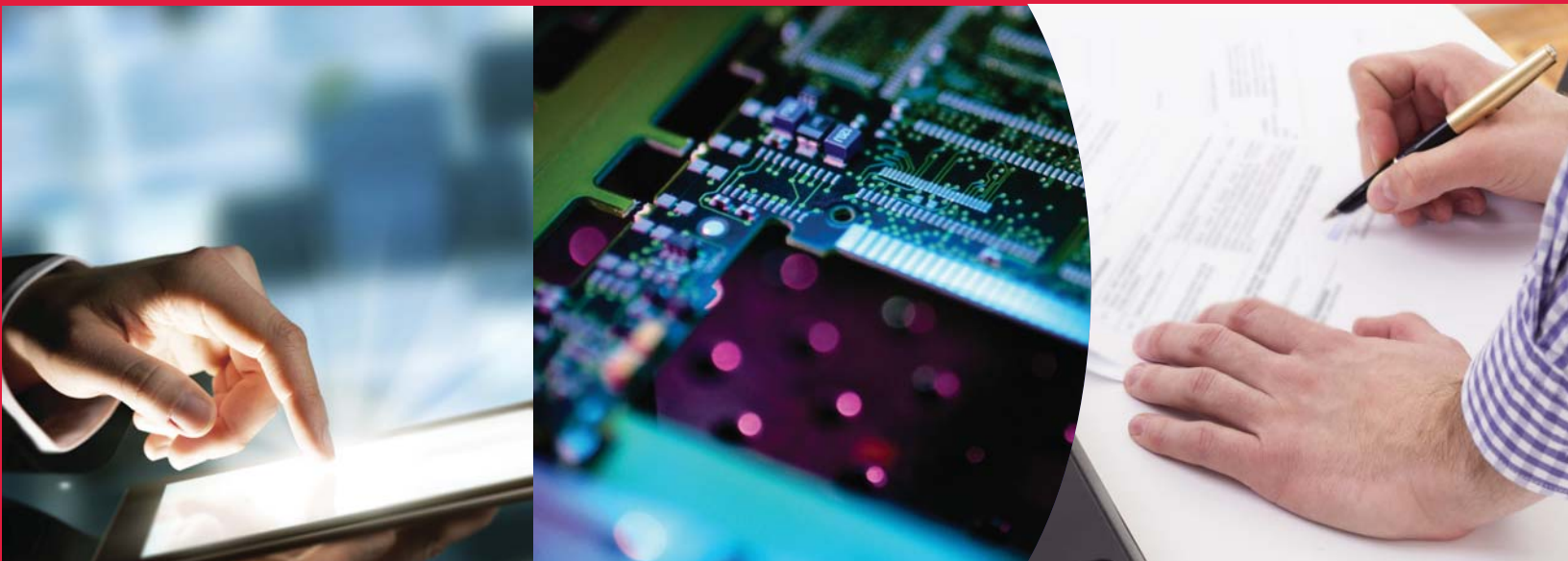


With unique learn-by-doing
drafting and negotiation
workshops



The *Osgoode* Certificate in Negotiating and Drafting IT Agreements

This practical and intensive program will give you the knowledge and skills you need
to successfully structure, negotiate and draft IT agreements

WEBCAST
AVAILABLE

4 One-day Modules | January 31 - March 9, 2017 | Toronto, Canada



Do you have the skills and confidence to negotiate and draft an effective IT agreement?

Program Details

Dates

Module 1
January 31, 2017

Module 2
February 14, 2017

Module 3
February 28, 2017

Module 4
March 9, 2017

The program will be held at
Osgoode Professional Development's
Downtown Toronto Conference
Centre.

*"The mock negotiation was a
fantastic way of demonstrating
what we were taught in the course."*

Paighton Newmarch, Procurement
Coordinator, Home Trust Company

For Further Program-Related Information

Please contact:
Jessica Foster
Program Lawyer
at 416.673.4673
or email
jfoster@osgoode.yorku.ca

Osgoode's Certificate in Negotiating and Drafting IT Agreements is an innovative course offering a deep dive into all aspects of structuring, negotiating and drafting IT agreements.

Led by P. Bradley Limpert, an expert faculty of legal and IT specialists from leading technology companies will provide you with the knowledge and practical skills you need to competently and confidently negotiate and draft IT agreements. Over four intensive days you will acquire a comprehensive overview of key factors relevant to structuring an IT agreement, and practical tools which will enable you to draft and negotiate the contentious clauses. You will also learn the critical business, technological, and IP aspects underlying IT agreements, so that you can approach your contracts with a thorough grounding in fundamental concepts.

