

2018 IFA

# LEGAL SYMPOSIUM

• May 6-8 | Washington, DC

# Corporate Counsel Session 2

- Moderator:

- **Carl Hurwitz**, Vice President & Assistant General Counsel, Marriott International, Inc.

- Speakers:

- **Laura Roberts**, General Counsel, Vice President, Secretary and Compliance Officer, Bojangles' Restaurants, Inc.

- **Gerry Wells**, General Counsel & COO, Rita's Franchise Company

- **Jason Adler**, Vice President & General Counsel, Cellairis Franchise, Inc.

# Corporate Counsel Session 2

## Topics

1. Processes and Procedures for Managing Legal Department
2. Litigation Management
3. Technology Issues

# Processes and Procedures

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- Optimize legal resources to:
  - Increase efficiencies
  - Improve relationships and response time with business partners
  - Improve communication within legal department
  - Leverage flexible technology

# Submittal Process

- Legal submittals email
  - [legal.submittals@email.com](mailto:legal.submittals@email.com)
- Legal submittal form
  - automated PDF form

# Managing Workflow

- Weekly workload report
- Matter management
  - Spreadsheet – Legal coordinator responsibility
  - Automated – Onit Matter Management
- 1:1 weekly update meetings

# Leverage Technology

- **DocuSign** – expedites document transmittal and signatures (FDD)
- **FranConnect** – FDD Disclosure
- **Worldox** – document management system
- **CT Corporation** – manages services of process and annual report compliance
- **CompuMark** – trademark screening and protection
- **Diligent Board** –manages board books and materials

# DocuSign



- Digital electronic signature application
- Benefits:
  - Expedites and facilitates contract and signature exchange process
  - Time savings for signatories (cellphone or computer access)
  - Manages electronic signatures (provides certificates)
  - Reduces execution time (from days to minutes)
- Used for: NDAs, vendor agreements, amendments, FDD disclosure, submittal of signatures
- Annual cost – based on number of users

# FranConnect



- Franchise Management Software
- Benefits:
  - Efficiently manages sales process (franchise sales team)
  - FDD disclosure compliance (legal department)
- Cost: managed by Franchise Sales team
- <http://franconnect.com/franchise-software/>

# Worldox



- Document management software
- Benefits:
  - Effective document organization and robust search feature
  - Increases productivity and turn around time
  - Version control shows evolution of documents over time
  - Permission ensures security by controlling who can access/modify documents
  - Audit trails – monitors when documents are accessed/modified
- Cost: cloud-based vs. on premise server based (plus one time set up fee)

# CT Corporation



- Assists with in-house management of corporate compliance
- Benefits:
  - Registered agent services (services of process)
  - Incorporation services
  - Corporate compliance (good standing status, annual reports, etc.)
  - UCC searches
- Cost: based on services provided

# CompuMark



- Web-based trademark protection program
- Benefits:
  - Worldwide trademark watch service for both word and design marks
  - Timely reports to give you the information needed to act quickly against marks that might be similar to yours
  - Can choose coverage you need: worldwide, regional, or country
- Cost: annual subscription cost

# Diligent Boards



- Web-based board material management software
- Benefits:
  - Manages board book and electronic delivery of board materials
  - Manages D&O questionnaires
  - Manages committees, contacts, and keeps library of policies
  - Data encryption & software security
  - 1:1 training for directors and admins
- Cost: annual subscription fee per user, committee, and board (plus one time set up fee)

# Technology Issues

- Types of Agreements:
  - Procurement Agreements for Technology
  - Services Agreements for Technology
  - Agreements for Training through technology
  - POS Agreements
  - Remote Data Backup
  - E-Commerce, Consumer and Franchise Sales Websites
  - Reservation Systems
  - Intranet
  - Apps
  - Credit Card/Gift Card Processing

# Technology Issues

- Considerations for Vendor or Independent Contractor
  - Time Constraints
  - Costs
  - Importance of Technology
  - Degree of Expertise
  - Newness of Technology
  - Potential Liability for failure (monetary and reputation)

# Technology Issues

- Considerations for Handling Contract Negotiations and Preparation In-house vs. Using Outside Counsel:
  - Time Constraints
  - Importance of Technology
  - Degree of Expertise Involved In Negotiating Agreement
  - Newness of Technology
  - Initial Agreement vs. Replacement/Renewal Agreement
  - Value of Agreement
  - Substantive Negotiations
  - Business Team Critical to Negotiations

