

The legal and regulatory complexities of

Outsourcing Business – Critical Processes

Mitigating risk and benefiting from the latest developments
in outsourcing, in-sourcing and off-shoring

13th and 14th September 2005, Central London

www.conferencesandtraining.com/outsourcing

A first for an outsourcing conference in the UK – benefit from the lessons learned from a speaker panel made up entirely of other end users and their legal advisers

Negotiating Principles and Practical Management

- Identify outsourcing opportunities in core and non-core business processes
- Managing the risks at both the business and technical level
- Benchmarking performance
- Ensure flexibility in your long-term contracts
- Multi-jurisdictional contracts
- Pre-contractual agreements

Trends and Hot Issues

- Dispute resolution
- The implications of the new TUPE regulations for outsourcing
- Where outsourcing meets FSA compliance
- Transferring confidential customer information outside the EEA
- Tax and regulatory issues when outsourcing
- Challenges of global projects

Supported by:



SPEAKERS INCLUDE:

LAURENCE JACOBS

Partner
Milbank, Tweed,
Hadley & McCloy LLP

CHRISTOPHER REES

Partner
Herbert Smith

RICHARD KEMP

Partner
Kemp Little

DAVID GRIFFITHS

Partner
Clifford Chance

HARRY SMALL

Partner
Baker McKenzie

MARTYN HART

Chairman
National Outsourcing Association

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POINTS

Outsourcing Business - Criti

Outsourcing has become an accepted business practice across Europe. Many organisations have made the strategic decision to outsource some of their business-critical functions in an effort to reduce expenditure, increase efficiency and add value to their customers.

Why, then, are there so many headline-grabbing stories of outsourcing 'partnerships' that have failed to achieve their intended business results?

The underlying theory is that transferring your services to a third party through an outsourcing contract allows you to concentrate on your core business.

70 percent of participants have had significant negative experiences with outsourcing projects

Deloitte Consulting LLP

38 per cent of UK firms are unhappy with their outsourcing experience

Proudfoot Consulting

As an end user you look for flexibility from suppliers who conflictingly attempt to reduce their own financial risk by signing you into long-term contracts. Equally as important as to why so many deals have failed is that they were signed hastily in times of economic difficulty. Many organisations therefore have attempted to remove costly capital items from their balance sheets for a short-term financial gain that has often not been in their best long-term interest.

However, the number of ground breaking multi-million pound transactions is testimony to the advantages and resilience of successful outsourcing.

This summit will therefore address the fundamental question of how you can successfully mitigate against the risks involved with outsourcing to ensure you benefit from the opportunities it can bring.

Day One – 13th September

9.00 **Registration & refreshments**

9.20 **Chairman's opening remarks**

Martyn Hart, Chairman, National Outsourcing Association

9.40 **The balance between benefits and risk**

- Outsourcing aspirations and reality
 - transfer of control but not risk
- Why do outsourcing projects fail?
- Managing risk
 - The procurement process
 - Effective deal structures
 - Scope management
 - Effective customer protections
 - Governance and contract
 - Management

Laurence Jacobs, Partner, Milbank, Tweed, Hadley & McCloy

JOINT END USER CASE STUDY

Factors that continue to shape outsourcing

10.40 **The UK and international climate**

- The rise of user power
- The rise and rise of BPO
- The rise and possible imminent fall of offshoring

Christopher Rees, Partner, Herbert Smith

11.40 Morning Coffee

JOINT END USER CASE STUDY

Choosing the right partner

12.00 **The internal business process**

- Scoping your services
- Request for information
- Pre-contractual agreements

Richard Kemp, Partner, Kemp Little

Justin Adie, Chief Legal Office, Simpay

Calum Murray, Partner, Kemp Little

13.00 Networking Lunch

14.00 **How to benchmark efficiently**

- Practical difficulties in the implementation of benchmarking
- Determining the key performance indicators
- Building performance measurements into your contract
- Benchmarking best practices

