

# Strategies for Drafting and Negotiating Non-Disclosure Agreements

As with any contract, non-disclosure agreements are least effective when treated as boilerplate afterthoughts, points out **Sean W. Fernandes** in an article for the American Bar Association's **Mentoring New Lawyers** blog.

"To ensure that clients obtain the maximum benefit of non-disclosure agreements, lawyers should tailor the agreement to the information being shared and the risks attendant to the disclosure," he advises.

In his article, Fernandes discusses:

- a statement of purpose
- terms governing permissible uses
- a definition of confidential information
- procedures for labeling confidential information
- what steps should be taken to secure confidential information
- procedures governing unauthorized disclosures
- expiration of the agreement and return or deletion of confidential information
- a discussion of remedies

**Read the article.**