

Transport Network ITS Spatial Data Deployment ERTICO innovation Platform (TN-ITS)

Terms of Reference

Version updated on 10-02-2022 based on the latest results of the TN-ITS strategy meetings September and December 2021

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1. Definition

a. TN-ITS

TN-ITS is an abbreviation of Transport Network ITS spatial data deployment platform. The term “TN-ITS” refers both to the ERTICO multi-stakeholder innovation platform and to the technical ‘framework’ that describes how changes of road infrastructure data can be shared

b. TN-ITS: The ERTICO innovation platform

This ToR (Terms of Reference) document applies to the TN-ITS ERTICO innovation platform. This is a multi-stakeholder membership community. This document describes the objectives, the operations, the membership functions and roles, the function aspects, roadmap, and timing.

c. TN-ITS: The Framework

The TN-ITS Framework enables a data chain for timely provision of information on changes in road attributes and other elements of the physical road network infrastructure, including public transport elements and geometry, for inclusion in digital maps for ITS applications.

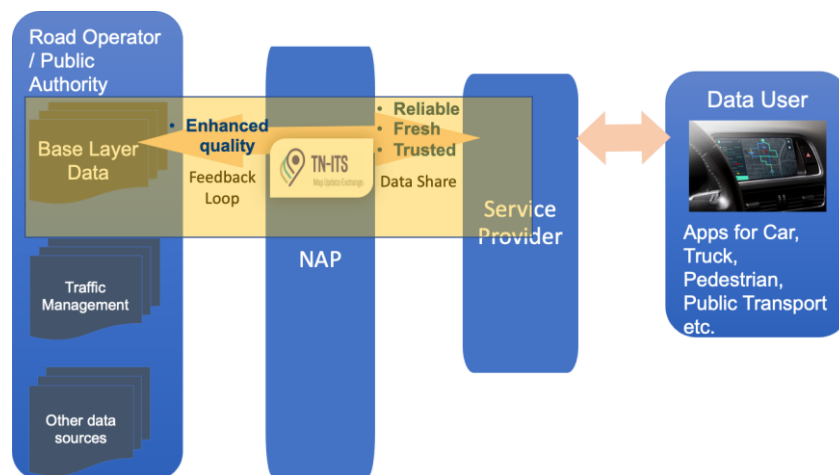
The TN-ITS Framework comprises:

- collection and maintenance of road network spatial data by road authorities in an adequate digital map infrastructure using adequate procedures.
- extraction of information on related changes.
- online publishing of such changes as sets of updates.
- collection and implementation of the updates by ITS map providers in their digital maps.

The Framework builds the TN-ITS exchange specification, based upon CEN TS 17268, adequate methods for location referencing, quality control and feedback, a discovery service to find sets of updates, and on any further specifications or tools that may be developed.

Developing, maintaining, and deploying the framework is the main subject for the TN-ITS innovation platform membership.

A representation of the TN-ITS Framework within the EU mobility data space is illustrated by the image below:



2. General

a. Name

The Platform has the full name "Transport Network ITS Spatial Data Deployment Platform" and is hereinafter referred to as the 'Platform'. It may also be referred to by the acronym "TN-ITS".

b. Legal Seat

The office of the Platform is located at the premises of ERTICO - ITS Europe, at Louizalaan / Avenue Louise 326, Brussels, Belgium.

c. Vision and Mission

The Vision Statement giving direction to TN-ITS is: "bringing fresher digital map data to intelligent transport services, including authoritative and regulatory data and information". It is the Mission of the Platform to "facilitate and foster the exchange of ITS-related spatial road data between road authorities as trusted data providers, and data users as map providers and other parties".

d. Objective and EU context

The objective of the Platform is to give continuous support for the implementation of the "Commission Delegated Regulation (EU) 2015/962 of 18 December 2014 supplementing Directive 2010/40/EU of the European Parliament and of the Council with regard to the provision of EU-wide real-time traffic information services", published in the Official Journal of the European Union on 23-06-2015, with respect to Article 4 "Accessibility, exchange and re-use of static road data" and Article 8 "Updating static road data". At time of publication of this ToR, the revision of the Commission Delegated Regulation (EU) 2015/962 RTTI (Real Time Traffic Information) has been adopted.

