

OVCR GUIDANCE

Management of Non-Disclosure and Material Transfer Agreements

It is common for employees to be asked to sign a Non-Disclosure Agreement (“NDA”) before engaging in confidential conversations with an external entity or sign a Material Transfer Agreement (“MTA”) before receiving proprietary materials. NDAs and MTAs naming the University as a party to the exchange must be reviewed by the appropriate University administrative office and signed by the Comptroller or an authorized delegate. **Faculty and staff are not authorized to sign either an NDA or MTA on behalf of the University.** The University may not agree to certain terms within the agreement because of internal policies or state and federal laws or because the terms are contrary to the University’s academic research mission. The “fine print” can obligate individuals or the University to terms that may:

- prevent or delay publication rights;
- not adequately protect University confidential information;
- overpromise confidentiality of sponsor information;
- have an overly burdensome or indefinite confidentiality period;
- convey ownership or broad rights to use of information or items shared with the other party; or
- open the University or the individual to increased legal liability

It is common for faculty or staff visiting a potential corporate sponsor to be asked to sign an NDA before there is an exchange of information. If faculty or staff are visiting a potential sponsor or a company in their University capacity, then the University should be a party to the NDA and the NDA must be reviewed and signed by the Comptroller or delegate.

If faculty or staff are planning to visit a corporate facility, they should ask in advance if a non-disclosure agreement might be necessary. If yes, the University has template agreements available for use which will expedite the University’s revision and signature process. **NDAs related to research or a sponsored project should be forwarded to the Office of Sponsored Programs for review and execution. NDAs related to discussion or disclosure of University-owned technologies should be forwarded to the Office of Technology Management.** Most NDAs can be turned around within a few business days but we ask that you provide us with sufficient notice to allow for the review and modification, if required.

If there is no time for an administrative review of the NDA in advance of the visit or meeting, faculty or staff may sign the NDA, but only in an individual capacity and not on behalf of the University. All references to the University in the agreement must be deleted, and the faculty or staff member should write “individually” after his or her signature. If signing in an individual capacity, no University proprietary information shall be disclosed and any information received shall not be provided to any other University personnel or students.

If a faculty or staff member is acting as an independent consultant, outside his or her University role, the University should not be a party to the NDA. Rather, the faculty or staff member would sign the NDA in their name only. If an NDA is signed in the capacity of an independent consultant, no University proprietary information shall be disclosed and any information received shall not be provided to any other University personnel or students.

Material Transfer Agreements are often required prior to the receipt of material or prior to University material being shared with external collaborators. In receiving material subject to an MTA, it is important to follow the agreed upon contractual requirements. MTAs often have language prohibiting the release of the material, in its original form or as it may be incorporated in a new material, to collaborators external to the University and very defined requirements for the return or disposal of the material. **The Office of Sponsored Programs manages all incoming MTAs while the Office of Technology Management manages all outgoing MTAs.**

Staff members in both the Office of Sponsored Programs (osp@illinois.edu, ph: 217-333-2187) and Office of Technology Management (otm@illinois.edu, ph: 217-333-7862) are trained and accustomed to processing NDAs and MTAs and look forward to assisting members of the campus community in this area.

STEPS FOR SUBMITTING AN NDA OR MTA TO OSP FOR REVIEW

1. *Navigate to the Sponsored Programs [Pre-Award Intake Form](#).*
2. *Log in using your NetID and Active Directory password.*
3. *Click on "Fill out New Form".*
4. *Select "Request Type", "Unfunded Agreement"*
5. *Choose either "Material Transfer Agreement (Incoming), or "Non-Disclosure/Confidentiality Agreement", whichever is applicable.*
6. *Enter your NetID, choose the appropriate campus from the dropdown menu, and enter the unit number under which you will be performing the associated activity.*
7. *Add any additional email addresses of those you would like copied on the submission. And then click "Save".*
8. *You will arrive at a new screen requesting additional information pertinent to either a non-disclosure or material transfer agreement.*
9. *Complete the information, uploading any pertinent documents, including a provider or sponsor agreement, and then click "Save".*