How to Create and Submit a Non-Disclosure Agreement

Step 1: Log in to the system

Login to UT Research Management Suite - Agreements using your UT Austin EID. You will be required to complete Duo authentication to finalize sign-in.

The *Dashboard* (Personal Workspace) is your home base for all activities in UT Research Management Suite. Your privileges are role-based, so your ability to perform certain tasks in the system are defined by your position at UT Austin. Any UT employee may create and submit an agreement request on behalf of an eligible PI. However, the PI must sign the finalized contract after it has been reviewed and approved by central office staff.

Step 2: Create Agreement

Click ***Create*** in the top left, followed by ***Create Agreement***. You can also launch this process within the Agreements module by selecting the Agreements tab to the right of the Dashboard tab in the horizontal navigation bar and then clicking the Create Agreement button.

Step 3: Complete the Agreement Upload SmartForm Page (Questionnaire)

1. * *Agreement Manager / Principal investigator*:

Click the ellipsis box to call up a list of UT eligible PI's. Select from the list and click ***OK***.

You may search by Last Name, Department, or EID to simplify the process. You may also perform a **Wildcard** search by entering a percent sign (%) and then a key word to search (Example: If you filter by Organization and type *%Chem* the system will search for any department with that sequence of text and populate a list of PIs belonging to either *Chem*istry or *Chem*ical Engineering. Select the desired PI from this list and click ***OK***.

2. * *Responsible department / division / institute:*

Click the ellipsis box to call up a list of UT departments, centers, and organized research units. Select from the list and click ***OK***.

You may search by the Parent Organization or the Last Name of a departmental contact to simplify the process. You may also perform a wildcard search by entering a percent sign (%) and then a key word to search (Example: If you filter by Organization and type *%Chem* the system will search for any department with that sequence of text and populate a list of PIs belonging to either *Chem*istry or *Chem*ical Engineering. Select the appropriate unit from this list and click ***OK***.

3. * *Agreement Creator*:

Defaults to the logged-in user creating the submission. If you are creating a submission on behalf of a PI, you may also be contacted by central office staff to provide information during the course of their review.

You can remove yourself from this field and enter the name of another individual who will then affectively act as the *Agreement Creator*. However, you should only do this if you expect to have no future involvement with the record, as you will be locked out of it once you submit it for review. An appropriate occasion for replacing yourself with another individual as the Agreement Creator could be when you are temporarily filling in for an absent colleague who would normally create the agreement and is expected to return in time to tend to it for all future actions.

4. * *Upload agreement draft*: (or check the box below)

If an external party is requesting the non-disclosure agreement, click the ***Upload*** button to attach the document to your submission.

If the UT Austin PI is requesting the non-disclosure agreement of an external party, check the box for *Institution to generate first draft* under Upload Agreement Draft.

Note: you may either upload an agreement draft **or** check the box; you may not do both.

5. *Title or internal reference number*: (optional)

Type a short name for the agreement. As a guideline, keep it shorter than 50 characters.
This text appears throughout the system as the agreement name, for example, in *My Inbox*.

This is for your internal use. It provides a way for you to organize your agreements, or your department's agreements if they require a particular business process, so that you can search for your record with a title that is familiar rather than trying to identify it with the system-generated Agreement ID.

6. * *Agreement type:*

Use the drop-down menu to select *Non-Disclosure Agreement*.

The listed agreement types in this menu create SmartForm questionnaires customized to collect information specific to the contract you need to create. For certain agreement types, the information you provide will merge with a template that will serve as your contract.

7. *Description:* (optional)

You may enter a brief description of the NDA in this text box to provide context for the reviewer in the central office assigned to your submission.

8. *Supporting documents:* (optional)

You can upload any supplemental support documents that you think may be relevant to the review process. Click the ***+Add*** button to attach the document to your submission.

9. Click ***Continue*** to move forward in the agreement questionnaire.

Continue automatically saves your entries and runs an error check process to verify that you addressed all required fields.

You may also save without continuing by clicking the **Save** button or exit the form by clicking the **Exit** button.

Step 4: Complete the General Information SmartForm Page (Questionnaire)

1. * *Select an organization:*

Click the ellipsis box to call up a list of contracting parties from the UT Sponsor Database. Select from the list and click ***OK***.

You may search by the Sponsor Category (Foundation, Government Agency, other UT Department, etc.) or Parent Organization to simplify the process. You may also perform a **Wildcard** search by entering a percent sign (%) and then a key word to search (Example: If you filter by Organization Name and type *%AE* the system will search for any sponsor with that sequence of text and populate a list including *American Electromechanics (AE), our desired example case organization)*. Select the appropriate organization from this list and click ***OK***.

2. *Contracting Party Name:*

If an organization does not appear in the selection menu, you may enter one in the free text box. This will allow you to continue with your submission. Your entry will be reviewed by central office staff and added to the UT Sponsor Database.