e. Activities

To achieve the mission and objective, in line with the Mission Statement, the Platform will perform the following activities:

1. Ensure that the Platform has the necessary funds and staffing to operate according to these Terms of Reference.
2. Promote and support implementation and use of the TN-ITS Framework (as defined above).
3. Support and enable road authorities, within the scope of the TN-ITS framework, to comply with the European Commission's Delegated Regulation 2015/962, articles 4 and 8, as referred to in article 2.4 above, by setting up implementation activities and/or projects, developing, maintaining, and publishing tools, offering consultancy services, and by any other means that is deemed relevant.
4. Contribute to necessary formal or another form of standardization of the specifications that constitute the basis of the TN-ITS framework.
5. Work with relevant authorities **and** other stakeholders to raise awareness of the Platform, and its objective and activities, and motivate authorities to become member of and to actively contribute to the Platform, and to make use of the opportunities the Platform offers.
6. Any other activities including liaison activities identified as useful to act aligned with the Vision and Mission of the Platform

f. Business Model

The Platform is a self-funding not-for-profit de-facto Platform between Public Authorities and other organizations responsible for road data, map providers and other third parties, like data providers,

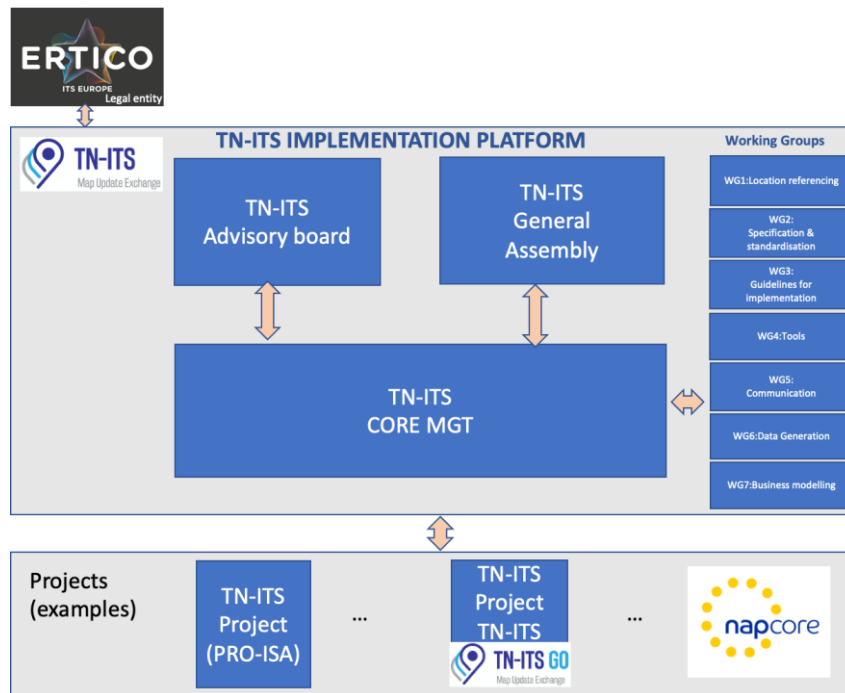
mobility and transport application and service providers. The Platform is hosted within ERTICO. Members of the Platform may, but are not required to, be members of ERTICO.

Funding primarily consists of membership fees and revenues from services provided by the Platform. In addition, funding from other sources and contributions in kind may contribute to the annual budget, especially (European) subsidy projects.

The structure of the Platform is defined to ensure a flat organization with minimal overhead and focus on delivery rather than management.

