UNIVERSITY OF HOUSTON LAW CENTER

Nondisclosure Agreements

5297-23048

Proposed Course Syllabus - Draft

Professor	Traci J. Guthrie, tjguthrie@guthrielawpllc.com
Semester	Spring 2027
Class Meeting	Thursdays 8:30-10:30am remote setting
Instruction Mode	Synchronous Online
Office Hours	Office hours by appointment
Course Materials	K. Anita Dodd, Contracts 101: Learn to Review and Negotiate Non-Disclosure Agreements, plus materials provided by the professor.

Course Description

The purpose of this course is to prepare students to effectively review, revise, and negotiate nondisclosure agreements in legal practice. Nondisclosure agreements are among the most commonly encountered agreements in the practice of law. While frequently used in corporate and business matters, NDAs arise across a wide range of legal matters and professional settings whenever confidential or sensitive information must be exchanged or protected.

Students will learn how to approach an NDA when it is presented for review, identify the provisions that are important to their client, recognize potential legal and practical risks, determine which provisions warrant revision, and develop appropriate alternative language. The course will examine an NDA from the perspectives of both the party disclosing confidential information and the party receiving it, with an emphasis on understanding how the circumstances and objectives of the parties influence the review and negotiation of the agreement.

Students will analyze the principal provisions of unilateral and mutual nondisclosure agreements, including the definition and treatment of confidential information, exclusions from confidentiality obligations, permitted use and disclosure, disclosure to representatives and affiliates, compelled disclosure, return and destruction of information, term and survival provisions, remedies, and other commonly negotiated terms. The course will also address provisions that may appear in an NDA but create obligations beyond confidentiality, as well as the relationship between contractual confidentiality obligations and trade secret protection.

Through contract review, issue-spotting, drafting exercises, and negotiation scenarios, students will develop the practical judgment necessary to revise NDA language, communicate material issues and recommendations to clients, and negotiate effectively with opposing counsel. The goal of the course is for students to leave with the ability to confidently review an NDA, identify and explain the provisions that matter, propose appropriate revisions, and negotiate an agreement that reflects their client's interests.

Learning Objectives

- Identify the purpose of an NDA and distinguish between unilateral and mutual agreements.
- Recognize and analyze the principal provisions commonly found in NDAs.
- Evaluate NDA language from the perspectives of both the disclosing party and the receiving party.
- Identify legal and practical risks presented by proposed NDA language.
- Determine when a provision warrants revision and draft appropriate alternative language.
- Explain material NDA issues and recommendations clearly to a client.
- Develop practical strategies for negotiating NDA provisions with opposing counsel.
- Understand the relationship between contractual confidentiality obligations and trade secret protection.
- Recognize provisions embedded in an NDA that may impose obligations beyond confidentiality.

Course Approach and Outline

The course is designed as a practical skills course. Students will move from understanding the structure and purpose of an NDA to reviewing individual clauses, redlining complete agreements, advising clients, and negotiating provisions. The semester will emphasize not merely identifying whether language is favorable or unfavorable, but determining what matters to the particular client and transaction or legal matter, selecting appropriate revisions, and explaining the reasoning behind those decisions.

The course will generally progress through four stages:

- **Foundation:** Purpose and structure of NDAs; identifying the client, the information to be protected, the context of disclosure, and the interests of the disclosing and receiving parties.
- **Clause Analysis:** Detailed review of core confidentiality provisions, exclusions, permitted disclosures, representatives, compelled disclosure, duration, return/destruction, remedies, and related provisions.
- **Review and Revision:** Issue spotting, redlining, drafting alternative language, prioritizing issues, and communicating recommendations to a client.
- **Negotiation and Application:** Negotiation strategy, simulated negotiations, and a comprehensive client assignment requiring students to apply the skills developed during the semester.

Tentative Class Schedule

The schedule below is a proposed 14-class structure. Specific textbook chapters/pages and supplemental materials will be assigned once the final course calendar and edition of the textbook are confirmed.

