Data Use Agreement for Data Commons (DUA-DC)

Goal

Sharing data can help address some of society's biggest challenges and help individuals and organizations be more innovative, efficient, and productive. We want to make it easier for individuals and organizations to share data and are working with companies, academics, and researchers to build better processes and tools to do so. This Data Use Agreement for Data Commons (DUA-DC) is a template that might be used when multiple parties in possession of large data sets pertaining to a particular subject matter want to share them through a common, API-enabled database. This agreement is intended to give parties a starting point for their discussions by providing a uniform format, engagement structure, and set of generic legal terms. It also includes comments that elaborate on the terms and highlight options for addressing different scenarios that may arise in establishing a data commons.

Overview

This DUA-DC template provides a set of terms for parties to share data through a common database. For simplicity, this template assumes that access to the common database is available only to contributors and that the shared data does not include personal, private, or proprietary data, although the comments in the template suggest modifications that might be made to address those more complex scenarios. This template also assumes that the contributors would enter into an agreement with an operator to maintain the common database under the direction of the contributors. Note that this arrangement differs from a "Data Trust," in which the contributors delegate control and decision making to a trustee. In some simpler scenarios the parties may not need an operator.

Contemplated use case

This agreement is intended for situations where the parties want to share data through a common database that is accessed through Application Programing Interfaces (APIs). The parties contribute data to the database via APIs that dictate the structure and format of the data contributions. And, similarly, the parties access data from the database through APIs that are designed to enable only the level of access that the parties contemplate. These APIs are technologically constrained data gateways in and out of the database and because the DUA-DC contemplates that the parties will interact with the database through these APIs, the technical design of those APIs become, in effect, the technical terms of the contract.

With this agreement, Microsoft is not giving legal advice. Please consider your own circumstances and seek your own legal counsel as needed.

Contributing

This DUA-DC template might be improved as we learn more from users, and it does not address every data sharing scenario. We are interested in your feedback both as to how the DUA-DC might be made more useful and as to other templates that address other common data sharing scenarios. Please submit your comments to datainno@microsoft.com.

In this process, we hope to listen to your feedback, learn from it, and improve and expand this work product over time.