**Course Outline**

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| --- | --- | --- | --- | --- | --- | --- | --- |
| **Course number** | **RTL103** | | | | | | |
| **Course title** | **Contracts and ICT** | | | | | | |
| **Credit points** | **3 ECTS** | | | | | | |
| **Total hours** | **24 Contact Hours** | | | | | | |
| **Lecture hours** | **20** | | | | | | |
| **Course level** | **Masters** | | | | | | |
| **Prerequisites** | **None** | | | | | | |
| **Category** | Mandatory | **x** | Restricted elective |  | Free elective | **x** |

**COURSE RESPONSIBLE**

|  |  |  |
| --- | --- | --- |
| ***Name*** | ***Academic degree*** | ***Academic position*** |
| Ingrīda Kariņa-Bērziņa | J.D., M.A.L.D. | Lect;urer |

**COURSE TEACHERS**

|  |  |  |
| --- | --- | --- |
| ***Name*** | ***Academic degree*** | ***Academic position*** |
| Ingrīda Kariņa-Bērziņa | J.D., M.A.L.D. | Lecturer |
| Christopher Goddard | M.Ed. | Visiting Lecturer |
| Lukas Repa | L.L.M. | Visiting Lecturer |

**COURSE ABSTRACT**

This course introduces students to contracting in the information technology field. We will adopt a practical approach to exploring the fundamentals of how contracts are concluded; issues in cross-border contracting; main types of ICT transactions (distribution, licensing and services agreements); smart contracts and the Blockchain; intellectual property in ICT contracting, non-disclosure and confidentiality clauses, inkless contracts, and contract drafting and negotiation.

**COURSE OBJECTIVES**

The course aims to equip lawyers and managers in the IT field with a framework for understanding, analysing and drafting effective contracts. Upon completing this course, students should have a good understanding of standard contractual language, the meaning of “magic words” in contracts, jurisdictional issues, and the specific ways in which contracts are concluded online and in person, including the Blockchain mechanism.

**LEARNING OUTCOMES**

* **Knowledge** of the legal theory and key concepts relating to ICT contracting in the cross-border setting; substantive aspects of types of contracts effecting distribution, licensing, and services transactions; understanding of the effective drafting and use of non-compete, confidentiality and IP waivers and assignments; terms and conditions; privacy policies. Understanding of mechanisms for concluding contracts, including blockchain. Knowledge of contract enforcement.
* **Competencies** in applying the knowledge gained to read, understand, analyse and draft contracts relevant in the ICT field in the cross-border setting
* **Skills**: reading and understanding contracts and the particular type of clauses and issues that are relevant to the ICT field; contract drafting skills; problem-solving skills related to contracts.

**GRADING CRITERIA**

|  |  |  |
| --- | --- | --- |
| ***No.*** | ***Criteria*** | ***Weighting*** |
| 1 | Exam – Online test | 40% |
| 2 | Contract drafting exercise | 50% |
| 3 | Attendance and participation | 10% |

**COURSE PLAN – MAIN SUBJECTS**

|  |  |  |
| --- | --- | --- |
| ***No.*** | ***Main subjects*** | ***Planned hours*** |
| 1 | Cross-border contracting, negotiating contracts and the industry perspective | 8 |
| 2 | Distribution, Licensing, Services contracts | 2 |
| 3 | “Smart contracts” and the Blockchain | 2 |
| 4 | Software licenses | 2 |
| 4 | Non-compete and confidentiality clauses  Intellectual property in contracting | 4 |
| 5 | Inkless contracts | 2 |
| 6 | Contract drafting | 4 |

**COURSE PLAN – SESSIONS**

**Note: please refer to Reading Assignments file on course portal for dates, times and assigned materials!**

| ***Session*** | ***Session subjects and readings*** | ***Lecture/seminar*** |
| --- | --- | --- |
| 1 | Introduction to the ICT contract | L |
| 2 | ICT contract drafting | L |
| 3 | Distribution, licensing, services contracts | L |
| 4 | Intellectual property and the ICT contract | L |
| 5 | Software Licenses and Open-Source Software | S/L |
| 6 | Non-competes and confidentiality clauses | L |
| 7 | Inkless contracts | L |
| 8 | Master Class: ICT contracts from an industry perspective | L |
| 9 | Smart Contracts and the Blockchain | L |
| 10 | Case study: negotiating the ICT contract | S |
| 11 | Contract drafting exercise | S |
| 12 | Conclusion and review | L |

**COURSE LEARNING OUTCOMES**

This course has the following main learning outcomes:

**Knowledge:**

1. Legal and institutional framework of international contracting;
2. Key types of ICT contracts;
3. Key clauses within ICT contracts;
4. The blockchain mechanism;
5. An understanding of the key issues in drafting and negotiating the ICT contract.

**Skills:**

1. Reading, understanding and analyzing judicial decisions from EU and national courts;
2. Drafting an effective ICT contract;
3. Negotiating the ICT contract.

**Competencies:**

1. Applying the knowledge gained to solve real-life legal problems;
2. Effectively identifying and developing strategies to solve contractual issues in a cross-border setting.

***By completing the study course and successfully pasing examination, the student will be able to:***

|  |  |  |  |
| --- | --- | --- | --- |
| ***Study results*** | ***Evaluation criteria*** | | |
| ***(40-69%)*** | ***(70-89%)*** | ***(90-100%)*** |
| ***Knowledge*** | The student has acquired only basic knowledge of the course subject. The student lacks understanding of some of the core issues of the course subject. | Overall, the student’s knowledge complies with the expectations. However, there are issues that the student does not fully understand. | The student has demonstrated in-depth knowledge and understanding of the issues related to the course subject. |
| ***Skills*** | The student has demonstrated only basic level of skills. | The student has demonstrated good skills. | The student has demonstrated excellent skills. |
| ***Competences*** | The student can apply the knowledge only at a basic level. The student struggles with assessment and evaluation of legal issues. The student can identfify the relevant legal norms. However, the student cannot correctly apply them. | The student can apply the knowledge at a reasonably good level. However, the student does not have the necessary level to be able to fully apply the acquired knowledge independently. The student has some problems to correctly apply the legal norms. | The student is able to apply the knowledge independently and correctly. The student can asssess and evaluate legal issues, identify the relevant legal norms, and correctly apply them. |

***Please analyse the contribution of defined grading criteria to learning outcomes. Number of grading criteria and learning outcomes should correspond to previously defined one*.**

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| ***Grading criteria*** | ***Learning outcomes*** | | | | | | | | | |
| **1.** | **2.** | **3.** | **4.** | **5.** | **6.** | **7.** | **8.** | **9.** | **10.** |
| Online exam 40% | x | x | x | x | x | x | x |  |  |  |
| Contract drafting exercise  50% |  | x | x |  | x |  | x |  | x | x |
| Class participation 10% | x | x | x | x | x | x | x | x | x | x |

**COURSE LITERATURE**

|  |  |
| --- | --- |
| ***No.*** | ***Author, title, publisher*** |
| 1 | Tollen, David W. *The Tech Contracts Handbook*, 2d ed (American Bar Association: 2015)  ISBN 978-1634251785 |
| 2 | Goddard, Fellner and Ormand, Basic Principles of Contract Drafting (on the course portal) |
| 3 | Materials to be distributed—please see course portal and Reading Assignments file   * Case C-666/18, IT Development SAS v. Free Mobile SAS * Ensighten case, Harvard Business School publishing * Other materials on portal |