# Technology Issues

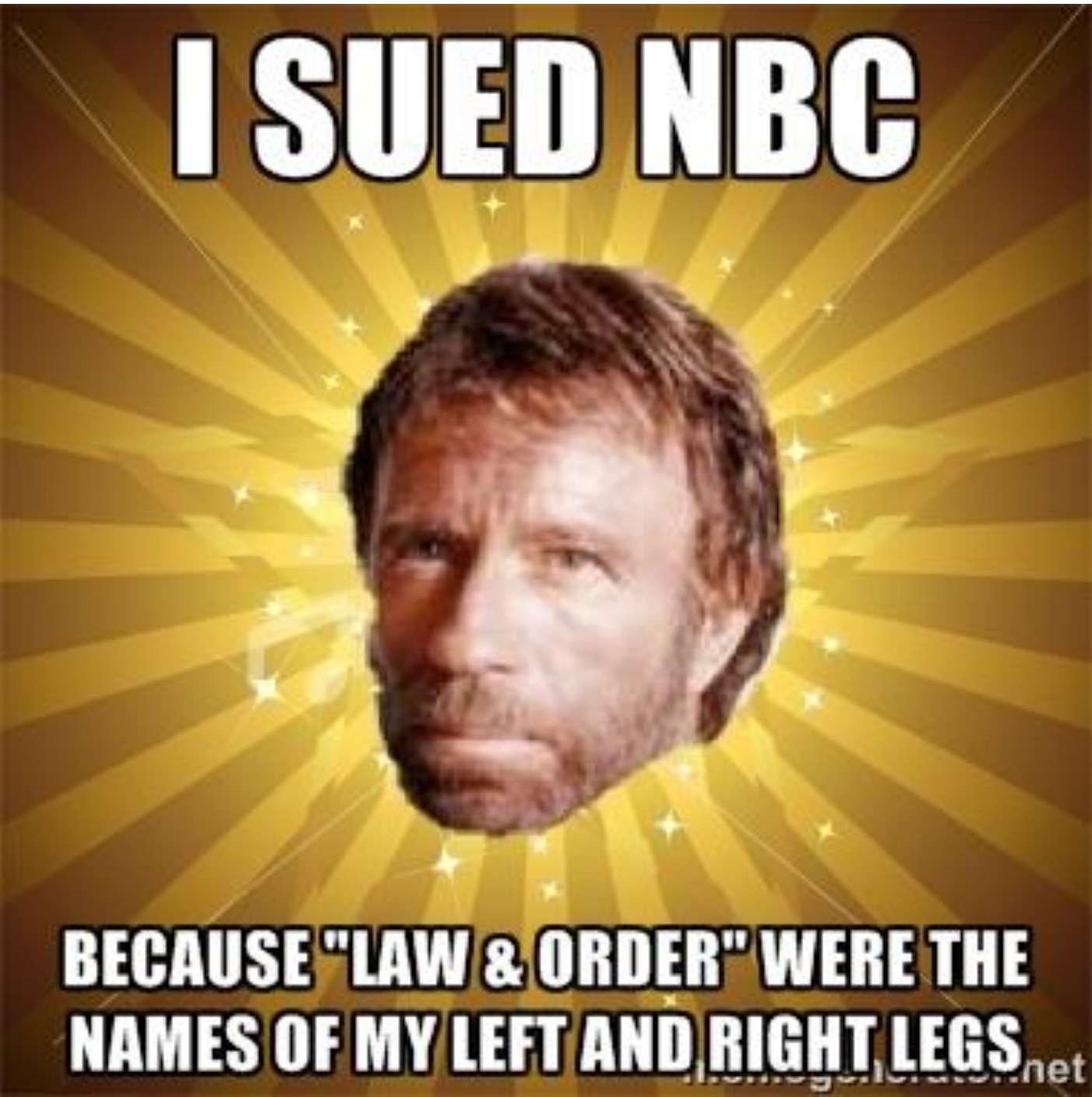
- Common Key Terms In Technology Contracts:
  - Training
  - KPI
  - Service Level Commitments
  - Hosting
  - Ongoing Support, Upgrades and Enhancements

# Technology Issues

- Common Key General Terms In Technology Contracts:
  - IP Ownership
  - IP Indemnity
  - General Indemnity
  - Warranty
  - Insurance
  - PCI Compliance
  - Data Security and Other Security
  - Damages/Penalties
  - Exit Strategy

