

MEMORANDUM OF UNDERSTANDING (MOU)

Between

ODS Board of Directors

And

MobilityData International Organization

This Memorandum of Understanding (MOU) is entered into by the Transit Operational Data Standard (ODS) Board of Directors, hereinafter referred to as "The ODS Board," and MobilityData International Organization, hereinafter referred to as "MobilityData," collectively referred to as "the Parties."

I. PURPOSE

The purpose of this MOU is to establish a collaborative framework wherein MobilityData is designated as the ODS Manager, as defined in the ODS Governance Document, and to outline the roles, responsibilities, and expectations incumbent upon each party regarding the governance, development, and maintenance of the ODS standard suite in alignment with the ODS Governance and ODS Change Management Policy.

II. SCOPE OF RESPONSIBILITIES

A. MobilityData Responsibilities

As ODS Manager, consistent with the ODS Governance Document, MobilityData will oversee daily management of the ODS Project at the direction of the ODS Coalition in pursuit of the ODS Project Roadmap consistent with available resources, including:

- Identifying, pursuing, and managing human and monetary resources available to the ODS Project (e.g. grant opportunities);
- Maintaining a high-profile in relevant venues and conduct targeted direct outreach which establishes the ODS Project as the leader in the mobility data interoperability space;
- Developing and maintaining an active space for collaboration among the ODS stakeholders;
- Facilitating a decision-making process of the ODS Stakeholders and ODS Board to develop and regularly update the ODS Project Roadmap.
- Agendizing, noticing, hosting and managing regular ODS Contributor or ODS Issue Working Group meetings not less than once per month to address outstanding issues.

- Aggregating and coordinating decisions which must be considered and addressed by the ODS Board with the ODS Board Coordinator.
- Implementing, maintaining, reviewing, and improving the documentation of the ODS Specification in consultation with the ODS Community.
- Implementing the processes defined in the ODS Versioning + Change Management Policy and assuming all roles and duties assigned therein to the ODS Manager including but not limited to triaging, prioritizing, garnering resources and implementing solutions to issues identified by the ODS Community.

Mobility Data will:

- Maintain its ability to receive and manage US Federal Funding.
- Maintain its good legal standing within all applicable legal domiciles.
- Identify and work with the Board Chair to manage any organizational conflicts of interest.
- Abide by and enforce the ODS Code of Conduct.
- Assign an individual as the ODS Program Manager, who shall serve as the primary point of contact between the ODS Board and MobilityData. MobilityData will communicate the name of the ODS Program Manager to the ODS Board in writing and notify the ODS Board of any change in this assignment in writing.
- Serve as the ODS Manager; overseeing daily management of the ODS Project at the direction of the ODS Board in pursuit of the ODS Roadmap in pursuit of Project objectives including:
- Manage the ODS Community membership in accordance with the ODS Governance including:
 - a. Solicit, review, and manage requests by individuals to become ODS Contributors ensuring adherence to the Contributor Agreement and ODS Code of Conduct and maintaining a conducive environment for participation, as per the change management process defined in ODS policy documents.
 - b. Remove Contributors in accordance with a fair and transparent process that is consistent with the ODS Contributor Agreement, ODS Code of Conduct, and ODS Governance Policy.
 - c. Maintain the list of ODS Contributors at a designated public repository or platform.

- d. Maintain a contact list of ODS Community members and regularly communicate with them about recent developments and opportunities for them to provide feedback, through established communication protocols.
- Design and manage technology systems within the ODS Repository which support the ODS Governance and ODS Versioning + Change Management Policy.

B. Board Responsibilities

The ODS Board will:

1. Collaborate closely with the ODS Program Manager, providing necessary guidance, approvals, and feedback to align the development efforts with the broader strategic objectives, as outlined in the ODS Governance policy.
2. Assign the ODS Program Manager as an Owner of the ODS Repository.
3. Notify MobilityData of the person filling the role of ODS Board Coordinator.
4. Facilitate the necessary access, authority, and resources for the ODS Program Manager to perform their obligations effectively.
5. Engage in regular (at least annual) reviews and evaluations of MobilityData's performance and the overall health of the ODS Project, including a dispute resolution mechanism as per the ODS Governance document.
6. Retain the authority to request MobilityData make changes to the staffing of the ODS Program Manager role if there is evidence of unremedied performance concerns, ensuring such requests are handled in a manner consistent with the Change Management Policy.
7. Retain the authority to make high-level and strategic decisions regarding the direction, milestones, and objectives of the ODS Project, in line with the Change Management Policy.