Reinforce your understanding of key concepts by applying what you've learned in small group "learn-by-doing" drafting and negotiation workshops. Benefit from personalized feedback from our experienced experts.

In addition to the comprehensive course materials, participants will receive the text *Technology Contracting: Law, Precedents and Commentary* - a value of over \$450. Included are checklists, annotated sample agreements, and precedents which you can put to immediate use in your organization or practice.

What You Will Learn

- Fundamentals of IT system components, players and activities
- Advanced negotiation strategies and tactics
- The key IP issues that affect IT agreements
- Strategies for allocating liability in an IT contract
- Critical cross-border considerations
- Dealing with IT contracting issues in Cloud, SaaS and App environments
- Best practices for proceeding ethically in contract negotiations
- Critical security and privacy issues and how to manage them
- Addressing compliance challenges in open source software licensing
- Drafting and negotiation issues that impact IT agreements

Who Should Attend

- Lawyers who advise on IT agreements and software licensing
- In-house counsel and executives managing software and IT services procurement
- IT managers and developers
- IT procurement professionals
- Contract managers and specialists
- Advisors to technology start-ups and entrepreneurs

Webcast is available
for Modules 1 - 3



In four intensive one-day modules, an expert faculty of over 20 senior legal and IT specialists will equip you with the knowledge and key strategies you need to effectively structure, negotiate and draft IT agreements.

THE CURRICULUM

MODULE 1

January 31, 2017, 8:45 a.m. – 5:00 p.m. EST

Module One will provide you with the foundational knowledge you need to maximize your understanding and participation in the remainder of the certificate. You will learn the critical IP and technological aspects of IT contracts, IT systems and system development, as well as the key cross-border issues that need to be considered when approaching IT agreements. The day will end with a primer on negotiation techniques.

Essential IP Elements and Concepts

- Types of information or technology that can be protected by trade secret, copyright, patents, and trademark laws
- Intellectual property: obtaining, registering and enforcing it
- Key intellectual property considerations critical to technology agreements
 - potential pitfalls arising from joint ownership of IP
 - what rights do employees and independent contractors have in the IP they provide as part of technology development?

Overview of IT Systems

- Key components, players and activities in IT systems
 - IT development, deployment, integration, migration and maintenance: who does what?
 - typical life cycles of software development, licensing, customization and sale
- Understanding IT system development methodologies
 - establishing scope, planning and specifying requirements: business process, functional and non-functional
 - system design: high level versus detailed design
- Effect of technical risks and liabilities on an IT contract
 - data loss, data integrity; scope creep, integration risk
 - vendor control of technology architecture

Cross-Border Issues in IT Contracting

Increasingly, the scope of technology agreements extends beyond Canada and may engage foreign parties. This session will address multi-jurisdictional issues that affect IT contracts, including factors affecting the scope and terms of cross-border agreements and the protection of IP rights and confidential/personal information across jurisdictions.

Negotiation Techniques for IT Agreements

- Due diligence and preparation for negotiations
- The effect of timing on negotiations
- Can you win without negotiating?

- Structure of negotiations/parallel negotiations
 - Creating your BATNA
 - How does uncertainty and lack of information affect negotiations?
- *Module 1 available by webcast**

MODULE 2

February 14, 2017, 9:00 a.m. – 5:15 p.m. EST

In Module 2 we will continue to examine the essential underlying concepts required for negotiating and drafting IT agreements. The discussion will drill down on strategies for allocating liability in an IT contract, and security and privacy issues. The focus will then shift towards examining specific types of IT agreements, including confidentiality, escrow and software development agreements. The day will conclude with an interactive negotiation demonstration which will highlight best practices for negotiating performance warranties and guarantee clauses.

Allocating Liability in the IT Contract

- Thinking through limits of liability, disclaimers, waivers and related clauses
- Liability issues associated with privacy, security and confidentiality

Security and Privacy Issues in IT Transactions

- Types of security risks: data integrity, transmission, access control, and more
- Methods for ensuring security of information; dealing with spyware
- Privacy traps in various IT transactions
- The impact of the *U.S. Patriot Act* and public disclosure rules: protecting business data and personal information
- Audit issues: reporting, recording and disclosure of security and privacy measures

Confidentiality Agreements and Escrow Agreements

This session will examine two much used but under-appreciated agreements: Non-Disclosure Agreements (NDAs) and Source Code Escrow Agreements. Learn how to minimize the risks of disclosing and receiving confidential information, as well as the common problems and pitfalls with escrow agreements.

Development Agreements

- A developer's perspective: what assumptions do developers make and what are their implications?

