

4. **Global Procurement Member Section Rules of Procedure.** Karl discussed the new member section proposal, and the board expressed concern over the wide scope and large revenue projections from associated activities. No action was taken.
5. **Board Committee Charters.** No Executive Committee charter is needed, as it is covered in bylaws Section 1, Article 5; however, the board requested that the Executive Committee promptly notify the board of any significant decisions reached in Executive Committee. Discussion on the Strategy Committee charter was deferred as there was no proposal.

Resolution 20021218-03. By unanimous vote, the board approved the Finance Committee charter (draft 16 August 2002), and the Staffing Committee charter (draft 16 October 2002), which are attached to these board minutes.

6. **IPR Policy Discussions.** Jim reported on discussions of the IPR Committee, which was reconstituted in the November board meeting. Several questions were addressed by the board:
 - a) Should the IPR Policy be updated? The consensus was that changes were needed, although we should refrain from the kind of multi-year, laborious updates done in other consortia. Michael expressed an opinion that OASIS has never been stronger than it is today, and thus no changes were needed.
 - b) How should updates be approved? The consensus was that changes should be brought back to the board for approval, and then there would be a discussion of whether to submit the updated IPR Policy to the membership for their review and/or approval.
 - c) Should the committee be expanded to include non-board members, such as legal staff supporting Directors, or from the membership at large? The consensus was not to enlarge the committee for now.
 - d) Should the board or management send a letter to the membership to tell them that the IPR Policy is being reviewed (and invite comment)? The consensus was to table this action for discussion at the next board meeting.
 - e) How should the IPR Committee proceed? The consensus was to continue discussions and bring back proposed IPR Policy changes to the board. If needed, voting in the Committee will be used to resolve issues.

AI 20021218-02: The IPR Committee is requested to continue discussions and report to the board at the next meeting on 27 January.

7. **November Financial Report.** Patrick presented the report that was distributed just before the meeting; however, an error was noted in the YTD figures and an updated report was requested. November Revenue was \$269K (176% of plan),

with YTD Revenue at 110% of plan. November Net Ordinary Income was \$29.4K, (again ahead of plan), with YTD Net Ordinary Income slightly below plan. The final figures in December are expected to show that OASIS met its plan for 2002.

8. **TAB Report.** It was decided to defer this report until Chris was present.
9. **Member Section Discussions.** A change to the Bylaws is needed if the LegalXML MS wants to proceed with plans to have the MS members elect their Steering Committee, and then the Steering Committee elect its chair.

AI 20021218-03: Management is requested to prepare a proposal to amend the Bylaws, which allows a Member Section Steering Committee to elect the Member Section Chair, for consideration at the next board meeting.

Following a discussion of how the 40% of a particular member's dues is allocated to the various Member Section the member belongs to, it was recognized that the current policy is to spread a member's 40% evenly across all Member Sections declared by that member. With this practice, Member Sections are free to further allocate their funds to other Member Sections, consistent with the Bylaws restrictions on the use of funds.

10. **Liaison Policy.** Due to a shortage of time, discussion of Liaison Policy will be held by email prior to the next board meeting in January.
11. **Next Meetings.**
 - a) 27 Jan 2003, Teleconference, 12-2 p.m. PST;
 - b) 5 Mar 2003, All-day F2F at Intel, Santa Clara (following the AGM at 7 p.m. PST at Web Services One, Santa Clara);
 - c) 3 Apr 2003, Teleconference, 8-10 a.m. PST;
 - d) 8 May 2003, All-day F2F in London (following the European AGM the previous evening at XML Europe);
 - e) 19 Jun 2003, Teleconference, 8-10 a.m. PST;
 - f) 30 Jul and morning of 31 Jul 2003, All-day F2F at OASIS offices in MA.

12. The meeting closed at 10:00 a.m. PST.

Respectfully Submitted,

Jim Hughes
Acting Secretary

OASIS Staffing Committee Charter

Recognizing that each organization is only as strong as its personnel, the OASIS Staffing Committee (SC) is formed to support the needs of the organization to attract and retain talented individuals who are best suited to meet the needs of our membership. To that end, we will provide general guidance, advise and counsel to the President and CEO in the following areas:

1. Issues relating to employee compensation, policies and practices;
2. Creation and review of CEO Bonus Objectives;
3. Selection and hiring of President and other Executives;
4. Ombudsman for employee grievances;

In addition, the SC is authorized to seek advice and counsel from other interested parties and invited experts as appropriate.

Approved by the OASIS Board of Directors on 18 December 2002

OASIS Finance and Audit Committee Charter

1. The primary purpose of the *OASIS Finance and Audit Committee* (FAC) is to advise the OASIS Board of Directors (Board) on financial matters. The FAC enhances board performance by:
 - Increasing the contributions of assigned board members by concentrating their attention on the financial aspects of board governance, and
 - Assuring the remaining members of the board that there will be independent sources of information and evaluation of management's financial plans and performance.
2. An adequate system of financial control and reporting is the life support for any corporation. Because financial control and reporting is vital to the corporation's existence, the board must bear the ultimate responsibility for assuring that the financial system implemented by management is adequate. The FAC serves as the a direct link between the board and any independent accounting firm retained to review management's control and reporting system, and additionally reviews the financial aspects of all management programs on a regular basis.
3. In addition to any duties specifically assigned to it by board resolution, the FAC will:
 - Recommend the firm that is to serve as independent auditor for the current year and review the estimated fee
 - Review and discuss the audit plan with the auditor
 - Review with the auditors their proposed audit report and management letter, if any, and present the report to the board
 - As necessary, meet privately with the independent auditor to review the adequacy of management's internal controls and recommend correction action as needed, and
 - Meet regularly with management to review the monthly, quarterly and annual financial reports before they are filed with the board, specifically inquiring as to reports' adequacy and the existence and resolution of any disagreements between management and auditors with respect to such reports
4. Because of the technical nature of the questions the audit committee is likely to encounter, the committee should include among its members at least one director who is reasonably conversant with accounting principles and practices.

5. The FAC shall consist of at least two voting members who are currently OASIS board members, and such members shall be appointed by resolution of the board. The OASIS President shall also be an ex-officio member of the FAC, but without vote. The FAC shall not make any binding decisions on OASIS but shall solely make recommendations to the Board. Voting members shall be appointed yearly, coincident with the election of board officers.
6. The FAC is authorized to seek advice and counsel from other interested parties and invited experts as appropriate.

Approved by the OASIS Board of Directors on 18 December 2002