NDA handling and tracking

Process Definition Document (PDD): template and worked example

Example company (fictional): Lindqvist Biosystems AB, a laboratory equipment maker in Gothenburg, Sweden (about 520 employees, legal team of 3).

Document control

Field	Value
Process name	NDA handling and tracking
Process owner	[Name, role]
Prepared by	[Name]
Reviewed by	[Names of the people who do the work]
Approved by	[Name, date]
Version	1.0 (as-is)
Status	Draft

How to use this template

This is a complete process definition document (PDD) for handling non-disclosure agreements, also called NDAs, confidentiality agreements or CDAs. It describes the process as it runs today at a fictional Swedish laboratory equipment company, where sales, research and procurement all sign NDAs and a small legal team cannot read every one.

This is an operational process description. It is not legal advice, and the clause positions it mentions are examples that each company must set with its own counsel. Use the document as a starting point: replace the company details, keep the sections, and walk through each step with the person who answers NDA requests and the person who keeps the log. Most teams change the list of standard terms for self-service, the approval limits and the retention period. The structure stays the same.

- Replace the company, the signing tool and the log with yours. A shared spreadsheet is enough for a log if one person owns it and reminders are tied to dates.
- Write your own list of accepted variations. This is the part that moves the most NDAs out of lawyer review, so keep it short, agreed with the Head of Legal and reviewed once a year.
- Set your own self-service rules in step 3. Some companies allow one-way NDAs on their own paper, others exclude any NDA with a competitor. The rules in this document are examples, not legal advice.
- Decide who may sign. Standing authority for department heads speeds up the standard NDA, but it must be written down and limited to the template.
- Count how many NDAs are never used because the deal did not go ahead. Most teams find that a quarter of them are, and that this is a good reason to make the standard route fast.

1. Purpose and scope

This procedure describes how Lindqvist Biosystems AB requests, drafts, reviews, signs, logs and tracks non-disclosure agreements. Its aim is that routine mutual NDAs are signed within a day without a lawyer, that unusual ones get a proper review, and that every NDA is on one list with its expiry and the people who received confidential information. The process starts when an employee asks for an NDA. It ends when the signed NDA is logged and its expiry is tracked. The process covers NDAs with customers, suppliers, partners, investors and research institutions. Confidentiality

clauses inside a larger contract are handled in the contract review process. Employee confidentiality terms belong to HR.

In scope

- Mutual and one-way NDAs with external parties
- Self-service issue of the standard mutual NDA
- Review of counterparty paper and deviations from the standard
- Signature, logging, expiry tracking and closing out at the end of the term

Out of scope

- Confidentiality clauses inside supply, licence or research agreements
- Employee and contractor confidentiality terms
- Handling of a breach or a leak, which goes to the Head of Legal as a legal matter
- Data processing agreements for personal data

2. Process at a glance

Item	Description
Trigger	An employee needs to share confidential information with an outside party and submits an NDA request.
Starts when	The NDA Requester completes the request form with the counterparty and the purpose.
Ends when	The signed NDA is in the log with its expiry date, and the requester is told that information may be shared.
Inputs	NDA request with counterparty, purpose, type of information and duration, Counterparty draft, if it insists on its own paper, Standard mutual NDA template and the list of accepted variations
Outputs	Signed NDA, Log entry with parties, purpose, dates and requester, Expiry reminders, Closing notice to the requester at the end of the term
Volume	About 650 NDAs a year: roughly 430 standard self-service and 220 that need legal review
Working hours	Monday to Friday, 08:00 to 17:00. Standard NDAs are usually signed within 1 working day. Reviewed NDAs take 3 to 8 working days.

