

# Summary of Contents

## Volume 1

### **PART 1. PREPARING FOR THE OUTSOURCING TRANSACTION**

- Chapter 1. Introduction to Outsourcing
- Chapter 2. Preparing for and Negotiating the Deal
- Chapter 3. Choosing the Right Service Provider: The Request for Proposal Process
- Chapter 4. OSFI Guidelines: Not Just For Financial Institutions
- Chapter 5. Documenting the Deal

### **PART 2. THE OUTSOURCING TRANSACTION**

- Chapter 6. The Master Agreement
- Chapter 7. Schedules to the Master and Services Agreements: An Analytical Framework
- Chapter 8. Services and the Service Level Agreements
- Chapter 9. Asset Transfer Issues
- Chapter 10. Pricing and Payment
  - Appendix 10A. Sample Clauses
- Chapter 11. Benchmarking and its Alternatives
- Chapter 12. Implementation, Governance and Administration
  - Appendix 12A. Sample Governance Schedule
  - Appendix 12B. Sample Change Control Process Schedule
- Chapter 13. Exit Strategies

**PART 3. SPECIAL ISSUES IN AN OUTSOURCING TRANSACTION: SECURITY; EMPLOYMENT AND LABOUR; PENSIONS; TAX**

- Chapter 14. Information Security Compliance: Practical Implications for Outsourcing
- Chapter 15. Employment and Labour Issues
- Chapter 16. Pension Considerations
- Chapter 17. Tax Issues
- Appendix 17A. Sample Clauses

**Volume 2**

**PART 4. OUTSOURCING ISSUES IN PARTICULAR JURISDICTIONS**

- Chapter 18. Contract Issues in Quebec
- Chapter 19. Special Canadian Issues in Cross-Border Outsourcing
- Chapter 20. Offshore Outsourcing: Challenges and Opportunities
- Chapter 21. Outsourcing in Eastern Europe
- Chapter 22. Outsourcing in the United Kingdom
- Chapter 23. Outsourcing in India

**PART 5. OTHER ISSUES IN OUTSOURCING**

- Chapter 24. The Only Constant: Pricing for Change in Outsourcing Arrangements
- Chapter 25. Privacy Issues in Outsourcing: A Work in Progress
- Chapter 26. Has IT Outsourcing Become Ordinary Course of Business? *Re Stelco Inc.*
- Chapter 27. The Stay Back Team
- Chapter 28. Bankruptcy and Insolvency Issues in Outsourcing: A Wake-Up Call
- Chapter 29. Ensuring Coverage: Insurance Issues in Outsourcing Arrangements
- Chapter 30. Avoiding Project Mismanagement in Outsourcing Transactions

## SUMMARY OF CONTENTS

- Chapter 31. Allocation of Risk: A Cross-Jurisdictional Study
- Chapter 32. Current Trends in Limits of Liability and Indemnification in IT Contracts
- Chapter 33. Corporate Social Responsibility and Sustainability in Outsourcing
- Chapter 34. The Relationship Review: Maintaining and Strengthening Healthy Working Relationships
- Chapter 35. *De Beers U.K. Ltd. v. Atos Origin IT Services U.K. Ltd.*: Lessons from an Outsourcing
- Chapter 36. Overview of Intellectual Property Rights and IP Outsourcing Issues in Canada
- Chapter 37. Managing Multivendor Outsourcing
- Chapter 38. BSkyB Redux? Lessons from County of Orange v. Tata Consultancy Services Ltd. et al.
- Chapter 39. Anti-Spam Legislation and Outsourcing
- Chapter 40. The New ISO 37500 Outsourcing Standard: A Critical Analysis
- Chapter 41. Case Study: CIS General Insurance v IBM UK More Lessons Learned from Another Failed Agile Project
- Chapter 42. MillerCoors v HCL: Lessons Learned—Again—From a Failed SAP ERP Implementation Project
- Chapter 43. Understanding the Importance of Force Majeure/Extraordinary Event Clauses in Outsourcing Agreements
- Chapter 44. Case Study: *Lachman v Revlon* Class Action - Lessons On When & How to Be Transparent to Shareholders in the Case of a Failed ERP Implementation

## Appendices

- Appendix A. Master Outsourcing Agreement
- Appendix B. Technology Services Agreement
- Appendix C. Employee Matters Agreement
- Appendix D. Asset Purchase Agreement
- Appendix E. Basel Committee on Banking Supervision—Outsourcing in Financial Services

## OUTSOURCING TRANSACTIONS

Appendix F.	Third-Party Risk Management Guideline
Appendix F.1.	Technology and Cyber Risk Management
Appendix G.	Study: Optimizing Value from Outsourcing
<b>Table of Cases</b>	
<b>Index</b>	