IPI Academy

falconbury



Presented by
Falconbury

Advanced IT Contracts: Drafting, Negotiating and Managing Risk

23-25 February 27
+ 28-30 September 27

Develop practical skills in drafting IT contracts and negotiating key commercial provisions, covering software licensing, Agile and Waterfall development, web agreements, SaaS, IT services, AI and IP. Includes practical exercises and an AI clause negotiation workshop.

Format:
Classroom, Live online

CPD:
18 hours for your records

Certificate of completion

Course overview

IT contracts span a wide range of technologies, commercial arrangements and project structures. Drafting and managing them effectively requires an understanding of the underlying technology and the legal and commercial issues that arise throughout the contracting lifecycle, from procurement and development to service delivery and dispute resolution.

Understanding IT contracts and their complexities will ensure you're able to draft watertight agreements and manage the risks effectively.

All those involved in IT transactions need to understand the trends and industry 'norms'. A tough commercial environment means you need to guarantee you are getting the best terms available and the best deal for your company or clients. This training course has been specifically designed to engage both IT suppliers and users of IT to develop their understanding of the structure and content of IT contracts.

Key topics covered include:

- What IT contracts are
- How and why they work
- What should be included
- How to put them in place
- How to overcome the key challenges
- What the IT (separate from the contract) actually means
- The impact of AI and how it will shape the future

This practical and intensive three-day training course will boost your knowledge in these key areas to ensure you get the deal done with the best terms for your organisation.

Practical interactive learning style

This workshop-style training course has been designed to offer a practical solution to your drafting challenges. Throughout the course the expert presenter will use a balanced mix of theory, group exercises, discussion, sample clauses and case studies to provide you with a comprehensive portfolio of practical tips and techniques to draft IT contracts which meet your commercial objectives as well as ensuring that there are no 'surprises' further on.

Please note: When attending the online version of this training course, participants are required to join with the ability to turn on their cameras. This is an essential requirement in order to fully participate in the sessions due to the interactive nature of the programme.

Presenters firm

WESTON LEGAL

Weston Legal is a leading specialist boutique firm specialising in Commercial law, Technology law, Media law, Intellectual Property law, Data law and Regulatory law and practice. From its founding, the firm has always committed to provide a fast and efficient service wherever its clients operate. As its business has grown and diversified, it has recognised the strength and importance of the principles held by its people; putting clients first and operating as one team to realise its goals and share its success. These principles have formed the foundation of its culture and the way its lawyers interact with one another and the firm's clients. They are what distinguish it and are vital to its future.

To find out more about what Weston Legal can do for you, please contact Mark at westonlegal.ltd or see https://uk.linkedin.com/in/markwestonlegal

Mark also operates as a leading consultant to Hill Dickinson LLP, a leading and award-winning international law firm with offices in London, Liverpool, Manchester, Leeds, Birmingham, Piraeus, Singapore, Monaco and Hong Kong. As a full service law firm, it delivers advice and strategic guidance spanning the full legal spectrum from non-contentious advisory and transactional work, to all forms of dispute resolution. The firm is on the panel of a number of national and international organisations and regularly competes against many of the City firms. In recent months, they have been able to win a number of panel reviews against City firms.

To find out more about what Mark can do for you via Hill Dickinson, please contact him via www.hilldickinson.com

Benefits of attending

By attending this training course you will:

- **Get to grips** with pre-contract preparations
- **Understand** computer architecture, storage devices, software and networks
- **Learn** about open source software licences
- **Explore** Agile and Waterfall methodologies and contracts
- **Examine** web design and web hosting agreements
- **Understand** SaaS and IT services contracts
- **Clarify** copyright and database rights and their implications for software activities
- **Expand** your knowledge of IT reseller agreements
- **Understand** AI and IP in agreements
- **Examine** and negotiate AI clauses in IT contracts
- **Get to grips** with the structure of IT services contracts
- **Understand** Artificial Intelligence (AI) and IP in agreements
- **Focus** on IT warranties and specific clauses to be aware of

Who should attend?

This training course has been specially designed for representatives from both IT suppliers and users/buyers, including:

- In house lawyers
- Contract managers
- Procurement managers
- Buyers
- IT directors and managers
- Private practice lawyers and IT consultants

Programme

Day 1

Background to an IT contract (Pre-contract preparations)

- Part 1: Prevention is better than cure
  - Differences in perspectives of IT suppliers and IT customers
  - IT contracts words to avoid…and to encourage
- Part 2: Preparing to negotiate
  - IT tendering and procurement
  - Managing IT negotiations
  - Pre-contract documents
  - Interim agreements and pre-contract contracts
  - Structure of IT agreements
  - Responsibility for technical schedules

Understanding enough IT to work with IT contracts: Part 1

- Lawyers v IT consultants
- Computer architecture
- Storage devices
- Software – what is it?
  - Source code v object code
  - Databases
- Classical networks – what are they?

