



Office of the
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and Advanced
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Office of
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Confidentiality Agreements: An Overview

Iowa State University encourages open discussion of research and exchange of ideas. At times, however, it may be necessary to provide an umbrella of protection to preserve or maintain the confidentiality of disclosed information. Exchange of information under a confidentiality agreement must respect the confidential nature of the information and preserve the ability to publish research results without undue restrictions or delays.

Guidelines

Confidentiality language is necessary to protect intellectual property and prevent further release or misappropriation of ideas and data. The presence of confidentiality language facilitates professional discussion and cooperation as well as commercialization efforts. Confidentiality can be a one-way transfer of information from industry to ISU or from ISU to industry, or a mutual exchange of information between ISU and industry. Mutual language is preferred because it permits the free exchange of information between parties and all parties' interests are protected.

Appropriate Signatures

Confidentiality Agreements can be stand-alone documents or contained in a larger agreement (Contract Research Agreement, Memorandum of Understanding, Material Transfer Agreement, etc.). In addition to the signature of the Principal Investigator, an authorized university signature is required on all Confidentiality Agreements. This signature is obtained from the ISU Research Foundation for confidential information shared about technologies related to inventions disclosure or the Office of Sponsored Programs Administration for non-disclosed technologies.

ISU faculty/staff member(s) sign the agreements personally and on behalf of their laboratory staff member(s), but NOT on behalf of the university. If more than one P.I. will be sharing/receiving this information, each will need to sign the agreement. In some instances, industry requires that all staff members receiving the information sign the agreement, regardless of their reporting structure.

Things To Remember

- All confidential information, whether shared or received should be marked "CONFIDENTIAL". Most agreements require that verbally shared confidential information be written down and marked "CONFIDENTIAL" within a certain time-frame. Failure to document the verbally shared information could jeopardize the confidential nature of the information.
- The term of the agreement varies considerably. All confidential documents should be kept for the entire term of the agreement. In addition, many agreements contain language that allows/ requires one copy of the confidential information be kept for archival purposes.
- Documents marked "CONFIDENTIAL" should be shredded prior to discard. Be sure to maintain records documenting the destruction.

For questions about this tip sheet or assistance in preparing or reviewing confidentiality agreements, please contact:

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