreement are described in the *Responsible Procurement Directive* ([Directive 2600-062](#)).

8. RULES FOR THE RECEIPT AND USE OF ACQUIRED GOODS

8.1 Control of goods and services

The requester has the ultimate responsibility to certify that the goods and services ordered have been received or rendered and to ensure that delivery has been made.

8.2 Ownership of goods

Irrespective of the sources of funding, goods purchased by the University or by a requester and reimbursed by the University are and remain property of the University, unless otherwise provided for in the regulations of the funder or in the research or cooperation contract, as the case may be.

8.3 Sharing of resources

The University invites administrative units to pool the physical resources they use.

8.4 Loaning of merchandise

A requester may obtain a loan of goods from a supplier for trial purposes, analysis, etc. This loan must be free of any consideration or promise to purchase. The Financial Resources Services procurement division may advise the requester on the measures to take to protect the interests of the University in these circumstances.

8.5 Acquisitions for personal use

Acquisitions for personal use are not permitted for any member of the University community.

9. ACCOUNTABILITY OBLIGATIONS

9.1 Access to information

In addition to the information that must be made public under the LCOP, information requests regarding the details of bids are handled in accordance with *the Act respecting access to documents held by public bodies and the protection of personal information* by the person responsible for applying this Act.

9.2 Publishing of information

The information to be made public is published in accordance with LCOP requirements, regulations and directives as well as other legislation relating to contract awards. The requester must provide the information necessary for accountability, in a timely manner, in accordance with the process established by the Financial Resources Services procurement division, in order for it to update accountability on behalf of the University.

The Financial Resources Services procurement division must provide the Chief Executive Officer with a report that meets the accountability requirements of the Treasury Board Secretariat and of the University's Board of Governors.

10. ETHICS

All individuals participating in the procurement cycle must adhere to the university procurement code of ethics, set out in Appendix 1.

The obligations of this code are incumbent not only on staff working in the Financial Resources Services procurement division, Building Services and Library and Archives Services, but also on any member of the university community requiring the acquisition of goods and services or who is likely to influence a procurement decision.

Any person covered by this article who fails to comply with its provisions is liable to disciplinary action under all applicable laws, University regulations, collective agreements and/or relevant protocols.

11. DIRECTIVES AND PROCEDURES

Where necessary, the University Executive Committee establishes directives arising from this policy.

Where necessary, the Financial Resources Services procurement division, Building Services and Library and Archives Services establish procedures for applying this policy or the directives arising from it in their respective areas of competence.

12. RESPONSIBILITIES

The member of the University Executive Committee in charge of Financial Resources Services is responsible for the application, distribution and updating of this policy.

13. ENTRY INTO EFFECT

This policy came into effect on June 26, 1995. Amendments made to this policy came into effect on the date of the University Executive Committee's adoption of the *Responsible Procurement Directive* ([Directive 2600-062](#)), i.e., on December 17, 2018.

RESPONSIBLE PROCUREMENT CODE OF ETHICS

The Responsible Procurement Code of Ethics applies to all members of the university community who require the acquisition of goods, services or construction work by the University or who are likely to influence a procurement decision.

1. ETHICAL PRINCIPLES

Members of the university community must:

- 1.1. Act and make acquisition decisions in accordance with the values that guide the University's relationships with its partners, namely honesty, integrity, transparency and equity;
- 1.2. Comply with legal and institutional rules and any other contractual obligations;
- 1.3. Uphold the interests of the University in the acquisition process;
- 1.4. Be receptive to the needs expressed, without compromising the exercise of responsibilities that arise from their duties;
- 1.5. Make purchases while avoiding bias and striving for maximum value for the financial resources invested;
- 1.6. Encourage information exchanges and develop a collaborative approach;
- 1.7. Be prompt and courteous in their reception of anyone wishing to do business with the University;
- 1.8. Advise and assist colleagues in the performance of their duties;
- 1.9. Ensure healthy competition in acquisition processes.

While maintaining ongoing contact with a supplier is a benefit to the University, any situation that could impede fair competition should be avoided.

2. RULES OF CONDUCT

Members of the university community participating in an acquisition process must adhere to the following guiding principles:

2.1. Disclosure of interest

Any personal interest that may call into question the impartiality of a member of the university community or that could reasonably be considered as such, with respect to any matter relating to an acquisition process for a good, a service or construction work, must be brought to the attention of the University by following the process set out in the complementary policy on conflicts of interest ([Policy 2500-032](#)).

