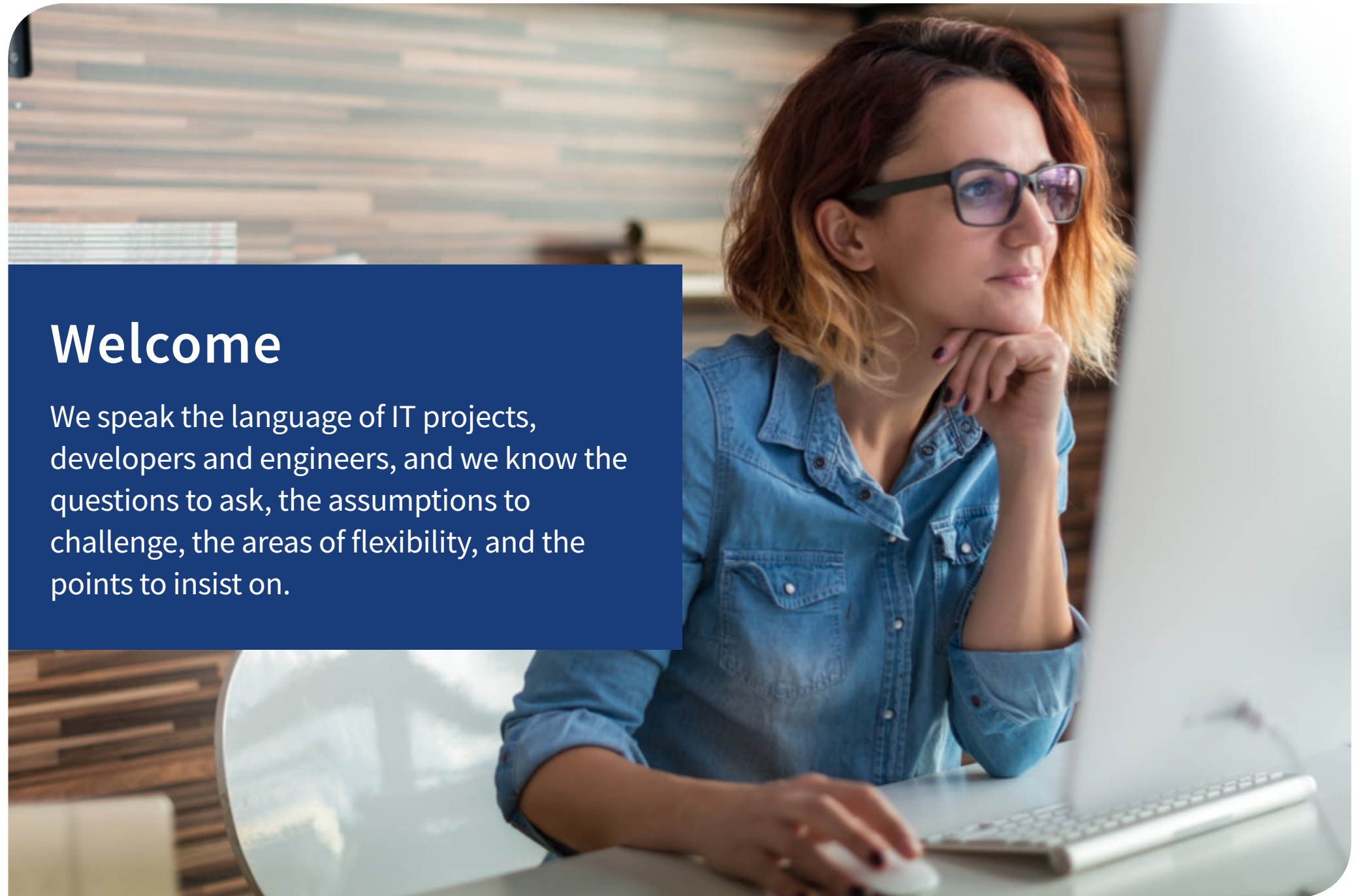




Supporting IT in the Enterprise

Welcome

We speak the language of IT projects, developers and engineers, and we know the questions to ask, the assumptions to challenge, the areas of flexibility, and the points to insist on.



Welcome

Managing the legal aspects of a business' technology estate can be a daunting task.

From navigating a vendor's complicated licensing terms or rescuing a project that's run into difficulties, to figuring out how legal and regulatory obligations apply to new technologies, it can often demand more time and specialist expertise than hard-pressed in-house teams can realistically devote to it.

We can help. With a vast amount of industry experience, we pride ourselves on our technical and commercial understanding, as well as our legal know-how.

