Meet Our Speakers

Moderator:
Stephanie Elliott
Branch Director
Talent Solutions
Robert Half Legal

Panelist:
Jessica Gil, Esq.
Associate Vice President
Consulting Solutions
Robert Half Legal

Panelist:
Tony Abel
Managing Director
Protiviti

Panelist:
Megan Lutes
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Glowforge

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Agenda

- Industry Statistics

- Contract Lifecycle Management

- Data Privacy

- Automation

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What the Statistics Show

Robert Half Legal surveyed more than 200 lawyers with hiring responsibilities at law firms and companies in the U.S.

Areas of general business or commercial law expected to offer the greatest number of job opportunities at law firms/companies planning to expand their legal teams in the next 12 months:*

40% **Intellectual property**

37% **Contracts and corporate transactions**

32% **Corporate governance and operations**

32% **Mergers and acquisitions**

*Top responses shown.

Robert Half Legal survey of more than 100 lawyers with hiring responsibilities at companies in the U.S.

67% of corporate lawyers expect their legal department's spending on LIBOR-related projects will increase in 2021.

68% of legal department budgets, on average, will be spent on data privacy-related projects in 2021.

74% of corporate lawyers said spending on data privacy-related projects has increased compared to a year ago. Volume of data is the top challenge cited by corporate lawyers in managing data privacy projects, followed by changing regulations.

Gartner:
Fundamental technologies being adopted by legal departments*

E-Billing – **48%**   Document management – **40%**

Contract lifecycle management – **44%**   IP management – **33%**

Matter management – **41%**

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What the Statistics Show

World Commerce and Contracting:
Insights from a recent member survey

84% Experience pressure for contract simplification
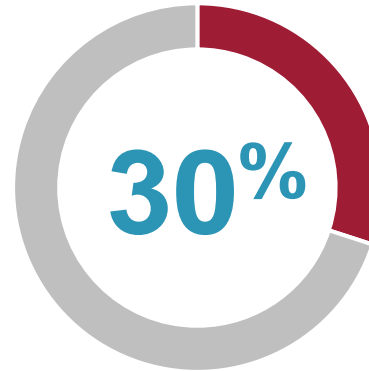
65% Focus on improved communication

81% Have plans to implement contract automation

**68%** Say that increasing digitization of the contract management lifecycle is a medium-high priority

9% Revenue lost by businesses each year due to poor contract management practices.

Gartner: **5 Legal Technology Trends Changing In-House Legal Departments (February 2021)**

30%

By 2025, corporate legal departments will capture only 30% of the potential benefit of their contract life cycle management investments

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What the Statistics Show

60%
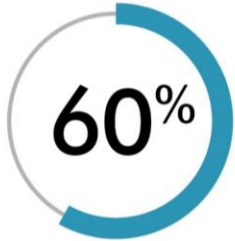
60% of legal departments do not have an automated contract management tool.

82%

Contract approval time drops an average of 82% with the use of a contract management solution.

90%

Companies using contract lifecycle management solutions see 90% renewal rates.

3.4 WEEKS

Average time to create and approve a contract.

20-40 THOUSAND

Average number of contracts per organization.

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Contract Lifecycle Management

How to Identify What Stage You're In

Capability Maturity Model

Initial / Ad Hoc	Repeatable / Laggard	Defined / Industry Standard	Managed / Best Practices	Optimized / World Class
• No CLM tool in place, contracts stored locally • Paper-based process • Third-party paper is primarily being leveraged • No standardized process or templates • Reliant upon heroics / individuals	• Documented process, decentralized control • Repository of legacy contracts • Security-based access • Minimal meta-data, limited to no reporting • Off-contract spend still exists	• Center led control • Fully documented and standardized process • Basic CLM system, full text search • Based routing / workflow by contract type • Reporting across key meta data fields	• Fully centralized function, fully deployed CLM across enterprise with web-based authoring, terms and conditions library • Auto-matching of invoices and contracts unearths cost savings • Milestone-based alerting helps end users manage by exception • Integration with sourcing software streamlines contract creation • Business intelligence/advanced analytics are made available	• Establishing leading-edge / next best practices • A 100% paperless environment • Buy-and-sell-side contracts are centralized in a single tool • Suppliers help drive contract collaboration and savings • Cycle time tracking enables continuous improvement

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Contract Lifecycle Management

It's important to manage all commercial agreements through each stage in the contract life cycle to maximize operational performance, enhance value and reduce risk.

