

NDA Checklist

An NDA Must Impress. To be impressive, it should be:

Well drafted The other side has probably seen a thousand. Use this opportunity to appear serious and professional.

Appropriate One size does not fit all. Sometimes you'll want something long and scary, and sometimes short and sweet. There will be a different focus for:

investors You'll eventually show them everything, but not too soon

partners A sharing of secrets, so use a mutual NDA

suppliers This includes the guy that fixes the phones

customers Make sure they acknowledge that your technology belongs to you

employees Include in their employment contracts, remind them periodically of the importance of confidentiality and use the exit interview to collect notebooks, files etc.

Tailored Check:

parties Are you dealing with Jane McPherson the person, or with McPherson Venture Partners LP?

purpose Are they using your secrets to evaluate a potential investment, to design a component, to provide an estimate? Specify that purpose.

date It needs one! If it's signed after the initial disclosure – life's like that – make sure it covers information that “might have been” as well as “may be” disclosed.

Follow Up

Don't just rely on sending an NDA.

- Make sure it's sent back, signed and dated
- Ask for things to be returned (or destroyed) afterwards
- Prominently stamp things “CONFIDENTIAL”
- Use read-only and password protected document formats