

# Memorandum of Cooperation

among the Members of the

## DINA-Specify Consortium

### Introduction

The DINA-Specify consortium (DSC) is an unincorporated international partnership among organizations and individuals (“Members”) for collaborative development of an open-source web-based information management system for natural history data. The system is intended for assembling, managing and sharing data associated with natural history collections and their curation. Target collections include zoological, botanical, geological and paleontological collections, living collections, observation records, and molecular data. Ultimately, the DSC Members determine the scope and functionality of the system through the mechanisms outlined in this agreement.

The purpose of this Memorandum of Cooperation (MOC) is to specify the intention of DSC and its Members to cooperate in the activities of DSC and to promote their active involvement in these activities. This MOC provides a legally non-binding foundation for the Members to work together, under mutual consent.

The Members acknowledge that it is in their common interest and to their mutual benefit to work cooperatively through DSC in a manner consistent with each Member’s mission, objectives, and ethical standards. The MOC is not intended to be, and does not constitute in any way, a legal agreement, or impose any legal obligation on any party. The parties will attempt to resolve any dispute arising out of or relating to this MOC through negotiations among senior executives of the parties.

### Goals

The goals of the DSC are to:

- organize joint development of a professional open-source web-based software system for the management and sharing of natural history data, the DSC system
- contribute to open sharing of natural history data through the DSC system
- develop and implement best practices for effective distributed development of the DSC system
- improve the accessibility to user support and training for the DSC system
- promote the adoption of the DSC system by organizations around the world hosting natural history collections and natural history data

### Activities

The DSC will work towards its goals by

- promoting discussion among its Members and other stakeholders concerning the user interfaces and functionality that need to be supported by a professional open-source web-based software system for the management and sharing of natural history data

- developing, testing and implementing approaches to efficient distributed development of such a system among its Members
- disseminating information about engineering and user functionality aspects of the DSC system
- providing joint technical support and training opportunities for users and administrators of the DSC system
- promoting the establishment of data models, interfaces, and transport protocols used by the DSC system as international standards
- exploring cloud computing, mirroring, and other technical solutions improving the robustness and performance of DSC system installations
- organizing talks, seminars, workshops and other outreach events, as well as Web activities, promoting the adoption of the DSC system

## **Governance**

The DSC is governed by an International Steering Committee (ISC) comprised of volunteers, who are selected by and represent DSC members. ISC oversees the pursuit of goals, priorities, and activities proposed by DSC Members. The ISC will focus this effort by identifying key agendas, directing work, sharing information, raising funds, and monitoring outcomes. The ISC reviews prospective Members and Membership status changes using DSC Membership and Member Responsibilities (presented below) as criteria.

The ISC elects among itself a chair and secretary, and will meet at least twice a year, using web conferencing solutions if appropriate. The ISC should maintain a DSC web site

The ISC will make sure that DSC goals are achieved through the work of Task Forces made up of volunteers who are selected by and represent DSC Members. DSC Task Force Members will have capabilities and resources to offer DSC. New Task Forces and new Task Force Members may be proposed by DSC Members to the ISC for review and approval at any time.

## **System Engineering Task Force**

The permanent System Engineering Task Force (SETF) of the ISC takes on a special role in coordinating the software development among Core Members (defined below) to produce a coherent software system fulfilling the requirements and needs of DSC Members. Each Core Member elects one representative to the SETF and may replace its representative at any time by informing the ISC.

Under the general guidelines set out by the ISC, the SETF is responsible for the long-term system architecture roadmap and technology choices, as well as the short- to medium-term coordination of the development efforts. The SETF elects among its members a chair, a secretary, and any other officials it deems necessary. In the SETF, each partner in the consortium has one vote. The SETF is to meet whenever at least one member communicates such a need.

The SETF should strive to reach consensus but may take decisions based on a two-thirds majority if it is not possible to reach consensus. The decisions of the SETF are to be documented in minutes that are to be posted publicly within a week of the corresponding meeting on the DSC web site.

On the DSC web site, the SETF should describe its work and publicly post all the necessary technical documents guiding the software development. These documents may include roadmaps, technical specifications of components and interfaces in the system, and lists of development tasks of participating developer teams with the associated deadlines.

The SETF should strive to find technical solutions promoting efficient distributed development and drawing from the technical skills of each of the participating developer teams. This is likely to involve a service-oriented architecture (SOA), with each component service being developed by one of the teams in the consortium. The SETF should respect the priorities of each of the Core Members participating in the development effort while keeping an eye on the overall priorities of the DSC.

The SETF assigns development tasks to each of the Core Member teams and sets up an appropriate deadline for delivery in communication with that team. The SETF is responsible for providing a reasonably detailed specification of the development task. This specification should be posted on the consortium web site together with the deadline.