3. *Contracting party contact name*: (optional)

If you know the name of the individual who will facilitate the administrative review for the contracting party, provide their name here.

4. *Contracting party contact e-mail:* (optional)

If you know the e-mail address of the individual who will facilitate the administrative review for the contracting party, provide that information here.

5. *Contracting party contact phone*: (optional)

If you know the telephone number of the individual who will facilitate the administrative review for the contracting party, provide that information here.

6. *Agreement Collaborators:* (optional)

If any institutional staff in addition to the Agreement Creator and PI (Agreement Manager) should also be given read/edit permissions for this agreement (Co-Investigator, administrator, lab manager, supervisor, etc.), you'll add them here.

Click the ellipsis box to call up a list of UT employees. Select from the list and click ***OK***.

You may search by Last of First Name to simplify the process. You may also perform a **Wildcard** search by entering a percent sign (%) and then a key word to search (Example: If you filter by Last Name and type *%Crad* the system will search for any last name with that sequence of text and populate a list of UT employees with the last names of *Crad*dock and Mc*Crad*y . Select the desired individual from this list and click ***OK***. They will be given read/edit access to the record and can make changes and/or submit the agreement for review.

7. Click ***Continue***

Step 5: Complete the NDA Information SmartForm Page (Questionnaire)

1. * *Describe the purpose of this agreement:*

Enter a short description about the purpose of the NDA in the first text box.

This information will be used to populate the NDA contract template generated by the central office staff reviewer, so it should reflect the general nature of your reason(s) for requesting confidentiality (Example: *Discuss potential research collaboration between UT Austin and American Electromechanics researchers*).

2. * *Who will be disclosing this information?*

Click the down-arrow button on the selection box and select from the menu.

If you select *Institution*, you must provide information to be disclosed by UT Austin to the contracting party in the follow-up question.

If you select *Contracting Party*, you must provide information to be disclosed by the contracting party to UT Austin in the follow-up question.

If you select *Both*, you must provide information to be disclosed by both UT Austin and the contracting party in the follow-up question.

3. * *Provide a brief description of the confidential technology or information to be disclosed by UT/Contracting Party/Both:*

Briefly describe the confidential technology or information to be disclosed by either or both parties. This information will populate the agreement template, so it needs to be sufficiently explained without explicitly disclosing the confidential information.

4. * *Is this agreement related to any grant or contract proposal, or an active grant or contract?*

If there is any associated proposal or awarded funding related to this agreement, click *Yes* and provide the following information:

* *(5) Select the Funding Sponsor:*

Click the ellipsis box to call up a list of sponsors from the UT Sponsor Database. Use the **Wildcard** search (%) functionality to narrow your search.

If an organization does not appear in the selection menu, you may enter one in the free text box. This will allow you to continue with your submission.

* *(6) What is the internal OSP reference number of the proposal, grant or contract?*

Provide the OSP number or UTRMS-generated record ID associated with your proposal, contract, or award. In legacy systems, this number is 9 digits and begins with the associated year of submission (Example: *202001299*). UTRMS-generated record IDs begin with *UTAUS-* followed by a 2 or 3-digit prefix (*MTA*, *FP*, *AWD*, *DUA*, etc.) followed by an 8-digit number (Example: *UTAUS-MTA-00000298*).

5. *Is there a deadline to have the agreement signed?*

If there is a deadline for review to be completed and the agreement to be activated, click *Yes.*

You should account for the time it will take central office staff to conduct a thorough internal review and to negotiate language with the external party.

Deadline Date:

Enter the deadline date in the free text box or click on the *calendar icon* to select a date on calendar.

6. * *Is this material related to an invention, disclosed or not disclosed at UT?*

Select *Yes* if there is an invention associated with the technology to be disclosed.

Please provide UT Tech Disclosure number(s):

If you know your UT Tech Disclosure number(s), you may enter them in this box. Otherwise, leave it blank. This will launch an ancillary review process with the Office of Technology Commercialization so that they can provide the relevant information and if you are unable to provide one from your records. They may also need to provide some additional input into the primary review process with OSP or OIE regarding terms of the agreement.

7. *Please list all additional UT research personnel who will be involved in the exchange of confidential information under this agreement:*

Click the ellipsis box to call up a list of UT employees. Select from the list and click ***OK***.
Add the names of all other UT employees who will be involved in the discussion of confidential information either directly with the contracting party or in the conduct of research so they can be included as signatories.

If you will be sharing any of the confidential information disclosed by the external party with non-UT employees, including undergrads, declare that here so that those individuals can be alerted that they will need to sign their own NDAs independently with the contracting party.

8. Click ***Finish***

Step 6: Submit the Agreement

1. In the Record Workspace, click ***Submit*** from the list of Actions on the left-side navigation tab.

2. Attest that all information is accurate and filled out to the best of your ability by clicking ***OK***

3. Click ***Submit***