JUPITER PRIME

Consulting • Training • Advisory

جوبيتر برايم للاستشارات والتدريب

COURSE BROCHURE

Advanced Contract Structuring and Compliance Training Course

30 August – 10 September 2027
Milan

Advanced Contract Structuring and Compliance Training Course

Ref: 174_5065 **Date:** 30 August – 10 September 2027 **Location:** Milan **Fees:** 11100 GBP

Contract Structuring and Compliance is a 2-week advanced training course for commercial managers, legal advisers and compliance officers who decide how major agreements are built and how regulatory and ethical controls are written into them, and each participant completes a contract structure and compliance control matrix. Regulators, lenders and boards now judge organisations by what their supplier and customer agreements allow. Jupiter Prime Training offers contract structuring and compliance for those who shape these deals.

Why Contract Structuring and Compliance Matter Now

Three forces push structuring and compliance into the same conversation. Anti-bribery, sanctions and data protection expectations now extend to third parties, so a contract must carry audit, termination and reporting rights rather than leave them to goodwill. Price volatility and longer supply chains force harder choices between fixed, cost-reimbursable and outcome-based models. Investors and customers increasingly ask for evidence of ethical sourcing and supplier conduct. Organisations that pick the right model and embed controls in the terms win better pricing and pass scrutiny; those that bolt compliance on afterwards face unenforceable obligations and exposure. The course draws on the contract lifecycle of World Commerce & Contracting WorldCC and on pricing and payment structures in International Federation of Consulting Engineers FIDIC forms.

Who Gains Most from Contract Structuring and Compliance

- Commercial managers who choose contract models, pricing and payment terms
- In-house legal advisers who draft risk, liability and compliance clauses
- Compliance officers responsible for third-party due diligence and monitoring
- Finance partners who assess cash flow, security and price adjustment exposure
- Procurement leads who embed supplier codes of conduct into tenders

A commercial, legal and compliance trio from the same organisation gains most when its members attend together and agree one matrix linking each deal structure to the controls it requires.

Contract Structuring and Compliance Capabilities

Participants learn to design an agreement's commercial architecture and its control architecture at the same time, not one after the other.

- Weigh fixed price, remeasured, cost-plus, target cost and outcome-based models for a given deal — investment committees
- Design payment mechanisms, securities and price adjustment formulas — finance directors
- Assess risk allocation against each party's ability to control and insure — commercial leadership
- Specify anti-bribery, sanctions, data and conduct clauses with audit rights — compliance officers
- Build third-party due diligence and monitoring triggers into contract terms — risk committees
- Test the enforceability and practicality of compliance obligations — legal counsel

Key Contract Structuring and Compliance Terms

- Contract model — the basic commercial structure, such as fixed price or cost-reimbursable, that sets how price and risk are shared.
- Target cost mechanism — a pricing approach where savings or overruns against an agreed target are shared between the parties.
- Price adjustment formula — a contractual formula that changes the price in line with defined indices or input costs.
- Audit right — a clause allowing one party to inspect the other's records to verify payments or compliance.
- Third-party due diligence — checks on a counterparty's ownership, integrity, sanctions exposure and capability before and during the contract.
- Flow-down clause — a requirement that a supplier passes specified obligations on to its own subcontractors.

Contract Structuring and Compliance Day by Day

Day 1: Deal Context and Structuring Choices

- Deal Profile Assessment — Value, Duration, Complexity And Market Power
- Stakeholder Objectives Map — Aligning Commercial, Legal And Compliance Aims
- Structuring Failure Cases From Energy And IT Outsourcing — Learning From Mismatched Models
- Regulatory Exposure Scan — Identifying Rules That Reach Third Parties
- Structuring Decision Record — Documenting Choices For Approval Bodies

Day 2: Contract Models

- Fixed Price And Lump Sum Models — Transferring Cost Risk To Suppliers
- Remeasured And Schedule Of Rates Models — Handling Uncertain Quantities
- Cost Reimbursable And Cost Plus Fee — Controlling Open-Ended Exposure
- Target Cost And Pain-Gain Share — Aligning Incentives Around Savings
- Outcome And Performance-Based Contracts — Paying For Results Delivered

Day 3: Pricing and Payment Mechanisms

- Milestone And Progress Payment Design — Matching Cash To Delivery
- Advance Payments And Securities — Protecting Pre-Funded Work
- Price Adjustment Formulas And Indices — Sharing Inflation Risk Fairly
- Currency And Payment Timing Terms — Managing Exchange And Cash Flow Exposure
- Retention And Performance Bonds — Sizing Security To Risk

