

DRAFTING CLEARER CONTRACTS: MASTERCLASS

COURSE OUTLINE (Version of 28 December 2020)

SESSION 1	
BEFORE	Assigned reading
	Review examples of the front and the back of the contract
	Do quiz on issues relating to the front and back of the contract
DURING	Introduction: the state of contract drafting
	Discuss examples of the front and back of the contract
	Introduction to optional redrafting exercise (redrafting short extracts of the Salesforce master subscription agreement)
SESSION 2	
BEFORE	Assigned reading
DURING	The categories of contract language: discuss "before" and "after" sample sentences, identifying the category of contract language involved and how to fix the verb
SESSION 3	
BEFORE	Do quiz on the categories of contract language
	Review highlighted categories-of-contract-language issues in a set of standard terms
DURING	Categories of contract language: review quiz; discuss issues in set of standard terms
SESSION 4	
BEFORE	Assigned reading
	Do quiz on defined terms
	Review assigned contract to spot issues relating to how defined terms are created and used
DURING	Overview of defined terms; discuss issues relating to how defined terms are used in assigned contract

SESSION 5	
BEFORE	Assigned reading
DURING	Overview of ambiguity, vagueness, and other sources of uncertain meaning; discuss recent disputes over ambiguity
SESSION 6	
BEFORE	Assigned reading
	Do quiz on whether contract language is ambiguous
	Do quiz on contentious usages
DURING	Discuss quiz on whether contract language is ambiguous and quiz on contentious usages
	Contentious usages: <i>represents and warrants, efforts provisions, indemnify and hold harmless, notwithstanding, and including</i>
SESSION 7	
BEFORE	Assigned reading
	Review the highlighted version of the Salesforce master subscription agreement regarding issues to flag when reviewing the other side's draft
DURING	Abstract nouns and what to do with them
	Discuss issues to flag when reviewing the other side's draft
SESSION 8	
BEFORE	Review extracts of model contract to determine how to make them clearer
DURING	Discuss how to make extracts of model contract clearer
	Closing discussion