CONCEPT

Technology Contracts Law Course: SaaS, Cloud, Software Licence and IT Outsourcing Agreements



Technology Contracts Law Course: SaaS, Cloud, Software Licence and IT Outsourcing Agreements

Introduction:

Technology contracts law, covering SaaS, cloud, software licence and IT outsourcing agreements, is a 1-week course for in-house legal, contract management and IT procurement teams that ends with a Technology Contract Negotiation Playbook for a case organisation. Organisations sign vendor paper with vague uptime definitions, unbounded licence audits, thin liability caps and no workable exit route, then pay for it in true-up claims, stranded data and stalled migrations. Nominees already review or negotiate technology agreements and work through case studies built on real order forms, schedules and clause mark-ups. CoreConcept Training Center delivers this technology contracts law course.

Course Objectives:

- Structure a technology deal into master agreement, order forms and schedules with a clear order of precedence
- Draft and test software licence grants, usage metrics and vendor audit clauses against the actual deployment
- Negotiate SaaS and cloud terms on uptime measurement, service credits, data residency and sub-processor approval
- Specify IT outsourcing and managed service schedules covering service descriptions, transition, change control and benchmarking
- Allocate liability caps, carve-outs and indemnities and secure escrow, step-in and exit rights for critical services
- Build a Technology Contract Negotiation Playbook with clause positions and fallback ladders for a case organisation

Target Audience:

- In-house legal teams responsible for reviewing and negotiating supplier technology agreements
- Contract management teams responsible for order forms, renewals and variations on software and cloud deals
- IT procurement and category teams responsible for licence, subscription and outsourcing spend
- IT service management teams responsible for service levels, transition and supplier performance under managed service deals
- Data protection and information security teams responsible for data residency, sub-processor and breach terms in cloud contracts

Course Outline:

Day 1: Technology Deal Structures and Contract Portfolio Baseline

- Technology Agreement Taxonomy From Perpetual Licence to Managed Service
- Master Agreement, Order Form and Schedule Hierarchy Design
- Order of Precedence and Entire Agreement Wording on Vendor Paper
- Data Protection Law Triggers Across Hosting and Support Models
- Technology Contract Portfolio Risk Heat Map Assessment

Day 2: Software Licence Grants, Usage Metrics and Audit Clauses

- Licence Grant Scope by User, Device, Core and Enterprise Metric
- Affiliate Use, Outsourcer Access and Virtualisation Restriction Clauses
- Software Audit Clause Notice Periods, Scope and Cost Shifting
- Effective Licence Position Reconciliation Before a Vendor Audit
- Maintenance Terms, Version Upgrades and End-of-Life Support Notices

Day 3: SaaS, Cloud and IT Outsourcing Schedule Drafting

- Uptime Definitions, Measurement Windows and Planned Maintenance Exclusions
- Service Credit Regimes, Credit Caps and Sole Remedy Wording
- Data Residency and Sub-Processor Clauses Under Data Protection Law
- Outsourcing Service Description Schedule and Performance Indicator Design
- Transition Plan, Change Control and Price Benchmarking Clauses

Day 4: Liability Allocation, Escrow, Step-In and Exit Risk

- Liability Cap Tiers, Super-Caps and Uncapped Carve-Out Negotiation
- Indirect Loss Definitions, Data Loss Recovery and Indemnity Procedures
- Source Code Escrow Release Triggers and Build Verification Testing
- Step-In Rights Triggered by Insolvency or Critical Service Failure
- Exit Plan, Data Return Format and Transition Assistance Period

Day 5: Case Study and the Technology Contract Negotiation Playbook

- Case Organisation Cloud Migration and Outsourcing Deal Brief Review
- Vendor Paper Mark-Up of Licence, SaaS and Outsourcing Terms
- Clause Position and Fallback Ladder Matrix Construction
- Negotiation Exercise on Liability Caps and Exit Terms
- Technology Contract Negotiation Playbook Completion and Panel Defence

Skills You Will Gain:

- Technology Deal Structuring
- Licence Metric Analysis
- Vendor Audit Defence
- Cloud Service Level Drafting
- Outsourcing Schedule Design
- Liability and Indemnity Allocation
- Escrow and Step-In Planning
- Fallback Position Negotiation

Why Attend This Course:

- Deliver a Technology Contract Negotiation Playbook to the general counsel and the head of IT procurement for adoption on the next vendor negotiation
- Decide which liability carve-outs, service credit levels and exit periods the organisation can accept or must reject on supplier paper
- Avoid unbudgeted licence true-up claims, data held hostage at termination and outages that service credits fail to compensate
- Equip legal, procurement and IT colleagues with clause checklists, fallback ladders and a schedule template for future technology deals

Conclusion:

Back at work, the participant hands the Technology Contract Negotiation Playbook to the general counsel and the head of IT procurement, who use it to set approved positions before the next SaaS renewal, licence audit response or outsourcing tender. Negotiators then work from agreed fallback ladders instead of improvising on supplier paper. After the first negotiation run under the playbook, the organisation should review which positions held, which fallbacks were conceded and how exit and escrow terms compared with the target, then revise the weaker clauses.

Frequently Asked Questions FAQ:

What should participants know before a technology contracts law course on SaaS, cloud, software licence and IT outsourcing agreements?

Participants should already review, manage or negotiate supplier agreements and understand basic contract structure. An anonymised order form, licence schedule or outsourcing service schedule from their organisation helps during the case study day.

How does technology contracts law differ from a course on electronic contract formation or supplier selection?

This course concentrates on the substance of technology agreements: licence metrics, audit rights, uptime and service credits, outsourcing schedules, liability allocation, escrow, step-in and exit. Courses on electronic contracting address online acceptance and signatures, while supplier selection courses address requirements, tenders and evaluation.

Why do technology contracts law negotiations focus so heavily on liability caps and exit terms?

Technology failures can cause losses far above annual fees, while a supplier holding the data and know-how controls any migration. Caps, carve-outs, data return and transition assistance decide whether the organisation can recover losses and change supplier without disruption.

What do participants take back from the technology contracts law course?

Participants take back a Technology Contract Negotiation Playbook with clause positions and fallback ladders for licence, SaaS and outsourcing terms, plus a liability matrix, escrow and step-in checklist and exit plan outline they can adapt to their own organisation.