GETTING STARTED:
HOW TO REQUEST A CDA
(CONFIDENTIAL DISCLOSURE AGREEMENT)

WHAT IS IT?

A confidential disclosure agreement (CDA) - also called a non-disclosure agreement (NDA), a confidentiality agreement, or proprietary information agreement (PIA) - is a legal agreement which outlines proprietary information that the parties wish to share with one another but wish to restrict from wider use and dissemination. This job aid explains how to complete a request for a CDA in InfoEd.

1. Create a Proposal

- Upon logging into the InfoEd portal, create a change request by clicking Sponsored Projects and then clicking Proposal from the Create New menu
  (Note: If you do not see the option to create a Proposal, you may need to submit a security form)

Learn more:
osr.northwestern.edu/agreements/cda
GETTING STARTED: HOW TO REQUEST A CDA (CONFIDENTIAL DISCLOSURE AGREEMENT)

2. Complete the New Proposal Questionnaire
   - Step 0: Set the PI on the record as the faculty member initiating the request
   - Step 1: Choose create a New Proposal. Click Continue
   - Step 1: Continued: Select Setup Proposal Manually. Click Continue
   - Step 2: Select Proposal type as Non-Funded Negotiations. Click Continue
   - Step 3: Set the sponsor as the organization with which Northwestern will negotiate the agreement. Click Continue

(Note: If the organization does not appear in the drop-down list, set the sponsor to ZZZ and submit a request to add the organization via the OSR website https://osr.northwestern.edu/content/sponsorsubform)

- Answer the remaining questions (e.g., title, date, and number of periods) and click Create Proposal to create the record
  [For Project Title: Enter project title or short description of the proposed protocol study. If name/title is not available, enter as completely as possible, the subject matter of the discussions. Please do not insert terms like “TBD” or “CDA with (Sponsor Name)”
  For Project Start/End Dates: Enter the anticipated period of time that the CDA will be needed/in effect
  For Number of Budget Periods: Enter “1” period for all Non-funded negotiations]

Learn more:
osr.northwestern.edu/agreements/cda
TIP SHEET

GETTING STARTED:
HOW TO REQUEST A CDA
(CONFIDENTIAL DISCLOSURE AGREEMENT)

3. Complete the Setup Questions
   • On the Setup Questions, select the CDA option for the type of agreement from the drop-down. *(Note: A warning about changing the template may appear, click OK)*
   • Click Save and then the Complete check box in the upper right corner

Learn more:
osrnorthwestern.edu/agreements/cda
### 4. Complete the CDA specific questions

- Click on the Confidential Disclosure Agreement tab with the name of the agreement type in the left hand navigation column.
- If the agreement is related to a sponsored project, link the agreement to the existing project by choosing the project number.
- To add yourself as the creator of the request, click on the icon to bring up a searchable directory. Search for yourself and choose the Select button.

---

**Confidential Disclosure Agreement**

<table>
<thead>
<tr>
<th>Confidential Disclosure Agreement</th>
<th>All Pages</th>
</tr>
</thead>
</table>

**Demographic Information**

Institution # 5P0046756

Is this related to a specific proposal or award? If so please identify it here:

<table>
<thead>
<tr>
<th>Proposal Number</th>
</tr>
</thead>
</table>

**PI:**

Title / Project title or short description

<table>
<thead>
<tr>
<th>Personnel</th>
</tr>
</thead>
</table>

**Awarding Department:** O S R Administration

**Request Creator:**

<table>
<thead>
<tr>
<th>Company Business Contact</th>
</tr>
</thead>
<tbody>
<tr>
<td>Company Business Contact Name:</td>
</tr>
<tr>
<td>Company Business Contact Title:</td>
</tr>
<tr>
<td>Company Business Contact Email:</td>
</tr>
<tr>
<td>Company Business Contact Phone:</td>
</tr>
</tbody>
</table>

**Party Involvement**

- Who will be disclosing confidential information:

---

Learn more: [osr.northwestern.edu/agreements/cda](osr.northwestern.edu/agreements/cda)
GETTING STARTED: HOW TO REQUEST A CDA (CONFIDENTIAL DISCLOSURE AGREEMENT)

• There are three options for party involvement regarding the transfer for information:
  1) External entity to Northwestern (Incoming)
  2) Northwestern to External Entity (Outgoing)
  3) Both (Two-way)
  (Note: "Both" includes shared confidential information that is both incoming and outgoing. Confidential information consists of proprietary information such as PI's own research, his/her own study proposal, etc. PI's CV or site feasibility information are NOT considered confidential information for purposes of this request.)

• The remainder of this job aid walks through all these questions. (Note: If you only need a uni-directional CDA (i.e. incoming or outgoing), you will only have to answer the questions specific to that request)

For example, to enter into discussions regarding a potential study on the safety and efficacy of study drug (ABC123) in the maintenance of remission in patients with (Disease).
Upon selecting Yes to the collaboration question below, a request for additional information will appear.

(Note: the study protocol, investigator’s brochure, or other similar Study documents are not materials or tangible items for the purpose of this question)

**Will any equipment, materials, or other tangible items be exchanged or shared under this collaboration?**  
- Yes  
- No

Describe items [Note: If parties intend to share hard materials (samples, materials etc.) a Material Transfer Agreement may be required.]

Describe WHAT the materials are and HOW/WHY they will be used. Indicate if research will be conducted on the materials and/or if data will be sent back to the sponsor/external entity. It may be the case that both a CDA and an MTA are required; it depends on the use of the materials. An OSR Contracts Officer will make that determination.

**Brief description of external entity confidential information being disclosed:**

If you know what information you will be receiving, the describe it here.

If you do NOT know (exactly) what will be disclosed, the indicate as much.

**Brief description of NU confidential information being disclosed:**

Example: Protocol for PI’s study “Title of Study”

• Upon selecting Yes regarding additional individual(s) who may be disclosing/receiving confidential info, a prompt to enter names will appear. (Note: Click the plus sign (once or multiple times) to add as many lines needed to accommodate any/all additional individuals)

* Will any individual(s) in addition to the PI be disclosing and/or receiving confidential information?  
- Yes  
- No

Enter the name of each individual and provide relevant details. If individual name is unknown, enter “TBD”:

<table>
<thead>
<tr>
<th>Name</th>
<th>Student</th>
<th>Foreign National</th>
</tr>
</thead>
<tbody>
<tr>
<td>Co-I Name</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>Graduate Student</td>
<td>☑</td>
<td>☐</td>
</tr>
</tbody>
</table>

Learn more:

[osrnorthwestern.edu/agreements/cda](osrnorthwestern.edu/agreements/cda)
GETTING STARTED: HOW TO REQUEST A CDA (CONFIDENTIAL DISCLOSURE AGREEMENT)

- Agreement Information:
  If you indicate that yes, a company has provided you with a draft CDA/NDA, you will be prompted to upload the agreement. Ensure that the template you upload is in Microsoft Word format.

(Note: PDFs CANNOT be reviewed by OSR)

- Upon selecting Yes regarding invention disclosure, a prompt to provide the disclosure number will appear

  - Has an invention disclosure been submitted by you related to the information that will be received or disclosed? Yes ☐ No ☑
  - Provide the disclosure number: __________________________

- Provide any Supporting Documentation (such as emails) (Note: Click the plus sign which opens up a dialogue box to select document(s) to upload. Label the upload descriptively.)

Additional Info for OSR (optional):

Supporting Documentation (such as emails):

- Document Name: __________________________ Upload: __________________________

5. Save
- Click Save at any time to save your work and return to it later

Learn more:
osrnorthwestern.edu/agreements/cda