Minutes of the OASIS Board of Directors, held via teleconference on Wednesday, 21 August 2002

Attendees:

**Directors** | **Position**
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Colin Evans | Director and Board Chair
Simon Nicholson | Director and Vice-Chairman
Patrick Gannon | Director and President/CEO
Jim Hughes | Director and Treasurer
Christopher Kurt | Director and Secretary
Ed Cobb | Director
Laura Walker | Director
Michael Weiner | Director

**Others Present**
Karl Best | OASIS Staff
Carol Geyer | OASIS Staff

1. **Opening and Agenda Approval.** Colin Evans called the meeting to order at 8:00 am PST, and the published agenda was approved, with modifications to remove discussions of new member section Rules of Procedure and the 2001 Annual Report.

   **Action Item 020821-01:** Patrick Gannon to provide the OASIS 2001 Annual Report for review at the next board meeting.

2. **Previous Minutes.** The board voted to approve minutes:

   **Resolution 020821-01:** By unanimous vote, the minutes of the 31 July 2002 board meeting, with a minor amendment to remove an erroneous page header, is approved.

3. **Review and Approval of Portals Sponsorship Plan.** Patrick Gannon introduced the updated Portals sponsorship plan. The Board discussed the channel benefits program, and clarifications to the benefits list. Questions were raised on the press release schedule, submissions and review of papers submitted, and the overall editorial process.

   **Action Item 020821-02:** Carol Geyer to develop an editorial policy for content submission to XML.org and the Cover Pages to support the Portal sponsorship plan.

   **Action Item 020821-03:** Carol Geyer to provide additional clarifications on the benefits provided as a part of the Portal plan.
Resolution 020821-02: By unanimous vote, the Information Channels plan, in terms of structure and pricing, is approved with clarifications to sponsorship benefits.

4. Review and Approval of Employee Policies Handbook. The board discussed the AdminiStaff staff handbook and amendments made for OASIS policies on credit cards, time off, travel, and vacation.

Action Item 020821-04: Staffing Committee to provide additional input and review of the employee handbook, and to report back to the board at the next meeting.

Action Item 020821-05: Michael Weiner to update the Staffing Committee charter to include approval of the employee handbook and employee policies.

5. Member Fee Change Proposal. Patrick Gannon opened a discussion on the possible need to update OASIS membership dues. Issues include continued negative net equity, staffing, and other resource needs. The revenue from a dues increase would be applied to each of these areas.

Options around alternate member structures and comparative organizations were discussed. Patrick Gannon asserted that W3C and OAGI are organizations that should be most closely compared to OASIS. Alternative structures, such as revenue-based dues were discussed. Some Board members also questioned whether the incremental revenue proposed is sufficient to meet current needs.

Action Item 020821-06: Patrick Gannon and the OASIS staff to provide additional alternatives in the proposals to increase dues, including an approach that includes revenue banding. The updated proposal should also include specifically how the increased revenue is applied to the OASIS budget.

Time for additional analysis and appropriate notice to members of a dues increase was noted to have a minimal effect on financial results for the remainder of this year.

6. Conflict of Interest Policy. Patrick Gannon reported that an analysis and report has been provided to the Staffing Committee for review and comment.

Action Item 020821-07: Michael Weiner to initiate a discussion of the Conflict of Interest policy within the Staffing Committee, and to report back to the board at the next meeting. The review should include a discussion of differences between policies for Directors and those for OASIS employees.

7. July Financial Report. Patrick Gannon and Jim Hughes opened a discussion on the July Financial Report. The finance committee has approved the report. It was noted that income remains behind the forecast. The report now includes
additional information on action steps that are being taken to resolve issues that
the finance committee identifies.

8. **Liaison Report.** Patrick Gannon opened a discussion on the Liaison report that
was provided to the board.

**Action Item 020821-08:** Patrick Gannon to add details on signed contracts or
agreements with other organizations.

Jim Hughes suggested that the board review the list of activities to determine
whether the staff is stretched too thin based on the number of relationships
identified.

WS-I: The first step for liaisons will be for individual TCs to establish appropriate
relationships between the organizations. UDDI is the first TC that would clearly
fall into this category. Members may establish a liaison if they wish.

It was observed that WS-I does not provide a simple mechanism for OASIS to join
as a member. This would likely require another type of member structure to be
developed within WS-I.

**Action Item 020821-09:** Karl Best to draft process updates for TCs to establish
individual relationships with other organizations.

PKI Forum: PKI Forum desires to merge into another organization. OASIS staff are
responding to their inquiries and are in ongoing discussions. They have indicated
a desire to create a member section if OASIS is selected. 8 of 23 existing PKI
Forum members are currently OASIS members.

UCC/RosettaNet: Patrick Gannon reported that he has had conference calls with
their management team, and will be scheduling a follow-up technical call.

9. **Closing.** The meeting closed at 10:00 am PST. The next OASIS board meeting is
scheduled for September 16, via teleconference.

Respectfully Submitted,

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Christopher Kurt
Secretary