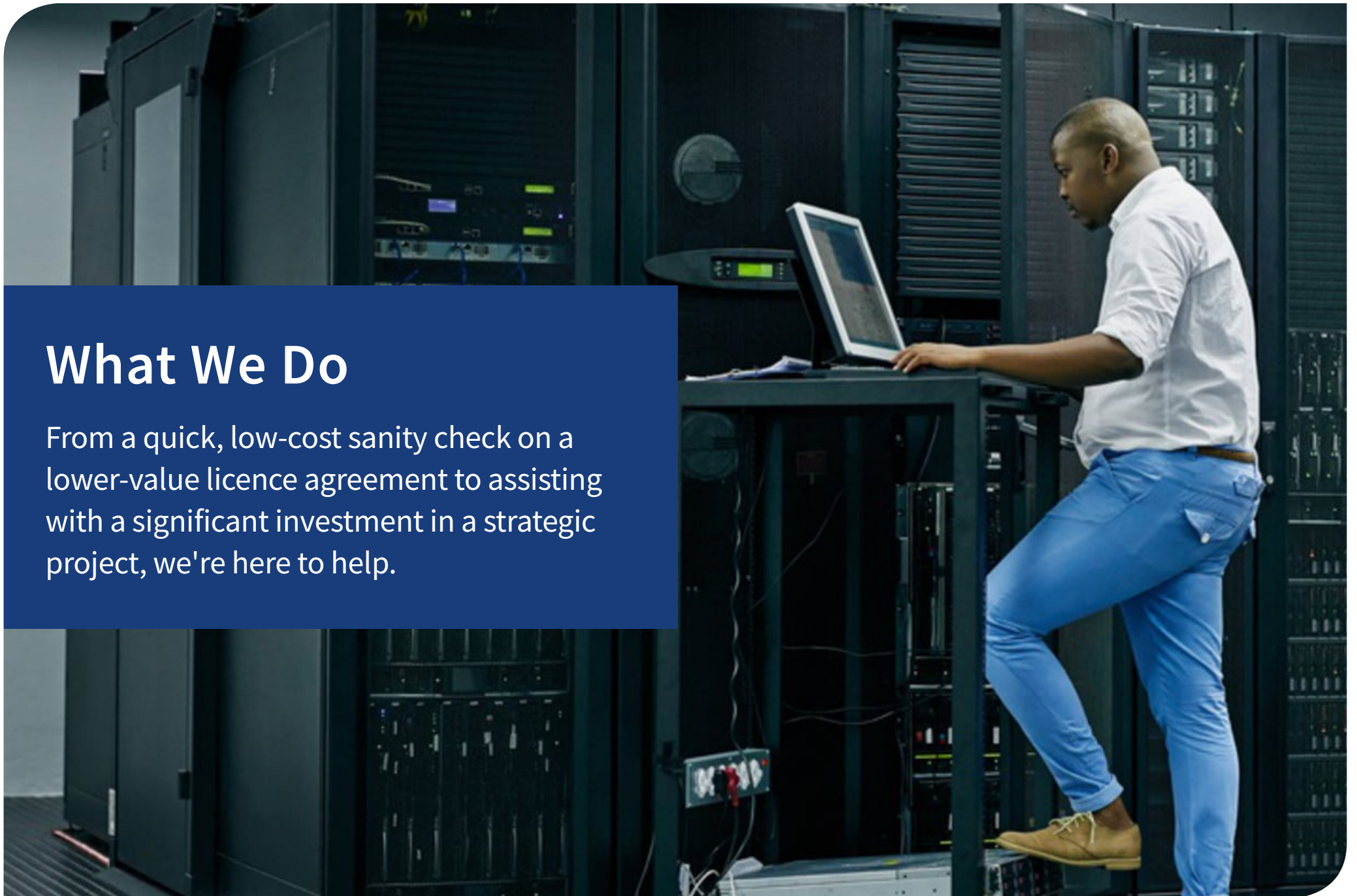
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Daniel Hedley
Partner, Commercial



What We Do

From a quick, low-cost sanity check on a lower-value licence agreement to assisting with a significant investment in a strategic project, we're here to help.



What We Do

Whether you just want a quick, low-cost sanity check on a lower-value licence agreement, or you're investing millions in a strategic project and need an expert on your side in the deal room, we're here to help with straightforward, business-focused advice and support.



This has been one of the best experiences, in terms of delivery, value... Over and above any other firm I've used in the last twenty years.

