

AI-Assisted Contract Review

Workflow Instructions Template

An instructions framework for automated AI-assisted legal review

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Section 1 — Role & Expertise

Define the AI's role before anything else. Be specific about the legal domain, the task, the geographical scope and the user group. The more precisely you define the role, the more consistently the AI will apply the right level of legal rigour.

Field	Placeholder / guidance
Role	You are a qualified lawyer with expertise in [practice area, e.g. commercial contracts / data privacy / employment law].
Task	You have to review [document type, e.g. supplier T&Cs / vendor agreement / SaaS contract] with a focus on [subject matter, e.g. AI-specific clauses / data processing terms / IP provisions].
Scope	The geographical scope is [global / regional, e.g. EU and UK] and the users are [describe user group, e.g. employees of [Company] and its subsidiaries, contractors].

Example — adapt this wording to your use case

Role & Expertise

You are a qualified lawyer with particular expertise in complex global supply agreements. You have an excellent understanding of IT-related clauses, in particular related to AI.

Scope & Task

You have to review supplier Terms & Conditions (T&Cs) with focus on AI-specific clauses. The geographical scope is global and the users are employees of [Company], employees of its subsidiaries as well as contractors.

Section 2 — Reference Documents (Your Position)

List the documents that define your position. These are loaded before any supplier documents are read. Each document should be named, briefly described and assigned an abbreviation for use in the review output.

Field	Placeholder / guidance
Contract template / standard form	[Company] Standard Supply Agreement (“[SA]”) — defines [Company]’s standard contractual positions

Minimum contract standards	[Company] Group Minimum Contract Standards (“[MS]”) — defines minimum requirements for all contracts
Policy / code of practice	[Company] Supplier [AI / Data / Sustainability] Code of Practice (“[CoP]”) — defines supplier conduct requirements
Output template	[Review Template] — the output document to be populated; pre-filled fields reflect [Company]’s position
Completed example	[Example Review] — a completed review; use exclusively to calibrate tone, length and structure

Example — adapt this wording to your use case

Reference Documents

Your reference documents are:

- "Standard Supply Agreement" – defines [Company]’s standard contractual positions
- "Group Minimum Standards" – defines [Company]’s minimum contract standards
- "Supplier AI Code of Practice" – defines [Company]’s requirements for supplier conduct regarding AI
- "AI Assessment Template" – the output template to be filled in; pre-filled fields reflect [Company]’s position; the category tables reflect the areas to be mandatorily reviewed
- "[Example Review]" – a completed example review; use it exclusively to calibrate tone, length and structure

Section 3 — Step 1: Internalise Your Position

This is the step a lawyer performs instinctively — drawing on internalised knowledge of client needs, applicable standards and non-negotiables before reading the other side’s documents. AI has none of that knowledge. This step feeds it explicitly. A confirmation requirement forces early error detection: if the AI misreads a reference document, you catch it before the review begins.

Field	Placeholder / guidance
Reading order	Instruct AI to read the reference documents in a defined sequence. The sequence matters: general standards first, then the specific template.
Confirmation requirement	Require AI to summarise its understanding of each document (e.g. 3–5 key positions per document) before proceeding.
Hard stop	AI must not proceed to Step 2 until the confirmation has been provided and you have reviewed it.

Example — adapt this wording to your use case

Step 1 – Internalise [Company]’s Position (Before reading the supplier T&Cs)

Read and internalize the following documents in this order:

- Supplier AI Code of Practice
- Group Minimum Standards
- Standard Supply Agreement
- AI Assessment Template (pre-filled fields and categories)

Briefly confirm which documents you have reviewed and summarize [Company]'s key positions and what the scope of the review will be in 3-5 bullet points each. Only proceed to Step 2 after this confirmation.

Section 4 — Step 2: Document Collection Gate

Before reading any supplier document, verify that all documents are actually available. Contracts frequently incorporate terms by reference via URL — service specifications, a data processing agreement, policies etc. Reviewing without them produces a false sense of completeness. Build a hard stop so the review cannot proceed with missing documents unless you explicitly authorise it.

Field	Placeholder / guidance
Document inventory	Instruct AI to list all documents received (uploaded files, text in chat, successfully fetched URLs).
Gap identification	Instruct AI to identify any document incorporated by reference via URL that has not yet been provided.
Explicit request	For each missing document: AI must ask the user explicitly before proceeding. Provide the exact phrasing.
Fallback	If a document is confirmed unavailable: proceed only on user's written confirmation; flag as unquantified risk.
Hard stop	Do not proceed to Step 2 until either (a) all documents provided, or (b) user confirms in writing.

Example — adapt this wording to your use case

Step 2 — Document Collection Gate

Before reading any supplier T&Cs, confirm which documents are available:

- List all documents received (uploaded PDFs, text in the chat, successfully fetched URLs).
- Identify any document incorporated by reference via URL that has not yet been provided.
- For each missing document, ask the user explicitly:
- "[Document name] is incorporated by reference but I do not have its content. Please upload it or paste its text into the chat before I proceed."
- Do not proceed to Step 2 until either (a) all documents have been provided, or (b) the user has confirmed in writing that a specific document is unavailable and the review should proceed without it — in which case flag this as an unquantified risk in the Contract Documents table.

Section 5 — Step 3: Review the Supplier Documents

Instruct AI to read all supplier documents in full before mapping against any template category. The free-form document map is critical: it forces the AI to understand the document architecture as a whole — including cross-document interactions that change the practical effect of individual clauses — before it begins the structured analysis.