- Rates of failure in development agreements; remedies, including non-financial remedies, for developer's non-performance; providing for escalation and dispute resolution procedures
- Understanding the vendor/developer's interests: key pitfalls purchasers should watch for in the agreement
- Incorporating documents produced in the development process into the legal agreement

Demonstration:

Negotiating Performance Warranties and Guarantees

This interactive session will provide participants with an opportunity to observe a live negotiation from the supplier and customer perspectives. The panel will examine various negotiation positions, as well as provide guidance on the strategic use of language when drafting these important clauses.

*Module 2 available by webcast

MODULE 3

February 28, 2017, 9:00 a.m. – 4:30 p.m. EST

In Module 3 we will continue to examine specific types of IT agreements, including outsourcing, support and maintenance and software licensing agreements. Rounding out the day, three expert faculty members will deliver our second interactive demonstration session, focusing on the negotiation of a License Agreement from the perspective of both supplier and customer.

IT Outsourcing Agreements

- Forms of "outsourcing", including cloud computing, SaaS, and various shared service arrangements
- Specifying service levels in the agreement; multi-sourcing and sub-contractors
- Indemnities and limitations of liability
- Change control and governance
- Benchmarking and other price/innovation clauses

IT Support and Maintenance Agreements

- How to select the type of support coverage
- Characterizing errors and problems: anticipating and avoiding disputes
- Software updates, upgrades & support for old versions; hardware support and maintenance
- Standard versus customized packages; on-line versus on-site support

Software Licensing Agreements

- Portal access license versus license agreement - pros and cons from licensee and licensor perspectives
- Software bundling: issues arising from inclusion of third party products; rights in derivative works
- Object code versus source code license agreements
- Relationship between software license, consulting services, maintenance and support

Open Source Software Licensing

- Benefits and risks of open source software – mixing open source and proprietary software
- Types of open source software licenses – addressing open source software in your business model

Demonstration: Negotiating a License Agreement

Participants will observe experienced practitioners negotiate the key elements of a License Agreement, and will learn tools to effectively address such issues as payment terms, scope, ownership of IP, strategies for negotiating value-adds, and governance provisions.

*Module 3 available by webcast

MODULE 4

March 9, 2017, 9:00 a.m. – 5:15 p.m. EST

In Module 4, you will have an opportunity to put into action what you have learned. The day will feature two small group, interactive workshops, plus a presentation on advanced negotiation techniques.

Drafting and Negotiation Workshops

Drafting Workshop: License Agreement

In this hands-on, small group workshop, you will have a valuable opportunity to receive personalized feedback from our expert faculty on your drafting skills. Prior to the module, participants will be provided with a fact scenario and segments of a License Agreement and asked to re-draft and submit various key clauses for discussion in the workshop.

*NOTE: Advance preparation is required for the drafting workshop.

Advanced Negotiation Techniques for IT Agreements

Building on the negotiation techniques primer delivered in Module 1, you will learn about using Game Theory and Behavioural Economics in your negotiations, as well as how to conduct a self-assessment of your negotiation skills.

Tying it All Together: Mock Negotiation

Using a common fact scenario in conjunction with confidential facts for each party, you will work in small groups and engage in a mock negotiation representing the interests of either the vendor or customer. This is an interactive session in which you will receive personalized feedback and guidance from an expert facilitator.

*NOTE: Because of the interactive nature of the day, in person attendance is required for this module.

Plus! Navigating Ethical Issues in IT Transactions

This 1 hour online module will teach you everything you need to know to handle thorny ethical issues, including how to address conflicts of interest and when the duty of good faith applies in negotiations.



The Osgoode Certificate in Negotiating and Drafting IT Agreements draws on the expertise and experience of an outstanding faculty of senior legal and IT professionals, including:

Timothy M. Banks, Dentons Canada LLP

Jason (Jake) Bullen
Cassels Brock & Blackwell LLP

Steve Cimicata
General Counsel, Volaris Group Inc.

Richard F.D. Corley
Goodmans LLP

May Jim
Principal, May Jim Business Consulting
& Analysis Inc.

John Le Blanc
Senior Legal Counsel, Bank of Nova Scotia

Jason Leung
Leung Law PC

P. Bradley Limpert
Limpert & Associates

Fraser Mann
Mann Symons LLP

Andrew S. Nunes
Fasken Martineau DuMoulin LLP

Richard Pearce
Senior Counsel, eHealth Ontario

Robert L. Percival
Norton Rose LLP

Thomas W.E. Prowse
Senior Legal Counsel, QNX/BlackBerry

Joel Ramsey
Torys LLP

John Sibley
Senior Manager, Deloitte Canada

Steven Slavens
Torys LLP

Stephen Spracklin
Vice President, General Counsel and
Corporate Secretary, Sandvine Inc.