Michael Chissick, Partner, Field Fisher Waterhouse

(*) Content subject to change

BOOKING HOTLINE: 020 7347 3500

cal Processes



- 14.50 **The challenges of multi-jurisdictional outsourcing contracts**
- Major issues in outsourcing activities in more than one country or region
 - Structuring the relationship
 - Understanding the potential hidden traps in the local legal and regulatory landscape
 - Monitoring outsourcing arrangements in more than one country: dealing with multiple suppliers/vendors

Gill Andrews, Joint Head of International Outsourcing Group, Bird & Bird

15.40 Afternoon Coffee

- 16.00 **How to develop a long-term perspective**
- How to develop a long-term partnership
 - The drivers behind successful relationships
 - Successful governance models
 - Supplier interests: exclusivity, minimum revenue commitments, flexibility
 - Customer interests: managing change, benchmarking, step-in rights, service credits
 - Anticipating exit

Ian Ferguson, Partner, Allen & Overy

16.50 Chairs closing remarks

17.00 Close of Day One

Day Two – 14th September

8.50 **Re-registration & coffee**

9.20 **Chairman's opening remarks**

Martyn Hart, Chairman, National Outsourcing Association

9.30 **How and what process should be used to resolve disputes**

- Principles of creating a contract to mitigate disputes
- Traditional means of resolution
- Guiding principles and a multi-layered dispute resolution processes
- How to avoid unexpected dispute resolution issues

Harry Small, Partner, Baker & McKenzie

- 10.30 **The challenges of global projects**
- Dealing with regulatory diversity
 - Effective project and change management
 - Additional economic risks in multi-country arrangements

David Griffiths, Partner, Clifford Chance

11.30 Morning Coffee

11.50 **Next generation outsourcing: re-procurement or rejuvenation?**

- Understanding the business drivers and risk
- Identifying the right option for the business
- Understanding supplier behaviour and creating a level playing field between existing and new suppliers
- Ensuring ongoing service delivery through implementation
- Managing a successful transition

Jon Crozier, Partner, Linklaters

12.50 Networking Lunch

- 13.50 **The HR implications of outsourcing**
- Legal challenges of managing labour force issues in outsourcings
 - Managing the transfer of the labour force
 - Information and consultation obligations
 - Exit planning: knowledge transfer

Ricky Vassell, Senior Associate, Simmons and Simmons

- 14.30 **Outsourcing: FSA Guidelines**
- Why does outsourcing interest regulators?
 - Background to the new Guidelines
 - Key emphasis for financial services outsourcing

Paul O'Hare, Partner, Kemp Little

- 15.10 **Transferring data out of the European Economic Area (EEA)**
- Negotiating effective data protection provisions: supplier and customer points of view
 - Transferring data offshore: what are the options?
 - Vendors: selecting your provider
 - Employee privacy in outsourcing

Dr Mark Watts, Partner, Bristows

16.00 **Close of conference**



You're facing a fast-growing, fast-changing market, and this conference is designed to present the main legal and commercial issues to help you implement a successful outsourcing agreement.

6 reasons why you can't afford to miss this event. You will:

- Explore the lessons learnt through a series of case-studies from end users not suppliers. No sales pitches
- Look at the key risks of outsourcing and how you can manage them successfully for your benefit
- Understand negotiating principles needed to create your own agreement that is robust over the duration of time in light of failed deals
- Examine how to consolidate your operations using not only a wide range of IT and communications services, but also a wide range of business methods
- Identify when to insource your business services to provide increased efficiency
- Hear and question the leading practitioners in the field as selected independently by lawyers (Chambers and the Legal 500). The presence of so many headline speakers on the same platform is unprecedented by any other UK event

Why this conference is different

Rigorous customer-research means that this summit has been specifically designed so you will hear commercial experiences through a series of case-studies. Use this opportunity to hear from end-users not suppliers. This focus will be accompanied by a distinguished legal panel that includes no fewer than four of the leading six lawyers in this field.

Who should attend?

