

Research Policies

Confidential Disclosure Agreements (SC-370)

Scope

This policy applies to all HHMI laboratory heads (i.e., Investigators and, at Janelia Farm Research Campus, Group Leaders and Fellows) and members of their research groups.

Policy

A confidential disclosure agreement (CDA) is an agreement in which one or both parties agree to maintain certain information in confidence and use it only for specified purposes. CDAs may also be called non-disclosure agreements, secrecy agreements, or confidentiality agreements.

A CDA can arise in a number of contexts. It is not uncommon, for example, for a company to require a scientist to execute a CDA before it will engage in initial discussions with the scientist about a possible consulting relationship or research collaboration. HHMI has a Confidential Disclosure Agreement-Proposed Collaboration form that may be used to cover an Investigator's discussion of a potential research collaboration with a company, and a Confidential Disclosure Agreement-Proposed Consulting form that may be used to cover an Investigator's discussion of a potential consulting arrangement with a company. These forms are intended for reference; Investigators should consult with the HHMI attorney or scientific officer responsible for their site if they believe they may need to enter into a CDA for any reason. Similarly, Group Leaders or Fellows should raise any questions they have about CDAs with the Chief Operating Officer, the Director of Administration and Finance, or the HHMI attorney responsible for Janelia.

Some companies request that scientists sign a confidentiality or similar agreement before giving a short talk or seminar at the company; this is considered consulting and is subject to HHMI's policies on consulting.

In certain circumstances, a non-profit organization may ask for a CDA to be executed by HHMI researchers before disclosing certain information to them. For example, if a non-profit organization's scientists have made an important invention that has not yet been published, and a patent filing on the invention is contemplated but has not yet been made, the organization may ask for a CDA to cover proposed discussion of the invention with HHMI scientists.

The primary concern with CDAs is to ensure that they do not place inappropriate restrictions on the ability of HHMI researchers to conduct and publish their own research. For example, a CDA should not allow an organization that is providing information to an HHMI laboratory head to prevent the laboratory head from publishing his or her research findings, even if the publication includes information similar to that received under the CDA.

Laboratory heads and members of their research groups may not sign a CDA until it has been reviewed and approved by HHMI. Laboratory heads or members of their research groups should forward any CDA they are asked to sign to the HHMI attorney responsible for the site.

Typically, HHMI does not become a party to a CDA; the obligations are those of the individual scientist who signs it. Depending on the circumstances, however, it may be appropriate for HHMI to be a party to the agreement.

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