Gabriel M.A. Stern
Fasken Martineau DuMoulin LLP

Trevor J. Unruh
Assistant General Counsel
Open Text Corporation

Craig Wilson
Craig Wilson & Company Inc.

PROGRAM DIRECTOR

P. Bradley Limpert
Limpert & Associates

Mr. Limpert is recognized by Intellectual Asset Management of London, UK as one of the world's leading technology licensing and litigation lawyers. Prior to practicing law, Mr. Limpert worked as a software developer, project manager and marketing rep. He is also a Certified Licensing Professional and a Patent Agent.

Osgoode Hall Law School's *Osgoode Professional Development* offers both credit and non-credit programming to meet the life-long learning needs of lawyers and other professionals who need legal information. Osgoode Hall Law School is one of the world's pre-eminent law schools. *Osgoode Professional Development* embodies the law school's commitment to meeting the educational needs of the broader community and has offered many continuing legal education programs for health care, law enforcement and other professionals.

Here's what participants have said about past Osgoode IT Agreement programs:

"The course provided value from start to finish, covering both negotiation and drafting in depth and with a good variety of subject expert presenters."

Robb Baird, McInnes Cooper

"Negotiating and Drafting IT Agreements provided an insightful series of discussions into the trends, topics and developments that are shaping the future of IT contracting and IT transactions. The sessions were led by a very impressive list of panelists and speakers who provided practical and informative advice throughout."

Nathan Schissel, MacPherson Leslie & Tyerman LLP

THE OSGOODE CERTIFICATE IN NEGOTIATING AND DRAFTING IT AGREEMENTS WINTER 2017

Acquire the knowledge and skills you need to
confidently advise on and execute IT agreements

I will attend: ☐ Modules 1-4 On-site ☐ Modules 1-3 by webcast (single viewer) & Module 4 on-site

Name: _____ Title: _____

Firm/Company: _____ Practice Area: _____

Address: _____

City: _____ Province: _____ Postal Code: _____

Email: _____

Telephone: _____ Fax: _____ Priority Service Code:

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- ☐ Please add me to your mailing list.
☐ Please delete me from your mailing list.
☐ If you do not wish to be contacted by e-mail, indicate here.

Fee Per Delegate

\$2,695 plus HST

Fees include attendance, program materials, continental breakfast, lunch and refreshments for each of the 4 days of the program. The price does not include accommodations. Please inquire about group discounts and financial assistance. Dress is business casual.

Payment Options – Payment must be made prior to the program

- ☐ Cheque enclosed (payable to York University – GST# R119306736)
☐ Bill my credit card: ☐ VISA ☐ Mastercard

Card# _____

Expiry: _____

Signature: _____

Payment Amount: _____

Cancellations/Rainchecks/Substitutions

Substitution of registrants is permitted at any time. If you are unable to find a substitute, a full refund is available if a cancellation request is received in writing 21 days prior to the program date. If a cancellation request is made with less than 21 days notice, a \$150 administration fee will apply. No other refund is available.

Location

Osgoode Professional Development
Downtown Toronto Conference Centre
1 Dundas St. W., 26th Floor
Toronto, ON, M5G 1Z3

Program Changes

We will make every effort to present the certificate program as advertised, but it may be necessary to change the dates, location, speakers or content with little or no notice. In the event of program cancellation, York University and Osgoode Hall Law School's liability is limited to reimbursement of paid fees.



CPD Credits



OsgoodePD has been approved as an Accredited Provider of Professionalism Content by the LSUC.

Eligible CPD/MCLE hours: LSUC (ON): 29.0 CPD Hours (26.0 Substantive; 3.0 Professionalism)

OsgoodePD programs may be eligible for CPD/MCLE credits in other Canadian jurisdictions. To inquire about credit eligibility, please contact cpd@osgoode.yorku.ca.

For Further Program-Related Information

Please contact: Jessica Foster, Program Lawyer at 416.673.4673 or email jfoster@osgoode.yorku.ca.

Certificate of Program Completion

You will receive the Osgoode Certificate upon completion of the program (which includes attending all 4 modules, participating in the drafting workshop and mock negotiation, and viewing the 1 hour online module on Navigating Ethical Issues in IT Transactions). Please note that modules 1-3 may be completed in person or by webcast. However, all registrants must attend module 4 in person.

Public CLE Seminars

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ITAW

Professional LLM

4 Convenient Ways to Register

1. **MAIL** your registration form to:
Osgoode Professional Development
Downtown Toronto Conference Centre
1 Dundas St. W., 26th Floor
Toronto, ON M5G 1Z3
2. **ONLINE** at WWW.OSGOODEPD.CA/ITAGREE
3. **FAX** your registration to 416.597.9736
4. **CALL US** at 416.597.9724