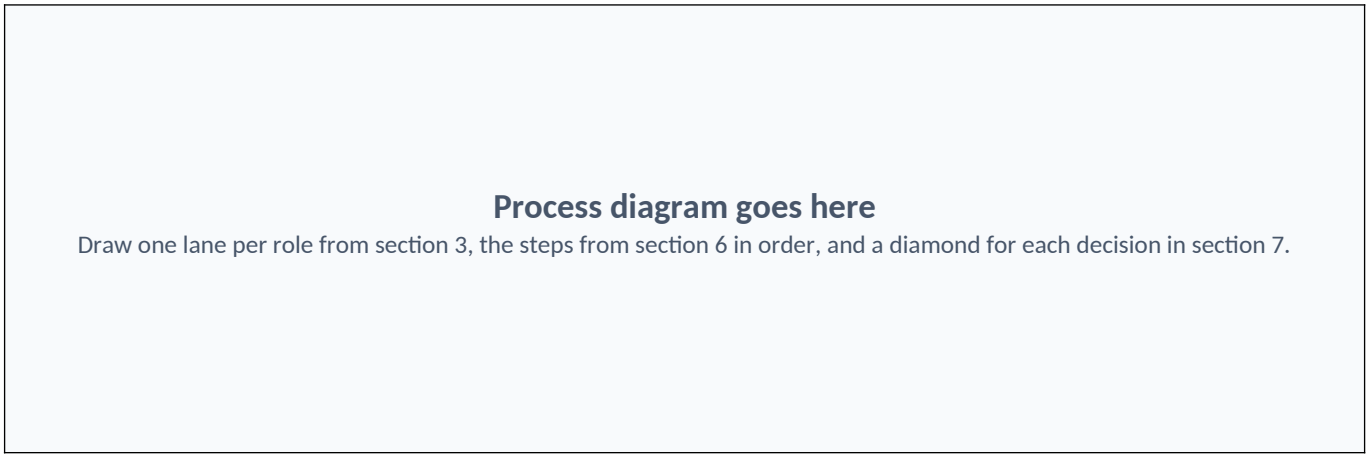
3. Roles and responsibilities

Role	Responsibilities
NDA Requester	Asks for the NDA, states what will be shared and why, sends the NDA to the counterparty for standard cases and shares information only after signature.
Legal Assistant	Checks the request, issues the standard NDA, reviews simple deviations against the list of accepted variations, runs the log and sends expiry reminders.
Corporate Lawyer	Reviews counterparty paper and non-standard terms, negotiates with the counterparty and decides what can be accepted within the limits set by the Head of Legal.
Head of Legal	Owns the template and the list of accepted variations, decides on exceptions and approves NDAs that involve restrictive terms.
Business Unit Director	Approves NDAs that restrict the company's own business, such as non-solicitation or exclusivity, and signs where the signing limit requires it.
Authorised Signatory	Signs on behalf of the company in the e-signature tool. Standard NDAs may be signed by the requester's department head under a standing authority.
Counterparty (external)	Receives the NDA, proposes changes if any and signs.

4. Systems

- Request form (Microsoft Forms) feeding the NDA log
- Standard NDA template in Word with fixed and editable fields
- E-signature tool: signing and the audit trail
- NDA log in a shared spreadsheet with expiry reminders
- SharePoint: signed NDAs by year
- Outlook: correspondence and reminders

5. Process map



6. Procedure, step by step

#	Step	Who	What happens	System	Output
1	Submit the NDA request	NDA Requester	Fills in the counterparty legal name and country, the purpose, the type of information to be shared (technical, commercial or personal data), whether the NDA is mutual or one-way, and the planned term. Takes 5 to 10 minutes.	Request form	NDA request
2	Check the request and the existing log	Legal Assistant	Checks that the counterparty name and purpose are clear, and searches the log for a valid NDA with the same party. If one covers the purpose (about 12% of requests), tells the requester to rely on it and closes the request. Takes 5 minutes.	NDA log	Request accepted, or closed with a pointer to the existing NDA
3	Choose the route	Legal Assistant	Sends the request down one of three routes. Self-service applies to a mutual NDA with no personal data, a term of up to three years and a counterparty that accepts the standard template. Review applies if the counterparty has sent its own draft or asks for changes. Restricted applies if the information includes personal data, source code or patient samples, or the NDA is with a competitor, a public body or an investor. About 66% self-service, 29% review and 5% restricted. Takes 5 minutes.	NDA log	Route assigned
4	Issue the standard NDA	Legal Assistant	Fills in the party names, addresses, purpose and term in the template, produces a PDF	NDA template, e-	Standard NDA ready for

