



## *A Faculty Guide to Confidential Information Disclosure Agreements*

Confidential Information Disclosure Agreements (CIDA), also known as Non-Disclosure Agreements (NDA), Proprietary Information Agreements (PIA), Secrecy Agreements, etc. are commonly requested when two or more parties wish to enter into initial discussions about specific processes, methods or technology for the purpose of determining the potential for a future relationship. A CIDA is a legal agreement which defines information that the parties wish to protect from dissemination and outlines restrictions on use. CIDAs are also valuable to protect the ability to patent an invention, something that can be compromised if a disclosure of the invention becomes public knowledge. If you are sharing new processes or unpublished data, you should protect your rights by having an agreement in place.

### *What do I do if I receive a request for a CIDA from a sponsor?*

- Complete, print and sign the “CIDA Checklist.”**  
<http://www.research.psu.edu/osp/PSU/Toolbox/CIDAChecklist.pdf>  
The CIDA Checklist gathers information that we need to make an assessment of the information exchange and begin negotiations.
- Route the Checklist through your Research Office.** The completed and signed CIDA Checklist should be routed through your Research Office for approvals and then to Tom Massaro ([tfm2@psu.edu](mailto:tfm2@psu.edu)) or Brenda Brooks ([bad8@psu.edu](mailto:bad8@psu.edu)) via email.
- PSU begins negotiations with sponsor.** A negotiator will prepare an agreement using PSU’s Standard CIDA based on the information gathered from the Checklist and forward it to the sponsor for review and consideration. The PI and Research Office will be kept apprised of any issues that may arise during negotiations.
- Signatures obtained and agreement distributed.** The agreement will be signed by an authorized official on behalf of PSU (typically Tom Massaro or an OSP Associate Director), and we will obtain the sponsor’s countersignature. Once the agreement is fully executed, the PI and Research Office will receive a copy via email, along with an Internal Signoff memo.
- PI completes the Internal Signoff.** We ask the PI to sign the Internal Signoff form indicating that they have read and agree to abide by the terms and conditions of the agreement. While it remains the PI’s primary responsibility to protect the confidential information, graduate students, technicians and other faculty may need to have access to the confidential information. Therefore, we require anyone who has access to such information to also sign the Internal Signoff form. Completed Internal Signoff forms should be returned to the address on the memo.

### **Contact Information:**

Thomas F. Massaro  
Associate Director, IRO/OSP  
Industrial Research Office  
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814.865.2883 (voice)  
814.865.5909 (fax)  
[tfm2@psu.edu](mailto:tfm2@psu.edu)

Brenda L. Brooks  
Negotiator  
Office of Sponsored Programs  
110 Technology Center  
University Park, PA 16802  
814.863.0715 (voice)  
814.865.3377 (fax)  
[bad8@psu.edu](mailto:bad8@psu.edu)



### *What do I do if the sponsor sends me its own agreement?*

Although PSU prefers to use its own Standard CIDA, in most cases we can accept the sponsor's agreement. Negotiations may be more extensive.

1. **Complete, print and sign the "CIDA Checklist."**  
<http://www.research.psu.edu/osp/PSU/Toolbox/CIDAChecklist.pdf>  
The CIDA Checklist gathers information that we need to make an assessment of the information exchange and begin negotiations.
2. **Route the Checklist AND the agreement through your Research Office.** The completed and signed CIDA Checklist, along with the agreement (preferably in an editable format such as MS Word) should be routed through your Research Office for approvals and then to Tom Massaro ([tfm2@psu.edu](mailto:tfm2@psu.edu)) or Brenda Brooks ([bad8@psu.edu](mailto:bad8@psu.edu)) via email.
3. **PSU begins negotiations with sponsor.** A negotiator will make contact with the sponsor and begin negotiations. The PI and Research Office will be kept apprised of any issues that may arise during negotiations.
4. **Signatures obtained and agreement distributed.** The agreement will be signed by an authorized official on behalf of PSU (typically Tom Massaro or an OSP Associate Director), and we will obtain the sponsor's countersignature. Once the agreement is fully executed, the PI will be sent a copy via email, along with an internal signoff memo.
5. **PI Completes the Internal Signoff.** We ask the PI to sign the Internal Signoff Form indicating that they have read and agree to abide by the terms and conditions of the agreement. While it remains the PI's primary responsibility to protect the confidential information, graduate students, project workers, other faculty, etc. may need to have access to the confidential information. Therefore, we require anyone who has access to such information to also sign the Internal Signoff form. Completed Internal Signoff forms should be returned to the address on the memo.

### Forms:

PSU's Standard CIDA  
<http://www.research.psu.edu/osp/PSU/Toolbox/StandardCIDA.pdf>

CIDA Checklist  
<http://www.research.psu.edu/osp/PSU/Toolbox/CIDAChecklist.pdf>

### Helpful Links:

Industrial Research Office  
<http://www.research.psu.edu/iro/>

Office of Sponsored Programs  
<http://www.research.psu.edu/osp/>

Intellectual Property Office  
<http://www.research.psu.edu/ipo/>