3. Governance structure of TN-ITS

The following governance structure is presented:



Within this governance structure, we identify ERTICO office, the TN-ITS Advisory Board, The TN-ITS General Assembly, the TN-ITS working groups and the TN-ITS core management.

a. ERTICO

ERTICO is the legal entity under which the TN-ITS innovation platform resides. As such, every decision taken by the innovation platform is subject to ERTICO's management agreement.

b. The TN-ITS Core Management

Within the TN-ITS CORE management, the following 'officers' are defined with their respective assignments and duties:

i. Officers

Types of officers

The Platform has the following officers:

- one President.
- one Vice President.
- one Working Group or Task Force Leader for each working group or Task Force.
- one Coordinator.
- one Treasurer.
- one Auditor.

- one Secretary.

Definition and duties of officers

The President

- Is not part of the ERTICO office.
- leads, represents, and governs the Platform.
- Is responsible for recruiting new members of the Platform.
- Is responsible for the presentation and following up of the Annual Activity Plan to the Board.
- Is responsible for making proposals to the Board for appointment and dismissal of the Working and Task Group Leaders.

The Vice President

- Is not part of the ERTICO office.
- Acts as a backup of the President.
- Works closely with the President.

Working Group or Task Force Leader

- Is a representative of a regular member of the Platform.
- Leads the respective Working Group or Task Force.
- Is responsible for accomplishing the objective(s) of the Working Group or Task Force, and deliver a report according to the Annual Activity Plan and Budget.
- Is responsible for proper staffing of the working group or Task Force.

Treasurer

- Is an ERTICO employee of, or an externally assigned consultant by the ERTICO office.
- Administers the assets of the Platform and provides for a proper accounting, in coordination with the financial department of ERTICO.
- Advises the Board in reviewing the membership fees, ensuring that the levels of the membership fees are reasonable and in line with the value received by being a member of the Platform.
- Uses the Annual Activity Plan and Budget as the basis for all duties.

Auditor

- Every year, an auditor out of the membership, or an externally assigned consultant, to audit the financial reporting. This should ideally happen 2 weeks before the GA

Coordinator

- Is an employee of, or an externally assigned consultant by the ERTICO office.
- Facilitates the platform.
- Works closely together with the president, vice president and working group leaders
- Is co-responsible for recruiting new members of the Platform.
- Coordinates and plans all activities.
- Is responsible for making proposals to the Board related to new project adoptions, related to business development actions, and related to strategy inputs.

- Is responsible for external dissemination and communication.

Secretary

- Is an employee of, or an externally assigned consultant by the ERTICO office.
- Supports the daily business of the Platform.
- Organises all governance meetings (General Assembly and Board meetings);
- Facilitates the Working Group and Task Force meetings.
- Secures any other staff necessary for the daily business of the Platform.

Term of officers

The President and Vice President are appointed for a period of two years, from the ordinary meeting of the General Assembly in which they are appointed, until the date of the second ordinary meeting following that meeting. At the end of their term, they may be reappointed.

The coordinator, the treasurer and the secretary are appointed for an unlimited period.

In case of a vacancy before the end of a term of appointment, a new officer other than the Secretary is appointed by an extraordinary meeting of the General Assembly for the remaining period of the term, if this period is more than one year, otherwise for the remaining period and the next full term.

At the end of the term of appointment, an officer may stand for re-election. This does not apply for the Secretary, Coordinator and Treasurer, who is appointed for an unlimited period. If an officer does not stand for re-election, the Core Management will propose to the General Assembly a candidate for the post.

For the election of an officer a majority vote shall be held. In case of a tied vote, a new extraordinary General Assembly will be held at earliest convenience to repeat the elections. The foregoing applies to a by-election of a new officer in case of a vacancy before the end of a term. Until appointment by the General Assembly, a new officer proposed by the Board can act in the role of officer using the qualification "acting".

ii. Core management operation

The Core management team meets weekly (target) and maintains an activity list of tasks.

