

52.203-19 Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements.

As prescribed in 3.909-3(b), insert the following clause:

Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements (Jan 2017)

(a) *Definitions.* As used in this clause-

Internal confidentiality agreement or statement means a confidentiality agreement or any other written statement that the contractor requires any of its employees or *subcontractors* to sign regarding nondisclosure of contractor information, except that it does not include confidentiality agreements arising out of civil litigation or confidentiality agreements that contractor employees or *subcontractors* sign at the behest of a *Federal agency*.

Subcontract means any contract as defined in subpart 2.1 entered into by a *subcontractor* to furnish *supplies* or services for performance of a prime contract or a *subcontract*. It includes but is not limited to *purchase orders*, and changes and modifications to *purchase orders*.

Subcontractor means any supplier, distributor, vendor, or firm (including a consultant) that furnishes *supplies* or services to or for a prime contractor or another *subcontractor*.

(b) The Contractor *shall* not require its employees or *subcontractors* to sign or comply with internal confidentiality agreements or statements prohibiting or otherwise restricting such employees or *subcontractors* from lawfully reporting waste, fraud, or abuse related to the performance of a Government contract to a designated investigative or law enforcement representative of a Federal department or agency authorized to receive such information (*e.g.*, agency Office of the Inspector General).

(c) The Contractor *shall* notify current employees and *subcontractors* that prohibitions and restrictions of any preexisting internal confidentiality agreements or statements covered by this clause, to the extent that such prohibitions and restrictions are inconsistent with the prohibitions of this clause, are no longer in effect.

(d) The prohibition in paragraph (b) of this clause does not contravene requirements applicable to Standard Form 312 (*Classified Information Nondisclosure Agreement*), Form 4414 (*Sensitive Compartmented Information Nondisclosure Agreement*), or any other form issued by a Federal department or agency governing the nondisclosure of *classified information*.

(e) In accordance with section 743 of Division E, Title VII, of the Consolidated and Further Continuing Appropriations Act, 2015, (Pub. L. 113-235), and its successor provisions in subsequent appropriations acts (and as extended in continuing resolutions) use of funds appropriated (or otherwise made available) is prohibited, if the Government determines that the Contractor is not in compliance with the provisions of this clause.

(f) The Contractor *shall* include the substance of this clause, including this paragraph (f), in *subcontracts* under such contracts.

(End of clause)

Parent topic: [52.203 \[Reserved\]](#)