BIDDING & PROPOSAL (SELL SIDE)

CONTRACT CREATION AND EXECUTION

POST-AWARD ADMINISTRATION

REPORTING AND ANALYSIS

ASSESS CURRENT STATE

- Understand current policy, process and organization.
- Benchmark performance against leading practices.
- Aggregate and classify existing contracts.

DESIGN FUTURE STATE

- Develop and prioritize improvements.
- Determine requirements and automation opportunities.
- Create future state design.
- Develop business case.

IMPLEMENT & SUSTAIN FUTURE STATE

- Select/configure technology.
- Document detailed future state.
- Conduct training and change management.
- Monitor compliance and performance.

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How to Support Contracts Processes

CONTRACTS DEPARTMENT PROCESSES

Managing your contract drafting, review and redlining practices	Data centralization, systems integration	Scanning and electronic manipulation of data	Accessibility of key terms in timely fashion	Challenges arising during internal projects	Contract lifecycle management
	• Collection of data from multiple sites	Working with different types of data, including:	• Consistency of data	• Management reporting	• Managing your CLM system and workflow
	• CLM integration with existing procurement and IT software	• Unstructured data	• Management and changes to contract terms/clause library	• Data retrieval	• Maintaining template library and documentation
		• Legacy data			
		• Hard copy			

WHERE TO CONSIDER ADDING OUTSIDE EXPERTISE

Playbook development and template review	Contracts review and redlining	Legacy contract extraction and migration	CLM technology consulting and systems integration support	Digitalization and collections support	Standardized contract templates with approved exceptions	Process improvement and efficiency gains	Compliance, performance and risk monitoring	Data analytics	CLM administration

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Data Privacy

Privacy's impact on contracts
and contract management

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US State Privacy Legislation Tracker

Last updated: 9/1/2021

iapp

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Comparison Table

L - private right of action for security violations only
in - opt-in consent requirement
p - prohibition without consent
u - unclear
s - opt-in requirement for all sensitive data
a - risk assesment limited to impact of automated decisions
~ - right to opt out of certain automated decisionmaking

In Session: all above states

Bold - passed law
~~Strikethrough - bill died in committee or postponed~~
* Continued to 2021 Special Session

¹ California Privacy Rights Act's right of restriction/limitation is only applicable to sensitive personal data
ᵃ Companion bills introduced at different time during legislative session

Legislative Process: Introduced > In Committee > Crossed Chamber > Cross Committee > Passed > Signed

Further information and most recent version of the IAPP's US State Comprehensive Privacy Law Comparison can be found here.

State	Legislative Process	Statute/Bill (Hyperlinks)	Common Name	Right of Access	Right of Rectification	Right of Deletion	Right of Restriction	Right of Portability	Right of Opt-Out	Right Against Automated Decision Making	Private Right of Action	Opt-in requirement age	Notice/Transparency Requirement	Risk Assessments	Prohibition on Discrimination (exercising rights)	Purpose/Processing Limitation
				Consumer Rights									**Business Obligations**			
			LAWS PASSED (TO DATE)													
California		CCPA	California Consumer Privacy Act (2018; effective Jan. 1, 2020)	x		x		x	x		L	16	x			x
California ¹		Proposition 24	California Privacy Rights Act (2020; effective Jan. 1, 2023)	x	x	x	x	x	x	x	L	16	x	x	x	x
Colorado		SB 190		x	x	x		x	x	x~			s	x	x	x
Virginia		SB 1392	*Consumer Data Protection Act	x	x	x		x	x	x		13	x	x	x	x