III. DEFINITIONS

A. ODS Board Coordinator

Chosen by the ODS Board, this individual is responsible for coordinating the actions and activities of the ODS Board including: Scheduling and agendizing ODS Board meetings in consultation with the ODS Board Chair and ODS Program Manager; and Recording and publicizing ODS Board actions.

B. ODS Board of Directors

Govern and collectively own the ODS Project. If no ODS Manager is selected, the ODS Board is responsible for their activities as well.

C. ODS Change Management + Versioning Policy

The policy governing how content of the ODS Specification may be changed and released as an official ODS version. Currently documented at

<http://github.com/ODS-transit/VERSIONING.md>.

D. ODS Code of Conduct

Agreement for behavior within the ODS Community which must be abided by by all of the ODS Board, ODS Contributors and the ODS Manager and its representatives. Currently documented at

http://github.com/ODS-transit/CODE_OF_CONDUCT.md.

E. ODS Community

The combined members of ODS Board, ODS Manager, ODS Board Coordinator, ODS Contributors and ODS Stakeholders.

F. ODS Contributor

Individuals apply to become Contributors by acknowledging and agreeing to the ODS Contributor Agreement and ODS Code of Conduct.

G. ODS Contributor Agreement

Agreement ODS Contributors make when contributing to the ODS Project as documented at:

<http://github.com/ODS-transit/CONTRIBUTING.md> and authorized using cla-assistant.

H. ODS Documentation

The text and website (and supporting scripts) which describe the ODS Specification and its purpose and usage located on the ODS Repository.

I. ODS Governance

Who and how decisions are made about the scope and direction of the ODS Project, including but not limited to the ODS Change Management and Versioning Policy.

J. ODS Manager

Oversees daily management of the ODS Project at the direction of the ODS Board including the ODS Change Management Process, ODS Repository, ODS Project resource management, and Internal and external project communications.

K. ODS Owner

The ODS Project is collectively owned and overseen by the ODS Board of Directors.

L. ODS Program Manager

Serves as the main contact between the ODS Board and the ODS Manager.

M. ODS Project

The ODS Project encompasses: ODS Specification, ODS Tools, ODS Repository, ODS Documentation, ODS Governance

N. ODS Repository

The version control repository containing the ODS Specification. Currently located at:
<http://github.com/ODS-transit/ODS>.

O. ODS Repository Organization

The version control organization which contains the ODS Repository. Currently located at:
<http://github.com/ODS-transit>.

P. ODS Stakeholder

Anyone with an interest in, or who could be directly affected by, the ODS Project.

Q. ODS Tools

Any scripts or code released within the ODS Repository Organization.

R. Operational Data Standard (ODS) Specification

The data schema documented in the ODS Repository and in ODS Documentation for the purposes of representing planned transit operations to be used in various contexts, including, but not limited to, dispatching software and operations management software.

IV. TERM

This MOU shall be effective upon the date of the last party to sign and will remain in effect until March 15th, 2024 with the option to extend in one-year increments if mutually agreed to in writing by each party.

V. COMMUNICATION

All notices, requests, and other communications under this MOU shall be in writing, and shall be addressed to the respective parties at the appropriate mailing address, email address, or facsimile number as stipulated by the parties.

VI. MODIFICATION OR TERMINATION

This MOU may be modified by mutual written agreement of the parties. Additionally, either party may terminate this MOU by providing written notice to the other party of a minimum of 60 days.

VII. LIABILITY

Each party agrees to be responsible for its own acts, omissions, or negligence, and the results thereof, and shall not be responsible for the acts, omissions, or negligence of the other party, and the results thereof.

VIII. MISCELLANEOUS

This MOU represents the entire understanding between the parties and supersedes all prior negotiations, representations, or agreements, either written or oral. This MOU may be amended only by a written instrument signed by both parties.

IX. INTEGRATION CLAUSE

This MOU and the ODS Governance and Change Management Policy documents are to be interpreted as integrated documents. In the event of a conflict between this MOU and the ODS Governance and Change Management Policy, the provisions of the ODS Governance and Change Management Policy will prevail.

X. SIGNATURES

This MOU shall be effective as of the date of final signature.

Signed,



Scott Frazier (Feb 22, 2024 06:52 PST)

Scott Frazier
ODS Board Chair

Date: 2/22/24



Eric Plosky (Feb 23, 2024 08:57 EST)

Eric Plosky
Executive Director, MobilityData

Date: 2/22/24

MOU_ ODS and Mobility Data

Final Audit Report

2024-02-23

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