Day 4: Risk Allocation Architecture

- Risk Allocation Matrix — Assigning Each Risk To The Best Controller
- Insurance Requirements And Responsibilities — Matching Cover To Allocated Risk
- Liability Caps And Exclusions — Balancing Protection And Supplier Appetite
- Change In Law And Regulatory Change Clauses — Handling New Requirements
- Step-In And Termination Rights — Protecting Continuity Of Critical Services

Day 5: Anti-Bribery and Integrity Controls

- Anti-Bribery And Corruption Clauses — Defining Prohibited Conduct And Remedies
- Agent And Intermediary Controls — Limiting Third-Party Payment Risk
- Gifts, Hospitality And Conflict Declarations — Setting Contractual Standards
- Integrity Audit Rights — Verifying Payments And Records
- Whistleblowing And Reporting Obligations — Surfacing Misconduct Early

Day 6: Sanctions, Trade and Data Controls

- Sanctions And Export Control Clauses — Restricting Prohibited Parties And Goods
- Beneficial Ownership Representations — Knowing Who Controls The Counterparty
- Data Protection And Confidentiality Terms — Allocating Processing Responsibilities
- Information Security Requirements — Specifying Controls For Supplier Systems
- Breach Notification And Cooperation Clauses — Responding To Incidents Together

Day 7: Supplier Conduct and Responsible Sourcing

- Supplier Code Of Conduct Incorporation — Making Ethical Standards Enforceable
- Labour And Human Rights Provisions — Addressing Supply Chain Exploitation Risk
- Environmental And Sustainability Commitments — Measuring Supplier Performance
- Flow-Down Clauses To Subcontractors — Extending Controls Through Tiers
- Corrective Action And Exit Rights For Conduct Breaches — Enforcing Standards

Day 8: Due Diligence and Ongoing Monitoring

- Risk-Based Due Diligence Tiers — Matching Checks To Counterparty Exposure
- Onboarding Questionnaires And Evidence — Verifying Supplier Claims
- Contractual Monitoring Triggers — Periodic Recertification And Red Flags
- Compliance Reporting Schedules — Receiving Evidence Without Overload
- Remediation Plans — Resolving Findings Before Termination

Day 9: Testing Structure and Controls Together

- Structure And Control Fit Test — Checking Models Do Not Undermine Controls
- Enforceability Review — Confirming Obligations Are Clear And Proportionate
- Negotiation Positions On Compliance Clauses — Prioritising Must-Haves
- Approval Committee Briefing — Presenting Structure, Risk And Controls
- Post-Signature Handover Of Compliance Duties — Assigning Monitoring Owners

Day 10: Practising the Contract Structure and Compliance Control Matrix

- Model Selection For A Live Deal — Applying The Structuring Decision Record
- Payment And Security Package — Confirming Cash And Risk Balance
- Compliance Clause Set — Selecting Integrity, Sanctions, Data And Conduct Terms
- Monitoring And Remediation Plan — Naming Triggers And Owners
- Contract Structure And Compliance Control Matrix — Presenting The Matrix For Challenge

Applying Contract Structuring and Compliance After the Course

- Apply the structuring decision record to the next major deal and present the model, payment and security choices to the approval body.
- Audit three existing third-party agreements for anti-bribery, sanctions and data clauses and propose amendments where audit rights or flow-downs are missing.

Contract Structuring and Compliance Questions FAQ

What is contract structuring and compliance, and why does it matter now?

Contract structuring and compliance is the discipline of choosing the contract model, pricing, payment and risk allocation for a deal while building integrity, sanctions, data and conduct controls into its terms. It matters now because regulatory expectations increasingly reach third parties and their agreements.

Which roles gain most from contract structuring and compliance training?

Commercial managers, in-house legal advisers and compliance officers gain most, because they design deals and the controls inside them. Finance partners and procurement leads also benefit when they share one view of structure and risk.

How does contract structuring and compliance training differ from a contract law course for non-lawyers?

It focuses on designing deal architecture and control clauses for senior commercial and compliance staff, not on explaining basic legal principles. A contract law course for non-lawyers clarifies what clauses mean; this course decides which structures and controls a deal should contain.

What do you bring back from contract structuring and compliance training?

You bring back a contract structure and compliance control matrix for a live deal, linking the chosen model, payment and security package to integrity, sanctions, data and conduct clauses with monitoring triggers and owners.

Contract Structuring and Compliance: The Way Forward

The contract structure and compliance control matrix first informs which model and control set the next major deal should carry into negotiation. Commercial, legal and compliance colleagues use it as a shared checklist at approval. After the first deal closes, revisit the monitoring triggers and remediation steps, because live supplier behaviour shows which controls were proportionate and which need tightening.