

Guidelines for Confidential Information Management in Industry-Academia Collaboration

(Purpose)

Article 1

The Guidelines define matters necessary to implement the Policy for Confidential Information Management in Industry-Academia Collaboration (hereinafter referred to as the “Policy”) for proper management and use of information deemed confidential in industry-academia collaboration (hereinafter referred to as “Confidential Information”).

(Scope)

Article 2

Faculty and staff members and students at Nagoya University are subject to the Policy and the Guidelines. The faculty and staff members refer to faculty members, staff members, and researchers at Nagoya University (hereinafter referred to as the “University”), and any other persons who are employed by the University, or persons who are given job titles by the University. The persons who are given job titles by the University refer to visiting educators who have agreed on a confidentiality agreement with the University.

2 The Confidential Information defined in Article 3: Parties and Scope in the Policy is subject to the Guidelines.

(Forms of Confidential Information)

Article 3

Confidential Information is provided in the forms defined as follows:

- (1) Information recorded on a document labeled as Confidential Information or information recorded in electronic media storing digital data (e.g., experiment data prior to filing patent applications, information on a phenomenon relating to a new discovery, client data, and a corporate development plan)
- (2) Information disclosed orally or visually, and designated as Confidential Information in writing or by other means

(Grades and Grading Criteria for Confidential Information)

Article 4

Confidential Information shall be managed by grades defined below. When the University and corporations or other institutions that disclose Confidential Information (hereinafter referred to as the “Corporation”) agree to handle the information as trade secrets, such information shall be deemed as Confidential Information defined in item 1 (Level 3) or item 2 (Level 2) and shall be managed accordingly.

(1) Level 3

Confidential Information that will or can cause extremely significant loss or disadvantage to the University or the Corporation if leaked externally and that thus requires extremely strict management

(2) Level 2

Confidential Information that does not fall under Level 3 but will or can cause significant loss or disadvantage to the University or the Corporation if leaked externally

(3) Level 1

Confidential Information that does not fall under Level 3 nor Level 2 but affects the University or the Corporation if leaked, and that thus requires strict confidentiality obligations with due care of a prudent manager between the University and the Corporation

2 Confidential Information shall be graded in accordance with the grading criteria as follows; however, the designation should not be limited to these.

(1) Level 3

Confidential Information that significantly affects the values of the Corporation such as their stock prices, and that is designated by the Corporation as information that may cause extremely significant loss or disadvantage if leaked and that thus requires extremely strict management

(2) Level 2

(a) Confidential Information obtained from the Corporation and having a specific limitation imposed by the Corporation (Confidential Information labelled as “confidential” and including information with a mark indicating the confidential level equivalent to trade secrets, exclusive access by persons specifically designated, and records of addresses for distribution)

(b) Know-how achieved through collaborative research etc., including Confidential Information obtained from the Corporation specified in the preceding item (a), of which the content and the ownership are designated, and having a specific limitation imposed by the Corporation (know-how labelled as “confidential” and including, but not limited to, information with a mark indicating the confidential level equivalent to trade secrets, exclusive access by persons of specifically designated, and records of addresses for distribution)

(3) Level 1

Confidential Information that is designated by the Corporation and requires strict confidentiality obligations with due care of a prudent manager, and is information that falls under any of the items below (excluding any information applicable to the preceding item (2))

(a) Confidential Information obtained from Corporation (Confidential Information labeled as “confidential”)

(b) Agreements including collaborative research agreements (those agreed as confidential)

(c) Know-how achieved through collaborative research etc., including Confidential Information obtained from Corporation defined in the preceding item (a), of which the content and the

ownership are designated

(Grading of Confidential Information)

Article 5

The grading of Confidential Information defined in the preceding article shall be in accordance with the methods below. Note that Confidential Information held by faculty and staff members relocated from other institutions shall be discussed separately.

(1) Grading and notification by faculty and staff members

- a. The faculty and staff members shall grade Confidential Information obtained from the Corporation in accordance with the flowchart for grading Confidential Information in the Operation Manual.
- b. The faculty and staff members who have obtained Confidential Information falling under Level 1 shall identify the information as Confidential Information and grade the Confidential Information (Level 1) as defined in the preceding article, and report to the Confidential Information Management Supervisor.
- c. The faculty and staff members who have obtained confidential information falling under Level 2 or 3 shall notify the Confidential Information Management Supervisor of the information. The Confidential Information Management Supervisor receiving this notice shall grade the Confidential Information (Level 1 or 2) defined in the preceding article for Confidential Information falling under Level 1 or 2, or shall notify the Confidential Information General Manager (hereinafter referred to as the “General Manager”) of the Confidential Information falling under Level 3. The General Manager receiving this notice shall grade the Confidential Information (Level 1, 2 or 3) defined in the preceding article.
- d. When the Confidential Information has become less confidential over time or under other conditions, or has lost its confidentiality, or when the management level of the Confidential Information needs any changes, the faculty and staff members shall change or terminate the grading of Confidential Information defined in the preceding article accordingly by following the procedures specified in the preceding items a to c.
- e. When the Corporation does not have or may not have the legal authority to disclose the Confidential Information, the faculty and staff members shall not receive the information and shall report the fact to the Confidential Information Management Supervisor.