- Directors of Legal
- Directors of Compliance
- In-house Counsel
- Commercial Solicitors

You can book your place for this event and receive further information today by:

Calling: **020 7347 3500**

Emailing: **conferences@lexisnexis.co.uk** or

Faxing: **020 7347 3576**

Laurence Jacobs headed the outsourcing practice at a "magic circle" firm in London. His experience includes advising on the world's largest civil IT project, the recent NHS National Programme for IT in the UK, a complex transaction involving nine major contracts arranged at both local and national level. Laurence has also advised Barclays, EDS, Equant, HSBC, JPMorgan Chase, Lloyds TSB, RBS, T-Systems, Unisys and SAIC on major technology outsourcing projects. In 2004 he was also listed as one of the top 100 lawyers in Europe.

Christopher Rees has 25 years experience of the IT and Communications sectors. His practice covers all types of outsourcing; system supply; M&A and corporate transactions for ITC-centred businesses, e-commerce and Information Law. He acts for both suppliers and users to retain a balanced view of transactions and facilitate resolution of disputes. Christopher has been ranked in the top three of the world's IT lawyers (Euromoney, "Best of the Best"). He is on the editorial panel of various publications and is the co-author of "Database Law". He has been Chairman of the International Bar Association's Computer and Database Committee since 1996.

Richard Kemp is an IT, e-commerce and telecoms lawyer specialising in international and national business and technology work. Richard clients include: T-Mobile, FTSE International, Intuit, The UK Police Service, Microsoft and Toshiba. Richard led the Kemp Little team that won the Legal Business 'Technology Team of the Year' award in 2002. He is one of eight IT lawyers worldwide to be listed in the Euromoney Expert Guide 'The Best of the Best' in 2000 and 2002.

Calum Murray has worked extensively with the AFR Consortium of UK Police Authorities, MSN and other internet businesses of Microsoft Corporation and many of the UK subsidiary company start-ups the firm has handled. Calum qualified as a solicitor in Scotland in 1997 and in England in 1999. He gained his first law degree from Edinburgh University with a LLB (Hons) in 1994 and graduated from Cambridge University with a M. Phil. in 1996.

Michael Chissick is head of a team specialising in all aspects of information technology and e-commerce. The main areas of Michael's practice include outsourcing projects, IT procurement and licensing, data protection, digital mixed media, electronic commerce and m-commerce contracts. Michael lectures regularly to the Institute of Direct Marketing on legal issues and to the City Of London Business School MBA Students.

Ian Ferguson is a Partner in Allen & Overy's Communications, Media and Technology (CMT) Group who specialises in technology, outsourcing and telecommunications. He has significant experience of outsourcing transactions, advising both suppliers and customers. He has advised on outsourcings involving business processes, IT services and communication services. His outsourcing experience includes multi-jurisdictional and offshore transactions.

Harry Small is a partner specialising in information technology law including both contentious (IT and telecoms disputes and software protection) and non-contentious (outsourcing, facilities management and multi-jurisdictional software licensing).

David Griffiths Partner specialises in e-commerce, information technology and telecoms industry work including outsourcing. He is co-ordinating Editor of Law and Regulation in European Multimedia (FT Telecoms & Media Publishing 1994-95); Co-author of Restraint of Trade and Business Secrets: Law and Practice (3rd Edn. FT Law & Tax 1996); Author of Special Report on the Internet: Contractual Issues, European Intellectual Property Review, October 1997.

Dr. Mark Watts is a partner specialising in non-contentious IT matters. Mark joined Bristows in 2003 from IBM, where he was employed as in-house counsel for more than six years. Mark held many positions within the IBM Law Department, including Global Data Privacy Counsel, European Software Counsel and European Business Process Outsourcing Counsel. In these and other roles, Mark gained experience of most forms of transactional and non-transactional IT matters.

Martyn Hart is the Chairman of the National Outsourcing Association (NOA), which he instigated back in 1987. Martyn is currently a director of Extend the management support consultancy, prior to that he was Practice Director for the criminal justice and security services at Mantix. Martyn has also worked for DTI, Seaboard, PWC, BT, Transport for London, BR and the UK's Home Office.

Paul O'Hare advises suppliers and customers on a wide range of contractual and regulatory IP and IT matters. His areas of specialisation include outsourcing where he has working with EDS on major outsourcing projects and renegotiations.

John Crozier co-heads the global outsourcing practice at Linklaters, advising both customers and suppliers on a wide range of commercial transactions which have a high technology content. Supply-side he has advised such suppliers as Schlumberger and customers such as Argos and JP Morgan Chase on the global outsourcing of its IT infrastructure requirements to IBM.

