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AI Contracting: Templates and Playbook

Legal and Procurement teams are facing a growing number of AI requests, often with limited information to go on.

Added to that, AI solutions themselves keep getting more complex - from a discrete tool producing an output for someone to check, to models embedded inside wider services, to systems that take action across a workflow on their own. Each step along that spectrum brings a different set of legal risks with it.

As the technology evolves, contractual terms have to evolve with it.

Where we're seeing AI contracting go wrong

The following are examples of situations we've been asked to advise on, where there was nothing AI-specific in the contract and no protection or recourse when it mattered.



A model swapped mid-term

The supplier relied on a general update right, and both the accuracy profile and the processing location changed. No change control, and no cap on what it cost.



An indemnity that didn't reach the outputs

The IP indemnity didn't cover AI-generated output, and fell away entirely once the customer adjusted filters the supplier could change whenever it liked.



Shadow AI inside a managed service

The provider was routing customer data through a consumer-grade tool. It came out on audit, rather than through any of the reporting meant to surface it.



An agent with production access

An agentic pilot was let loose in the customer's ERP - indirect access licensing exposure, and nothing allocating liability for what an agent does on its own.

Our AI contracting toolkit

To help clients navigate this landscape, we have developed a suite of practical documents designed to support robust governance while streamlining AI contracting and avoiding unnecessary friction.

The suite is modular and can be adopted in full or taken as individual components depending on business need.

AI SaaS Schedule



For pre-built AI systems and agents bought as a service. This covers:

- model change control;
- performance based on output quality, not just availability;
- access permissions, conduct authorities and human oversight;
- data terms across inputs, outputs, telemetry, residency and training;
- IP treatment and indemnity scope reaching outputs; and
- exit and portability.

AI Development Schedule



For where the vendor builds or fine-tunes for your use cases. This covers:

- ownership of base model, tuned weights, inputs, embeddings and outputs;
- limits on vendor re-use of new IP;
- training data provenance;
- acceptance testing for non-deterministic output;
- drift and re-training assurance; and
- portability on exit.

Embedded (“shadow”) AI Schedule



For non-AI suppliers using AI in the background – for example, consulting, BPO, marketing and professional services. This covers:

- disclosure of where and how AI is used;
- approval gates for new or modified use;
- prohibitions on consumer tools and training on your data;
- no processing of confidential or privileged material; and
- supplier accountability for outputs.

EU AI Act ‘High Risk’ AI Schedule



For systems and use cases that are high risk under the EU AI Act. This covers:

- role allocation, and the triggers that make you provider;
- instructions for use, documentation and logging;
- conformity assessment and post-market monitoring;
- AI literacy, transparency and registration support;
- a regulatory change mechanism; and
- liability for regulatory action.

AI playbooks and negotiation guides



We have developed a suite of guides and playbooks to accompany each AI contract template. These set out, in respect of each key term:

- the underlying AI risk addressed and rationale for inclusion;
- vendor talking points;
- acceptable fallbacks and compromises; and
- genuine ‘red lines’, in each case grounded in real-world examples of vendor AI services.

AI governance alignment



We can then help align these new contracting tools with the wider AI governance framework so that:

- supplier due diligence questionnaires and contractual commitments align;
- escalation points and processes align with your playbooks; and
- training for your teams on how to use the templates and playbook.

Key Contacts



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Vik heads our Artificial Intelligence practice, leading our cross-disciplinary team advising major AI labs on the legal, risk and regulatory aspects of their product launches, and clients in other sectors on AI transactions, governance and risk management.

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Alice specialises in technology transactions, digital regulation and consumer protection, specialisms which are increasingly relevant to the deployment in AI across a range of industries.

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Camille is an Associate in our Artificial Intelligence practice, focusing on contracting for AI tools, regulatory compliance (including the EU AI Act) and intellectual property advice.

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If you would be interested in hearing more, then please contact one of our AI experts.

Our AI expertise

Businesses are increasingly using AI across products, services and operations, while more powerful models and more capable systems continue to expand what is possible.

As AI adoption deepens, the legal questions become more practical, more connected and more consequential. Data, intellectual property, contracting, AI regulation and governance all shape how artificial intelligence can be used, trusted and commercialised.

Bristows helps clients build, buy and deploy AI - and respond when AI systems, outputs or decisions are challenged. Our AI lawyers draw on deep experience advising technology, life sciences and data-rich businesses where AI is closely tied to innovation, accountability and commercial value.

Build



Our work includes advising on AI and intellectual property issues, data rights, ownership and use of outputs, and emerging AI regulation to support responsible innovation.

Buy



Our work includes advising on AI procurement strategy, AI licence terms, template AI agreements and playbooks, licences for open source and open-weight AI models, implementation responsibilities, liability allocation and exit.

Deploy



Our AI lawyers advise on AI compliance and governance programmes that align with emerging AI regulation, sector-specific requirements and evolving market practice.

Respond



Our work includes advising on disputes, regulatory investigations, enforcement action and issues around copyright, data protection, confidential information and trade secrets.

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Content and insights

Podcast: The Roadmap



Hear from industry experts discussing the legal, regulatory and business questions AI is raising in practice

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