Core management decision powers

- Daily management.
- Project assignments and commitments.
- Appoints and dismisses the Working Group Leaders.
- Approves and expels members.
- The financials of the Platform.
- Preparing the Annual Report, including reports on activities and financials, within three months after the end of the respective fiscal year, to be published at least four weeks before the date of the next ordinary General Assembly meeting.
- The long-term strategy and roadmap of the Platform.

c. Advisory Board

i. Composition of the Advisory Board

The Advisory Board consists of:

- The President.
- The Vice president.
- The Coordinator.
- The Secretary.
- The Treasurer.
- The Working Group or Task Force Leaders.
- Each eligible member (see further) not already represented in the Advisory Board as Working Group Leader.

ii. Meetings of the Advisory Board

The advisory board meets quarterly (Target)

The President chairs the Board, and its meetings. In his absence the Vice President or the Secretary, and in their absence one of the Working Group Leaders acts as the chair.

The President convenes the Advisory Board, notifying Advisory Board members in writing at least seven days in advance. The notification includes:

- Date, time, and venue of the meeting.
- Description of the options for participating in the meeting (in person, via teleconference);
- Agenda for the meeting.

The Secretary is responsible for preparing the agenda, and for taking minutes at the Advisory Board meetings, including publishing them in a manner available to all members.

iii. Responsibilities of the Advisory Board

The Advisory Board is responsible for advising and giving guidance to the long-term strategy of the Platform.

- The financials of the Platform.
- Preparing the Annual Report, including reports on activities and financials, within three months after the end of the respective fiscal year, to be published at least four weeks before the date of the next ordinary General Assembly meeting.
- Resolving important matters concerning the activities of the Platform in addition to matters specified elsewhere in these Terms of Reference.
- Examining activities of the working groups and task forces and reviewing their deliverables.
- The Annual Activity Plan and Budget (three months before the beginning of each fiscal year); any alteration to the plan and budget during the fiscal year; and reporting the plan and budget and any alterations to it to the General Assembly.
- Reviewing the entry fees and membership fees at least once every two years and present suggestions for changes to the General Assembly.
- Appointing Board members from other Platforms.

d. Working Groups and Task Forces

i. General

Core activities of the Platform are performed in Working Groups, each led by a Working Group Leader. Each working group has a specific objective, and shall have well-defined deliverables and deadlines, which are properly recorded and maintained in a document named "Description of Work".

Only members of the Platform can participate in a working group. Participation is based on relevant skills and commitment to the specific objective of the working group.

The Core management can establish a working group for any purpose it deems necessary, in order to fulfil the objective of the Platform. The Core management can dissolve a working group when the objective of that working group has been met, or if the working group is no longer needed in order to fulfil the objective of the Platform.

ii. Task forces

Task Forces are temporary groupings, of members active, typically spanning 3 to 6 months, within or across a Working Group(s), working to accomplish a very specific task limited in time and scope, relevant to the framework. The Core management decides on proposals for Task Forces coming from Members. A Task Force leader is appointed by the Core management and is responsible to obtain the defined result/deliverable on time.

iii. Working group or Task Force meetings

Each working group or task force holds as many meetings as needed to achieve its objective, deliverables, and deadlines. The Working Group or task force Leader convenes the meetings of the working group or task force and is also responsible for documenting decisions and actions from each meeting.

A quorum of at least 50% of the working group or task force members must be present before a meeting can make decisions. Decisions should preferably be made by consensus. If no consensus is reached, decisions require a majority of two thirds (2/3) of the votes cast by the members present at the meeting.

Invited observers (i.e.: non-members of the Platform) may actively participate in a working group or task force meeting at the sole discretion of the Working Group or task force Leader. That is, in the interest of ensuring the efficient operation of any meeting, the Working Group or task force Leader may limit or prohibit the opportunity of any invited observer to participate in the discussion at any meeting.

e. General Assembly

i. Composition of the General Assembly

The General Assembly consists of all paying members of the Platform.

ii. Meetings of the general Assembly

An ordinary meeting of the General Assembly is held once every year. An extraordinary meeting of the General Assembly may be convened at any other time by a decision of the Board, or at the joint request of at least three members, submitted to the Secretary, indicating the topics to be discussed.