#	Step	Who	What happens	System	Output
			and sends it to the Authorised Signatory in the e-signature tool with the counterparty as second signer. Takes 10 minutes.	signature tool	signature
5	Tell the counterparty the NDA is coming	NDA Requester	Writes to the counterparty contact so that the signing link is expected and not mistaken for spam. Takes 5 minutes. Where the counterparty asks to use its own paper, the requester forwards the draft to the Legal Assistant and the route changes to review.	Outlook	Counterparty expecting the NDA
6	Review the counterparty paper or the requested changes	Corporate Lawyer	Compares the draft with the standard template and the list of accepted variations. Checks the definition of confidential information, the exclusions, the term and survival period, permitted recipients, return or destruction, governing law, and any non-solicitation, exclusivity or residuals clause. Marks changes in tracked changes. Takes 45 to 90 minutes.	Microsoft Word	Redlined NDA
7	Apply accepted variations	Legal Assistant	Where the counterparty only asks for a variation that is on the list, such as a different governing law among those allowed or a five year survival period, applies it without a lawyer and records it in the log. Takes 15 minutes. About 40% of review cases end here.	Microsoft Word	Agreed NDA, or case passed to the lawyer
8	Negotiate with the counterparty	Corporate Lawyer	Sends the redline and a short explanation of the changes that matter, and works through the answers. Usually 1 to 2 rounds, 3 to 7 working days elapsed. The lawyer may accept a fallback position listed in the template guide without asking anyone.	Outlook	Agreed text, or open points outside the fallback
9	Decide on exceptions	Head of Legal	For any term outside the fallback (about 8% of review cases) or any restricted-route NDA, decides to accept, counter or decline, and records the reason in the log. Takes 20 minutes plus 1 to 2 days of waiting.	Outlook	Decision on exceptions
10	Approve restrictive terms	Business Unit Director	If the NDA restricts the company's own business, for example with a non-solicitation, exclusivity or a standstill clause, reviews the impact and approves or declines. Takes 10 minutes plus 1 to 3 days of waiting. About 6% of review cases.	Outlook	Business approval
11	Prepare the execution version	Legal Assistant	Accepts all changes, checks names, dates and the term against the log entry, and uploads a clean PDF to the e-signature tool. Takes 10 to 15 minutes.	Microsoft Word, e-signature tool	Execution version
12	Sign for the company	Authorised Signatory	Signs in the e-signature tool. Department heads sign standard NDAs under a standing authority. Reviewed NDAs are signed by the signatory named in the delegation table. Takes 2 minutes plus up to 1 day of waiting.	E-signature tool	Company signature
13	Sign for the counterparty	Counterparty	Signs through the e-signature link. About 20% of counterparties need a reminder after 2 days, and the requester usually makes the call.	E-signature tool	Fully signed NDA
14	Log the NDA	Legal Assistant	Saves the signed PDF in SharePoint and completes the log entry: parties, purpose,	NDA log, SharePoint	Log entry and stored NDA

#	Step	Who	What happens	System	Output
			signing date, term, survival period, requester, route and variations accepted. Takes 5 to 10 minutes.		
15	Tell the requester information may be shared	Legal Assistant	Sends the signed NDA with a short note on what the NDA covers, who may receive the information on the company side, and the expiry date. The requester does not share anything before this message. Takes 5 minutes.	Outlook	Requester cleared to share
16	Share information within the NDA	NDA Requester	Shares only the information that fits the stated purpose, marks documents as confidential and keeps a short list of what was sent, to whom and when. Takes a few minutes per transfer.	Outlook, SharePoint	Information shared and recorded
17	Send expiry reminders	Legal Assistant	Runs the log every Monday and emails the requester 60 days and 14 days before expiry, asking whether the relationship continues, the NDA should be extended, or information must be returned or destroyed. Takes 10 minutes a week.	NDA log, Outlook	Reminder sent
18	Decide extend, close or convert	NDA Requester	Answers the reminder. If the relationship has moved to a contract, the NDA is left to expire or is replaced by confidentiality terms in the contract. If it continues, the requester files an extension request, which follows the same route as a new NDA. If it ends, the requester confirms return or destruction of the other party's information. Takes 10 minutes.	Request form	Extension request, or closing confirmation
19	Close the log entry	Legal Assistant	Marks the NDA as expired, extended or replaced, records the closing confirmation and moves the signed file to the archive folder. Takes 5 minutes.	NDA log	Closed entry

