

Confidentiality Agreement Policy Outline

1. Introduction

This outline summarizes the key elements of a standard Confidentiality Agreement (CA) intended to protect sensitive, proprietary, or otherwise confidential information shared between parties.

2. Definition of Confidential Information

- Description of what constitutes confidential information
- Examples of confidential materials and data
- Exclusions from confidentiality (e.g., public domain information)

3. Purpose of Disclosure

1. Specify the reasons for sharing confidential information
2. Scope and limitations of the use of disclosed information

4. Obligations of Receiving Party

- Duty to protect and not disclose confidential information
- Permitted disclosures (e.g., to employees on a need-to-know basis)
- Prohibition of unauthorized use or duplication

5. Term and Duration

- Effective date of agreement
- Duration of confidentiality obligations

6. Exceptions

- Information already in the public domain
- Information independently developed
- Legal requirements for disclosure

7. Return or Destruction of Information

- Procedures for returning or destroying confidential material upon request or termination

8. Remedies and Enforcement

- Measures to be taken in case of breach (e.g., injunctive relief, damages)

9. Miscellaneous Provisions

- Governing law
- Amendments and waivers
- Severability