2.2. Confidentiality

Communicated information must be kept confidential and may in no circumstances be exploited for personal purposes. Members of the university community involved in a tender process must sign the confidentiality agreement presented in the *Responsible Procurement Directive*. The Financial Resources Services procurement division is responsible for keeping confidentiality agreements.

2.3. Business gifts and hospitality

To uphold the image and integrity of the University and members of the university community, persons covered by this code must refrain from accepting any donation, even customary gifts, or any benefit from a supplier of the University or any person who wishes to become one. Suppliers must also refrain from making any donation, even customary gifts, and from offering any benefit to a member of the university community participating in the acquisition cycle, or to a member of their immediate family. Any member of the university community who fails to comply with the provisions of this article shall be liable to applicable disciplinary action.

2.4. Interpretation

In case of any doubt as to the interpretation of the rules of conduct, members must refer to the Secretary General of the University.

2.5. Violation

Cases of alleged violation of the code of ethics will be referred to the Secretary General of the University.

SUPPLIER CODE OF CONDUCT FOR SOCIALLY RESPONSIBLE PROCUREMENT

The Supplier Code of Conduct for Responsible Procurement sets out Université de Sherbrooke's expectations of all its suppliers. Each supplier shall comply with this code of conduct and work towards continuous improvement by striving for excellence in its activity sector. In addition, the supplier shall inform their own suppliers of this code of conduct and invite them to take it into account.

The University must acquire goods, services and construction work within reasonable time frames while optimizing quality and cost. Given that the University's strategic plan places strong emphasis on sustainable development, the University wishes to take into account the social, environmental and economic impacts of goods and services acquired. The University also wishes for these values to be shared by its suppliers.

Suppliers shall offer products and services consistent with sustainable development principles. In addition, suppliers must inform their own suppliers of this code of conduct and ask them to abide by it. The University shall, within its means, assist suppliers in their process and apprise them of the values set out in the University's sustainable development policy.

More specifically, the University asks suppliers to make the following commitments. Suppliers shall:

1. Demonstrate transparency and honesty in business relationships with Université de Sherbrooke;
2. Refrain from disclosing the information provided to them, unless otherwise agreed;
3. Propose innovative products and services in keeping with sustainable development principles, where possible;
4. Comply with the legal and other requirements to which they have agreed;
5. Comply with the University's policies, regulations, directives and procedures;
6. Provide satisfactory quality guarantees for products and services and, where possible, implement a quality system deriving from ISO 9000 standards;
7. Improve the environmental performance of their operations, products and services, for example by implementing an environmental management system deriving from ISO 14001 or BNQ 21000 standards;
8. Strive to reduce, reuse, recycle and recover their waste materials, for example by using minimal packaging made of recycled and recyclable materials or by taking back used packaging or goods at the end of their useful life for reuse, recycling or recovery;
9. Reduce their greenhouse gas (GHG) emissions or offset them through a recognized organization;
10. Favour energy efficiency and help reduce dependency on fossil fuel sources;
11. Favour sustainable water management during the various lifecycles of their operations, products and services;
12. Transmit available lifecycle analyses to the University and collaborate with it in conducting audits or lifecycle analyses;

13. Favour the holding of environmental certifications recognized and adopted by the University for its products and services such as Energy Star or Eco-Logo, LEED, EPEAT, FSC, etc.;
14. Favour responsible procurement and investment practices as well as local development;
15. Apply occupational health and safety, working condition, training and equity practices that promote respect for and the development of its employees, and favour the securing and maintaining of a certification for its OHS management system such as BS/OHSAS 18001: 2007; ANSI/AIHA Z10-2005 or CSA: Z1000: 06, and assesses its OHS performance;
16. Protect and respect fundamental labour rights as defined by the International Labour Organisation (ILO) and the Universal Declaration of Human Rights (UDHR), in particular:
 - a) Free choice of employment and the abolition of forced labour (ILO Convention 29);
 - b) Freedom of association and the right to collective bargaining (ILO Conv. 87 and 98);
 - c) Effective abolition of child labour (ILO Conv. 138 and 182);
 - d) Non-discrimination in employment (ILO Conv. 100 and 111);
 - e) Decent working conditions (ILO Conv. 155);
 - f) Non-excessive working hours (ILO Conv. 1, 30, 31, 46, 49, 51, 57, 61, 67, 109, 153 and 180);
 - g) A salary that covers the basic needs of families (Article 25 of the UDHR).