
Drafting and Redlining Commercial Agreements Training Course for Executives

8 – 19 March 2027
Tokyo





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Ref: 48_12110 Date: 8 – 19 March 2027 Location: Tokyo Fees: 12420 GBP

Programme Summary

Drafting and redlining commercial agreements for executives is a ten-day training course for senior commercial leaders at strategic level, culminating in a drafting playbook and clause library for their organisation. Many agreements are assembled from old precedents, carry inconsistent definitions and are marked up without a clear negotiating position, which creates ambiguity that surfaces only when something goes wrong. The approach treats the contract as a working document: participants write, restructure and redline real clauses, then defend their wording across the table. Mars Training Centre UK delivers this programme in drafting and redlining commercial agreements.

The Business Case

Poorly drafted wording costs organisations long after signature, through disputed scope, contested payments and clauses that operational teams cannot apply. Drafting discipline shortens negotiation, because each side reads the same meaning into the text, and reduces dependence on external counsel for routine agreements. Executives who control the words of their contracts also control the speed of deals and the quality of relationships that follow them.

- Contract Cycle Time: Falls when standard templates, clause libraries and fallback positions remove repeated drafting from each negotiation.
- Disputes Arising From Ambiguity: Reduce when definitions, scope and payment mechanisms are written precisely and tested before signature.
- External Legal Spend on Routine Agreements: Declines when business teams draft and redline standard documents with confidence.

Principles and Evidence Base

- WorldCC Contract Design and Simplification Principles: Guide plain language, logical structure and visual presentation of agreements in Sessions 2, 3 and 9.
- WorldCC Better Contract Design Mark: Provides criteria for judging whether a redesigned agreement is clear and usable by its readers in Session 9.
- Plain Language Drafting Principles: Shape sentence construction, active voice and the consistent use of operative words in Sessions 2 and 4.
- Contra Proferentem and Rules of Interpretation: Explain how ambiguous wording is read against its drafter and why precision matters in Sessions 5 and 6.



Intended Participants

- Leaders who prepare first drafts of commercial agreements or approve their wording.
- Heads of contracts and procurement who own templates and standard terms.
- Commercial directors who lead negotiations over contract text with customers and partners.
- In-house business leads who coordinate mark-ups between operational teams and counsel.

The programme serves energy and infrastructure, technology and telecommunications, facilities services and government organisations.

Learning Outcomes

1. Participants will be able to construct a commercial agreement with a logical architecture, consistent definitions and usable schedules.
2. Participants will be able to draft scope, specification, payment and price adjustment clauses that operational teams can apply.
3. Participants will be able to diagnose ambiguity in existing wording and rewrite it in plain language.
4. Participants will be able to produce redlines and explanatory comments that advance a stated negotiating position.
5. Participants will be able to design a drafting playbook with preferred, fallback and walk-away clause positions.
6. Participants will be able to evaluate templates, clause libraries and contract technology for drafting at organisational scale.

Programme Structure

Day 1: Foundations of Drafting Commercial Agreements

What makes a commercial agreement readable, workable and defensible?

- Reader Analysis: Signatories, Operators and Adjudicators
- Agreement Architecture: Recitals, Operative Clauses and Schedules
- Order of Clauses and Navigation Aids
- Precedent Review: Strengths and Hidden Defects
- Drafting Diagnostic of a Participant Agreement

Day 2: Plain Language Clause Writing

How are clauses written so that every reader takes the same meaning?

- Plain Language Sentence Construction and Active Voice
- Operative Words: Shall, Will, May and Must
- Lists, Tables and Conditions in Clause Drafting
- Removing Legalese, Doublets and Redundant Phrases
- Clause Rewrite Clinic



Day 3: Definitions and Interpretation Clauses

How do definitions hold an agreement together?

- Defined Terms: When to Define and When Not To
- Interpretation and Order of Precedence Clauses
- Cross-Referencing Between Body and Schedules
- Consistency Checks Across Long Agreements
- Definitions Register for a Model Agreement

Day 4: Drafting Scope and Specifications

How is the work itself described without gaps or overlaps?

