NDA Questionnaire

**YOUR CONTACT INFORMATION**

**Please complete this NDA questionnaire and email it to** **nda-request@mit.edu** **along with any additional attachments.**

The information requested by this questionnaire is essential for MIT to be able to draft and negotiate a Non-Disclosure Agreement (NDA) or Data Use Agreement (DUA) that will serve your intended purpose. This form will prompt you to provide the necessary information.

If you have any questions or difficulties filling out the questionnaire, please contact nda-request@mit.edu.

Please provide your contact information:

|  |  |
| --- | --- |
| Name |  |
| Department, lab or center |  |
| E-mail address |  |
| MIT phone extension |  |
| Employee Status\* |  |

*\*For the Employee Status field, please enter one of the following: Faculty, Research Staff with PI Status, Administrative Manager or staff, Student, or Post-doc.*

If you are not the Principal Investigator, please provide the name of the Principal Investigator, Faculty Advisor or Lead Researcher.

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Besides MIT, how many other organizations and/or individuals outside MIT will disclose or receive confidential information under this NDA?

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**OTHER PARTIES’ CONTACT INFORMATION**

Please provide contact information for each of these organizations or individuals.

*If there is more than one organization or individual, please copy/paste the data block below and complete it for each additional organization or individual.*

|  |  |
| --- | --- |
| Organization Name |  |
| Organization Address\* |  |
| Provider/Receiver of confidential information\*\* |  |
| E-mail address |  |
| Phone number |  |
| Name of negotiator for this organization\*\*\* |  |
| Email address of negotiator |  |
| Phone number of negotiator |  |

*\* Leave blank if no organization, only an individual (e.g., consultant).*

*\*\* Fill in the name of the person who will provide or receive confidential information.*

*\*\*\* Fill the name of the person who will negotiate the NDA on behalf of this organization or individual, if you know it.*

Have any of these parties already executed an NDA with any of the other parties for the same purpose as this NDA?

 [ ]  Yes

 [ ]  No

If yes, which parties?

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**DESCRIPTION OF OTHER PARTIES’ CONFIDENTIAL INFORMATION TO BE DISCLOSED**

Please describe the anticipated or expected general subject matter of the confidential information that the other party/parties will disclose to MIT.

*Examples: potential need for technology in (specific area), potential market for new products in (field), customer data; management practices, results of promotional campaigns, etc.*

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| Organization Name | Topics of confidential information to be disclosed |
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Will you disclose any MIT confidential information to the individual(s) or organization(s) identified above?

*MIT confidential information is usually (1) information about MIT inventions for which patent applications have not yet been filed, or (2) research results that have not yet been published.*

[ ]  Yes

[ ]  No

If yes, please describe the general subject area of MIT confidential information that you will disclose.

*Examples: technical information about MIT research in the field of “x”; information about MIT invention disclosed in case ####*

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**PURPOSE FOR THE NDA**

Describe the purpose(s) for this disclosure of confidential information

*Please check* ***ONLY ONE PURPOSE*** *– your primary and immediate purpose for this NDA (not the purpose of a subsequent research agreement which has its own confidentiality clauses). If you have more than one purpose for this NDA please put the secondary purpose(s) below in the text box. If your purpose is for the evaluation of MIT technology for potential licensing (patented inventions and or copyrighted works and software), please stop here and contact the Technology Licensing Office directly at 617-253-6966*

[ ]  To enable discussions that could lead to a research collaboration

[ ]  To enable discussions that could lead to development of an educational collaboration or development of new course material

[ ]  To allow MIT to evaluate equipment or software for purchase, loan or acquisition

[ ]  To enable discussions with a party that plans to provide services to MIT

[ ]  To enable MIT to obtain proprietary data or data sets that will be used in my group’s research\*\*

[ ]  Other purpose not listed above

If “Other purpose not listed above” is selected, please describe the purpose:

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*\*\*This purpose may be better suited to a Data Use Agreement (DUA) instead of a Non-Disclosure Agreement; please continue to complete this questionnaire to provide the information we need to prepare the DUA.*

Is this NDA intended to protect MIT’s Confidential Information that will be disclosed to an MIT subawardee under an MIT research subcontract?

[ ]  Yes

[ ]  No

[ ]  Don’t know

## DELIVERABLES IN EXCHANGE FOR RECEIVING CONFIDENTIAL INFORMATION

Will you be providing any deliverables to the disclosing party in exchange for its confidential information?

*For example, a report, etc.*

[ ]  Yes

[ ]  No

If yes, what are these deliverables?

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**INFORMATION NEEDED FOR A DATA USE AGREEMENT**

Click [**here**](https://nda.mit.edu/images/ATTACHMENT%20A%20DESCRIPTION%20OF%20DATA_Form.docx) to download Attachment A Description of Data form to be completed and attached with your request.

This section is required **only** if the purpose of this request is **“To enable MIT to obtain proprietary data or data sets that will be used in my group’s research”** (as selected above in the section “Purpose For The NDA”). If your purpose is different, you can skip this section and proceed to section “MIT’s recipients of confidential information from outside parties”.

Is this project already funded?

[ ]  Yes

[ ]  No

If yes, please list account(s) funding this research project, if any:

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| --- | --- |
| Account Number | Sponsor or consortium, if any |
|  |  |

If this project has not yet been funded, do you have a statement of work, proposal or award for this research?

