

**Minutes of the OASIS Board of Directors, held at BEA Systems, San Jose CA
on 27 and 28 October 2003**

FINAL

Attendees:

Directors

Patrick Gannon
Colin Evans
Jim Hughes
Chris Kurt
John Borrás
Ed Cobb
Eduardo Gutentag
Laura Walker

Position

OASIS President and CEO
Chair
Treasurer
Secretary

Others Present

Karl Best	OASIS Vice President
Krishna Sankar	(Agenda Item 5 only)
Derek Coleman	(Agenda Item 5 only)
Pete Wenzel	(Agenda Item 5 only)
Chris Ferris – via teleconference	(Agenda Item 5 only)
Tim Moses – via teleconference	(Agenda Item 5 only)
Chet Ensign – via teleconference	(Agenda Item 5 only)
Bill Cox – via teleconference	(Agenda Item 5 only)

1. Welcome, Goals, and Review of Agenda.

The meeting convened at 9:10 am.

2. Finance Report

Patrick Gannon presented the monthly financial reports. No new issues were raised.

Chris Kurt and Eduardo Gutentag joined the meeting at this time.

Jim Hughes noted that this is the first period in quite some time with positive net assets in the past couple of years, representing a significant positive turnaround led by OASIS management

3. Member Section Review

Patrick presented an overview of the financial health of each Member Section. The income goal is \$7,500 (to the member section) per quarter to break even. Allocations to the CGM Open, PKI Forum, and Legal XML have met their goals. UDDI is approaching the target income, and Automotive is considerably short of their goal. Application of Member Section assets to meeting income goals was discussed.

Patrick reported that CGM Open and staff are developing a draft Rules of Procedure document to support their transition to an OASIS Member Section. The status of negotiations and transition plans was discussed.

Action Item 2003-10-27.01: Patrick Gannon to resolve open issues around CGM Open transition to an OASIS Member Section.

4. Approval of Previous Minutes

The minutes of the previous meeting were presented for review and approval.

RESOLUTION 2003-10-27.01: RESOLVED, that the board unanimously approves the minutes of September 19, 2003, as modified to incorporate comments from Patrick Gannon on the Liaison report.

5. Strategy Discussion

Colin Evans presented an update of the Strategy Committee activities over the previous period. A general discussion of the current industry landscape and possible components of a future vision for the organization as held.

A strategy based on key components of technology, business, and geography was presented, along with possible goals for the organization.

Patrick presented additional detail for proposed actions around membership development, standards development, and standards adoption.

After the presentations from Colin and Patrick, a general discussion on strategy was held.

Key strategy focus areas for 2004 are the following:

- Member section health
- IT infrastructure
- End user focus areas
- Industry adoption programs
- Trademark policies
- Education programs

Lower priorities for consideration through 2004 are the following:

- Considering topic domains
- Global membership expansion
- Time to market for standards work
- Testing organization partnerships

Other areas were left for later consideration

Action Item 2003-10-27.02: Patrick Gannon to consider development of strategy focus areas along with staff, with respective priorities for the activities.

6. TAB Review

The TAB members joined the meeting to present their work, current status, role, and symposium topics. Introductions were made, followed by a presentation of their current work. Pete Wenzel chaired the discussion.

Bill Cox reported on the Quality Subcommittee, which was re-launched last August. The three areas that are being addressed are specification quality, templates and naming, and overall work methods.

Krishna Sankar presented the status of the Conceptual Model Subcommittee. The goal of the conceptual model is to describe the scope, gaps, and overlaps in the current OASIS work.

The status of OASIS technical symposium discussions was presented. The purpose of such an event would be to evangelize and introduce new ideas, without limitation to current technologies within OASIS. Papers and/or presentations would be selected by an event steering committee. Spring 2004 is the general timeframe for such an event.

Potential symposium topics proposed were:

- Reliable Infrastructure for XML
- Business Document Content
- Web Services Policy

The Board was not entirely opposed to any of the topic areas presented, although specific issues with each option were identified and discussed. The TAB was asked to continue planning and make recommendations on the details of the symposium event.

Action Item 2003-10-27.03: Eduardo Gutentag and the TAB to initiate detailed planning for the OASIS Symposium and report back at the next Board meeting.

Derek Coleman introduced a general discussion on the role of the TAB, and the best way to work with the Board and members. General TAB activities and expectations were discussed.

7. Review and Approval of Translation Policy

Patrick Gannon presented a draft Translation Policy for Board review and approval. The draft was reviewed and discussed.

RESOLUTION 2003-10-27.02: RESOLVED, that the board unanimously approves the OASIS Translation Policy version dated 16 September, 2003 and updated as recommended by OASIS Counsel and described below.

Modification 1: Line 59: "Translator acknowledges that the copyright for any translated document is owned by OASIS/ as recommended by OASIS Counsel."

Modification 2: Line 45: after words "ensure that *your document is a faithful translation of the OASIS document, and that normative changes are not made*".

8. Review and Approval of Employee Bonus Policy

This topic was deferred until the November Board meeting.

Action Item 2003-10-27.04: Staffing Committee to review Eduardo's comments and bring a revised draft of the Bonus Policy to the Board for review and approval.

