

Industry Consulting Agreements

Agreements

▶ Educational Services Agreement

- > **Limit to Just Teaching and Education**
 - Can Be Combined with Advisory/General Consulting if Doing Both
- > **Specified Time Period or a Specific Event**
- > **Hourly Compensation**
 - Prep Time
 - Travel
 - Expense Reimbursement
- > **No Intellectual Property Transfer**
- > **No Conflicts or Non-Compete Necessary**

▶ Advisory/General Consulting Agreement

- > **Giving Advice and Guidance**
 - Can Include Teaching and Education
- > **Limit Scope with Description of the Specific Field of Work or Product(s)**
- > **1-2 Year Term**
- > **Compensation:**
 - Hourly
 - Prep Time
 - Travel
 - Expense Reimbursement
 - Equity (stock options or stock)
- > **Intellectual Property Transferred if Directly Related to Services Provided**
 - Exclude Independently Developed and Public Knowledge
- > **Can Be Conflicts Provision or Non-Compete on Same, Similar or Competitive Products and Services**
 - Exclude Pre-Existing Agreements and Investments
 - May Need Employer's Consent

▶ Design Agreement with Royalty Stream

- > **Designing Products**
- > **Longer Term:**
 - Design Period
 - Royalty Period
- > **Compensation:**
 - Hourly
 - During Design Phase, Often Deducted From Any Royalties
 - Royalties
 - Start On or About Commercialization of Product
 - Must Have Made a Significant and Novel Design Contribution
 - Based on Net Sales
 - Excluding You, Your Practice Group and Hospitals
 - Royalty Period Varies, Between 7-10 Years Typically
 - Intellectual Property Transferred During the Design Phase and Ideas Directly Related to the Product
 - Exclude Independently Developed and Public Knowledge
 - Can Be Conflicts or Non-Compete on Same, Similar or Competitive Products and Services
 - Carve Out Pre-Existing Agreements and Investments
 - May Need Employer's Consent

▶ Connector Agreement

- > **Make Introductions, Business Connections**
- > **Not a Broker**
- > **Can Be Set Time Period or Milestones (e.g. 3 introductions)**
- > **Compensation:**
 - Hourly
 - Equity (stock or options)
- > **No Intellectual Property Transfer**
- > **No Conflicts/Non-Compete, Except No Interference**

▶ Renewal Tips

- > **Always Compare to Last Agreement and Carry Over Prior Changes**
- > **Review Scope of Services and Narrow Further If Needed**
- > **Revisit Conflicts and Non-Compete Sections**
 - May Need to Add New Agreements

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