

BRAND AMBASSADOR AGREEMENTS

Key considerations



BRAND AMBASSADOR AGREEMENTS: KEY CONSIDERATIONS



Collaborating with brand ambassadors can be a powerful way to rapidly increase awareness, establish credibility, drive revenue, and affirm your brand values with your target audience.

The use of brand ambassadors also comes with legal, commercial and reputational risk that should be managed in a legal document.

This guide sets out some of the key issues to consider.

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Lauren specialises in commercial contracts and data protection, and advises clients on key partnerships with brand ambassadors and influencers.

CONTENT APPROVAL AND CONTROL

We know that timing of social media deliverables is crucial to the success of a campaign:



- **Who is creating content:** the brand owner, brand ambassador, or both? Ensure clarity of the approval process and timeframes for approval of deliverables on both sides.
- Where the brand ambassador is creating content, **consider how long the brand needs to approve content.**
- Where the brand owner is creating content for approval, **consider deemed acceptance provisions** after a period of time to ensure key deadlines are met.
- Consider **limitations on control over certain media** (such as TV ads).

Tip: Consider sharing brand guidelines to frame the relationship, and whether it is appropriate to agree a project calendar that is incorporated into the agreement.

REPUTATIONAL DAMAGE PROTECTIONS



Navigating the social media landscape and managing 'cancel culture' can be tricky:

- Do your due diligence. **Does the brand ambassador's history align with your brand values?**
- Include **protections on reputational damage** which could arise from the brand ambassador's wider social media content or public conduct.
- Include adequate termination rights and the **right to require removal of the brand ambassador's association** with the brand.

PAYMENT

- Consider **staging payments / tying payment to key milestones** to incentivise performance.
- Include **appropriate parameters around incurring expenses.** An approval process may be appropriate depending on the nature of the relationship and types of expenses likely to be incurred.



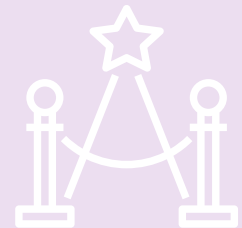
ENSURING THE SUCCESS OF KEY CAMPAIGNS



- For social media deliverables, **dates and times** for posting are key to having the biggest impact. Consider adding a **project calendar** and a **contractual obligation to meet deadlines** to ensure deliverables for key campaigns are provided on time.
- Consider the type of reporting the brand would like to see, such as **analytics from the brand ambassador's social media channels**.

EXCLUSIVITY

- Consider restricting the brand ambassador from working with **competing brands**.
- **Avoid granting 'mutual' exclusivity** if the brand wishes to work with a range of brand ambassadors and influencers.



REGULATORY REQUIREMENTS



- Ensure the **brand ambassador agrees to comply with ASA rules** - including appropriate disclosure requirements such as the use of #ad and being clear on the use of AI in deliverables.
- For completeness, **check for compliance with key regulatory requirements when approving posts**.

CONTENT, OWNERSHIP AND USAGE RIGHTS

- **Ensure the brand can fully exploit any deliverables by including** adequate content, image and modification rights across all channels.
- Ensure the brand can reuse deliverables and that there is **no requirement to 'take down' content when the agreement ends**.



AMBASSADOR ASSURANCES



- Ensure the brand ambassador:
 - confirms the partnership **does not conflict with other agreements,**
 - **owns all IP rights in any deliverables** and is free to assign them to the brand or allow the brand to use them.

COMMERCIAL DETAILS

Whilst partnerships move quickly, the devil is in the details, and agreeing on key commercials on day one while allowing for some flexibility can avoid disputes arising later.



- Provide **as much granular detail as possible** within the written scope of activity, such as:
 - specific social media channels to post on (Instagram, TikTok, 'X' etc),
 - the number, frequency and timing of posts
 - full and specific details of all other activation activities
 - dates and duration of any shoot days or other appearances.

FOR MORE INFORMATION...

If you would like to explore any of these issues in more detail, **please contact one of our experts.**

Sign up to our Retail Snapshot for more information on what changes are happening in retail law.

Please note that this document is intended to provide a general overview of some contractual considerations when negotiating contracts, and is not intended to be legal advice. Please contact our experts if you would like any formal advice on drafting and negotiating commercial agreements.