

# Operational Excellence for Leaders

## Day 1

### ***Getting the Essentials in Order - before you start to draft***

- Introduction, objectives, and scope of this programme
- Why contract drafting skills are important?
- What is the “deal” behind the Contract?
- How to reflect the “deal” in the contract?
  - What is the relationship that the contract is seeking to create?
  - Who does what, when and how?
  - When does payment occur?
  - What happens if things go wrong?
- What form will our contract take?
- Considering risk in our contracts

## Day 2

### ***Principles of Contract Drafting***

- Choosing an appropriate contract structure
- Using preliminary commercial agreements to make progress with the contract
  - NDAs / Letters of intent / Heads of terms / Memorandum of Understanding
- Model contracts and templates to consider
- Include the essential legal elements to make the agreement legally binding
- Setting the right tone for the contract
- Using appropriate contract language
- Using Artificial Intelligence to create or improve your contract drafts?

## Day 3

### ***Preparing the Draft – techniques to use***

- Drafting Techniques
  - Adopt the Principle of Clarity – who is the audience?

- Ordering the material, to tell the story
- Avoid unnecessary repetition
- Avoid Risky Legal phrases
- KISS – Keep it Short and Simple
- Gender Neutral Drafting
- Include the principal clauses that impose obligations or create rights
  - The Scope of Work
  - Payment and other financial terms
  - Timing clauses
  - Performance measurement clauses
- Consider the contents of the front and back of the contract

#### Day 4

##### ***Using Contract Clauses to Provide Protection***

- Spotting hidden risks in contract clauses
- Clauses that manage, mitigate or transfer your risk
  - Default and Liability clauses
  - Exclusion and limitation of liability
  - Indemnity and insurance clauses
  - Bonds and Guarantees
  - Liquidated damages clauses and penalties
  - Warranties and representations
  - Retention of title
  - Force Majeure

#### Day 5

##### ***How the Moving Parts of a Contract Should Work Together***

- Contractual Machinery Clauses
  - Definitions clause
  - Contract variation mechanisms
  - Notices and communication clause
  - Dispute resolution process
  - Termination clauses

- Boilerplate Clauses
  - Entire Agreement
  - Hierarchy of terms
  - Confidentiality
  - Inspection
  - Governing law clause
  - Assignment and sub-contracting