ACTIVE BILLS

State		Bill	Name
Massachusetts		SD 1726	Massachusetts Information Privacy Act
New York		A 680	New York Privacy Act
New York		S 6701	New York Privacy Act
New York ᵃ		A 6042	Digital Fairness Act
New York ᵃ		SB 567	
North Carolina		SB 569	Consumer Privacy Act
Minnesota		HF 1492	Minnesota Consumer Data Privacy Act
Ohio		SB 376	Ohio Personal Privacy Act
Pennsylvania		HB 1126	

FAILED BILLS

State		Bill	Name
~~Alabama~~		~~HB 216~~	~~Alabama Consumer Privacy Act~~
~~Alaska~~		~~SB 116~~	~~Consumer Data Privacy Act~~
~~Arizona~~		~~HB 2865~~	
~~Connecticut~~		~~SB 893~~	
~~Florida~~		~~SB 1734~~	~~Florida Privacy Protection Act~~
~~Florida~~		~~HB 969~~	
~~Illinois~~		~~HB 3910~~	~~Consumer Privacy Act~~
~~Kentucky~~		~~HB 408~~	
~~Maryland~~		~~SB 0930~~	~~Maryland Online Consumer Protection Act~~
~~Minnesota~~		~~HF 36~~	
~~Mississippi~~		~~SB 2612~~	~~Mississippi Consumer Privacy Act~~
~~North Dakota~~		~~HB 1330~~	
~~Oklahoma~~		~~HB 1602~~	~~Oklahoma Computer Data Privacy Act~~
~~Texas~~		~~HB 3741~~	
~~Utah~~		~~SB 200~~	~~Consumer Privacy Act~~
~~Washington~~		~~SB 5062~~	~~Washington Privacy Act 2021~~
~~Washington~~		~~HB 1433~~	~~People's Privacy Act~~
~~West Virginia~~		~~HF 3159~~	

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Sample Considerations for Contracts*

- Review definitions to CCPA, CPRA and GDPR (e.g., definition of "sensitive personal data," "third parties," service providers)
- Breach notification obligations relating to cooperation, remediation and assistance
- Consider requiring contractor / service provider to implement data protection by design where applicable
- Negotiate responsibilities relating to data subject requests
  - Data portability
  - Right of access
  - Right to object to processing
  - Right not to be subjected to automatic processing / profiling
  - Sales rights / limitations
  - Right "to be forgotten"
  - Right to rectification

- Documented instructions
- Authorization regarding subcontracting
- Record keeping and production
- Obligations relating to data protection impact assessments
- Acceptance to audits/inspections (including onsite where appropriate)
- Data security representations
- Address use of specific technical measures, such as pseudonymisation or encryption
- Cooperation with respect to regulatory authorities
- Assess obligations relating to Data Protection Officers
- Cross-border transfers (Schrems II)
- Insurance and indemnifications
- Obligation to delete / return

Illustrative considerations only. Decisions driven by jurisdictional requirements, nature of relationship, party's risk tolerance, negotiating power, etc.

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Key Privacy Contractual Drivers

Increased Privacy Regulations

As the collection, use and storage of personal information has grown, countries throughout the world have turned their attention to regulating those activities. Some recent privacy regulations include GDPR and CCPA.

Consumer Control

With the increase in data collection, the threats to that data have grown. The proliferation of data breach incidents and social profiling has made employees, consumers and customers sensitive to the risks associated with unauthorized disclosure of personal information.

Growth of Vendor Networks

The growth in the use of vendors has increased the need to manage an extended network of suppliers, contractors, consultants and other third parties with access to corporate data.

Globalization

Technology has allowed businesses to rapidly increase their global reaches and interface with international customers, often without a physical presence in the jurisdictions where they serve customers.