Enterprise Technology client



IT projects, vendor contracts and licensing

While a lot of law firms treat commercial contracting as an adjunct to corporate work, we look at it as a discipline in its own right.

Our 26-strong specialist commercial contract team routinely advise large corporates and professional services firms on their IT procurement needs.

This includes:

- Bespoke development projects
- Cloud services
- Data centre, platform and infrastructure services agreements
- Enterprise software licensing schemes across the full range of major vendors
- Framework hardware purchasing and leasing arrangements, and “break/fix” services
- Technology and business process outsourcings.

We have particular expertise in advising financial and professional services businesses on their IT procurement needs, including relevant regulatory requirements such as SYSC.

We've recently advised:

A **household-name insurer** on its procurement of a new core insurance policy management system.

A **global engineering consultancy** on its mobile and desktop refresh and migration.

A **major global law firm** on replacing its worldwide document management system and storage estate.

A **private hospital group** on the replacement of its patient record system.

A **utility company** on a restructure of its intra-group service arrangements driven by regulatory changes.

Open source management

Open source software is all-pervasive. A lot of modern software development involves weaving together OSS components in new ways, rather than writing huge new blocks of code. This can lead to complex licensing issues and security vulnerabilities.

We can help you formulate your OSS management strategy, from policies and procedures for your own development, to diligence and contractual commitments in your supply chain, as well as interpreting and advising on code scans.

Vendor audits

Vendor audits are often disruptive, and can result in large unexpected bills from allegations of breaching vague or complicated licensing rules. But it's important to remember that vendors aren't always right.

Vendors often don't understand the law, or even their own licence agreements correctly. They can misunderstand the impact of local laws, overlook a bespoke deal agreed by a previous account manager, or simply miscalculate or overstate fees allegedly owed. The amount they want you to pay can also be negotiated down significantly in many cases.

We've got experience in resisting overbearing vendor audit demands, and have a proven track record of reducing or eliminating audit penalties for our clients.

We've recently advised:

A **global professional services firm** after they received a demand for additional licence fees for over-deployment of an email management product, which had been licensed on a per-Exchange mailbox basis. Through careful negotiation and identifying holes in the vendor's position, we reduced the amount demanded by almost 80%.

One of the UK's largest ventilation system design, engineering and manufacturing companies following an Autodesk audit. Our advice resulted in the reduction of fees allegedly owed and a thorough review of the software utilised and required, allowing our client to take control of the audit process in future.

Data protection

We work on data protection issues day-in, day-out.

With the introduction of GDPR, we've carried out data protection audits and advised on the resulting compliance programs, including drafting suites of policies and procedures, contracts, and other documents. Our clients have ranged from national retailers and multi-national manufacturers to property management companies and financial services businesses.

Our data protection services include:

- Data breach response plans
- Data sharing and processor contracts
- Data subject rights access requests, particularly if the balancing of competing rights is required
- Drafting suites of policies and procedures, contracts, and other documentation for GDPR compliance
- Exporting personal data and maintaining compliance
- Legitimate interest and data protection impact assessments
- Marketing under GDPR and the e-Privacy regulations, including drafting and obtaining compliant consents
- Particular issues surrounding the digital and programmatic advertising space.

We've recently advised:

A **multinational manufacturer** on its GDPR readiness programme in Eurasia. As the legal project lead, we carried out a data audit across all of its Eurasia entities. This involved coordinating external regional lawyers and IT security specialists to develop a Eurasia-wide project report of risks and recommendations. Following an initial audit stage, we've taken an active role in its implementation. We've attended strategy meetings, drafted global and Eurasia-specific internal policies and procedures, drafted Eurasia-wide privacy notices, negotiated contracts, and advised on GDPR implementation in different areas of business. We also seconded a member of our team to the client to assist with the readiness program. We've since been appointed by the client's US-based parent company to advise on their GDPR readiness projects.

A **major UK publishing group** and a household-name online publisher on agreements with AdTech vendors to support programmatically-targeted advertising on their online properties, and related data privacy advice.

An **international online gaming business** on the applicability of GDPR to its use and migration of personal data.

A **high street retailer** on its GDPR readiness programme. As part of this, we seconded three members of our team to assist the client. We've helped them with drafting various privacy notices and other documentation.

Data breach response

If the worst happens, and you or one of your suppliers suffers a data breach, our data privacy and reputation management teams are on hand to help.

Data breach work is something we've been doing for years, both before and after the introduction of GDPR. Our experience in this area means we offer swift, pragmatic and knowledgeable advice to help clients through the investigation, notification and response process. We can also deal with the wider issues around mitigation and containment, and advise the individuals affected.