Understanding enough IT to work with IT contracts: Part 2

- The Internet
  - IP Addressing and DNS
  - ASP to Software as a Service (SaaS) to the Cloud
- Virtualisation
- Content and data
  - Analogue v digital
- Communications
- Encryption: importance and how it works

Understanding enough IT to work with IT contracts: Part 3

- AI and machine learning – general introduction
- Future trends
- Where and how to find information and keep updated

Software Licences

- Software
- Software licences:
  - Background
  - Commercial questions
  - Express terms:
    - Usual restrictions in software licences
    - Safeguards against those restrictions
    - The effect of the Software Directive
    - Warranties to a standard
    - Date and currency warranties
    - Communicating the licence terms
    - Shrink and web-wrapped software
- Maintenance and support adjuncts
- Escrow

Open Source Software (OSS)

- Open source software
- The rise of OSS
- Historical concepts
- The open source definition
- The trajectory of OSS today
- OSS as an industry
- OSS licences

Day 2

Etymology of an IT project: group exercise

- Waterfall commercials – how to negotiate
- Waterfall software development
- Waterfall development contracts

Software development

- Agile v Waterfall methodologies
- Agile contracts

Web design agreements

Web hosting agreements

Software as a Service (SaaS)

- Advantages and disadvantages
- LHA v SaaS agreements
- Customer sensible due diligence
- SaaS agreement:
  - Description of services
  - Right to use
  - Scope of use
  - Price
  - Other clauses

Copyright and database rights – basic principles: Part 1

- What is copyright?
- Use of the © symbol
- What are database rights?
- Sources of most disputes
- Copyright enforcement bodies
- FAST and the BSA
- Audit clauses

Copyright and database rights – implications for software activities: Part 2

- Porting software
- Non-textually copying software
- Software patents
- Moral rights in software and typefaces

Contracting for AI-enabled IT

- Software distribution: what does the industry do?
- Sales agents
- Sales representatives
- Resellers
- Contracts

Programme

Day 3

Outsourcing and IT Services contracts

- Overriding principles
- Structures of IT services agreements
- Defining services
- Defining Service Level Agreements (SLAs)
- Change control and project/system scope creep
- How are IT suppliers managed?
- Supplier warranties v customer pushbacks

Understanding Artificial Intelligence and IP/regulatory issues in agreements: Part 1

- What is AI?
- How does AI work?
- AI technology
  - Core AI
  - AI methods used to solve a technical problem
  - Output of the AI method – IP and AIGC
- Lack of clarity and what to do
- Legal implications of using AI to generate content

Understanding Artificial Intelligence and IP/regulatory issues in agreements: Part 2

- Using other's IP to generate AIGC
- Concerns
  - Creativity concerns
  - Ethical concerns
  - Data protection concerns
  - Product liability concerns
- AI legislation, regulation, consultations, proposals
- Legal issues in AI projects
- The metaverse
- IP in the metaverse

AI clause negotiation workshop preparation

Preparation in teams for the AI clause workshop

AI clause workshop

Working through a fact scenario and AI clause negotiation and amendment

Problems with IT contracts

- Typical disputes in IT projects
- Methods of IT dispute resolution and corresponding clauses:
  - Litigation
  - ADR, mediation and arbitration
  - Expert determination
  - Neutral evaluation
  - Ping-pong determination
- Disclosure issues
- Software ownership issues: who owns it?

Modern IT warranties and clauses: cybersecurity, AI, dependencies and sizing

- Anti-virus clauses
- Date issues and clauses
- Comm issues and clauses
- Currency issues and clauses
- Sizing warranties and scalability issues

Presenter



Mark Weston

Mark Weston has run his own law firm, Weston Legal, since 1 January 2024. He is also a consultant at Hill Dickinson LLP where he joined in February 2016 as a partner and Head of its Commercial, TMT & IP Practice. Before that, he was a partner and Head of the Commercial/IP/IT Team at Matthew Arnold & Baldwin LLP and before that, he spent several years at Baker & McKenzie in London and Chicago and has also previously been seconded to Hewlett Packard and other technology businesses. He changed role to become a consultant in Hill Dickinson's London office in January 2024.

Expertise: Mark's practice covers both non-contentious and contentious matters in all areas of commercial law, intellectual property law, information technology law, Internet, electronic commerce and on-line services law. He specialises in commercial and Tech issues. Mark is used as a 'trusted adviser' by many clients in all sorts of businesses and often acts as 'private practice in-house counsel' for many clients. He specialises in tech and internet businesses.

Clients: Just some of Mark's more well-known clients include Elstree Film Studios, RTL Group S.A., Sykes Cottages, Retailcorp Brands LLC, The Gulf Marketing Group, Moneynetint Limited and the BBC.