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Contractual Challenges

Regulations

- Keeping up with the pace of technology explosion
- The GDPR is one of the few progressive privacy laws that govern automated profile decisioning with narrow exclusions
- Fewer laws support transparency and accountability in handling of personal data
- Newer privacy laws are aimed at providing substantial rights and control to consumers over their personal data. There are laws specific to facial recognition and biometrics

Privacy Preserving Technologies

- Privacy-minded organizations embed Privacy-by-Design to build/retain consumer trust and provide transparency. Examples include use of:
  - Blockchain
  - Homomorphic encryption
  - AI-powered security
  - Federated training on AI datasets

Data Governance

- In the era of data collection and sharing, knowing where the data is, and establishing process accountability and transparency is critical:
  - Data minimization, purpose limitation and execute jurisdiction-based retention policy
  - Reduce liability
  - Prevent data breach

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Foundational Questions for Contracting

The key objective of the Privacy and Data Protection Program is to maintain lawful, fair, secure, and confidential treatment of personal information while enabling individuals to execute their privacy rights. The following lifecycle of ongoing compliance activities will help organizations implement and maintain appropriate privacy and data protection practices across all applicable privacy regulations.

Monitor

- Are we compliant?
- Can we prove it?
- How do we know if our program is successful?
- Do we engage audit teams?
- Do we report to the board?
- Have we been audited or reported by the regulators?

Identify

- Do we know what data we have?
- Do we know where it resides?
- Do we know how it is being used?
- Where does the data travel?

Execute

- Do we know who is responsible for what?
- Does the business understand their obligations?
- Does the IT understand their obligations?
- Have they formally accepted responsibility?
- How does legal and information security integrate with DPO team?

Assess

- Do we classify our data?
- Do we evaluate privacy risk of our operations?
- Do we evaluate data protection risk of our data?
- Do we engage in high-risk processing activities that may require additional controls?

Privacy and Data Protection Program

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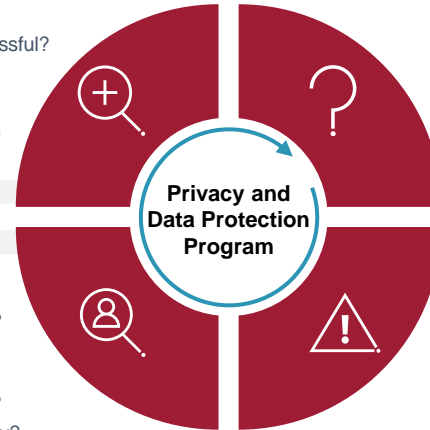
How GDPR Regulates AI or Intelligent Automation

Privacy Governance and Accountability

- Data Protection Officer
- Legal Basis for Processing
- Privacy-by-Design
- Data Protection Impact Assessment
- Records of Personal Data Processing Activities (RoPA)
- Privacy-by-Design

Organizational and Technical Controls
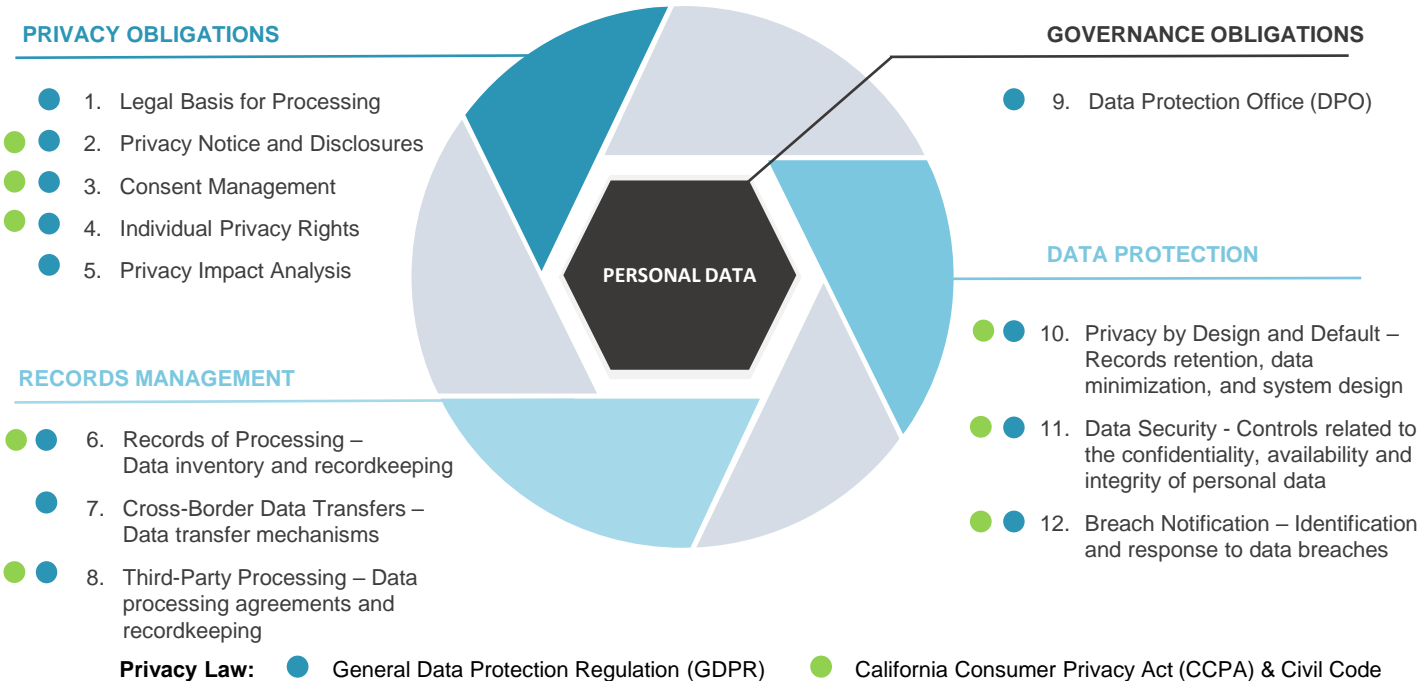
- Security Controls
- Data Accuracy
- Third-Party Data Transfer Agreements