# Litigation Management





**principle:**

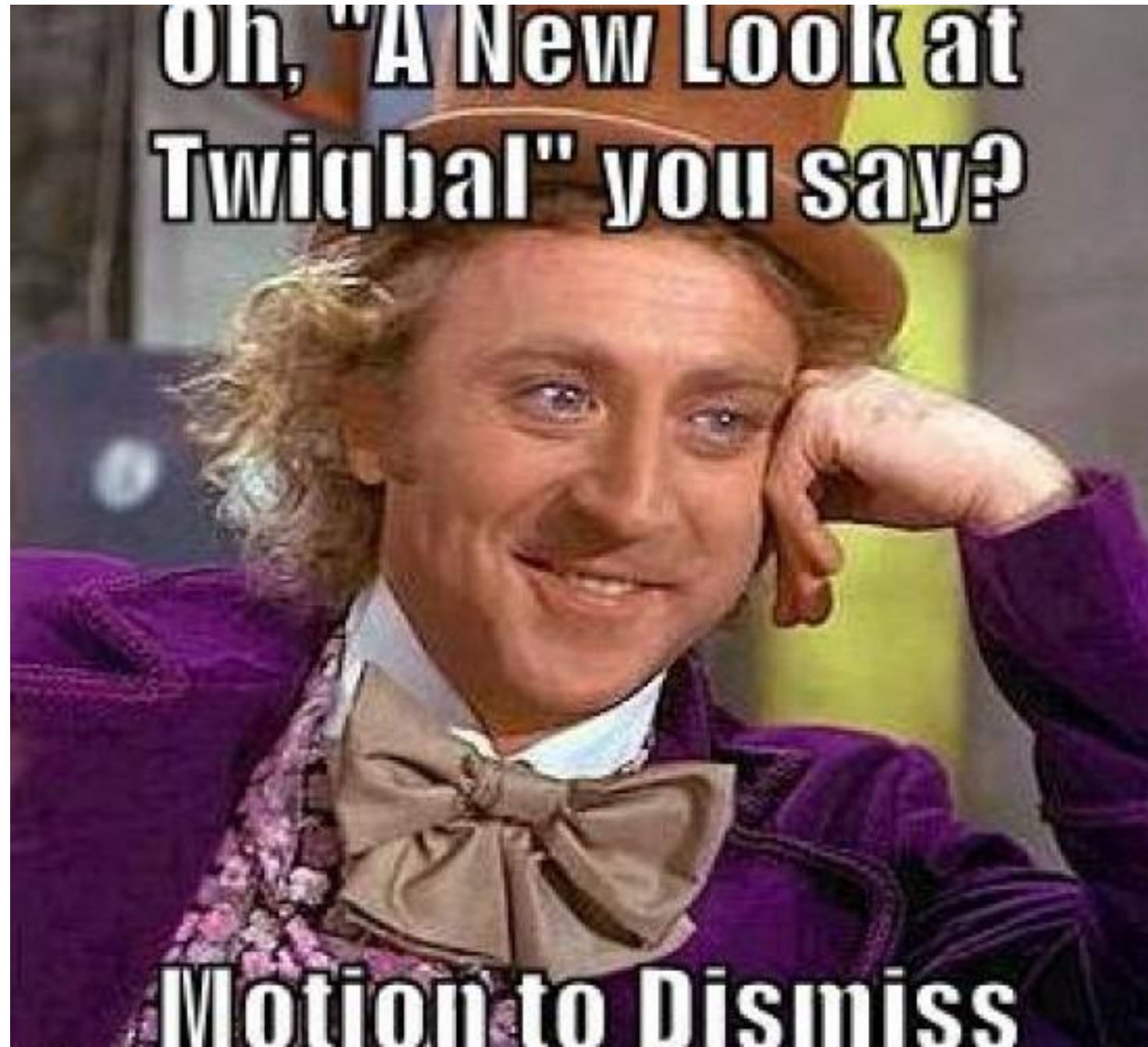
*doctrine, law, standard*

**principal:**

*head of the school*

In "Saved by the Bell," Mr. Belding was the principal of Bayside High School.





**HELLO**  
**I AM...**

**SUING YOU**



KEANU REEVES LAURENCE FISHBURNE



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# Client

		Client	
		Blue	Red
Lawyer	Blue	Win - win (Both win)	Lose - win (A loses, B wins)
	Red	Win - lose (A wins, B loses)	Lose - lose (Both lose)





DespicableMeMinions.org

Not only is my  
short-term  
memory  
horrible,  
but so is  
my short-  
term memory.



# Attorney Fees







# Item 3

## LITIGATION

No litigation is required to be disclosed in this Item.







# QUESTIONS?

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