Each Core Member development team is responsible for finishing its tasks on time according to SETF specifications. The SETF is responsible for having the finished software component tested and approved for inclusion in the system by an independent quality controller. The task is not considered completed by the consortium until it has been approved by the SETF.

The SETF is responsible for software development, technical software documentation, and user manuals. Each partner in the consortium is responsible for the administration of its system installation(s) and for supporting its user community.

## **Members**

Membership in DSC is open to natural history museums, herbaria, botanical gardens, and other institutions hosting natural history collections, and to representatives of government agencies, academic and other organizations or individuals involved in the development or deployment of informatics tools for natural history data. Organizations or individuals may apply to the ISC to become new Members or can be nominated by DSC Members at any time. Membership in DSC is by mutual agreement between the prospective Member and the ISC.

DSC has two Membership categories, Core Members and Associate Members.

**Core Members.** Core Members are organizations or individuals who fulfill all the requirements of Associate Members, and also:

- commit at least one full-time equivalent of resources to the development of the consortium goals. This should include at least a half-time resource for code development. The other half-time resource may be devoted to code development but also to analyzing requirements, testing software, or other contributions to DSC priorities.
- contribute actively to the work in the SETF and commit to working under the guidelines and instructions of the SETF.

**Associate Members.** Associate members are expected to:

- have a commitment to provide long-term preservation of natural history collections and associated data for the purpose of providing access for research and other societal and commercial uses of such data
- use the DSC system in managing natural history data for their user community, if they have

such a user community

- provide feedback from their users to the ISC and the SETF
- support and contribute to the goals of DSC
- provide technical expertise to DSC
- participate in DSC activities and Task Forces

Hereafter the terms “Membership” and “Member” applies to both Core Members and Associate Members.

Each Member is responsible for the acts and omissions of its employees while participating in the activities under this MOC. Members are responsible for the cost of their participation in DSC activities.

Membership in DSC will not affect the normal operations of Member Institutions. In particular, Membership will not inhibit a Member’s ability to:

- Use different information management systems for their natural history data, in addition to the system developed by DSC.
- Decide to discontinue the use of the system developed by DSC and leave the DSC.

Membership provides benefits including, but not limited to, the following:

- Raising institutional profile by associating with an international consortium developing a professional open-source information management system for natural history data.
- Improving institutional credibility by contributing to the long-term stability, reliability and accessibility of open-source software for the management of natural history data.
- Gaining influence over the direction of the development of such a system.
- Improving the ability to build on the efforts of other leading institutions in developing customized software solutions fulfilling special needs.
- Ensuring maximum long-term flexibility and cost-effectiveness in meeting local institutional needs for professional web-based information management systems for natural history data.

## **Code of Conduct**

In its own operations, DSC will adhere to generally accepted principles, such as prior informed consent and mutually agreed terms. DSC will also follow ethical standards, best practices, and policies developed to support the Convention on Biological Diversity and other relevant international treaties.

DSC recognizes that its Members may have their own institutional codes of conduct and/or ethical standards. Nothing in DSC’s Code of Conduct should be viewed as contradicting or superseding institutional codes and/or standards of conduct.

DSC shall seek each Member’s permission before displaying that Member’s trademark or logo or otherwise representing that the Member endorses, participates in or is affiliated with DSC. DSC may publish the names of individuals involved in or affiliated with DSC provided those individuals have

consented to such publication.

Nothing in this MOC is to be treated as creating a partnership, agency, trust, joint venture or otherwise. This MOC does not represent a commitment to fund or otherwise participate in any specific project or initiative. Except for the expected contribution in staff time to the DSC development effort by Core Members, as outlined, above, any activity that requires reimbursement or contribution of funds or any other contribution by one signatory of the MOC to another will be set forth in a separate written agreement in accordance with applicable laws, regulations, and procedures.

This non-binding MOC may be modified or amended upon the request of any signatory party with the concurrence of all others. Any signatory may change its Membership status by submitting a letter of intent directly to the ISC. If the change involves a Core Member becoming an Associate Member, the Member should strive to complete all its development tasks assigned to it by the SETF before becoming an Associate Member. If the change involves an Associate Member becoming a Core Member, the change is subject to approval by ISC after reviewing if the Member meets the criteria for a Core Member.

If a Core Member fails to live up to its commitments according to this MOC, the ISC may decide that such a Member should be considered an Associate Member instead. Such decisions should be preceded by discussion with senior executives representing that Member.

Any signatory party may cease participating in this MOC with written notice to the Secretariat 30 days prior to such withdrawal.

## **Timeframe**

This Memorandum of Cooperation will be valid for a period of five years from the date of signing, with the possibility of renewal.

## Membership in DINA-Specify Consortium

Core Member

Associate Member

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

For organization: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/ZIP: \_\_\_\_\_

Country: \_\_\_\_\_

Contact person: \_\_\_\_\_

Telephone: \_\_\_\_\_

Fax: \_\_\_\_\_

Email: \_\_\_\_\_