Data Subject Rights

- Rights of the Data Subject
- Right to Explainability on Automated Decision Making (ADM) and Restriction on ADM

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PRIVACY OBLIGATIONS

1. Legal Basis for Processing
2. Privacy Notice and Disclosures
3. Consent Management
4. Individual Privacy Rights
5. Privacy Impact Analysis

RECORDS MANAGEMENT

6. Records of Processing – Data inventory and recordkeeping
7. Cross-Border Data Transfers – Data transfer mechanisms
8. Third-Party Processing – Data processing agreements and recordkeeping

PERSONAL DATA

GOVERNANCE OBLIGATIONS

9. Data Protection Office (DPO)

DATA PROTECTION

10. Privacy by Design and Default – Records retention, data minimization, and system design
11. Data Security - Controls related to the confidentiality, availability and integrity of personal data
12. Breach Notification – Identification and response to data breaches

Privacy Law: ● General Data Protection Regulation (GDPR) ● California Consumer Privacy Act (CCPA) & Civil Code
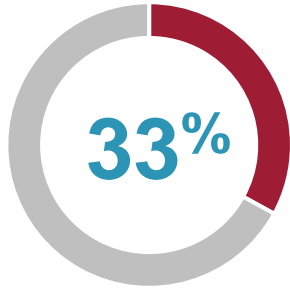
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Automation

Impact of technology, automation and machine learning on contract lifecycle management

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Automation in the Legal Industry

33%

of corporate transaction work is automated by the average legal department as of 2019.

55%
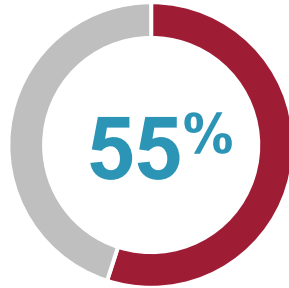
of corporate transaction work is automatable according to the legal departments surveyed.

87%
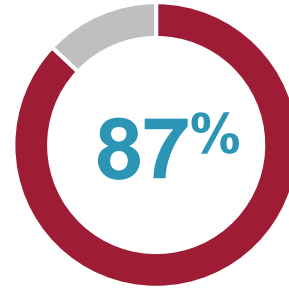
of legal departments surveyed in 2020 expected their total number of in-house, full-time employees to stay the same or decrease.

50% of legal work related to major corporate transactions will be automated within legal departments by 2024.

