

NDA 101:

What Is a Non-Disclosure Agreement?



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Source:
"NDA 101: What Is a Non-Disclosure Agreement?"
RocketLawyer.com

Chances are you've been asked to keep a secret before, and you might have kept your lips locked out of respect for whoever passed along the private information. A confidentiality agreement, also called a nondisclosure agreement or NDA, takes the notion of keeping a secret even further. This contract creates a legal obligation to privacy and compels those who agree to keep any specified information top-secret or secured.

NDAs are fairly common in many business settings, as they offer one of the most surefire ways to protect trade secrets and other confidential information meant to be kept under wraps. Information commonly protected by NDAs might include schematics for a new product, client information, sales and marketing plans, or a unique manufacturing process. Using a nondisclosure agreement means your secrets will stay underground, and if not, you'll have legal recourse and might even be able to sue for damages.

What's an NDA? Definition by the book

In its most basic form, a nondisclosure agreement is a legally enforceable contract that creates a confidential relationship between a person who holds some kind of trade secret and a person to whom the secret will be disclosed.

Confidentiality agreements typically serve three key functions:

1. **NDAs protect sensitive information.** By signing an NDA, participants promise to not divulge or release information shared with them by the other people involved. If the information is leaked, the injured person can claim breach of contract.
2. **In the case of new product or concept development, a confidentiality agreement can help the inventor keep patent rights.** In many cases, public disclosure of a new invention can void patent rights. A properly drafted NDA can help the original creator hold onto the rights to a product or idea.
3. **Confidentiality agreements and NDAs expressly outline what information is private and what's fair game.** In many cases, the agreement serves as a document that classifies exclusive and confidential information.

The type of information covered by an NDA is virtually unlimited. In fact, any knowledge exchanged between those involved can be considered confidential. Think test results, customer lists, software, passwords, system specifications and other data. While this list isn't exhaustive, it might help you think of other instances of protected information.

Putting it together: Elements of an NDA

Regardless of its function or the information it protects, NDAs should contain a few specific parts:



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Definitions and exclusions of confidential information; obligations from all involved people or parties; and time periods.

Definitions of confidential information spell out the categories or types of information covered by the agreement. This specific element serves to establish the rules-or subject/consideration-of the contract without actually releasing the precise information. For example, an NDA for an exclusive designer's clothing boutique might include a statement such as this: 'Confidential information includes customer lists and purchase history, credit and financial information, innovative processes, inventory and sales figures.'

At the same time, nondisclosure agreements often exclude some information from protection. Exclusions might comprise information already considered common knowledge or data collected before the agreement was signed.

Additionally, NDAs explicitly spell out that the person receiving the information is to keep it secret and limit its use. This means you can't breach the agreement, encourage others to breach it, or allow others to access the confidential information through improper or unconventional methods. For example, if a designer from a computer company leaves a gadget prototype at a bar where it's discovered by a technology reporter, the designer would likely be in breach of the NDA he signed when he took the job.

Time periods are also commonly addressed in NDAs and usually require that the party receiving the information stays mum for a number of years. This specific information is usually up for negotiation.

When might an NDA be useful?

Nondisclosure and confidentiality agreements are surprisingly commonplace in today's world. Information protected by attorney-client privilege and doctor-patient confidentiality is basically covered by an encompassing nondisclosure agreement, and even librarians are obligated to keep information about books you've read under wraps.

Other cases in which confidential information might be protected through an NDA can include:

- Business models to be presented to a venture group for possible funding
- Plans for a new tool to be produced by a fabrication shop
- Information about clients or customers for a specific company
- Lab workers who have access to test results before patients
- Embargoed news releases or reviews

NDAs are an almost surefire way to confirm that confidential information stays protected in a variety of situations. It's important to be aware how these legal agreements work before signing or creating a document, as being well informed can help you make the best legal decisions now and down the road.

JOB POST PLANNING TEMPLATE



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In order to find and hire the best candidate to work on your project, it's important to present a detailed, organized, and thoughtful project description. The job post is your first interaction with potential freelancers, so it's important to take the time to put together a comprehensive and realistic description of the project at hand. It is also equally important that you represent yourself and your brand appropriately.

Project Name:

Project Overview

1. What is the challenge you need solved?
2. How does this project tie into your business goals?
3. What is your timeline?

Project Description

1. What will be the freelancer's responsibilities?
2. What qualifications are you looking for?
3. What does the finished product look like? What is the ultimate goal?

Skills

1. What are specific skills needed for the project?
Technical: is there a specific development language the freelancer needs to know?

Creative: is there existing documentation already in a certain format (.pdf, .ai, .eps, etc.) or program (Photoshop, Illustrator, etc.)?



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2. Not sure? This might be an opportunity to hire an expert with experience in this type of project.

Logistics

1. What is the project deadline?
2. How much do you want to spend on this project? Remember, the highest-caliber freelancers usually have higher rates so take this into account. You get what you pay for!
3. Would you like to pay hourly? Or pay a fixed price?
4. Do you want freelancers to answer a question or two when creating a proposal for this job? (This is highly recommended to help you identify the highest quality freelancers.)

Question 1

Question 2

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-
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5. Are there any artifacts from your company you could attach to give freelancers a better understanding of your project?
6. Are there external examples that are inspiration for your project?