2 In addition to the grades of Confidential Information defined in the Guidelines, the grades shall be separately defined in the Confidential Information Management Operation Manual in Industry-Academia Collaboration (hereinafter referred to as the “Operation Manual”).

(Management of Confidential Information)

Article 6

The faculty and staff members and the Confidential Information Management Supervisor shall

physically and technically manage Confidential Information. Such management of the Confidential Information shall be stipulated separately in the Operation Manual in addition to the Guidelines.

2 Confidential Information notified to the Confidential Information Management Supervisor shall be audited to verify the management status by way of auditing stipulated separately.

(Confidentiality Obligation)

Article 7

The faculty and staff members shall have confidentiality obligations to the normal extent according to Article 28 (Compliance Issues), Item 3 (Staff members shall not disclose secrets obtained in the course of duties to third parties) in the Nagoya University Employee Work Rules.

(Students and Visiting Researchers)

Article 8

When students participate in collaborative research etc., the faculty and staff members shall obtain informed consent defined in the Operation Manual from the students and respect voluntary intention of the students.

2 When students not under a contract (e.g., an employment contract) with the University participate in collaborative research etc., the faculty and staff members shall have the students sign a consent form that stipulates handling of the research achievements and Confidential Information prior to the collaborative research.

3 When students under a contract (e.g., an employment contract) with the University participate in collaborative research etc., the faculty and staff members shall have the students have a confidential obligation according to the contract with the University.

4 The faculty and staff members shall have students who graduate from, complete, or withdraw from the University understand the legal framework to protect Confidential Information, actual management of Confidential Information and the confidential obligations they have in collaborative research. All the Confidential Information obtained by the students shall be transferred to the faculty and staff members in charge.

5 When students not under a contract (e.g., an employment contract) with the University participate in collaborative research etc., the faculty and staff members shall limit the information that can be accessible by the students to Level-1 Confidential Information and to the least information necessary for the research.

6 When students under a contract (e.g., an employment contract) with the University participate in collaborative research etc., the faculty and staff members shall limit the information that can be accessible by the students to all of Level-1 Confidential Information, and none of Confidential Information that falls under Level 2 and any higher levels in principle.

7 When visiting researchers participate in collaborative research etc., the Confidential Information Management Supervisor shall be able to have the visiting researchers sign a consent form that

stipulates handling of research achievements and Confidential Information prior to the collaborative research, as needed.

(Transfer of Faculty and Staff Members)

Article 9

The faculty and staff members who lose their job title by retirement or transfer shall not disclose, bring, or use any Confidential Information obtained in the course of duties without permission from the General Manager.

2 The Confidential Information Management Supervisor shall identify Confidential Information obtained in the course of duties by the faculty and staff members who lose the job title by retirement or transfer, and confirm the content of the confidential obligations that the persons with authorized access have.

3 The Confidential Information Management Supervisor shall have the faculty and staff members who lose the job title by retirement or transfer return to the University all materials containing Confidential Information, digital information including Confidential Information, and other materials containing Confidential Information held by the persons, provided that this does not apply to the case where the General Manager gives permission otherwise.

4 When any of the faculty and staff members loses the job title by retirement or transfer and in the case where a pledge of confidentiality is requested by the external institute that shares Confidential Information with the members, or as needed in any other cases, the pledge shall be obtained from the member.

(Confidential Information Management Committee)

Article 10

The University shall establish the Confidential Information Management Committee to discuss important matters associated with management of Confidential Information. The Committee shall be responsible for the following:

- (1) Discussion on amendment or abolition of the Operation Manual
- (2) Education and audits associated with the management of Confidential Information
- (3) Other important matters on the management of Confidential Information

2 The Confidential Information General Manager shall be able to formulate a tentative edition of the Operation Manual before the start of the Confidential Information Management Committee.

3 The Confidential Information Management Committee shall appoint the head of each department or any person designated by the head of each department as members of the committee.

Article 11 (Penalties)

When faculty and staff members leak Confidential Information by willful misconduct or gross negligence, the University shall be able to take disciplinary actions defined in Articles 45 to 48 in the

Nagoya University Employee Work Rules.

2 When students leak Confidential Information by willful misconduct or gross negligence, the University shall be able to take disciplinary actions defined in Nagoya University Student Disciplinary Action Rules and other rules.

Article 11 (Amendment or Abolition)

Amendment or abolition of the Guidelines shall be conducted by the board of management.