The team works closely with other teams at Irwin Mitchell to provide reputation management advice, and advice on any breach of contract claims which might arise following a data breach.

Vendor disputes

Sometimes, disputes do happen, and litigation – or the threat of it – becomes necessary. We have a wealth of experience in this area, especially in the field of project delay analysis.

We've advised:

On an **arbitration** valued at over £200 million for claims for the defective and delayed implementation of an IT system, thought to be one of the largest civilian ICT software projects ever attempted. We worked closely with a counsel team consisting of two QCs and four junior counsel, and led the preparation of the client's factual and expert evidence. We were also responsible for the instruction, co-ordination, and management of the expert witness team on delay analysis and forensic accountancy matters. The matter was the subject of an 18-week final arbitration hearing.

On a **dispute** concerning the development and implementation of a £4m business-critical insurance enterprise system. The project exceeded its budget by over 100%, and had taken twice as long as originally planned to deliver. We prepared a detailed initial case assessment, providing legal advice, fact assessment, and expert opinion regarding the client's case on breach of contract, misrepresentation, delay, legal remedies, defences, mitigation actions, and the merits of a kill or a cure decision. This essential strategic advice helped the client argue a positive case against the contractor, protect its position, minimise further risks, and achieve a favourable negotiated exit from the project.

A national vegetable producer on a **breach of contract** claim against a specialist software development company in the Technology & Construction Court. This dispute concerned the improper scoping of installing a new enterprise resource management ERM system, which was supposed to automate and interface

between the client's vegetable production, storage and packaging processes and its order platform (accessed by its major retailer customers). Prior to our involvement, the project went over budget and beyond deadline. Our client

Open full table in browser:

<https://irwinmitchell.turtl.co/story/supporting-it-in-the-enterprise/page/3/5>

TUPE

Knowing when and how TUPE applies to your IT projects is the key to avoiding unpleasant surprises.

If TUPE is likely to apply to your project, you will need to have an early conversation with your supplier about how to handle that, and you may need to build consultation periods into your project timelines.

We work with businesses of all sizes in the public and private sectors, with specialist expertise in tech. We can help you:

- Arrange the elections of employee representatives for the consultation process if necessary
- Carry out the consultation process
- Draft letters to employees, trade unions or employee representatives
- Negotiate the TUPE wording in your agreements (including appropriate warranties and indemnities).



Skilled worker immigration

Immigration law is becoming stricter and its processes ever more stressful. With a risk of penalty fees or legal action if you don't follow the rules, you need to be able to rely on your legal provider to help you navigate complex laws when bringing technical specialists and executives in from overseas.

We can help you:

- Apply for sponsorship licences or certificates of sponsorship
- Create policies for sponsors, entrepreneurs and investors with Tier 2 and Tier 5 licences
- Deal with sponsorship licences that are refused, suspended or revoked
- Fix any problems we find from our audit and help you avoid them in future
- Keep up to date on any changes to immigration law and how to implement them in your business
- Make sure you comply with immigration law by auditing your business processes
- Train HR teams on how to manage and stay compliant with sponsorship licences and employee visas.

We're recognised by independent legal guides like Chambers & Partners and Legal 500 as giving "clear advice and the best options in terms of a way forward." We'll build a long-term relationship with you while solving any immediate problems you face.

Immigration issues often stray into other areas of law such as employment or tax. If this is the case, we can work with our colleagues from other departments to offer you a complete service that addresses all of your needs.

Tax and transfer pricing

We work on all tax aspects of IT transactions and IT projects, including VAT and transfer pricing.

