



Board Report

File #: 17-1102, **Version:** 1

Authorize the Director of the Information Technology Department to execute either of two template non-disclosure agreements, including making minor alterations that do not substantially alter their terms, subject to County Counsel review, to facilitate work with vendors that requires the County to disclose confidential information about the County's network and information technology systems.

RECOMMENDATION:

It is recommended that the Board of Supervisors:

Authorize the Director of the Information Technology Department to execute either of two template non-disclosure agreements, including making minor alterations that do not substantially alter their terms, subject to County Counsel review, to facilitate work with vendors that requires the County to disclose confidential information about the County's network and information technology systems.

SUMMARY/DISCUSSION:

The Information Technology Department (ITD) is charged with protecting the confidentiality and security of the County's network and other information technology systems. The nature of ITD projects can be time sensitive and include system-critical agreements. Depending on the project and the scope of services, it may become necessary for the County to provide confidential systems or network information to a vendor. The release of this information must be done in an expeditious manner allowing the vendor and County to discuss and analyze systems information and address the County's needs. The goal of these discussions and analysis is to establish a services agreement. To effectively explore technological options available to the County and to plan and complete various projects, it is advantageous and desirable that ITD release information of a confidential nature to certain vendors.

To address the need for disclosure of confidential systems information in these circumstances, ITD has created template agreements. One non-disclosure agreement provides that a signatory vendor will not disclose any confidential information disclosed by the County in order to complete the project in question (the NDA). Another non-disclosure agreement is mutual in nature; provides that neither the vendor in question nor the County will disclose each other's confidential information (the MNDA).

The Board has previously reviewed and approved numerous NDAs on an individual basis, as ITD has brought them to the Board on a project-by-project basis. The NDA and the MNDA submitted for the Board's approval contain the same terms as those that the Board has previously approved.

ITD recommends that the Board authorize the Director of the Information Technology Department to execute the NDA and MNDA in order to achieve County technology infrastructure goals and to expedite the release of critical information as the need to do so arises. One or the other template agreement will be executed with a vendor when the services or information sought from a vendor necessitates the vendor's access to confidential County systems information. ITD recommends that the Board's authorization includes authority to make minor alterations to the NDA and MNDA templates that do not significantly or substantively alter their terms, subject to County Counsel review and approval. Major or significant changes to the template NDAs will be brought to the Board on an individual basis for approval.

OTHER AGENCY INVOLVEMENT:

County Counsel has reviewed and approved the attached template NDA and MNDA as to form.

FINANCING:

There is no cost associated with the authorization to use the NDA or MNDA and no impact on the County General Fund.

BOARD OF SUPERVISORS STRATEGIC INITIATIVES:

Authorizing the Director of the Information Technology Department to execute either the NDA or MNDA will facilitate improvement of the County's technology and information systems infrastructure.

- Economic Development
- Administration
- Health & Human Services
- Infrastructure
- Public Safety

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Approved by:

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Attachments:

Non-Disclosure Agreement template

Mutual Non-Disclosure Agreement template