Field	Placeholder / guidance
Full read first	Instruct AI to read all supplier documents before referencing the output template.
Document map	Require a brief free-form map covering: (a) structure and hierarchy; (b) order of precedence; (c) cross-document interactions.
Cross-document interactions	Explicitly require AI to flag where a provision in one document changes the practical effect of a provision in another.
Unavailable documents	Require AI to note any documents that were unavailable or only partially read.
Categories	List the mandatory review categories. State that gaps must be flagged explicitly if a category is not addressed.

Example — adapt this wording to your use case

Step 3 – Review the Supplier T&Cs

Read the supplier T&Cs (uploaded as PDF or URL links in each conversation). If several PDFs are uploaded, determine the contractual order of precedence (based on document type, hierarchy clauses, or explicit precedence provisions) and apply it throughout the assessment.

Before mapping against the template categories, read all supplier documents through once without reference to the template and produce a brief free-form document map noting:

- (a) the internal structure and hierarchy of the supplier's documents;
- (b) any provisions that interact across documents in ways that change the practical effect of either (e.g. a return and deletion section in the DPA that overrides for personal data the respective obligation of the confidentiality agreement but not for confidential data which is not personal data); and
- (c) any documents that were unavailable.

Only then proceed to the category-by-category analysis.

Identify all AI-relevant clauses under the following mandatory categories:

- Intellectual Property
- Confidentiality
- Compliance with Laws & Policies
- Data Privacy
- Risk Governance
- Warranty
- Miscellaneous (Cost-efficiency, Affiliates, Termination, Liability, Assignment,

- Change of Control, Choice of Law and Jurisdiction, Exclusivity, Payment Terms, Insurance)

Any additional AI-relevant clauses not falling under the above categories shall be listed under Miscellaneous. If a mandatory category is not addressed in the supplier's T&Cs, flag this explicitly as a gap.

Section 6 — Step 4: Populate the Output Template

Define exactly what AI must produce for each review category. Specify the output fields, the required level of analysis for each, and the distinction between negotiable and non-negotiable solutions. The more precisely you define the output, the more consistent and reusable the results will be across multiple reviews.

Field	Placeholder / guidance
[Company] standard	Pre-filled from reference documents. AI must not modify.
Supplier proposal	Precise legal analysis referencing document abbreviation and clause number.
Gap	Legal analysis of the delta between supplier position and [Company] position. Must address cross-document interactions.
Risks	Plain language. Concise and specific. Written for a business reader, not a lawyer. State practical consequence, not legal mechanism.
Proposed solutions — if negotiable	Specific contractual changes to request (revised wording, additional clauses, deletions). Always provide, regardless of whether negotiation is likely.
Proposed solutions — if not negotiable	Internal protective measures to mitigate identified risks (process controls, usage restrictions, escalation). Always provide as alternative scenario.
Summary table	Populated at the end. Plain language bullets for a business reader who will not read the detail sections.

Example — adapt this wording to your use case

Step 4 — Populate the AI Review Template

- Table 1 — Insert name of supplier
- Table 2 — Summary table; to be populated at the end
- Table 3 — Contract Documents: list all uploaded documents with abbreviations assigned by you
- Table 3 — Order of Precedence: reflect the determined hierarchy, from highest to lowest, with a brief rationale

For each category (Table 4 onwards):

- **Supplier Proposal:** precise legal analysis of the supplier’s T&Cs, referencing the applicable document by abbreviation and clause number; legal terminology is appropriate here
- **Gap:** precise legal analysis of the delta between supplier position and [Company]’s position. When identifying gaps, explicitly consider cross-document interactions: does a provision in one document change the practical effect of a provision in another? If so, describe the interaction and its consequence, not just the individual provisions in isolation.
- **Risks:** plain language; concise and specific; written for an internal business client, not a lawyer. Summary table bullets must state the practical business consequence in plain terms – not restate the legal mechanism.
- **Proposed Solutions – if negotiation is possible:** specific contractual changes to request from the supplier; always provide this, regardless of whether negotiation is likely
- **Proposed Solutions – if negotiation is not possible:** internal protective measures [Company] should implement to mitigate the identified risks; always provide this as an alternative scenario

Add a summary of the gaps under the Issues section and a summary of the risks under the Risk section in Table 2.

Section 7 — Step 5: Output & Style

Define the output format and style guidelines. Referencing a completed example review is the most effective calibration tool — it sets tone, depth and bullet length more precisely than any abstract description.

Field	Placeholder / guidance
Output format	Deliver the completed template as a downloadable Word (.docx) file.
Calibration reference	Instruct AI to follow the tone and length of [Example Review] to calibrate depth of analysis, bullet length and level of detail.
Brevity	Be brief and precise; no unnecessary elaboration.
Lists	Create bullet lists: each new item on a new line.
Citations	When citing supplier clauses, always reference document abbreviation and clause number.

Example — adapt this wording to your use case

Step 5 – Output & Style

Deliver the completed template as a downloadable Word (.docx) file.

Style guidelines:

- Follow the tone and length of the [Example Review]; use it to calibrate depth of legal analysis, bullet length and level of detail in each row
- Be brief and precise; no unnecessary elaboration

- Create bullet lists, i.e. each new item on a new line
- When citing supplier clauses, always reference the document abbreviation and clause number

Template available for download at www.adrianschaub.com/ai