Class	Topic	Focus	Preparation
1	The NDA Assignment and the Lawyer's Role	Why NDAs are used; unilateral vs. mutual NDAs; identifying the client, purpose, information, parties,	Introductory reading; sample NDA

		and practical context before beginning review.	
2	Defining Confidential Information	Scope of confidential information; written, oral, and electronic information; marking requirements; information disclosed before execution.	In-class clause exercise
3	Exclusions from Confidential Information	Public information, prior knowledge, independent development, third-party sources, and evidentiary considerations.	In-class clause exercise
4	Use and Disclosure Obligations	Permitted purpose; standard of care; restrictions on use and disclosure; need-to-know concepts.	In-class clause drafting exercise
5	Representatives, Affiliates, and Permitted Recipients	Employees, advisors, affiliates, contractors, responsibility for representatives, and practical concerns.	In-class redline exercise
6	Compelled Disclosure	Subpoenas, governmental demands, notice, cooperation, protective orders, and legally required disclosures.	In-class clause comparison
7	Term, Survival, and Trade Secrets	Duration of confidentiality obligations; indefinite obligations; treatment of trade secrets; practical negotiation considerations.	In-class clause review exercise
8	Return and Destruction of Information	Return/destruction obligations, backups, archival copies, legal retention requirements, and certifications.	In-class drafting exercise
9	Remedies and Enforcement	Injunctive relief, damages, attorneys' fees, irreparable harm language, and	In-class issue spotting exercise

		enforcement considerations.	
10	Beyond Confidentiality	No-license provisions, intellectual property, residuals, non-solicitation, standstill or other provisions that may create obligations beyond confidentiality.	In-class clause exercise
11	Boilerplate and the Complete NDA	Governing law, venue, assignment, integration, waiver, amendment, notices, counterparts, and reviewing the agreement as a whole.	Full NDA review
12	Redlining, Client Advice, and Negotiation Strategy	Prioritizing issues; avoiding unnecessary edits; drafting alternatives; explaining material issues to clients; preparing for negotiation.	Redline and client communication exercise
13	NDA Negotiation Simulation	Students negotiate selected NDA provisions from opposing client positions and evaluate possible compromises.	Negotiation preparation
14	Putting It All Together	Comprehensive review of the NDA process; common mistakes; professional judgment.	Final review

Assessment and Grading - Proposed

Because the course is designed to develop practical legal skills, assessment will emphasize the student's ability to apply course concepts rather than memorize terminology. The final grading structure may be adjusted before the syllabus is finalized.

Component	**Weight**
Class Participation and In-Class Exercises	100%

Class Participation and Preparation

Students are expected to complete assigned readings before class and to participate actively in contract review, drafting, discussion, and negotiation exercises. Because many class sessions will involve working directly with NDA language, students should bring the assigned agreement or provisions to class in a format that permits annotation and revision. Students are expected to be on camera during

class sessions; participation on camera is strongly suggested; however, if this is expected to raise an issue, please reach out to the professor in advance.

Attendance
Regular attendance is required. The final syllabus will incorporate the University of Houston Law Center's then-current attendance requirements and any required institutional syllabus language.

Course Materials and Supplemental Documents
The primary text will be K. Anita Dodd, Contracts 101: Learn to Review and Negotiate Non-Disclosure Agreements. The professor may also provide sample NDAs, selected provisions, hypothetical client communications, negotiation instructions, and other supplemental materials for classroom exercises. Specific reading assignments may be added to the schedule.

Additional UHLC and University of Houston Required Policies

1. UHLC Honor Code

The UHLC Honor Code applies to all aspects of this course. You are responsible for knowing all Honor Code provisions and for complying with the Honor Code. Please inquire if you have any questions regarding how the Honor Code's provisions apply to specific activities or situations related to this course. Your continuing enrollment in this course is deemed to be a pledge by you under the Honor Code to comply with the Honor Code in relation to this course and to comply with the instructions in the course syllabus.

