

**Guidelines for Understanding and Maintaining  
Obligations of Confidentiality  
FOR RECIPIENTS OF CONFIDENTIAL INFORMATION  
3/23/2016**

If you have recently entered into a Confidentiality Agreement as part of your work at Tufts, please be aware of the following:

- **Types of confidential information to avoid**
  - Trade Secrets: These require the recipient to maintain confidentiality for an indefinite period. As University policy, trade secrets cannot be accepted.
  - Confidential information that is very close to your own work should be avoided if it is close enough that the discloser could think that your work was done using their confidential information.
  - Information that you need to incorporate into a publication should not be received under an NDA. You will not be able to publish the information you receive under an NDA.
  - Try to avoid receiving the same information from two different companies under different NDAs.
- **What material is confidential?**
  - Usually, any material (electronically conveyed information, documents, and sometimes spoken communication) that relates to the subject matter of your discussions under the NDA, and which you are given (or told) during the term of the NDA, is confidential.
  - If you need clarification as to whether a specific piece of information is confidential or not, please ask the partner under the NDA directly. If you think the information might constitute an exception (exceptions will be listed in your agreement), consult with the Office for Technology Transfer and Industry Collaboration or the Office of University Counsel.
- **Maintaining confidential information**
  - Keep all confidential documents in a secure (locked or password-protected) location to prevent others, who do not have a duty of confidentiality, from accessing them. Do not leave confidential documents on your desk or open on your computer while you are away, or while others are in the room.
  - Do not keep confidential information that you receive from different sources in the same place. This could lead to mistaken disclosure of one company's information to another company.
  - Do not discuss the confidential information with friends or co-workers, or anyone who does not need to know the information in order to further your discussions with the collaborator.
  - Make every effort to prevent the receipt and use of confidential information by undergraduate and graduate students. This is because the restrictions on the use of that information could hinder publication of research, which adversely affects their

academic progression. Additionally, students are transient entities and may leave the University, but will take their confidential knowledge with them: there is no way to control how students will use this knowledge after they leave. When necessary, students who are given access to confidential information as part of a project should be given a copy of the NDA and made aware of their obligation of confidentiality and the serious consequences of disclosure. They should also be advised as to any potential restrictions on publication that could adversely affect their academic career and be given the option of working on such project or not.

- When discussing the confidential information with those who have a need to know, do not discuss in public places, or in places where others without an obligation of confidentiality might overhear.
- You are obligated to treat the collaborator's confidential information at least as carefully as you would treat your own confidential information, and in no case with less care than an average person would take with important, secret information.
- Remember that you cannot use confidential information that you have received for any purpose other than the purpose identified in the agreement. If you would like to use confidential information in a different way, or for a different project with the same collaborator, ask your collaborator's permission to amend the agreement.
- **Moving forward after confidential discussions:** If you and your collaborator decide to pursue a project together, **you must obtain a new agreement** to cover that project. An NDA does not provide the protections you will need for performing work together: it only covers discussions. Please contact the Office for Technology Transfer and Industry Collaboration and request an agreement.
- **Disposing of confidential information:** When you conclude your work with the collaborator, upon their request, you must either:
  - Dispose of the confidential information in a secure way. Shred paper documents, and delete all electronic files and emails both from your computer, and then from the trash can on your computer or e-mail program; or
  - Return the confidential information to the collaborator. (Please note that electronic files and mail cannot be returned, and will need to be deleted.)
- **Read the agreement through at least once.** This will help you to get a sense of your obligations, and will make sure that you are not surprised by anything. These guidelines will help you to understand your obligations, but if something seems confusing or off, don't hesitate to contact the Office for Technology Transfer and Industry Collaboration ([mta@tufts.edu](mailto:mta@tufts.edu), 617-636-6657) or the Office of University Counsel for clarification.