The President convenes the meetings of the General Assembly, notifying all members in writing at least four weeks in advance for ordinary meetings, and two weeks in advance for extraordinary meetings. If

all regular members agree to have a meeting on a proposed day and at a proposed time, the requirement for the convocation period disappears. An ordinary meeting is held as a physical meeting, but individual members can attend by teleconference. An extraordinary meeting can be held by teleconference only. The notification includes:

- Date, time and venue of the meeting.
- Description of the options for participating in the meeting (in person, via teleconference);
- Agenda for the meeting.
- Expected output and results of the meeting.

The President chairs the meetings of the General Assembly, and the Secretary is responsible for preparing the minutes of the meeting, including publishing them in a manner available to all members. In absence of the President, the Vice president will take the chair. In absence of the Secretary, the chair will appoint a secretary of the meeting from among the members present, who will be in charge of preparing the minutes of the meeting.

iii. Decisions of the General Assembly

Decisions of the General Assembly shall preferably be made by consensus. If no consensus is reached, decisions require a simple majority of votes by the eligible members (see further)

An eligible member participating in a General Assembly meeting by teleconference can exercise its vote by teleconference.

An eligible member that cannot be present at a General Assembly meeting, can vote by proxy. A proxy shall be granted to another member present at the meeting. A member can exercise up to two proxies.

The General Assembly:

- Appoints and dismisses the President and Vice President;
- Appoints and dismisses the Treasurer.
- Grants, when appropriate, compensation to Core group officers.
- Is responsible for the Terms of Reference of the Platform and approves any changes to these;
- Approves the Annual Report and discharges the members of the Board for the policy conducted, and certifies the financial statements of the Platform, submitted by the Core management team on basis of the auditor's report.
- Approves the Annual Activity Plan and Budget.
- Approves changes to entry and membership fees.
- Decides on any issue not provided for by these Terms of Reference.

The General Assembly is, in addition to above, responsible for such matters required by law.

4. Membership

a. Basis and conditions for membership

Any association, partnership, organization, company or corporation, or individual which/who has an interest in the objective and Activities of the Platform, may become a member of the Platform by applying for membership and paying the annual membership fee. By paying, the member becomes eligible.

Each member of the Platform is represented by one single point of contact; however, the membership is extended to all individuals in the member's own organization for participation in working groups and other activities of the Platform.

There is no indirect membership to the Platform (e.g.: through affiliation).

b. Types of membership

i. Eligible members

Is any member that has paid the yearly fee.

ii. Active member

An Active member has an active role in constituting part of the data chain for ITS spatial data. It is either a public ITS spatial data provider (a public authority or other organization acting as such), or an ITS spatial data user (a map maker or another party bringing ITS spatial data by means of applications and services to the end user). An active member is eligible to vote at the Grant Agreement and is eligible to have a contributing decision vote in the TN-ITS work groups. Active members may propose opposing candidates until two weeks before the date of the ordinary meeting of the General Assembly, by submission to the Secretary. Each Active member has one vote, regardless of the number of representatives of the respective organization present.

iii. Support member

A Support member advises one or more working group(s). A supporting member receives information about the business of TN-ITS and is invited to attend seminars and forum meetings held by the Platform. A support member has no voting rights, but has the right to speak at a General Assembly meeting and to make proposals to the meeting.

iv. Implementing member

This is a member that actively implements the TN-ITS service and needs support with its development.

v. Application or Data Provider

This member seeks the added value of the TN-ITS platform to advise authorities to deliver data that supports its application (Application Provider) or wants to help the authorities to provide the right data and/or to improve its quality (data provider)

c. Membership fees

Each member will pay an entry fee upon becoming a member. In addition to the entry fee, the members will pay an annual membership fee. The prevailing entry fees and membership fees are included in the Annual Activity Plan and Budget. Services used by members of the type "User" are subject to service fees. The prevailing membership fees are included in the Annual Activity Plan and Budget. Entry fees may be set to zero.

