

## Non-Disclosure Agreements

Non-disclosure agreements are widely utilized on campus for those initial discussions with sponsors regarding potential research projects. Many times faculty are presented with a Non-disclosure Agreement (NDA), also sometimes referred to as a Confidential Disclosure Agreement (CDA), by the potential sponsor and perhaps asked to sign as a party to the Agreement. On other occasions, faculty may be asked to enter into discussions with a potential sponsor without first having an NDA in place. Regardless of the situation, faculty should not proceed with such discussions until an NDA presented to them by a sponsor has been reviewed, approved and signed by an authorized official of the University or until it has been determined that a properly-signed, University-drafted NDA is needed. In all such situations faculty should contact the Office of Sponsored Projects in order for the appropriate NDA to be put into place.

Faculty are not authorized signers of an NDA which seeks to bind the University and/or its employees. In addition, NDA's presented by sponsors may include terms that are detrimental to the interests of the faculty member's research or the University. Among the worst offending terms of these agreements are those which restrict your publication rights thus encumbering the fundamental research exemption maintained by the University to export control regulations. The agreements also at times apply various provisions which violate the Board of Regents' policies with regard to foreign law, indemnification and subjecting the University to injunctive relief in favor of a sponsor. In these situations, a Grants and Contracts Officer from OSP will negotiate the terms in order to ensure that the NDA is acceptable and to have it properly signed. The University has its own form NDA which has been reviewed and approved by the General Counsel's Office for use in discussions with sponsors who do not present the faculty with their own NDA where one is needed.

For these reasons, it is imperative that faculty not sign agreements presented to them on their own initiative or enter into discussions without determining whether an NDA should be in place. The Office of Sponsored Projects should be contacted in order that a Grants and Contracts Officer review an NDA that has been presented or that a Grants and Contracts Officer be consulted in order to determine whether a University-drafted NDA should be prepared and signed.