2. Attendance

Regular attendance and active participation are required. In accordance with the UH Law Center's attendance policy, students must attend at least 80% of scheduled class sessions. For this 14-session course, students must attend at least 12 sessions to satisfy the minimum attendance requirement. Attendance will be recorded at each class meeting. Students who do not satisfy the attendance requirement may be referred to the Office of Student Affairs for appropriate action under Law Center policies.

3. Mental Health and Wellness Resources

The University of Houston has a number of resources to support students' mental health and overall wellness, including CoogsCARE and the UH Go App. UH Counseling and Psychological Services (CAPS) offers 24/7 mental health support for all students, addressing various concerns like stress, college adjustment and sadness. CAPS provides individual and couples counseling, group therapy, workshops and connections to other support services on and off-campus. For assistance visit uh.edu/caps, call 713-743-5454, or visit a Let's Talk location in-person or virtually. Let's Talk are daily, informal confidential consultations with CAPS therapists where no appointment or paperwork is needed.

Need Support Now? - If you or someone you know is struggling or in crisis, help is available. Call CAPS crisis support 24/7 at 713-743-5454, or the National Suicide and Crisis Lifeline: call or text 988, or chat 988lifeline.org.

4. Title IX / Sexual Misconduct

Per the UHS Sexual Misconduct Policy, your instructor is a "responsible employee" for reporting purposes under Title IX regulations and state law and must report incidents of sexual misconduct (sexual harassment, non-consensual sexual contact, sexual assault, sexual exploitation, sexual intimidation, intimate partner violence, or stalking) about which they become aware to the Title IX office. Please know there are places on campus where you can make a report in confidence. You can find more information about resources on the Title IX website at https://uh.edu/equal-opportunity/title-ix-sexual-misconduct/resources/.

5. Reasonable Academic Adjustments / Auxiliary Aids

The University of Houston is committed to providing an academic environment and educational programs that are accessible for its students. Any student with a disability who is experiencing barriers to learning, assessment or participation is encouraged to contact the Justin Dart, Jr. Student

Accessibility Center (Dart Center) to learn more about academic accommodations and support that may be available to them. Students seeking academic accommodations will need to register with the Dart Center as soon as possible to ensure timely implementation of approved accommodations. Please contact the Dart Center by visiting the website: https://uh.edu/accessibility/ calling (713) 743-5400, or emailing jdcenter@Central.UH.EDU.

6. Recording of Class

Students may not record all or part of class, livestream all or part of class, or make/distribute screen captures, without advanced written consent of the instructor. If you have or think you may have a disability such that you need to record class-related activities, please contact the Justin Dart, Jr. Student Accessibility Center. If you have an accommodation to record class-related activities, those recordings may not be shared with any other student, whether in this course or not, or with any other person or on any other platform. Classes may be recorded by the instructor. Students may use instructor's recordings for their own studying and notetaking. Instructor's recordings are not authorized to be shared with anyone without the prior written approval of the instructor. Failure to comply with requirements regarding recordings will result in a disciplinary referral to the Dean of Students Office and may result in disciplinary action.

7. Artificial Intelligence (AI) Policy

Students may use generative artificial intelligence (AI) tools, including ChatGPT and similar applications, for limited educational purposes, such as preparing for class, reviewing course concepts, creating study materials, and checking grammar, spelling, and clarity in their own written work.

Unless expressly authorized by the instructor, students may not use AI-generated work product to perform substantive legal analysis, draft or revise contractual provisions, prepare contract redlines, develop negotiation strategies, or complete graded or ungraded simulation exercises and assignments. All substantive work submitted or presented in this course must reflect the student's independent analysis, judgment, and application of the skills being taught.

Students must disclose any permitted use of AI in connection with submitted assignments upon request by the instructor. Unauthorized use of AI-generated work product may constitute a violation of the UHLC Honor Code.

The purpose of this policy is to ensure that students develop the independent legal reasoning, drafting, negotiation, and professional judgment skills necessary for transactional practice.