**Instructions**

**for**

**Services Agreement Confidentiality Addendum
(Information & Results)**

## *Background & Intent*

The Office of the General Counsel (OGC) has created a standard Services Agreement Confidentiality Addendum - Information & Results (*see OGC standard form* OGC-SC107) for possible use with a Standard Service Agreement (*see OGC standard form* OGC-SC102). Always take a copy of the latest contract version from the OGC standard contracts library.

The Addendum to the Services Agreement is used when a Company wants information it submits and/or the results the UMN generation to be kept confidential. The form defines the types of information that are and are not confidential, term of the confidentiality period, and who may have access to the confidential information. The addendum cites the governing law – Minnesota Government Data Practices Act, Minnesota Statutes, Chapter 13.

The Addendum also includes a section entitled “Results of Analysis and Intellectual Property Rights”. A link is provided to access the UMN Openness in Research Policy and the addendum states –Any materials or information provided to University under this Agreement shall remain the property of Company and Company grants University no express or implied intellectual property rights in such information or materials.

## *Primary Purpose*

In general, an agreement (or contract) has two primary purposes:

* Defines a mutual written understanding with the customer. The understanding includes the University's obligations to the customer and the customer's obligations to the University. The intent of the agreement is both parties have a clear understanding of their individual obligations and who to contact if there are changes to the agreement.
* Mitigate risk to the University by clearly stating or disclaiming provisions such as warranties, termination, use of University name or logo, limitation of liability, indemnification, and export controls.

## *How to fill out the Confidentiality Addendum*

The department making the external sale completes the gray-shaded areas of the OGC approved External Sales Standard Services Agreement Confidentiality Addendum, to include:

* Approved Internal/External Sales Approval Form (IESAF) number for the activity
* Full chart/field string (Fund, Dept. ID, Program, CF2)
* Date of Service Agreement
* Customer’s legal name (“Company”)
	+ Can be validated by customer or on customer’s website if available
		- Witness Whereof:
			* The left signature block is the University employee who has the delegated External Sales Signature Authority for the Unit. Enter the employee's Name and Title (refer to the Delegations Library to see who has been delegated this authority).
			* The right signature block is for the Customer's Company Name, Authorized Signer and Title. The customer should sign first and then return to the department for signature.