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Enterprise Contract Lifecycle Management

System Automation Opportunities (Examples)

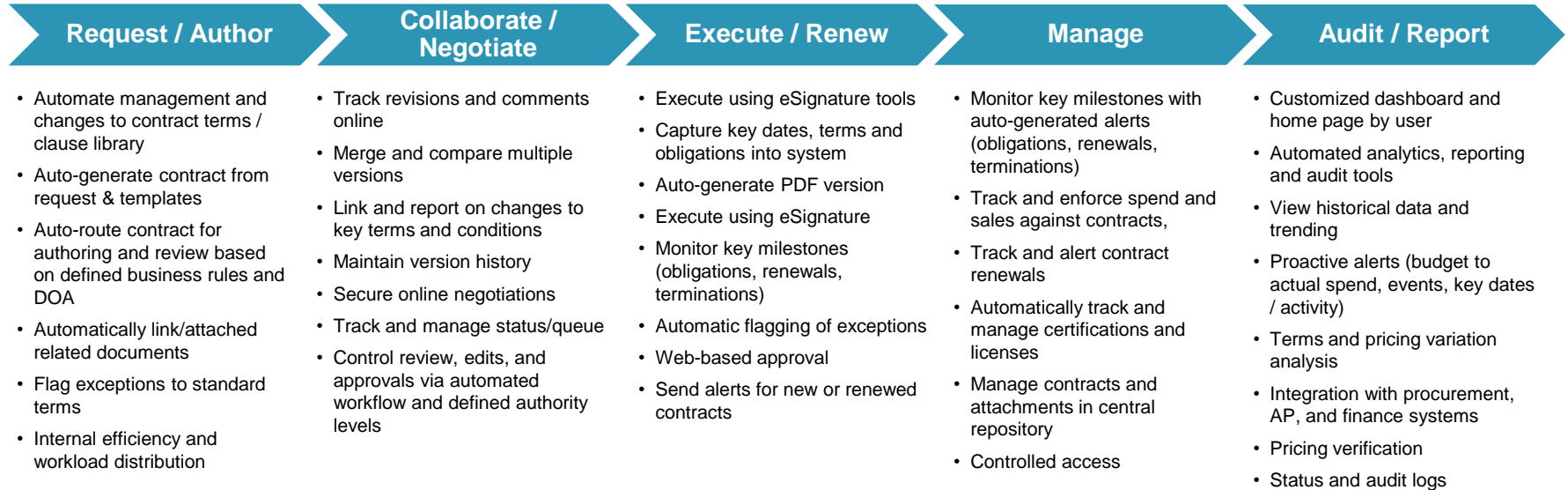| Request / Author	Collaborate / Negotiate	Execute / Renew	Manage	Audit / Report
• Automate management and changes to contract terms / clause library	• Track revisions and comments online	• Execute using eSignature tools	• Monitor key milestones with auto-generated alerts (obligations, renewals, terminations)	• Customized dashboard and home page by user
• Auto-generate contract from request & templates	• Merge and compare multiple versions	• Capture key dates, terms and obligations into system	• Track and enforce spend and sales against contracts,	• Automated analytics, reporting and audit tools
• Auto-route contract for authoring and review based on defined business rules and DOA	• Link and report on changes to key terms and conditions	• Auto-generate PDF version	• Track and alert contract renewals	• View historical data and trending
• Automatically link/attached related documents	• Maintain version history	• Execute using eSignature	• Automatically track and manage certifications and licenses	• Proactive alerts (budget to actual spend, events, key dates / activity)
• Flag exceptions to standard terms	• Secure online negotiations	• Monitor key milestones (obligations, renewals, terminations)	• Manage contracts and attachments in central repository	• Terms and pricing variation analysis
• Internal efficiency and workload distribution	• Track and manage status/queue	• Automatic flagging of exceptions	• Controlled access	• Integration with procurement, AP, and finance systems
	• Control review, edits, and approvals via automated workflow and defined authority levels	• Web-based approval		• Pricing verification
		• Send alerts for new or renewed contracts		• Status and audit logs

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Tools, Methodology and Platforms

Analytics tools allow for more intelligent searching, stronger incorporation of specialists' judgments and sampling, and the latest visualization tools to enable greater review efficiency and transparency.

