

AI Vendor Contract — a checklist for in-house counsel

Five contract terms that turn “we trust the vendor” into a dated, independently verifiable record for your AI governance file. Each maps to a clause in the free Model Governance Rider you can paste into any AI vendor agreement.

Why this matters

A committee charter is not evidence. Post-deployment model drift is invisible without monitoring, and by the time a surveyor or a plaintiff’s expert asks “what did you know, and when,” the record cannot be created retroactively. These terms make the vendor produce the dated monitoring record you will want in the file — at contracting, and on a cadence — without your team having to build or run any monitoring itself.

The five terms

1. **Governance record on a cadence.** Require a machine-readable Model Governance Record (MGR) at signing and quarterly thereafter — not a slide deck, a structured record.
2. **Independent verifiability.** The record must be sealed so your team can verify it was not altered, using any conforming tool. A record that fails verification counts as non-delivery.
3. **Minimum contents.** Accountable owner inside the vendor; the approval baseline and its metrics; dated monitoring entries (including subgroup results for your patient population); and any clinical-use incident with its resolution.
4. **Material-change trigger.** An updated sealed record within fifteen (15) days of any model version change, retraining, or change to intended use — the moments drift is most likely.
5. **Remedy with teeth.** Failure to deliver a conforming, verifiable record — uncured thirty (30) days after notice — is a material breach.

How to use it

- Paste the free Model Governance Rider into your AI vendor agreements:
healthcareaiops.com/standards/procurement-rider/
- It is CC BY 4.0 — adapt it freely with your counsel.
- The record format and a browser verifier are open: healthcareaiops.com/standards/mgr/
- The monitoring evidence it produces also supports the Joint Commission RUAIH monitoring focus area.