- Output Versus Input Specifications
- Acceptance Criteria and Completion Tests
- Assumptions, Dependencies and Exclusions
- Change Request Wording and Variation Clauses
- Scope Statement Drafting Exercise

Day 5: Payment and Price Adjustment Clauses

How are commercial terms turned into enforceable payment wording?

- Milestone, Periodic and Unit-Rate Payment Structures
- Price Adjustment, Indexation and Currency Wording
- Invoicing, Set-Off and Withholding Provisions
- Incentive and Deduction Mechanisms
- Payment Schedule Drafting and Worked Examples

Day 6: Ambiguity and Interpretation Risk

Where does wording fail and how is it read when disputed?

- Lexical, Syntactic and Contextual Ambiguity
- Contra Proferentem and Rules of Interpretation
- Endeavours Obligations and Qualifiers
- Boilerplate Clauses: Entire Agreement, Severability, Assignment and Notices
- Ambiguity Audit of a Disputed Clause

Day 7: Redlining and Mark-Up Practice

How is a counterparty draft marked up to advance a position?



- Redlining Etiquette and Version Control
- Explanatory Comments and Cover Notes
- Prioritising Issues: Must-Have, Negotiable and Concedable
- Responding to a Heavily Marked Draft
- Redline Exercise on a Supply Agreement

Day 8: Negotiating Contract Text Across the Table

How are words negotiated without losing commercial intent?

- Issues Lists and Agenda Setting for Drafting Meetings
- Proposing Compromise Wording in Real Time
- Interest-Based Negotiation Over Clause Language
- Recording Agreed Text and Closing Open Points
- Drafting Negotiation Role Play

Day 9: Playbooks, Templates and Contract Technology

How is drafting quality sustained across an organisation?

- Drafting Playbook: Preferred, Fallback and Walk-Away Positions
- Template Governance and Approval Workflows
- Clause Library Design and Maintenance
- Contract Technology for Drafting, Comparison and Automated Assembly
- Better Contract Design Mark Criteria Review

Day 10: Applying Drafting and Redlining to Commercial Agreements

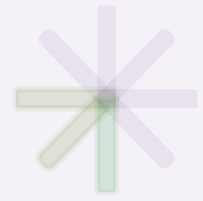
How are the skills combined into a working drafting toolkit?

- Restructuring a Participant Agreement Using the Diagnostic
- Rewriting Scope and Payment Clauses in Plain Language
- Live Redline and Negotiation of a Counterparty Draft
- Peer Review Against Design and Simplification Principles
- Drafting Playbook and Clause Library Presentation

Methodology

The programme relies on structured drafting exercises: participants write, rewrite and redline clauses from anonymised agreements in energy, technology and facilities services, then exchange drafts with peers who act as counterparties. Each output is reviewed against plain language and contract design criteria, so participants receive feedback on their own wording rather than on model answers.

- Suggested activity: Rewriting a dense service description into a scope schedule with acceptance tests.
- Suggested activity: Redlining a counterparty supply agreement with prioritised comments.



- Suggested activity: Negotiating compromise wording on a price adjustment clause in pairs.

Capstone Output

Each participant completes a drafting playbook and clause library for their organisation. It contains a model agreement structure, a definitions register, preferred and fallback clause wording for key terms, redlining guidance and a template governance outline, ready for use by commercial and procurement teams on the next negotiation.

Frequently Asked Questions

Is drafting and redlining commercial agreements suitable for executives who are not lawyers?

Yes. It is designed for senior commercial, contracts and procurement leaders who write or approve agreement text. It assumes negotiation experience but no legal qualification.

Which principles underpin drafting and redlining commercial agreements in this programme?

It draws on the WorldCC Contract Design and Simplification principles, the WorldCC Better Contract Design Mark, plain language drafting principles and established rules of interpretation such as contra proferentem.

How is the commercial agreement drafting playbook used at work?

Your teams use it as the reference for first drafts and mark-ups, applying the model structure, approved wording and fallback positions so that negotiations start from consistent text.

How does drafting and redlining commercial agreements differ from contract law training?

It concentrates on writing, structuring and negotiating the words of an agreement, while contract law programmes explain the legal rules that govern formation, liability and remedies.