



**Mississippi State University
Sponsored Programs Administration
Office of Technology Management**

Procedure Statement

Non-Disclosure Agreements

Purpose:

The purpose of this procedure statement is to identify the responsibilities of administrative units, principal investigators and other administrators in monitoring and complying with the receipt of confidential information or proprietary material from external sources.

Definitions:

Sponsored Agreement – A grant, contract or cooperative agreement containing terms and conditions that govern the fiscal, administrative and programmatic aspects of a research or scholarly project.

Non-Disclosure Agreement (NDA) – A stand-alone agreement that identifies the responsibilities of the parties in receiving proprietary information necessary to conduct a research or scholarly project. This term is used synonymously with Confidentiality Agreement. Usually, a Non-Disclosure Agreement is executed independent of a Sponsored Agreement but may be referenced in a future Sponsored Agreement.

Background:

Through research and scholarly activities, employees of the University are often asked to participate in the utilization of confidential, proprietary or otherwise secret information. In so doing, external sources of such information usually require that the recipient of confidential information execute a Non-Disclosure agreement. A non-disclosure agreement formalizes the relationship between the source of the confidential information and the recipient and details the terms under which both parties are to treat this information.

Non-disclosure agreements should be written between the source of the confidential information and the intended individual or individuals intended as the recipient. However, sources often desire the University to execute such an agreement or accept confidentiality language in a sponsored agreement in order to provide assurance that an administrative system exists to protect the information from improper disclosure.

It is, however, impossible for the University to control the activities of each employee. Hence, the ultimate responsibility must rest with the individual faculty or staff engaging the university in responsibility for the receipt, disposition and management of confidential information.

Procedure:

Where Mississippi State University is required to execute a Non-Disclosure or Confidentiality Agreement on behalf of an employee or group of employees, the following procedures must be followed:

- 1.** Requesting employee completes the Request for Non-Disclosure Agreement form (attachment A).
 - a.** If the NDA is related to an existing research agreement, or if the intent is that it will lead to one in the future, the Request for NDA form should be completed and forwarded to Sponsored Programs Administration (SPA) for review.
 - b.** If the NDA is not related to an existing or potential research agreement, the Request for NDA form should be completed and forwarded to the Office of Technology Management (OTM) at OTM@msstate.edu for review.
- 2.** MSU prefers to use the standard NDA template (attachment B) when initiating the agreement as this language has already been reviewed and found acceptable to MSU. Using this template can shorten the MSU review and signature process significantly. If the external source of confidential information initiates the agreement using another template, the original document should be forwarded to SPA or OTM (as determined in Step 1, above) for review and negotiation.
- 3.** The Principal Investigator and SPA/OTM will collectively review the terms and conditions of the agreement for compliance with university policy, state law or other rules, regulations or guidelines appropriate to the situation.
- 4.** When the terms and conditions of the NDA require significant negotiation, SPA/OTM staff will contact the Principal Investigator regarding the noted concerns. The Principal Investigator will work in concert with SPA/OTM staff in establishing a dialogue with the external source organization. The employee is responsible for sharing the concerns of SPA/OTM with his/her leadership to assure that once negotiations are finalized there will be no further concerns.
- 5.** SPA or OTM (depending on which office reviewed and negotiated the NDA) will coordinate formal acceptance (signature) of the non-disclosure agreement from the external source.
- 6.** The Principal Investigator is primarily responsible for the receipt, maintenance, proper disposition and overall management of proprietary



REQUEST FOR NON-DISCLOSURE AGREEMENT

SPONSORED PROGRAMS ADMINISTRATION
OFFICE OF TECHNOLOGY MANAGEMENT
Return to Mail Stop 9565 or otm@msstate.edu

UNIVERSITY

COMPANY

MSU Employee Name:

Company Name:

MSU ID#:

Address:

MSU ORG Name:

City/State/Zip:

MSU ORG No.:

Contractual POC:

Mailstop:

Email (required):

Phone:

Technical POC:

Email:

Email:

EXCHANGE OF INFORMATION

What is the purpose of this exchange? (please be specific)

Who will be disclosing this information?

Please provide a description of the following:

MSU's Confidential Technology/Information to be disclosed (if applicable):

Company's Confidential Technology/Information anticipated to be received (if applicable):

GENERAL INFORMATION

Yes No

Is it mandatory to receive or disclosure confidential information in order to accomplish the purpose stated above?

Is there a deadline to have the agreement signed? If so, please note the deadline:

Have you been involved with any other agreement with the Company? If yes, please specify:

Is this NDA related to an existing research agreement, or is the intent that it will lead to one in the future?

Is there any possibility that Company's confidential information may co-mingle with similar work or information in your possession?

Will the Company's confidential information be used by students as part of a class project? If yes, please indicate the type of students involved (i.e. undergrad, MBA):

Are you a U.S. Citizen? If no, please indicate your current status:

Will you be sharing any Company confidential information with foreign students or other foreign nationals?

INVENTION DISCLOSURE

Yes No

Has the invention disclosure been submitted by you related to the information that will be received or disclosed? If yes, please indicate disclosure number(s):

Do you plan to submit an invention disclosure prior to receipt or disclosure of confidential information? If yes, when?

APPROVALS

_____	_____	_____	_____	_____	_____
Employee Signature	Date	Dept. Head/Director Sig.	Date	Dean/Director Signature	Date