

# Protecting Your Business in a Digital World: Top 10 Questions for Internal Teams and Stakeholders

The questions below are intended to help in-house counsel obtain the most important information related to technology projects so they can evaluate risks to the company's data, intellectual property, and commercial interests, and ensure proper contractual protections.

- Is the vendor providing technology, IT-related services or both?
- Will the vendor host any information or systems for us and, if so, where?
- How does the in-scope technology work, and how are we going to use it?
- Is the vendor creating or developing any technology, materials or other work product that would create a competitive advantage for us or that we expect to own or otherwise have exclusive rights to (e.g., custom code)?
- Will the vendor have access to our confidential information, trade secret information, personally identifiable information (workforce or customers), or highly sensitive personal information (including protected health information)? Describe information provided to the vendor in each of these categories.
- Will the vendor have access to any of our documentation, technology or systems?
- What is the total anticipated spend and has the vendor requested any payment terms that do not align with our standards?
- Have you agreed upon performance and quality standards with the vendor (e.g., acceptance criteria and service levels, as applicable)?
- What would happen to our business functions if the vendor system went down, or if the vendor walked away from the engagement?
- Once we have onboarded with this vendor, how long would it take for us to exit the relationship? Would we need additional assistance from the vendor (other than continued access to data) to transition to a replacement or bring these functions in house?

## For More Information:



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