**Non-Comprehensive Checklist for Common Contract Compliance and Privacy Issues in Client Agreements**

**I. Introduction**

Quick reference to be used in conjunction with playbook

**II. Contract Compliance's Role**

* Advisors and process builders for Legal terms, E&C procedures, and regulatory requirements
* Authoritative source for internal and external clients on compliance issues
* Gatherers of information from subject matter experts to perform this role

**III. Common Issues in Client Agreements**

**A. Stray Commercial Terms**

* Termination
* Materiality
* Injunction and other boilerplate
* Inappropriate unegotiated changes to commercial terms

**B. Client Policies**

* Requirement to adhere to client policies that may conflict with our own

**C. Scope of Data**

* Expansive scope of data to non-services context
* Ambiguous data definitions

**D. Client Responsibility for Network/Environment Security**

**E. Data Processing Restrictions**

* Restrictions on processing, copying, retention, deletion/return of data
* Permitted uses of data for specific purposes

**F. Employee Control**

* Non-standard background checks
* Requirements to directly screen our employees

**G. Subcontracting/Processing**

* Restrictions on use of contingent workers, data centers, international affiliates, and third-party applications
* Prior consent requirements for using or changing subprocessors or subcontractors
* Flow down terms with subcontractors

**H. Data Transfers**

* Restrictions on transferring support communications outside of the home country

**I. Incident Response and Breach Notice Requirements**

* Unreasonable response expectations
* Notification requirements for non-data breach events

**J. Notification Requirements**

* Immediate notifications
* Proactive monitoring requirements
* Self-tattling requirements

**K. Indemnities**

* Uncapped indemnities
* Insufficiently described indemnities
* Exceptions for privacy, security, and confidentiality issues from caps on indemnity

**L. Certifications and Audits**

* Inapplicable certifications
* Audit scope and requirements
* Nondisclosure agreement for proprietary documents

**M. Business Continuity Plans**

* Redundant terms and requirements
* Sharing and agreement on detailed provisions

**N. Request for Proposals**

* Reviewing sections and NDAs
* Minimal redlining and identifying short-term risks
* Aligning with Legal on contract language and applicability

**O. Data Subject Rights and Affected Individuals**

* Timelines for reporting complaints
* Assumptions about data storage and insight

**IV. Vendor Contracts and Requests to Review DPAs**

* Reassignment to appropriate team members
* Procurement and vendor risk assessment process
* OneTrust information and assessment forms

**V. France Specific (Illegal Employment Clauses)**

* Combating illegal employment
* Compliance with French legislation and required documentation

**VI. Review and Approval of Additional Training by Client**

* Assessing data, contract, and compliance risks
* Escalating time commitments to service delivery

**VII. Requesting the Current MSA**

**A. Importance of reviewing the current MSA**

**B. Ensuring compliance with terms and avoiding renegotiation**

**C. Coordinating with Legal for MSA requests**

**VIII. Determining Who Should Sign the Document**

**A. Identifying modifications to contract terms**

**B. Assessing responsibility for signing based on the document's nature**

**C. Being cautious of language that attempts to bind the company**

**IX. Keyword Search and Issue Spotting**

**A. Utilizing Ctrl + F in word documents or OCR for PDFs**

**B. Important keywords to search**

**C. General reminders for issue spotting**

**X. Conclusion**

This non-comprehensive checklist serves as a quick reference for addressing common contract compliance and privacy issues in client agreements. It is intended to be used in conjunction with the playbook and should be reviewed alongside the MSA or principal agreement. By being mindful of these issues and coordinating with Legal and other relevant team members, you can help ensure the successful negotiation and execution of client agreements while minimizing potential risks