

Outsourcing Success in 2012

SOURCING STRATEGIES & PRIORITIES FOR CORPORATE COUNSEL



PROGRAM AGENDA

April 24, 2012

- 8:30 am** **Registration and Breakfast**
- 8:50 – 9:00 am** **Welcome and Introductions**
- 9:00 – 9:45 am** **Software as a Service (SaaS) Agreements**
Paul Roy (Mayer Brown) and Sara Arons (Senior Counsel, The Dow Chemical Company)
- The anatomy of a good SaaS contract
 - What level of control a Customer can expect and what cannot be controlled
 - How to manage risk in those areas where control is not possible
- 9:45 – 10:30 am** **ERP Implementation Contracts**
Gregory Manter and Brad Peterson
- Challenges in bringing projects in on time and within budget with expected functionality
 - Deal structures to align incentives toward success
 - Key contract provisions to manage projects, reduce risk, maintain flexibility and preserve value
 - Practical ideas on how to describe responsibilities, milestones and pricing
- 10:30 – 10:45 am** **Break**
- 10:45– 11:30 am** **New Approaches to Dispute Resolution in Outsourcing Contracts**
Robert Kriss and Dan Masur
- Techniques for optimizing your legal position before contractual dispute resolution procedures are invoked
 - Innovative approaches, such as "baseball arbitration" and cost/fee shifting, that incentivize reasonable compromises at an early stage in the process and deter parties from pressing unreasonable positions
 - Streamlined processes for the resolution of contract disputes without arbitration or litigation

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11:30 – 12:15 pm **Contracts for Outsourcing Manufacturing**

Geoffrey Master and Linda Rhodes

- Overview of outsourcing manufacturing and the evolving product value chain
- Key contract provisions to manage critical elements - price management, indemnities, quality assurance, development and IP management, tooling management, delivery performance
- Value enhancement techniques in sourcing relationships
- Special case: contract manufacturing arrangements

12:15 – 1:15 pm **Networking Lunch**

1:15 – 2:00 pm **IP Issues in Outsourcing Deals**

John Mancini and Mark Prinsley

- Allocation of risk of third party IP claims against the Supplier and/or the Customer
- Access to Supplier IP on termination/transfer to a new Supplier
- High risk areas including opensource, confidential information and call center patents

2:00 – 2:15 pm **Break**

2:15 – 3:00 pm **Negotiating Data Privacy and Security Provisions in Outsourcing Agreements**

Rebecca Eisner and Guido Zeppenfeld

- Key clauses that cover the basics to protect personal data and to achieve compliance
- Hot buttons for Suppliers – Why have confidentiality, privacy and data security negotiations become so vexing?
- Hot buttons for Customers – Managing data controller / data processor relationships
- For better and for worse: A view from the EU –The new proposed EU Data Protection Regulations – changes, approval and implementation process

3:00 – 3:45 pm **Facilities Management Outsourcing Transactions: Managing Troubled Deals**

Kevin Rang and Craig Reimer

- Reasons why facilities management deals get into trouble
- Practical ways for customers to mitigate risks when problems arise
- Contract terms that can help the Customer protect itself when its facilities management Supplier has financial problems

3:45 – 4:00 pm **Q&A and Program Conclusion**