*If you have drafted a statement of work but have not yet submitted it as part of a proposal for review you may be required to route the proposal.*

[ ]  Yes

[ ]  No

Please list the proposal number(s), if any, associated with this statement of work

|  |  |
| --- | --- |
| Proposal Number | Sponsor |
|  |  |

Do you intend to publish any results that will contain this confidential information or will your publication be based upon an analysis of this confidential information?

[ ]  Yes

[ ]  No

If you answered “No”, you can skip the remaining questions and proceed to section “MIT’s recipients of confidential information from outside parties”.

Can you publish these results or analysis without disclosing any of the confidential information?

[ ]  Yes

[ ]  No

Are you willing to provide a copy of any manuscript describing the results of this research project to the disclosing party for pre-publication review to determine if it contains disclosing party confidential information?

[ ]  Yes

[ ]  No

 Do you agree to acknowledge in your publication this organization's contribution of the data to your research?

[ ]  Yes

[ ]  No

Will you need to retain a copy of the disclosing party's confidential information, e.g., to validate the results of your research or analysis?

[ ]  Yes

[ ]  No

If so, until what date?

*Please specify a finite date.*

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**MIT’S RECIPIENTS OF CONFIDENTIAL INFORMATION FROM OUTSIDE PARTIES**

Will anyone else at MIT, in addition to you, need access to the confidential information?

[ ]  Yes

[ ]  No

If yes, please list the other MIT recipients who will need access to the confidential information.

*If you need to share confidential information with someone yet to be identified, complete the DLC and Status columns only.*

*If there is more than one individual, please copy/paste the data block below and complete it for each additional individual.*

|  |  |
| --- | --- |
| Name |  |
| Department, lab or center |  |
| E-mail address |  |
| Phone number |  |
| Employee Status\* |  |

*\*For the Employee Status field, please enter one of the following: Faculty, Research Staff with PI Status, Administrative Manager or staff, Student, or Post-doc.*

**PARTIES OUTSIDE MIT RECEIVING CONFIDENTIAL INFORMATION**

Will you need to disclose any of a disclosing (non-MIT) party's confidential information to outside consultants, collaborators or other third parties?

[ ]  Yes

[ ]  No

If yes, please list the outside consultants, vendors, collaborators or other third parties:

*If there is more than one, please copy/paste the data block below and complete it for each additional individual.*

|  |  |
| --- | --- |
| Primary Recipient |  |
| Organization name & Address |  |
| E-mail address |  |
| Phone number |  |
| Status\* |  |

*\*For the Status field, please enter one of the following: Research collaborator, Consultant or contractor, or Prospective subcontractor.*

Will you disclose any MIT confidential information to the outside consultants, vendors, collaborators or contractors identified above?

[ ]  Yes

[ ]  No

**MARKING REQUIREMENTS FOR CONFIDENTIAL INFORMATION**

If you will be disclosing MIT confidential information to the other party in tangible form, you will be required to label it (or otherwise designate in writing) as "Confidential." If it is not in tangible form, you will be required to verbally identify it as confidential at the time of disclosure and , within a specified period of time following disclosure, send a written confirmation of its confidential status to the recipient. Will you accept this condition?

[ ]  Yes

[ ]  No

## TIME PERIOD FOR EXCHANGING INFORMATION

When will you begin to disclose confidential information and when will it end?

*Note: confidentiality obligation will remain in effect for 3 to 5 years after the active disclosure period ends*

|  |  |
| --- | --- |
| Start Disclosures | End Disclosures |
|  |  |

## EXISTING NDA FROM OUTSIDE PARTY

Have you received a NDA from the other party? *If not, please do not solicit one; MIT prefers to propose its form of NDA.*

[ ]  Yes

[ ]  No

**If yes, when sending this questionnaire to** **nda-request@mit.edu****, please attach the NDA provided to you by the outside parties.**

If you have received and reviewed the other party’s NDA, have you noted any provision that conflicts with your obligations to a sponsor or another party?

[ ]  Yes

[ ]  No

If yes, please describe the possible conflict:

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**PROTECTING THE CONFIDENTIAL INFORMATION**

If you receive confidential information, where will it be physically kept?

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How will you keep the confidential information you receive secure?

*Examples: password protected computer or password protected files.*

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## INFORMATION ABOUT HUMAN SUBJECTS

Will the confidential information provided to or by MIT include any personally identifiable information?

[ ]  Yes

[ ]  No

If you answered yes, have you consulted with the MIT Committee on Use of Humans as Experimental Subjects (COUHES) about this project to make sure you are in compliance with their guidelines, policies and procedures?

[ ]  Yes

[ ]  No

If yes, please COUHES protocol number:

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**EXPORT CONTROLLED CONFIDENTIAL INFORMATION**

If the confidential information or the medium on which it will be transmitted involved technology that could be used for weaponry or terrorism (including chemical or biological warfare), even if the technology also has legitimate commercial uses, it might be subject to export controls. Do you think that the disclosing party's confidential information or the medium on which it is provided (i.e., software) might be export controlled?
*If you think the confidential information or the medium on which it is provided might be export-controlled contact exportcontrolhelp@mit.edu*

[ ]  Yes

[ ]  No

If yes, please describe the technology you think might be export controlled that is described or embodied in the confidential information or the medium on which it is provided:

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## OTHER USERFUL INFORMATION

Please provide any additional information that you think may be helpful to the person who will negotiate this NDA on behalf of MIT

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