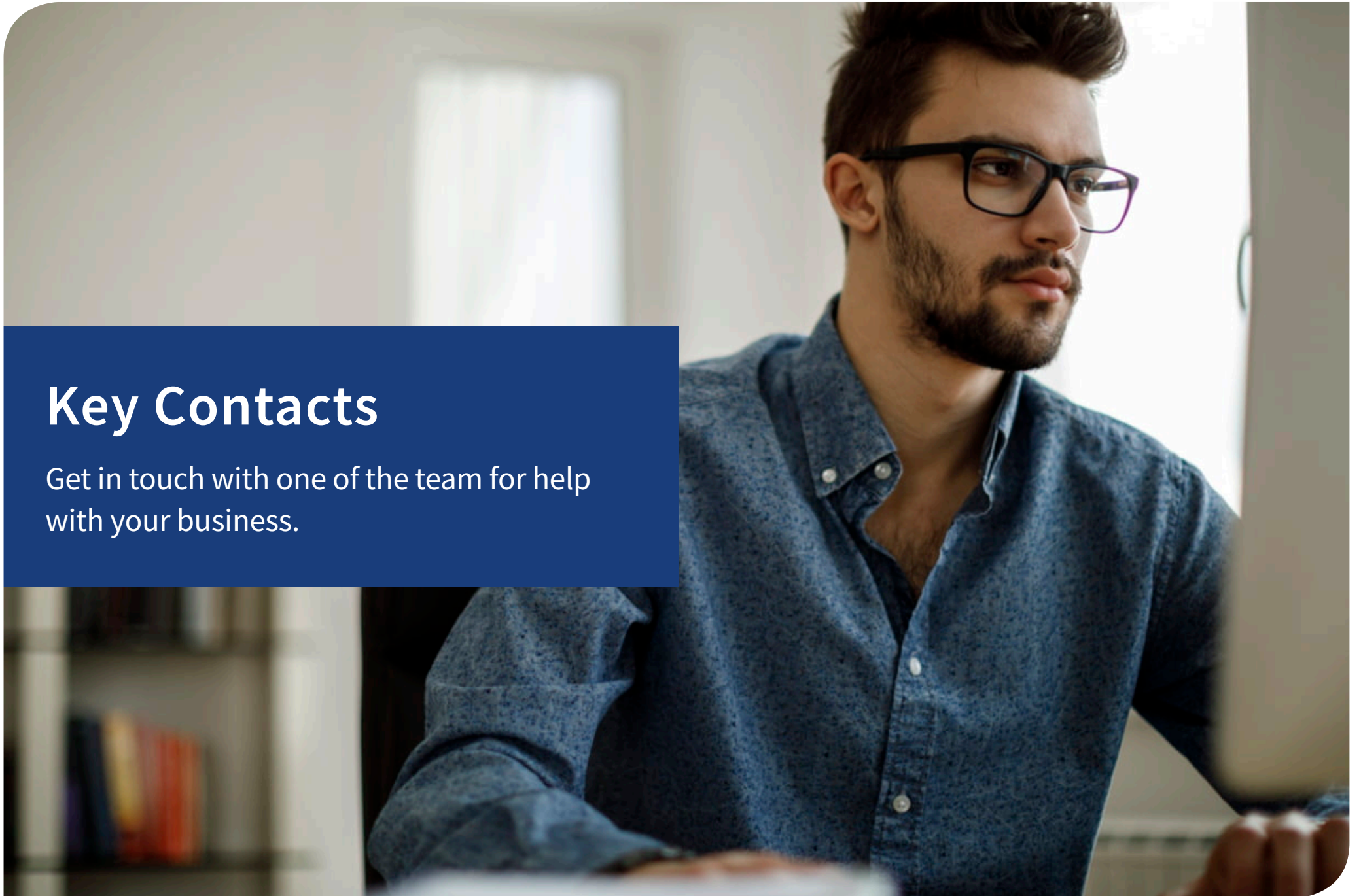
We help ensure that projects are structured in the most tax-efficient way possible, while ensuring that the commercial goals of the client are met.

Transfer pricing implications, in particular, can be complex. Where the risk is significant, we can help you manage the process of agreeing an appropriate arm's length pricing mechanism with HMRC.



Key Contacts

Get in touch with one of the team for help with your business.



Key Contacts



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Specialisms:

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- Open source management
- Data protection.



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- Data breach response
- IT projects, vendor contracts and licensing.



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- Service agreements
- Consultancy agreements.



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- TUPE.

What Else Can We Help You With?

Find out about our other services for you and your business.



What Else Can We Help You With?

Whether it's business or personal we understand that everyone's situation is different.

If you need legal advice or support with financial planning, we're here to offer an expert hand with a human touch, so you're able to focus on what really matters.

* Financial planning and wealth management services are provided by IM Asset Management Limited which is authorised and regulated by the Financial Conduct Authority. Its Financial Services Register Firm Reference Number is 402770.

We're here to help you with:

- [Buying or selling a house](#)
- [Commercial disputes](#)
- [Employment issues for businesses](#)
- [Family and relationships services](#)
- [Financial planning and wealth management*](#)
- [International and cross-border matters](#)
- [Personal injury services](#)
- [Regulatory and compliance issues](#)
- [Tax and trusts](#)
- [Welfare and healthcare matters](#)
- [Wills, Trusts and probate services.](#)



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- Tax and trusts
- Welfare and healthcare matters
- Wills, Trusts and probate services.



Thank you for reading

Supporting IT in the Enterprise

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