

**Minutes of the OASIS Governing Board, held by Teleconference  
on Friday, 25 January 2002**

**Attendees:**

<b><u>Directors</u></b>	<b><u>Position</u></b>
Norbert Mikula	Director and Board Vice-Chair
Patrick Gannon	Director and interim President/CEO
Jim Hughes	Director and Secretary/Treasurer
Christopher Kurt	Director
Una Kearns	Director
Michael Weiner	Director

**Directors Not Present**

Colin Evans	Director and Board Chair
Simon Nicholson	Director

**Others Present**

Karl Best	OASIS Director of Technical Operations
Dale Waldt	OASIS Program Development
Scott McGrath	OASIS Manager of Sales
Andy Updegrove	OASIS Legal Counsel

- 1. Opening and Agenda Approval.** Norbert Mikula called the meeting to order at 12:02 pm and the announced agenda was approved.
- 2. Previous Minutes, Action Items and Secretary Comments.** Previous minutes were approved:  
**Resolution 020125-01.** Resolved unanimously: That the minutes of the 10 January 2002 Board meeting are approved.
- 3. New Membership Category.** A presentation was made on the need for a new membership category that would be suitable for non-profit organizations, small governmental agencies and federal agencies of small/developing countries that wish to participate in technical work and have voting rights. The Board discussed the impact of this category on the current income stream, the appropriate fee for this category, the rights afforded this group and the relation to liaisons with other standards bodies.

The proposal is to modify the membership model to include the Special Contributor Membership category and clarify the existing Liaison Member category:

### OASIS Special Contributor Membership

For the annual dues of \$1,000, OASIS will provide all benefits of the Contributor Membership category to organizations that meet one of these specific requirements:

- A government agency at the state, county or local (municipal) level
- A federal agency from any non G-10 country
- An accepted non-profit agency
- An academic institution

This membership category will be administered and serviced as any other Contributor member.

### Liaison Membership Category

OASIS will provide Sponsor or Contributor level membership for an in-kind trade of membership with other non-profit organizations only when:

- The other organization's primary mission supports the OASIS mission
- The purpose of the membership exchange supports the OASIS mission
- The value OASIS derives from the relationship is equal to the membership value and is primarily derived from our participation in their work or in the collaboration between the 2 organizations

The determination of which OASIS membership category is provided will be determined by the value OASIS derives from the relationship.

Liaison memberships will be subject to an annual review to ensure the value derived by OASIS is suitable to justify the continuation of the relationship.

**Resolution 020125-02.** Resolved unanimously: That the Consortium establish the Special Contributor Member category, a subclass of the voting class of membership, pursuant to and in accordance with the description provided above and in substantially the form set forth in a certain 1K Membership Proposal document distributed to the Board for discussion, with such changes as the President of the Consortium may consider desirable and appropriate, the execution of such Special Contributor Membership Proposal by the President to be conclusive evidence of the authority therefore hereunder.

**Resolution 020125-03.** Resolved unanimously: That the officers of this Consortium be, and they hereby are, and each acting singly hereby is, authorized to do all such acts and things, and to execute and deliver all such other instruments, certificates and documents, and to pay all such fees as may be called for by the preceding resolution or as they deem necessary, appropriate or desirable in order to effectuate the intent and purposes of the preceding resolution.

4. **LegalXML.** Patrick and Dale presented material about LegalXML, and the board discussed a relationship with them.

[Andy Updegrove, Scott McGrath and Dale Waldt then left the meeting.]

5. **Technical Advisory Board.** Una continued discussion from the last Board meeting concerning a new Board subcommittee called the “Technical Advisory Board”. With the enactment of this proposal, the current Board Technical Advisory Committee would be dissolved and its duties carried out by the TAB. It was noted that the Board would assign one Board member and elect four individuals (whether on the Board or not) to the TAB; we would expect around 50-70 attendees at a typical Technical Symposium organized by the TAB; and IBM has offered to arrange logistics for the first Technical Symposium.

**Resolution 020125-04.** Resolved unanimously: That the OASIS Technical Advisory Board Charter, attached to these minutes, is approved.

6. **December Financial Report.** The December financial statement was presented, showing a profit achieved in the month. The loss for the year was consistent with the budgeted loss and reflects a continuing softening in the marketplace. Recovery will be helped by expanding activities to new TC and Member Sections. The Finance Committee was asked to report in a future board meeting about the relationship between 2001 actuals and the 2002 budget.

7. **2002 Budget.** A full-year budget for 2002 was presented for discussion. It was noted that a 12% increase in income is projected with a net income for the year of \$144K. It was decided that a 30-minute discussion of the portal business would be part of the next Board meeting.

**Resolution 020125-05.** Resolved unanimously: That the OASIS 2002 Budget presented at this meeting be adopted.

8. **Consortia Relationships.** The Board then turned to a discussion of relationships with other consortia, and how to improve our liaison activities.

[Karl and Patrick then left the meeting.]

9. **CEO Search.** Michael presented a status report from the Search Committee in Executive Session.

10. **Next Meetings.** The next meetings are:

- Teleconference regular board meeting on 21 February (12-3 PST)
- In-person regular board meeting on 20 March (all day, in the Bay area)

**11. Closing.** Norbert closed the meeting at 2:55 pm.

A handwritten signature in cursive script, appearing to read "J Hughes".

---

Jim Hughes  
Secretary

## **OASIS Technical Advisory Board Charter**

1. The primary purpose of the *OASIS Technical Advisory Board* (TAB) is to advise the OASIS Board of Directors (Board) on matters related to supporting the technical agenda of OASIS. The following main areas are included in this charter
  - a. Support the growth of technical work within OASIS
    - i. Identification of topics of technical work for standardization at OASIS that will be beneficial for the industry
    - ii. Advise and support on the promotion and education of OASIS technical work
    - iii. Support recruitment of members for OASIS Technical Committees
  - b. Support the OASIS technical process
    - i. If requested by technical committees, provide review and guidance on scope and deliverables of technical work
    - ii. Recommend areas of collaboration within OASIS technical committees and with other outside standards activities
    - iii. Review and recommend guidelines and other processes that will support the OASIS technical process e.g. development of standard templates, best practices, tools and infrastructure
  - c. Support OASIS Technical Events, such as an OASIS Symposium and other technical activities as appropriate
    - i. The TAB will serve as the program committee for OASIS Technical Events (topic selection, call for papers, paper review/selection)
    - ii. Recommend forums as appropriate, e.g. Workshops, to support the technical agenda
2. The TAB consists of ten voting members. Four members are elected by a vote of the OASIS membership and the Board appoints four members. The other two voting members consist of a designated Board member (or alternate Board member) and an OASIS staff member. This TAB voting authority is established solely as a mechanism to help formulate TAB recommendations to the Board. The TAB does not make any binding decisions on the actions of OASIS. Membership on the TAB will be for a term of 2 years, with staggered 1-year elections/appointments.
3. The TAB is authorized to seek advice and counsel from other interested parties and invited experts as appropriate.
4. TAB Voting Members are expected to participate in all TAB meetings (via telephone or face to face), and do so at their own or their company's expense.