IN-DEMAND SERVICES

- Predictive coding and technology-assisted review
- AI with continuous active learning
- Primary language identification
- Natural language processing
- Concept search, clustering and categorization
- Keyword expansion
- Similarity ranking, near duplicate detection
- Repeated content identification
- Email threading

METHODOLOGY AND SOFTWARE PLATFORMS

- **Technology-agnostic eDiscovery practices** work closely with technology providers to develop repeatable workflows flexible to any platform, leveraging the leading predictive coding engines, relational analytics and project management tools to maximize effectiveness and minimize costs.

- **Risk-focused consultancies** leverage the technical capabilities and quality control methodologies of testifying specialists to aid clients in defensibility arguments and meeting obligations to the court.

SAMPLE OF POPULAR CLM PLATFORMS

- Icertis
- Conga
- SAP Ariba
- LinkSquares
- Scout RFP
- DocuSign CLM
- Gatekeeper
- Cobblestone
- Contract Logix
- Oracle Procurement Cloud

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Legacy Contract Review and Conversion

Manual Review

- Dedicated document review centers across North America (workstations, printers, OCR-enabled scanners, independent servers and secured connectivity, physical security / surveillance)

- Legal project teams and staffing (file clerks, paralegals, JDs, licensed attorneys) to identify existing contracts (electronic search, manual search, survey), review contracts and extract relevant meta data and create contract summaries / abstracts for upload into contract management system

- Ideal solution for smaller scale projects (<5,000 documents/contracts, minimal data points)

Machine Learning Assisted

- Machine learning systems convert documents into OCR and text files. Through machine learning and algorithms, programs can recognize key terms and export the relevant data.

- Once all data has been reviewed and confirmed, the OCR contracts, text files, and targeted meta data can be provided to the client.

- This is an optimal solution for large scale and highly complex projects (>5,000 documents/contracts, multiple data points)

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Thank you

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Appendix

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Additional Resources

Surveys and Reports:

Gartner:

State of the Legal Function, September 2020
https://www.gartner.com/en/legal-compliance/trends/legal-state-of-the-function

5 Legal Technology Trends Changing In-House Legal Departments, February 2021

https://www.gartner.com/smarterwithgartner/5-legal-technology-trends-changing-in-house-legal-departments/

World Commerce and Contracting (previously International Association of Contract and Commercial Managers Inc., or IACCM):

https://www.worldcc.com/Research-Analytics/Latest-Research

IAPP: State Comprehensive Privacy Law Comparison

https://iapp.org/resources/article/state-comparison-table/

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Stephanie Elliott

Branch Director, Talent Solutions Robert Half Legal

PROFESSIONAL EXPERIENCE

Stephanie Elliott is the Seattle Branch Director for Robert Half, the world's first and largest specialized talent solutions firm. In this role, she partners with law firms and corporate legal departments across the Pacific Northwest by providing legal talent on a contract, permanent placement, and project basis.

Stephanie joined Robert Half Legal in 2015 as a Recruiting Manager and was quickly promoted to Division Director and then to Branch Director in 2020. Stephanie is a graduate of the University of Washington and an Athletic Member with the Washington Athletic Club.

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Tony Abel

Managing Director, Protiviti

PROFESSIONAL EXPERIENCE

Tony is a Managing Director for Protiviti's Supply Chain Solutions Practice and head of Protiviti's Intelligent Process Automation practice. As a distinguished consulting executive, Tony's expertise includes business transformation and automation, focusing on cost reduction, efficiency, and risk management initiatives. His supply chain, procurement, and automation qualifications have been achieved through industry, management consulting, and outsourcing environments. He's been providing performance improvement solutions to Fortune 100 companies for 20+ years across a variety of industries.

RELEVANT EXPERIENCE

Led the establishment of Protiviti's RPA solution, including training and certification of 350+ consultants, developing alliance relationships with top RPA vendors and driving development of 1,000+ bots through sprints and hackathons to expand Protiviti's market share in the digital space.