Some detail: Mark has extensive experience in advising clients on all manner of commercial matters (such as business planning and solutions, franchising, distribution, agency and marketing) through branding and intellectual property exploitation and licensing, to advice and documentation regarding hardware and software issues (such as development, licensing, maintenance and distribution, SaaS and cloud, Internet transactional solutioning, B2B, B2C and B2G electronic commerce, S-commerce and M-Commerce, social media, outsourcing, facilities management, procurement, IT policies, data protection (privacy), GDPR and freedom of information issues as well as artificial intelligence (AI)). He has a particular expertise in new digital business and revenue streams. He is also experienced in dealing with software disputes and IT litigation. The increasingly extensive media side of his practice relates primarily to publishing (both real world and digital content), to games and gaming platforms (and particularly transmedia technologies), advising companies about their advertising onscreen, online and in print and managing their public communications strategies generally (dealing with the CMA and ASA in the process) – and also a smattering of television, film and music exploitation. Recently he has been very active in AI advice.

More unusual:

Mark has previously spent several months on secondment to Hewlett Packard and he has also been seconded to assist in the legal problems arising in new technology companies such as Symbian. From 2000 to 2001, Mark was resident in the Chicago office of Baker & McKenzie advising US clients on European and UK aspects of IT and electronic commerce law and practice.

Mark is the author of the *Legal Practice Companion*, a parallel text book used at several law schools, the editor of the *IP and Media Law Companion* as well as the rest of the Companion series of books published by Bloomsbury Professional, Tottels, Cavendish Publishing and Oxford University Press. He has noted numerous reports for the *IT Law Reports* and is widely published in *Computing, Computers & Law, Computer Law & Security Report, IT Law Today, Intellectual Property World, Solicitors Journal* and many other journals both online and offline. Mark has also authored articles syndicated in the national and trade press and is regularly quoted in national newspapers and is heard on radio as an expert in his fields. Mark is the author of the *Business Names on the Internet* chapter in the *PLC Ecommerce Manual as* well as numerous other articles on various Commercial & IT law topics.

Mark lectures regularly on all Commercial, IP and IT law topics, including at the IBC IT 'Summer School' Programme in Cambridge, England; the Falconbury and MBL two-day and three-day Commercial Contracts seminars (run several times a year) and IT Contracts seminars (run three times a year) in London; and he has previously lectured at the Annual On-line & Internet Commerce Law Institute seminar in Chicago and tutored at University College London. He also runs a programme of bespoke training schemes on commercial law, IP law, IT law, AI law and data law as well as soft skills programmes such as negotiation skills and presentation skills.

Finally, you may have seen that Mark likes blogging and writing books, which are available at all good bookshops! He also appears regularly on BBC1 (usually providing advice on-screen to BBC Watchdog) and also on Sky News as a legal commentator, as well as trying to avoid the huge quantity of pink powder the TV make-up girls want to apply to his increasingly receding hairline.

Course dates

23-25 February 27	**Classroom** London *Course code 17410*	GBP **1,699** ~~1,999~~ EUR **2,379** ~~2,799~~ USD **2,731** ~~3,199~~ **Until 29 Dec**
28-30 September 27	**Live online** 09:30-16:30 **UK (London)** (UTC+01) *Course code 17013*	GBP **1,399** ~~1,699~~ EUR **1,959** ~~2,379~~ USD **2,251** ~~2,719~~ **Until 03 Aug**

How to book

Online:
ipi.academy/3308

Alternatively contact us to book, or if you have any queries:

Email:
info@ipiacademy.com

Phone:
+44 (0)20 7749 4749

Discounts

- Booking more than one delegate on any one date qualifies for a **30% discount** on the second and subsequent places.
- Most events qualify for an **early booking discount** prior to 6 weeks before the course date. Be sure to check on our website, where the latest discounts will be shown.

Further information

Fee
The fee includes all meals and refreshments for the duration of the course (for venue-based courses) and a complete set of course materials (provided electronically). If you have any particular requirements, please advise customer services when booking.

Please note
IPI Academy (and our training partners) reserve the right to change the content and timing of the programme, the speakers, the date and venue due to reasons beyond their control. In the unlikely event that the course is cancelled, we will refund the registration fee and disclaim any further liability.

Terms and conditions
The rest of the our terms, the event cancellation policy and the terms and conditions are on our website, please visit ipi.academy/content/terms-and-conditions

Run this programme in-house for your whole team

Coming to IPI Academy for your in-house training provides an all-inclusive service which gives you access to a wide variety of content, learning platforms and delivery mechanisms as well as your own personal training adviser who will work with you from the initial enquiry through to feedback and follow-up after the programme.

With over 600 trainers, all practitioners and experts across a huge range of fields, we can provide the training you need, where you need it, when you need it, and at a price which suits your budget. Our approach to tailored learning and development consists of designing and delivering the appropriate solution for each client.

For your FREE consultation and to find out more about how we can work with you to solve your training needs, please contact our training advisers:



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IPI Academy

IPI Academy is a training initiative of Falconbury and Management Forum; leading providers of industry training for over 30 years, based in the UK.

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