7. Decision points and business rules

- Does a valid NDA already cover this party and purpose? Yes (about 12%): the requester relies on it and the request is closed (step 2).
- Which route? Self-service for a mutual NDA with no personal data and up to three years on the standard template, review when the counterparty has its own paper or asks for changes, restricted for personal data, source code, samples or sensitive counterparties (step 3).
- Does the counterparty accept the standard template? No: the request moves to the review route (step 5).
- Is the requested change on the list of accepted variations? Yes: the Legal Assistant applies it. No: the Corporate Lawyer takes over (step 7).
- Are all points closed within the fallback positions? No (about 8% of review cases): the Head of Legal decides (step 9).
- Does the NDA restrict the company's own business? Yes (about 6% of review cases): the Business Unit Director must approve (step 10).
- At the expiry reminder: extend, close or convert into a contract clause (step 18).

8. Exceptions

- Urgent meeting tomorrow (about 10%): the Head of Legal may allow the first exchange to proceed on the standard NDA signed the same day, with a rule that no technical detail is shared until the review ends.
- Information shared before signature (about 4%): the requester tells the Legal Assistant, who tells the Head of Legal. The NDA is signed with wording that covers earlier disclosures, and the case is noted in the log.
- Counterparty refuses to sign any NDA: the requester and the Business Unit Director decide whether to continue and what may be shared without one, which is usually only public information.
- Counterparty is a public body or a university with fixed terms (about 3%): the Head of Legal decides, and the accepted terms are recorded as a named exception in the log.
- Legal Assistant on leave: a trained colleague in the legal team covers the log and the reminders.

9. Controls

- No information is shared before the signed NDA is in the log and the requester has been told.
- Self-service is limited to the standard template and the list of accepted variations. Anything else goes to a lawyer.
- Restrictive terms and personal data need the approval of the Head of Legal, and restrictive terms also need the Business Unit Director.
- Every NDA is in one log with parties, purpose, term and expiry, and the log is checked every week.
- Signing authority follows the delegation table, and standing authority for department heads covers the standard NDA only.
- Return or destruction of information is confirmed in writing when the NDA ends.
- Signed NDAs are kept for the term plus the survival period and the retention period set by company policy.

10. Known issues today

- Employees sometimes share material at a first meeting before an NDA exists and ask for the paper afterwards.
- Requests arrive by email as well as the form, so the log misses a few NDAs that were signed by a department head directly.
- Counterparty paper is reviewed from scratch each time and the same objections are argued again with large customers.
- Expiry reminders depend on one person keeping the spreadsheet up to date.
- Requesters do not keep a list of what was sent, so when an NDA ends nobody can say what must be returned.

11. RACI matrix

R = responsible (does the work), A = accountable (owns the outcome), C = consulted, I = informed.

Activity	NDA Requester	Legal Assistant	Corporate Lawyer	Head of Legal	BU Director	Signatory
Request the NDA	A/R	I				
Check the log and choose the route	I	A/R	C	C		
Issue the standard NDA	I	A/R				I
Review counterparty paper	C	R	A/R	C		
Decide on exceptions	I	I	R	A	C	
Approve restrictive terms	C	I	C	C	A	
Sign the NDA	I	R				A
Log the NDA	I	A/R		I		
Track expiry and close out	R	A	I			

12. KPIs

KPI	Definition	Target
Working days from request to signature	Working days from the request form being submitted to the last signature, reported separately for self-service and review.	[set]
Share handled by self-service	Share of NDAs signed on the standard template without a lawyer. Today about 66%.	[set]
Reviews closed by accepted variation	Share of review cases settled by the Legal Assistant using the list of accepted variations. Today about 40%.	[set]
NDAs expiring without a decision	Number of NDAs that expire with no extend, close or convert answer from the requester.	[set]
NDAs missing from the log	Signed NDAs found outside the log during the yearly check, as a share of all NDAs signed.	[set]

13. Revision history

Version	Date	Author	Change
1.0	[date]	[name]	First as-is version

Free template from processfix.ai. You may copy and adapt it. The company in the example is fictional.