Former North American Lead of Accenture's Procurement and Supply Chain BPO Delivery Operations, managing delivery for $173M in service revenue with responsibility for 160+ US-based delivery resources across 53 key accounts.

Former Midwest Lead for Capgemini's Procurement Practice, responsible for strategic planning and delivery of procurement-related consulting services, including 40+ person organization, $45M P&L, account planning, and business development.

KEY INITIATIVES

Led the procurement organization for a large consumer electronics retailer, managing $3.6 billion of GNFR (goods not for resale) spend and addressing $1 billion annually to deliver more than $370 million in savings over four years. Reduced cost-to-serve by 22% while increasing customer satisfaction more than 18% during the same period.

Directed development of the RPA capability for a Fortune 100 multi-line healthcare enterprise, supporting automation of critical business processes, including claims audit and reimbursement validation

Extensive media coverage and published content, including ZDNet, Total CIO, CFO.com, TechTarget, and recipient of the Pro to Know award from Supply & Demand Chain Executive magazine.

AREAS OF EXPERTISE

- Process Automation Strategy
- Intelligent / Robotic Process Automation
- Vendor Management & Governance
- Contract Lifecycle Management
- Supply Chain Optimization
- Procurement Transformation
- Compliance & Risk Management
- Strategic Sourcing
- Organization Design
- Process Design & Implementation
- Change Management

INDUSTRY EXPERTISE

- Manufacturing
- Healthcare
- Insurance
- Retail
- Pharmaceuticals
- Aerospace & Defense
- Government
- Publishing
- Telecommunications
- Chemicals
- Technology

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Jessica Gil, Esq.

Associate Vice President, Consulting Solutions, Robert Half Legal

PROFESSIONAL EXPERIENCE

Jessica Gil is an Associate Vice President for Robert Half Legal Consulting Solutions (RHLCS). Formerly a practicing attorney, she started with Robert Half as an Account Executive specializing in the placement of contract attorneys and paralegals before quickly transitioning into her current role.

Jessica helps clients implement solutions in a wide variety of areas including eDiscovery & litigation, compliance, contracts and data privacy. Her clients rely on her to provide strategies and project plans that are transparent, predictable and effective. RHLCS works with law firms, corporations and government clients to build custom-tailored solutions to fit their specific needs and budgets. Solutions incorporate subject matter expertise, technology and staffing augmentation.

RHLCS is the only single solution that brings world-class caliber consulting and one of the largest networks of specialized staffing resources together to help our clients prioritize, complete, and manage ongoing projects.

CONTACT

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AREAS OF EXPERTISE

- eDiscovery (collection, hosting & processing)
- Litigation Management
- Privacy
- In-house Legal Departments & Law Firms

INDUSTRY EXPERTISE

- Healthcare
- Financial Services
- Manufacturing
- Technology and Software

EDUCATION

- J.D., Creighton School of Law
- B.A., University of Portland

PROFESSIONAL MEMBERSHIPS & CERTIFICATIONS

- TBD

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Megan Lutes

General Counsel, Glowforge

PROFESSIONAL EXPERIENCE

Megan Lutes is the General Counsel at Glowforge, Inc., a Seattle-base based technology start-up that designs and produces 3D laser printers. Megan joined Glowforge's executive team during a period of rapid growth and will be leading the legal function.

Megan came from heading up the legal team at Convoy, Inc. (another Seattle-based technology start-up), and is experienced in leading multiple substantive areas, including commercial transactions teams, domestic and international employment matters, and navigation of financing rounds. She specializes in building best in class legal teams in fast-paced start-ups where she innovates and creates best practice legal solutions.

Megan's background includes both law firm and in-house experience with previous senior legal positions at Moss Adams (one of the country's largest public accounting firms) and Expeditors International (a Fortune 500 international logistics company). Megan serves on the board of directors for Providence Pediatric Hospice of Seattle and the executive board for Centerforce. She is also on the executive board for ACC-WA. Recently, she was awarded the 2021 "Legal MVP Award" by SimpleLegal and also was recognized nationally by Women, Influence and Power in Law for Championing Diversity, Equity and Inclusion In-House, and for Innovative Leadership.

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