TRINOVA TRAINING AND CONSULTING

Introduction:
Contracts are fundamental to all business operations, from simple purchase orders to complex financing arrangements. Their proper management, negotiation, and drafting are crucial for business success. However, professionals in fields such as project management, procurement, and sales may not always fully grasp the complexities involved in contract law, despite frequently dealing with contracts.

This **Contract Excellence for Non-Legal Professionals** course aims to equip professionals with the knowledge and skills to better understand, manage, and engage in the process of contract creation and negotiation. Through this course, participants will gain a strong foundation in contract principles, contract drafting, and dispute resolution, all tailored specifically for those without a legal background.

Targeted Groups:

- Project or Construction Professionals
- Tenders, Contracts, Buyers, Purchasing, Financial Personnel
- Project Managers or General Managers
- Individuals new to contract management or preparing for a major project
- Professionals aiming to expand their contracting knowledge to improve their career profile

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Course Objectives:
By the end of the course, participants will:

- Understand the structure and purpose of contracts
- Recognize which contract structures are suitable for various business situations
- Be able to effectively communicate with legal and contract professionals
- Identify common pitfalls within standard contract clauses
- Understand the reasons behind the use of contracts and the steps to form them
- Explore various contracting structures, focusing on risk allocation and management
- Examine key contract provisions and the risks of inadequate management

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Targeted Competencies:

At the end of the course, participants will have developed:

- The ability to identify and manage risks in contracts
- Proficiency in interpreting legal and contractual terms
- Skills in contract management and oversight
- The capability to interface project management with contractual elements
- Negotiation expertise for favorable contract terms
- Conflict resolution skills, including dispute management and prevention

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Course Content:

Unit 1: The Basis of Contracting

- The necessity of using contracts in business transactions
- Key elements required to form a valid contract
- Differences between oral and written contracts
- The role of electronic contracts and incorporating other documents by reference
- Understanding terms and conditions, authority to contract, and the role of agents
- Methods of signing contracts: seals, chops, and authority
- Risks of informal internal contracts within a company

Unit 2: Risk and Different Contracting Types

- Identifying and assessing various types of risks in contracts
- Commercial risks and the risk of damage
- Understanding the use of ICC Incoterms to define when risk passes
- Overview of contract types: traditional, lump-sum, bill of quantities, reimbursable, hybrid, fixed fees, and more
- Special contracts like EPC (Engineering, Procurement, and Construction), Build-Operate-Transfer (BOT), and Alliance/Partnering contracts
- Selecting appropriate contract types based on the project’s nature
- Legal considerations: applicable laws, courts, and non-traditional contract structures

Unit 3: Major Contract Terms

- Key obligations to perform, including testing, acceptance, and rejection of goods

- Dealing with defective goods and patent/latent defects
- Limits of liability, consequential loss, and caps
- The importance of indemnities and ownership of rights
- Managing breach claims and linking insurance with indemnities
- Intellectual property considerations in contracts
- Force majeure clauses, notices, and "Entire Agreement" clauses
- Implied terms and their application in contracts

Unit 4: Legal Aspects of Contracts and Changes, Variations, and Payment Issues

- Managing changes to contract terms and scope (Amendments and Variations)
- The risks and consequences of failing to control changes, including cost and delays
- Understanding extension of time, payment methods, and timing issues
- Risk management in international trade and using letters of credit
- Warranty claims and contractual issues upon project closeout, including suspension and termination

Unit 5: Negotiation, Avoidance, and Resolution of Disputes

- Effective negotiation techniques, compromise, and settlement strategies
- Traditional dispute resolution methods: Litigation and Arbitration
- Alternative dispute resolution (ADR) options: Mediation, Conciliation, Mini-arbitration, Expert Determination, Early Neutral Evaluation
- Dispute review boards and the importance of good record-keeping
- How to avoid disputes and resolve them proactively through structured negotiation

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This **Contract Excellence for Non-Legal Professionals** course provides essential skills and practical insights into the complexities of contracts. By the end of the course, participants will be well-equipped to engage with contract management confidently, negotiate effectively, and minimize risks associated with contractual agreements, all while ensuring successful outcomes for their organizations.