Gill Andrews specialises in transactional and advisory work in the communications, e-commerce and information technology sectors. Her recent expertise includes complex telecommunications transactions, virtual network operator arrangements, b2b exchanges, technology procurements and IT & communications outsourcings. Most of Gill's work has an international element and she has advised Lloyds TSB on their Outsourcing.

Ricky Vassell is a Senior Associate at Simmons & Simmons International Employment where he advises on all aspects of employment law, both contentious and non-contentious. One of Ricky's main areas of practice is outsourcing and he advises a range of clients (both customers and suppliers) on the employment law aspects of BPO and IT outsourcing transactions. Ricky is co-author of the employment law chapter of "Technology Outsourcing - A Practitioner's Guide" published by The Law Society. He is also a member of the firm's Technology, Media & Telecoms Group.

Registration

Please
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Payment Details

- Early bird £799 + VAT = £939 per delegate for bookings received before 1 August
- Standard delegate rate £899 + VAT = £1075.20
- Three delegates for the price of two £1798 + VAT = £2112.65
- Documentation £399

- Payment by cheque made payable to LexisNexis Butterworths
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EUROPEAN OUTSOURCING SUMMIT

13th and 14th September 2005

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Position

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- Consumer Credit 15 September 2005
- Cross-border Insolvency 20 September 2005
- Property Tax 20 September 2005

Sponsorship & Exhibition Opportunities

If you have a service or product to promote to the outsourcing market you can do so by:

- Hosting a lunch or drinks reception at the event
- Booking an exhibition space at the conference venue
- Advertising in the documentation pack.

Please contact Alex German on +44 (0)20 7400 2529
or email Alex.german@lexisnexis.co.uk

You can still benefit from the day – even if you can't make it!

Naturally, nothing matches the experience of coming to the conference. But if you really can't make it, you can still benefit by ordering a set of conference papers. Available for £249, this will give you a permanent record of the issues raised, which you can share with your colleagues.

To order call on 020 7347 3500 or return the booking form.

Administration

VENUE

The Berners Hotel,
Berners Street, London W1A 3BE
Tel: 020 7666 2000.

FEE

£899 + VAT per delegate and £1798 + VAT for three delegates. Your one-day fee includes attendance, refreshments, lunch and paper documentation. It is a condition of booking that the fee is payable in advance. Please send a cheque for the appropriate amount with the registration form, or complete the credit card payment details. Provisional bookings by telephone must be confirmed in writing by post or fax. Once payment has been received a VAT receipt will be sent. Payment must include VAT.

OUR CONFIRMATION OF YOUR BOOKING

All bookings will be acknowledged in writing within seven working days of their receipt and joining instructions (final conference details and a venue location map) will be sent out to delegates approximately two weeks before the event. Please telephone the registration secretary immediately:

- if you have not received written acknowledgement of your booking within two weeks of sending it by fax, post or email or
- if you have not received your joining instructions five days before the event.

HOTEL ACCOMMODATION

BedFare offer a free service co-ordinating reduced rate hotel accommodation for delegates attending this event.
Tel: 01 425 481481
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SPECIAL NEEDS

If you have any special needs or particular dietary requirements, we are happy to help where possible. Please contact us with details.

CERTIFICATE OF ATTENDANCE

A certificate of attendance is available on request, following your attendance at this conference, as a record of your training and development.

DOCUMENTATION SALE

Your notes will be dispatched within five working days after the event. Please call us if you do not receive your notes by two weeks after the event.

BOOKINGS HOTLINE AND ENQUIRIES

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CANCELLATIONS

A refund of fees will be made only for cancellations received in writing at least 14 days before the event (less a 25% cancellation fee to cover administration costs). No refunds will be made for cancellations received within 14 days of the event and failure to attend after confirming a booking will be subject to the same terms. We regret that the transfer of a booking to another event cannot be made but a substitute delegate will be accepted at any time before the event.

This programme is correct at the time of going to press. However, we reserve the right to alter or cancel the programme due to circumstances beyond our control.