

Memorandum of Agreement

Multi-Organizational Governance and Resourcing of ROR (Research Organization Registry)

Preamble

The Research Organization Registry (ROR) is a collaboration of the California Digital Library (CDL), Crossref, and DataCite (“ROR governing organizations”). The ROR governing organizations collectively assume and share responsibility for ROR governance, operations, resourcing, and decision-making. These responsibilities are defined in this Memorandum of Agreement (MOA).

Responsibility for ROR is designed and premised on the following core principles:

- ROR is a collaborative, open infrastructure initiative and service.
- ROR is not an independent organization or legal entity.
- ROR is committed to following the Principles of Open Scholarly Infrastructure (POSI).
- ROR cannot be governed by, purchased by, controlled by or sold to a commercial entity¹.
- The ROR governing organizations agree to not transfer control of any aspect of ROR or the ROR system to a commercial entity.

Agreement

1. Purpose:

This Memorandum of Agreement (MOA), dated as of September 20, 2022, constitutes an agreement between the California Digital Library (CDL), Crossref, and DataCite. This MOA is a non-binding document whose purpose is to outline the parties’ collective intent and commitments with respect to the sharing of respective roles and responsibilities of each party.

2. General Responsibilities and Duties:

CDL, Crossref, and DataCite are responsible for coordinating the activities of the Research Organization Registry. These activities include governance, resourcing, decision-making, and general operations of the project. Each organization will provide input on decisions and overall strategy that support the growth and sustainability of ROR by engaging in outreach to funders, potential adopters, and other stakeholders in their respective networks.

¹ For the purposes of this agreement, a “commercial entity” is defined as any legal entity that is organized and operated for the profit and benefit of private shareholders and/or owners.

The director of each governing organization appoints a representative to the ROR Operations Team, which constitutes the organization representatives plus the ROR Project Lead and meets on a regular basis to coordinate general ROR operations.

3. Governance Model:

The ROR Operations Team has sole governance authority for ROR under the terms of this MOA.

The ROR Operations Team appoints a Steering Group, a supportive group offering advice on priorities and strategy. The Steering Group includes directors of the ROR governing organizations and representatives of external organizations. Directors of the ROR governing organizations serve on the Steering Group in a permanent capacity; other members serve limited terms. Current members are listed on the ROR website. Steering Group activities are guided by terms of reference, which are published on the ROR website. The representation of commercial entities on the Steering Group will not exceed 25% of the total members of the group.

4. Resourcing Model:

The ROR governing organizations are committed to the long-term funding of ROR's core operations. ROR's staffing and general operating expenses will be resourced and provided by the ROR governing organizations. Funding levels will be unanimously agreed by the ROR Operations Team as part of an annual budgeting process. Additional funding that ROR receives from grants, community contributions, or other sources may be used to offset the contributions of the governing organizations or to fund time-limited projects and research and development opportunities. Use of these additional funds will be at the discretion of and agreed by the ROR Operations Team, consistent with the terms of the funding.

5. Shared Staffing:

ROR staffing will be resourced and provided by the ROR governing organizations using personnel (employees or independent contractors) of the ROR governing organizations. Additional ad hoc staff support for operational activities will also be resourced through the ROR governing organizations. Additional staffing for time-limited projects may be resourced through external funding. Current staffing levels and each organization's responsibility are described in Appendix A.

6. Infrastructure Hosting:

Hosting for ROR's core infrastructure will be resourced by DataCite and coordinated by the ROR Technical Lead. Issues related to service availability and service costs will be reported to the ROR Operations Team on a regular basis.

7. Non-Personnel Expenses:

General non-personnel operating expenses will be resourced through the ROR

governing organizations. Each governing organization's responsibility will be documented in ROR's annual budget.

Non-personnel costs that are not part of general operating expenses may be resourced through ROR's governing organizations or existing funds in the ROR bank account at the discretion of the ROR Operations Team.

8. Financial Administration:

Day-to-day bookkeeping and accounts payable/receivable functions will be administered by the Crossref accounting team and led by the ROR Project Lead.