See addendum for the current fee structure.

d. Cancellation of membership

A member not adhering to these Terms of Reference may be expelled from the Platform. This is done through a decision of the Core management. The annual membership fee will be refunded pro rata according to the time of suspension.

e. Resignation by a member

A member is free to resign from the Platform at any time, by notifying the President in writing. No refund of membership fee is given upon resignation.

For a regular member, resignation must be made before the end of July of the current year, in order to take effect in the coming year. The member will maintain its commitments until the end of the current year. For a support member, resignation must take place before the end of the current year, in order to take effect in the coming year.

f. Membership Register

The legal name, address, VAT number, and authorised representation contact information and signature and other relevant contact information of the point of contact for each member of the Platform is maintained by the Secretary in the Membership Register. Termination of any membership is recorded in the Membership Register together with the date of such termination. Each member is responsible for notifying the Secretary in writing of all changes to its name, address or contact information.

5. Financial management

a. Management of assets

ERTICO office is granted power of attorney on behalf of the Platform.

Dedicated interest-bearing bank accounts are established by the attorneys in the name of the Platform. The Platform manages all its monetary assets only through these accounts. The attorneys certify that the accounts are solely used for the financials of the Platform.

b. Fiscal year

The fiscal year begins 1 January each year and ends 31 December the same year.

6. Annual Activity Plan and Budget

The Annual Activity Plan and Budget contains:

- Current status for active working groups.
- Measurable goals and targets for active working groups and the Platform as a whole.
- Description of alignment of working group goals and targets with the long term strategy of the Platform.
- Budget for revenue and expenditure.

7. Adoption and Revision of TOR

This version of the Terms of Reference has been adopted by the TN-ITS General Assembly on *<draft version, to be discussed, improved and adopted>*.

These Terms of Reference should be reviewed by the Advisory board on an annual basis and revised as needed. Revisions to the terms should be agreed as per other platform decision outlines

8. GDPR

Registration as a member in the membership register automatically gives consent to ERTICO to use this information for communication purposes, related to ERTICO's membership, TN-ITS membership and any partners working together with ERTICO and TN-ITS in TN-ITS related projects.

Termination of the membership will make this GDPR consent void.

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Addendum

Membership structure and Fees 2022

	Active Member	Support Member	Implementing Member	Application or data provider
	An Active Member has an active role in constituting part of the data chain for ITS spatial data. It is either an operational (public) ITS spatial data provider/publisher, or an ITS spatial data user/processor (a map maker or another party bringing serving ITS spatial data by means of applications to the end user	A Support member advises one or more working group(s). A supporting member receives information about the business of TN-ITS, and is invited to attend seminars and forum meetings held by the Platform.	This is a member that actively implements the TN-ITS service and needs support with its deployment	This member seeks the added value of the TN-ITS platform to be able to steer authorities to deliver data that supports its application (Application Provider) or wants to help the authorities to provide the right data and/or to improve its quality (data provider)
Innovation and Strategy				
Roadmapping - priority setting in EU services - Standards definition				
Support Road Authorities to comply European Commission's Delegated Regulation 2015/962				
Assessment (of commission regulatory proposals (example))				
Development of Technical Specifications				
Workgroup and Task Force contributions				
Deployment				
UML availability				
Consultancy implementation				
Quality feedback (Feedback loop) test in operation (continuous)				
Quality feedback (Feedback loop) test in development (2/year)				
Contribution/Preferred partner in EU Call proposals (DEP, ...)				
Dissemination and licenses				
Promotion				
Logo license (Visual)				
Digital certificate (Digital trust)				
Awareness creation (webinars and publications)				
Organisation mentioned on TN-ITS and related projects dissemination material (website/brochure/...)				
Voting rights				
GA vote entitled				
Fee (EUR/Y)	6000	600	1500	3000
ERTICO membership	4000	400	1000	1500
ERTICO project partner (like NAPCORE, TN-ITS GO etc...)			0 (included in their project budget)	
Start Up (legal company, less than 5 years existence, less than 10 people, ERTICO registered start up, less than 1MEURO yearly turnover)				1500