9. Review and Approval of Director Reimbursement Policy

Jim Hughes opened a discussion of the Director Reimbursement Policy.

MOTION 2003-10-27.03: RESOLVED, that the board unanimously approves the following Director expense reimbursement policy:

"Reimbursement of Director Expenses. OASIS' normal practice is not to reimburse any Director for costs associated with travel or other activities required of a Director. However, in accordance with Bylaws Article 3, Section 4, and only in cases of hardship or similar extraordinary concerns, individual Directors may apply to the Chairman for reimbursement of expenses incurred in the performance of their regular duties. The decision to reimburse expenses will be made by the OASIS Executive Committee, and payments will be segregated for identification in the OASIS financial records."

10. Liaison Review

Patrick Gannon presented the quarterly status of OASIS liaisons with other industry organizations. General status items included the following:

- OASIS/Karl Best will be attending an eBusiness MoU meeting in Detroit this November.
- The ebXML JCC has been dissolved.
- Karl Best will be attending the next W3C AB meeting in Japan.

- HL7 has signed on as a Healthcare content partner.
- LISA has offered to host the December XLIFF TC meeting.
- LRC has signed on as a content partner for Localization.
- RosettaNet has joined the FWSI Technical Committee.
- OASIS plans to join WS-I as an Associate Member. WS-I has agreed to the OASIS Media Policy, and a brief Memo of Understanding is being drafted by OASIS Counsel.

The following requests to establish relationships with OASIS have been received.

- Liberty Alliance
- ICT Standards Board
- DISA (X.12)
- ISA TC 184 SC 4 has invited OASIS as a Class A Liaison due to PLCS and Materials Management Technical Committees.

Karl Best reported on the submission of OASIS specifications to ISO for standardization under their process. Version 2.0 of the ebXML specifications will be submitted.

ITU discussions are also underway. They expressed interest in the security work, and OASIS staff has recommended SAML and XACML for consideration at the ITU march plenary.

Patrick Gannon provided a report on communications with CEFACT. Each of the OASIS directors received a letter from CEFACT expressing their position on some of the ebXML work, and Patrick plans to respond to their letter shortly.

11. OASIS Standards Registry

Karl Best presented the status and plans for the standards registry.

Action Item 2003-10-27.05: Karl Best to clarify rights around using the Standards Registry metadata.

The development of the registry site is nearly complete, and is scheduled for its first public demonstration at XML 2003 in December.

12. Action Item Review

The action items for the day were reviewed and updated.

13. Recess

The meeting recessed for the evening at 5:58 pm, and reconvened at 8:36 am on October 28th. All Directors were in attendance at the beginning of the second day of the meeting.

14. Director Elections

The results of the Director special elections are as follows:

- Michael Weiner (term through 2005)
- Frederick Hirsch (term through 2004)
- Jeff Mischkinisky (term through 2004)

An 'orientation' conference call will be held in the next few weeks to brief the new directors on current Board activities.

In the event of special elections to fill vacated Director seats, the new Directors are seated upon public announcement of the election results.

For regular elections, new Directors are seated when the previous Directors vacate their seats.

15. Privacy Policy

Patrick Gannon presented a draft privacy policy for review and comment. The content of the draft policy was discussed among the Directors.

Action Item 2003-10-27.06: Patrick Gannon to investigate 3rd party certifications for privacy policy (TrustE and Better Business Bureau), and to request review of the draft policy from OASIS Counsel, reporting back on both actions at the next Board meeting.

16. CGM Open Update

Discussions with CGM Open have continued, and they are reviewing a draft Rules of Procedure document. Additional review is required in two areas:

- Steering Committee election process
- Forums for work – within TCs or general member section discussions?

Action Item 1002-10-27.07: Patrick Gannon and staff to develop recommended policies for allowed activities within Member sections, making more clear the work within the steering committees, general member section lists, and committees, and to report back to the Board at the next meeting.

17. Staffing Committee Report

John Borrás reported on the activities of the Staffing Committee over the past period.

A Bonus Policy proposal will be presented to the Board at the next meeting for review and approval.

The process to develop budgets for bonuses and salary issues were discussed within the committee, and they plan to report to the Board with recommendations at the next meeting.

The Treasurer requested that the Staffing Committee provide budget information for 2004 as soon as they can.

Action Item 2003-10-27.08: Patrick Gannon to provide a proposed budget for salary increase and bonus to the staffing committee for review.

18. IPR Committee Report

Ed Cobb reported on the activities of the IPR Committee. A presentation summarizing the discussion points was made and discussed by the Board.

The Board agreed on the principles outlined in the presentation and that have committee consensus and the general model for next steps in the activity.

The Board entered Executive session to discuss strategy around IPR policy.

The IPR committee solicited comments on the specific text of the draft policies for input to their discussions, due before November 11, 2003.

RESOLUTION 2003-10-27.04: RESOLVED, that the Board approves of the work that the IPR Committee has completed so far, and commends the work of the committee.

19. Adjournment

The meeting adjourned at 12:17 pm PDT. The next meeting is scheduled for Tuesday, November 25, from 8 – 11 am PDT.

Respectfully Submitted,

Christopher Kurt – Secretary