

**DRAFT MINUTES
BOARD OF DIRECTORS
OPEN MOBILITY FOUNDATION
ZOOM MEETING, JANUARY 27, 2021**



Presentation slides:

<https://docs.google.com/presentation/d/16t6l1YkRKMUMNftWjuCrUrf9eRkzuTdHAq8CRZ28Ozl/edit?usp=sharing>

Agenda:

https://drive.google.com/file/d/1Hc4t2y-zGsS_pxBLp-llIMWxDyuuMdr/view?usp=sharing

The meeting was called to order shortly after 12:00pm ET, pursuant to due notice provided to directors.

I. Roll Call

Present / proxy	Member	City
John Clary	Rob Spillar	Austin
x	Seleta Reynolds	Los Angeles
x	Jeff O'Brien	Louisville
x	Carlos Cruz-Casas	Miami Dade County
x	Danielle Elkins	Minneapolis
Jonathan Internicola	Ryan Wanttaja	NYC TLC
x (and Jacob Sherman)	Chris Warner	Portland
Akshay Malik	Michael Carroll	Philadelphia
x	Ramses Madou	San Jose
Trevor Thomas	Francie Stefan	Santa Monica
x (and Kelly Rula)	Karen Melanson	Seattle
x (and Alex Demisch)	Tom Maguire	San Francisco
Dan Emerine	Everett Lott	Washington, DC

A quorum was present.

II. Minutes

The Executive Director informed the Board that minutes from the previous meeting (2020-12-08) had not yet been prepared and would be presented at the March Board meeting.

III. Organizational Update

The Executive Director provided general organization updates to the Board:

- New members (Stadt Ulm and City of Cambridge, MA)
- Board changes - new Board members to represent Minneapolis and Washington, DC
- Working group and committee updates
- Planned parental leave for Executive Director

Board Members discussed:

- Changes to board composition and excitement over the two departing members headed to USDOT
- The potential for Curb and Passenger Services workstreams to attract new commercial members. The Board Chair expressed a desire to see the OMF to put out a policy position on curb management, to put a stake in the ground on the importance of city leadership and the potential value of establishing standards in this space.
- The concern was raised that the uncertainty over the OMF's role and the future of CurbLR may be causing some prospective members to sit on the fence and not join OMF.
- A request was made to create a written plan for operational continuity during the Executive Director's leave

IV. Technology Council

The Executive Director shared an update on the Technology Council election. The election for private sector members resulted in a tie and, in the absence of guidance in the bylaws, the tie was resolved by the "drawing of lots." The Executive Director raised the possibility of establishing alternate voting and/or tie-breaking procedures. There were not strong feelings from the Board, and as such it was agreed that the Executive Director would document the practice that was used in this election for use in the event there is a tie in a future vote.

The Executive Director also provided an update on the Architectural Landscape annual update process and timeline. The stated goal was to bring a revised landscape for a Board vote by mid-March.

V. MDS 1.1.0 Update

The Director of Open Source Operations provided a brief update on the approval progress of MDS 1.1.0 and the plan to set up a review session for the Board. There was no substantial discussion, but the Chair requested that the review session include a segment on k-anonymity and k-values, a key element of several features in the new release.

VI. Strategy Committee

The Executive Director presented the proposed slate of new members for the Strategy Committee. It was noted that this would result in a committee composition of 58% public sector / 42% private sector, which differs from the $\frac{2}{3}$ / $\frac{1}{3}$ target composition target set in the bylaws. In discussion, it was agreed that this did not present a problem nor would it impede the work of the committee.

MOTION: On motion duly seconded, the Board unanimously approved the new members of the Strategy Committee.

VII. Finance and Budget

The Executive Director provided a year-end review of 2020 finances, an overview of the proposed 2021 budget, and led a discussion of concerns related to the segregation of “core” and “non-core” funds. In this presentation, the Executive Director highlighted the expected deficit facing the organization in 2021 and the cashflow challenges associated with fund segregation.

The Board engaged in a frank discussion of the organization’s financial position. Related to the general deficit, discussion topics and ideas included:

- Reaching out to existing philanthropic supporters to gauge interest in continued support, especially where our work could support the work cities are doing to prepare the transportation system for COVID-19 recovery.
- To square our goal of organizational growth with our budget reality, the idea was raised of pooled funding beyond standard membership dues for specific scopes of work. This could include contributions from cities.
- The introduction of city membership dues, starting as voluntary but potentially becoming mandatory in 2022 or later. The Board Chair highlighted the value of having this as a stable source of unrestricted funds.
- Creating a written plan for recruiting new dues paying commercial members.
- Several Board members expressed reservations about approving a deficit budget, but agreed that it was the best path forward at this point. It was noted that this would require careful monitoring throughout the year.

The original purpose of the core and non-core fund segregation was reviewed in the Executive Director’s presentation. Discussion topics included:

- Whether the OMF has enough checks and balances to make the fund segregation unnecessary to avoid conflicts-of-interest.
- The concern that removing a conflict-of-interest protection might not have immediate consequences, but could lead to future issues as the organization grows and matures. Several Board members suggested moving cautiously.
- The Board Chair mentioned several other organizations that are largely funded by private sector entities, but which have a strong public sector focus. She noted that conflict issues had not arisen in these organizations, despite their lack of fund segregation.
- It was suggested that perhaps relaxing or eliminating fund segregation could be conditioned on the establishment of additional funding streams, so as to dilute the potential for conflict of interest.
- It was agreed that OMF leadership would convene a smaller group to discuss, and in particular would seek input from the New York City DOT, who had raised the initial concerns that led to the establishment of fund segregation.

MOTION: On motion duly seconded, the Board unanimously approved the 2021 budget.

VIII. Release Approval Changes

The Director of Open Source Operations presented a proposed bylaws amendment, which had previously been circulated with the membership in accordance with the procedures set out in the bylaws. The proposed change would remove the 75 day minimum period between Technology Council review of a proposed release and the Board approval vote. It would also shorten the minimum Board review period from 30 days to 14.

The bylaws amendment procedure was also discussed. Due to the requirement that 75% of Board members vote in favor of bylaws changes, it was decided that the vote would be conducted with a roll call. Several members had left the call at the time of the vote, however a sufficient number of members were present to approve the change.

MOTION: On motion duly seconded, the Board approved the proposed bylaws changes to shorten the minimum amount of time needed to approve a release. The vote was as follows:

Yes	Austin
Yes	Los Angeles
Yes	Louisville
<i>not present</i>	Miami Dade County

<i>not present</i>	Minneapolis
Yes	NYC TLC
Yes	Portland
Yes	Philadelphia
Yes	San Jose
Yes	Santa Monica
Yes	Seattle
Yes	San Francisco
<i>no present</i>	Washington, DC

IX. Member Engagement

The Member Engagement Manager provided a brief overview of the 2021 plans for event, content, and other programming. The presentation identified key types of content as well as themes for each quarter. The 2021 plans reflected the input provided by the Board and others in previous conversations. Due to time limitations there was no substantial discussion.

X. Emerging Modes

This section of the agenda was skipped due to time constraints.

XI. Future Meetings

The Executive Director reviewed the upcoming meeting schedule.

The board meeting was adjourned at 2:00pm ET.