- Crossref will be responsible for holding all shared ROR funds in a designated bank account.
- Financial transactions will be processed and tracked in a way that allows the ROR Operations Team to have full access to and oversight of ROR funds.
- Funds in the designated bank account will be used at the discretion of the ROR Operations Team. Potential expenses include travel and meeting costs for ROR events, infrastructure costs, communications, software licenses, and staff salaries. Additionally, these funds may be used to temporarily offset the contributions of the governing organizations or to fund time-limited projects and research and development opportunities.
- Crossref's finance team will ensure that all transactions are processed and tracked in a way that allows the ROR Operations Team to have full access and authority. Funds will be accounted for using US GAAP principles and will be reflected in Crossref's financial statements.
- Crossref assumes the responsibility for the auditing of ROR funds as part of its annual audit.
- The ROR Project Lead will remain the primary point of contact for ROR funds management. While the Crossref accounting team will administer the bookkeeping, the Crossref representative on the ROR Operations Team will not hold a privileged relationship in this situation.
- Decision making for payments will require unanimous vote in writing from the ROR Operations Team. Upon approval, the ROR Project Lead will instruct the Crossref accounting team of decisions/payments.
- The Operations Team and Project Lead will share financial reports with the Steering Group on a regular basis and will include these reports in an annual report to the community (following a calendar-year schedule).

9. Trademark:

- The ROR governing organizations may make use during the period of this MOA of the ROR name and logo for the purposes of indicating that the ROR governing organizations have entered into this MOA, identifying ROR IDs in interfaces and branding in outreach materials.

10. **MOA Review:**

- This MOA supersedes the existing Memorandum of Agreement relating to ROR, dated as of 26 May 2020.
- This MOA will remain valid through 31 December 2024. At that time, this agreement should be reviewed, updated, and signed by all governing organizations.
- The MOA may be reviewed and modified at any time, as appropriate, with written agreement from all governing organizations.

11. **Priority Setting, Supervision, and Performance Evaluation:**

- The ROR Operations Team will work with the ROR Project Lead on priority setting and ensure the appropriate goals are being met.
- The ROR Operations Team will discuss priorities with the Steering Group and seek advice on priority setting as appropriate to the group's remit.
- All staff performance review processes will be guided by the human-resources policies relevant to their respective employing organization. The supervisors of all staff mentioned in this MOA may contact the ROR Operations Team to provide input on the performance and incorporate their perspectives in the review.

12. **Termination of Agreement:**

A governing organization intending to exit this agreement shall provide 6 months written notice to the ROR Operations Team. The remaining governing organization(s) shall then determine the next steps to be taken, i.e., whether to replace the departing organization(s), within 30 days of the notice. If a replacement organization is selected, they must meet the guidelines outlined in this agreement. All ROR governing organizations will cooperate in this process with the objective of an orderly transition to a new model and the sustainability of the ROR registry.

If the agreement is terminated entirely, and all governing organizations decide to exit, the ROR governing organizations will cooperate on a transition with the objective of facilitating the continuation of ROR as an open, community-supported initiative. The following steps will be taken:

- Store all ROR code repositories and data dumps of the registry on Github under the MIT license (static content on ROR website is licensed CC-BY)
- Select a new non-profit organization or group of non-profit organizations committed to an open, community-supported ROR registry to take control of the project, if such interest exists
- Approve disbursement of remaining funds in the ROR bank account to the appropriate organization
- Reallocate ROR personnel to other projects as determined by the respective employing organization

- Determine appropriate transfer or deletion of mailing list and contact information for community stakeholders, in accordance with GDPR guidelines
- Release ownership of the ROR domain name (ror.org) or transfer ownership to the successor non-profit entity, or entities, with a commitment to an open, community-supported ROR registry

The undersigned parties hereby execute this Memorandum of Agreement as of the date first set forth above.



Günter Waibel
Executive Director
California Digital Library



Ed Pentz
Executive Director
Crossref



Matt Buys
Executive Director
DataCite

September 22, 2022

Date signed

September 22, 2022

Date signed

September 22, 2022

Date signed

Appendix A. Staffing Model

The ROR governing organizations agree to support the following positions as core staff roles:

Role	% FTE	Employing organization
Project Lead	.5	California Digital Library
Technical Lead	1.0	DataCite
Technical Community Manager	1.0	Crossref
Metadata Curation Lead	1.0	Crossref
Application Developer	.5	California Digital Library

Adjustments to this model will be discussed by the ROR Operations Team as the need arises.