

Presenter's credentials

The workshop has been designed, and will be run, by Mark Anderson. His credentials are:

- **Solicitor:** He is a practising solicitor, who is recommended in Chambers Directory 2013 for both life science transactions and IP. He is recommended in the international guide, IAM Patent 1000 2013, as a leading UK lawyer in the field of IP licensing. His blog on IP contracts, IP Draughts, was made a member of the Blawg100 by the American Bar Association in 2012. He is a Certified Licensing Professional (a qualification established by the Licensing Executives Society (US and Canada)).
- **Author:** He is the author or co-author of 7 practitioner texts on IP and contract drafting subjects, published by OUP, LexisNexis, Bloomsbury and Law Society Publishing. These include:
 - *Technology Transfer* (3rd edn, Bloomsbury, 2010). 'All practitioners who deal with technology transfer arrangements in England and Wales should own a copy of this work.' (Journal of E-commerce, Technology and Communications)
 - *Drafting and Negotiating Commercial Contracts* (3rd edn, Bloomsbury, 2010). 'It is one of the best, if not the best, texts on the principles of commercial drafting... The material is extremely well written and accessible.' (Student Law Journal).
 - *Execution of Documents* (2nd edn, Law Society, 2008). 'This is, for a highly technical law book, a riveting read. Keep it on your shelves and you'll be confident that you will have the answer to most issues about how to make a legal document work.' (New Law Journal)
 - *A-Z Guide to Boilerplate and Commercial Clauses* (3rd edn, Bloomsbury, 2010). 'An extremely useful reference work, the book will be of great benefit to in-house counsel drafting commercial contracts' (the In-House Lawyer). '[The book] is very useful and I hope that it will reach a wider audience.' (His Honour Humphrey Lloyd QC, The International Construction Law Review).
- **Drafter:** He and his colleagues have drafted hundreds of precedents for commercial contracts, which have been published by OUP, LexisNexis and others. Their latest project is a 1,500-page loose-leaf for OUP comprising precedents and associated commentary on international life science agreements. As General Editor, Mark has coordinated commentary from commercial

lawyers in 7 countries, including the UK, US, Germany and France. This has provided him with detailed insights into drafting issues in several common law and civil code jurisdictions.

- **Trainer:** He has run CPD courses on contract drafting subjects for the last 15 years, and is the course director of a 5-day course, *Intellectual Property Transactions: Law and Practice*, which is run by the Institute of Brands and Innovation Law at University College London.

Course details

Duration: The course will provide the equivalent of 6 hours CPD.

Price: The course fee is £350 plus VAT per person. The price includes course materials, a light lunch, coffee and tea. 10% discount if two or more people attend from the same organisation.

We can arrange in-house courses for a fixed price at your premises, for between 5 and 20 people. We usually price these on the basis that the client arranges and pays for copying of course materials and the provision of a conference room, lunch, coffee and tea. Please ask for further details. For example, an in-house course within 100 miles of our offices would cost in the region of £1,750 plus VAT. This price assumes it is a standard course without "tailoring" for the client (which we are happy to discuss).

Location and dates

To be confirmed. Previous courses have been held in lecture facilities at University College London.

For further information about us, please visit our website at www.andlaw.eu or our blog at www.ipdraughts.wordpress.com. Please register your interest in attending one of our courses by contacting Mark Anderson at:

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Drafting and Negotiating Intellectual Property Terms in Research Contracts

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Drafting and Negotiating Intellectual Property Terms in Research Contracts

This practical, 'hands on' course provides a structured discussion of various types of intellectual property (IP) clauses in research contracts and other IP-rich agreements. We focus on why each clause is needed, how such clauses tend to be worded and negotiated, alternative clauses that are encountered, and how the outcome of the negotiations may affect your organisation's interests.

Specific topics to be covered include:

- IP terms that are encountered in research grants, EU consortium agreements, Lambert agreements, MTAs and other IP-rich contracts: what is essential (or required by a funder) and what is 'nice to have'?
- Negotiating issues, including arguments for and against particular IP clauses; compromise proposals
- Drafting: the importance of accurate drafting of IP terms; how to avoid ambiguity
- Managing IP risks through appropriate contract terms and other measures, including due diligence

Who should attend?

The course is intended for contracts managers, technology transfer and licensing executives, lawyers, patent attorneys and other practitioners whose job involves reviewing or drafting IP terms in research contracts. Attendees will understand the basics of the international IP system, and probably have some practical experience of negotiating IP terms, so that they can participate in the discussion, but they are not expected to have had extensive experience or training in intellectual property. In other words, the standard of the course is higher than a general introduction but not a legal 'masterclass'.

We also run introductory and advanced level courses in various aspects of IP law and general contract drafting – please ask us for further details.

Other courses you may want to attend

We run public courses on related subjects, including:

- *Advanced-level course in general contract drafting*
- *Advanced-level course in drafting IP licence agreements*
- *Drafting and understanding 'legal' provisions in contracts*
- *Practical Licensing*
- *Introduction to contracts*
- *Business law for entrepreneurs*

We can also provide these and tailored courses on an in-house basis. Please ask Mark Anderson for further details.

Preparation for the course?

Although not essential, attendees may find it helpful to read the Lambert IP decision tree materials on the UK IPO website, and to browse (or if very enthusiastic, read in detail) the guide to FP7 IP terms at ftp://ftp.cordis.europa.eu/pub/ftp7/docs/ipr_en.pdf.

Comments from attendees of other Anderson Law courses

"Very clear, interactive, good examples."

"Very clear and gives you a good understanding of the subject."

"I thought the whole course was excellent. The delivery was clear, the information manageable, and the entire course enjoyable. We were encouraged to ask questions, which was excellent."

Programme

9.30 Introduction to today's course

- What are the key intellectual property (IP) terms and why are they important?
- Which IP issues come up frequently and how are they often addressed?

10.00 Research agreements generally

- Meaning of Background and Foreground IP and similar terms
- Terms on introducing/excluding IP from the research collaboration
- Liabilities for introducing "tainted" IP; warranties and due diligence
- Ownership of Foreground IP; issues arising from joint ownership
- Commercialisation rights to Foreground and Background IP
- Decision-making and management of IP, including payment of costs

11.00 Coffee

11.15 Specific types of research agreement and associated IP issues

- EU Framework VII consortium agreements (and Annex II to grant conditions)
- UK Government funding terms, including Knowledge Transfer Partnerships
- HEFCE and similar grant terms
- Charitable grant terms, including Wellcome Trust and Gates Foundation
- Lambert agreements; clinical trials agreements (including NHS standard terms)
- Terms usually required by US universities

12.00 Group drafting/negotiation exercises; answers

13.00 Lunch

14.00 IP terms in preliminary agreements

- Letters of intent and MOUs
- Material transfer and supply agreements (academic and commercial), including Brunswick
- Human tissue MTAs and patient consent forms
- Confidentiality agreements
- Option and evaluation agreements

14.45 IP terms in commercial agreements

- Commercial development agreements
- Joint venture agreements
- Licence agreements
- Contracts of sale and purchase

15.30 Tea

15.45 Detailed drafting issues in IP terms

- Defining the IP; options and rights of first refusal; licences and assignments; joint ownership terms

16.15 Workshop on IP terms

- Group discussion of some sample IP terms (to extent time permits)

17.00 Finish