GOOD & BAD JOB POSTS:

Web & Software Development



Finding and Working With Freelance Talent

Good Job Post

- Clear, specific project title
- Thorough project overview with challenge to be solved
- Detailed list of qualifications
- Desired skill level noted
- Defined project and specs are available to review



Hourly Contract

Less than 30 hours
3 to 6 months



Expert Level

I am willing to pay higher rates for the most experienced freelancers

AngularJS and Kendo UI front end developer

Looking for an experienced front end developer for a 3-6 month project. You will work with a team of international experts for this project. This contract includes multiple sub-projects. Must be experienced with Javascript, AngularJS, Bootstrap, and Kendo UI. Please note we are creating a Rich Internet Application, not a website/blog/etc. We have specifications available for applicants to review upon request.

Required Experience

- Experience creating localized (many languages) interfaces with AngularJS and Kendo is preferred
- UI, UX, Interactivity design experience a huge plus
- Graphic design experience a plus but not required for this project
- Experience in making architectural recommendations (wireframes will be provided)
- Prior experience with Scrum is a plus
- JIRA knowledge is a plus
- Prior experience with continuous integration is a plus
- Experience with GIT source control

The UX goal of our project is to take a highly technical and difficult topic and translate that into a beautiful, intuitive, and functional interface.

To be a best fit for this project you need:

- Ability to communicate clearly
- Dedication to meet project deadlines in a timely manner
- Knowledge of smart commits for our ticketing system
- Write I am a human on top of your proposal
- Attention to detail
- Willingness to sign an NDA

If you are interested in the project, please reply with your prior experience and Skype ID.

GOOD & BAD JOB POSTS:

Web & Software Development



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Bad Job Post

- Capitalization errors show limited professionalism
- Vague project description
- Missing indication of why an expert level freelancer is needed
- Confusing application instructions
- Overall lack of clarity and lack of thought put into the job post



Hourly Contract

Less than 30 hours
1 to 3 months



Expert Level

I am willing to pay higher rates for the most experienced freelancers

JAVASCRIPT DEVELOPER TO WORK ON MY SITE

i want a JAVASCRIPT developer that knows node.js to work with my site backend & front end (should also know angular.js)

your work:

- design projects that i specify on an ongoing basis
- be available to talk on skype to review code
- commit code to GIT repositories
- review bug report and make fixes accordingly

TO APPLY:

- send a cover letter and some examples of your work
- provide 2 references
- justify your hourly rate for your experience and work output

GOOD & BAD JOB POSTS:

Graphic Design



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Good Job Post

- Clear objectives and descriptive examples
- Helpful links and references to explain desired style
- Specific skills and desired design style included
- Concrete timelines and specifications for deliverables
- Specific question to answer in the proposal



Fixed Price

Delivery by April 22



\$100

Budget

Banners Needed - Looking for Modern Look, 100% CSS Based

I am looking to get a theme set (see below) done, and if my team likes it, we will consider you for future theme set projects.

What we are doing:

We are developing a series of personalized banners. These will be used by e-commerce sites. An example would be when a user visits a website, they will see a banner that has his or her name and welcomes him or her to the content in that page, or promotes a product to their user.

Theme Sets:

- Contractor will develop a theme set of banner at the below size.
- 450 (can expand) x 100 entry message banner size
- 700 x 350 exit message banner size
- 728 x 90 web banner
- 300 x 300 web banner
- As I mentioned, this project is for 1 banner and if the team likes it we will prioritize you for a project to develop 10 additional ones. I've attached a theme set idea (see sample files) we came up with internally. However, ours don't look clean and modern and we need your graphics expertise to make it look amazing.
- The banners all need to be HTML CSS based, so plan your design work around this. I want to catch the eye of the user when they enter a webpage. Imagine seeing a banner with this kind of animation; you can see how it will quickly grab the user's attention: [http://\[redacted\].github.io/animate.css/](http://[redacted].github.io/animate.css/)

To submit a proposal for this project, please send a cover letter with an overview of your design philosophy and why this particular project sounds interesting to you. I am located in the USA and am online from 9 am until 11 pm PST.

GOOD & BAD JOB POSTS:

Graphic Design



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Bad Job Post

- Project title is too broad (doesn't lend itself to keyword searches)
- Short and vague project description
- Spelling errors show limited professionalism
- Missing skills, timeline, and project goals



Hourly Contract

More than 30 hours
Less than 1 week



Intermediate Level

I am looking for a mix of experience and value

Pool studio freelancer

I need someone who is profishient with pool studio software. I need a large commercial pol design done in a timely manner.

GOOD & BAD JOB POSTS:

Administrative Support



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Good Job Post

- Clear project title
- Concise description of the project
- Required deliverable format and other project needs included



Fixed Price

Delivery by April 22



\$85

Budget

Need Help Developing a Powerpoint Presentation for a Family Reunion

I am a PPT novice. I need someone to help me develop a power point presentation for a family reunion. I need the presentation to be very entertaining, complete with music. The presentation will be presented on a projector in front of 150 people.

I will need to verbally describe my ideas to the freelancer so you must have good communication skills in English and be OK with some ambiguity at the beginning of the project.

Final deliverables:

- Presentation deck (in Microsoft PowerPoint)
- Any supplemental materials included in a zip file

Please note that I have a hard deadline of April 22.

GOOD & BAD JOB POSTS:

Administrative Support



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Bad Job Post

- Misaligned experience level and requirements
- Capitalization and spelling errors shows limited professionalism
- Vague description of duties — beyond the expected scope of freelance work



Hourly Contract

Less than 30 hours
More than 6 months



Entry Level

I am looking for freelancers with the lowest rates

Highly Skilled/Experienced Executive Assistant Needed

i am a very busy CEO and i need an executive assitant to help.

your duties will include:

- answering emails
- reviewing financial documents
- doing projects when i need you too

****MUST HAVE AT LEAST 10 YEARS OF ADMIN EXPERIENCE****