March 2012 MIT Process for Initiating Non-Disclosure Agreements (NDA) and Data Use Agreement (DUA) Negotiations

TLO or OGC

- Receives NDA/DUA request.
- TLO
  - Is NDA only for licensing purpose?
    - Yes
      - Reviews NDA questionnaire and sponsor’s agmt (if attached).
      - Can we use an MIT NDA template?
        - No
          - Reviews NDA questionnaire and sponsor’s agmt (if attached). (with help from CS as needed)
        - Yes
          - Negotiator assignment and plan to requestor
          - Drafts or edits agmt and transmits to sponsor for review and notifies stakeholders
          - Manages negotiation to completion and signatures
          - Notifies requestor that agmt is signed; provides copies to PI and DLC. Archives agmt and NDAQ
    - No
      - Reviews NDA questionnaire and sponsor’s agmt (if attached). (with help from CS as needed)
      - Can we use an MIT NDA template?
        - No
          - Reviews NDA questionnaire and sponsor’s agmt (if attached). (with help from CS as needed)
          - Communicates negotiator assignment and plan to requestor
          - Drafts or edits agmt and transmits to sponsor for review and notifies stakeholders
          - Manages negotiation to completion and signatures
          - Notifies requestor that agmt is signed; provides copies to PI and DLC. Archives agmt and NDAQ
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Contract Specialist

- CS or CA receives an NDA or DUA request. Asks requestor to complete online NDA questionnaire at nda.mit.edu (if student requestor, ask student’s faculty supervisor to complete online questionnaire)
- ACS/CS discuss to determine appropriate action
- Can we use an MIT NDA or DUA template?
  - Yes
    - Negotiator assignment and plan to requestor
    - Drafts or edits agmt and transmits to sponsor for review and notifies stakeholders
    - Manages negotiation to completion and signatures
    - Notifies requestor that agmt is signed; provides copies to PI and DLC. Archives agmt and NDAQ
  - No
    - Reviews NDA questionnaire and sponsor’s agmt (if attached). (with help from CS as needed)
    - Can we use an MIT NDA or DUA template?
      - Yes
        - Negotiator assignment and plan to requestor
        - Drafts or edits agmt and transmits to sponsor for review and notifies stakeholders
        - Manages negotiation to completion and signatures
        - Notifies requestor that agmt is signed; provides copies to PI and DLC. Archives agmt and NDAQ
      - No
        - Reviews NDA questionnaire and sponsor’s agmt (if attached). (with help from CS as needed)
        - Communicates negotiator assignment and plan to requestor
        - Drafts or edits agmt and transmits to sponsor for review and notifies stakeholders
        - Manages negotiation to completion and signatures
        - Notifies requestor that agmt is signed; provides copies to PI and DLC. Archives agmt and NDAQ

Asst. Contract Specialist

- Receives NDA/DUA request. Asks requestor to complete online NDA questionnaire at nda.mit.edu (if student requestor, ask student’s faculty supervisor to complete online questionnaire)
- Reviews NDA questionnaire and sponsor’s agmt (if attached). IDs related awards, proposals or other active agreements, if any
- Who should negotiate it?
  - ACS
    - ACS
      - Can we use an MIT NDA or DUA template?
        - Yes
          - Negotiator assignment and plan to requestor
          - Drafts or edits agmt and transmits to sponsor for review and notifies stakeholders
          - Manages negotiation to completion and signatures
          - Notifies requestor that agmt is signed; provides copies to PI and DLC. Archives agmt and NDAQ
        - No
          - Reviews NDA questionnaire and sponsor’s agmt (if attached). (with help from CS as needed)
          - Communicates negotiator assignment and plan to requestor
          - Drafts or edits agmt and transmits to sponsor for review and notifies stakeholders
          - Manages negotiation to completion and signatures
          - Notifies requestor that agmt is signed; provides copies to PI and DLC. Archives agmt and NDAQ

MIT Requestor (PI, research staff)

- Completes online NDA Questionnaire at nda.mit.edu
- NDAQ system directs request to appropriate office

OGC or TLO