

Minutes of the OASIS Board of Directors - Final July 29, 2004

Directors in Attendance

John Borrás
Ed Cobb
Mike DeNicola (incoming Director)
Colin Evans, Chairman of the Board
Patrick Gannon, OASIS President and CEO
Eduardo Gutentag
Frederick Hirsch
Jim Hughes, Treasurer
Chris Kurt, Secretary
Jeff Mischkinisky
Laura Walker
Michael Weiner

Guests in Attendance

Karl Best, OASIS Vice President
Carol Geyer, OASIS Director of Communications
Andy Moir, External Consultant
Scott McGrath, OASIS Director of Member Services
Jamie Clark, OASIS Manager of Technical Standards Development
Pim van der Eijk, OASIS European Representative
Dave Petraitis, OASIS European Representative
Tom Ruane, CPA, Ruane & Bucci (OASIS external accountants)
Cathy Mayo, OASIS Staff Accountant

1. Call to Order, Review of Agenda

The meeting was called to order at 9:10 am EDT. All Directors were in attendance. The meeting agenda was reviewed and approved.

2. Review and Approval of Previous Minutes

The minutes from the June 25th Board Conference Call were presented for review and approval.

RESOLUTION 2004-07-29.01: RESOLVED, that the Board approves the minutes of the June 25, 2004 Board of Directors meeting. Passed unanimously.

3. Member Section Review

The Board went into executive session to discuss negotiations with other organizations on potential new Member Sections.

<Mike DeNicola joined the meeting during this discussion>

4. Member Section Discussion

The Board went into executive session to discuss an opportunity to launch a new Member Section.

5. Voting on the TAB Open Position

Three candidates were nominated for the open TAB seat. STV was used to determine the election results.

Michael Mahan was elected by the Board of Directors for the open position on the TAB.

6. Adoption Services Plan

<Scott McGrath and Andy Moir joined the meeting for this topic>

Patrick Gannon and Andy Moir presented an updated proposal for adoption services. The details of a proposal to start interoperability demonstrations, self-certification, and training programs were discussed.

MOTION 2004-07-21.02: RESOLVED, that the Board endorses the Standards Adoption and Services Business Plan (version 6 2004.07.23 plus updated financials as proposed), with implementation of the plan based on follow-on Board approval of each program.

RESOLUTION 2004-07-21.02a [to amend]: RESOLVED, that the main motion is amended to approve further development of each program plan without endorsing it as future direction for OASIS. (motion accepted as a friendly amendment)

With the amendment above, the final approved resolution is as follows:

RESOLUTION 2004-07-21.02b: RESOLVED, that the Board endorses further development of the Standards Adoption and Services Business Plan (version 1), without endorsing it as a future direction for OASIS. Motion passed.

The OASIS staff will continue to develop the business plan and will present additional details to the Board for approval prior to implementation of any new services.

7. Staff Presentations

<Karl Best, Jamie Clark, Carol Geyer, Pim van der Eijk, Scott McGrath, and Dave Petraitis joined the meeting for this discussion>

Karl Best and Jamie Clark reported on Technical Committee activity. OASIS currently has 65 TCs, with a net gain of 6 TCs since last year. 64 Committee Drafts and 16 OASIS Standards have been approved.

AI 2004-07-29.01: Karl Best to provide an update and go-forward proposal for the OASIS Standards Registry to the Strategy Committee and then to the Board for approval.

Carol Geyer reported on OASIS communications. OASIS has issued 27 press releases, coordinated analyst, press briefings, and analyst briefings in the past year. OASIS has an average of 120 press clippings per month. 180 attendees were at the first OASIS symposium in New Orleans.

Activities planned for the next year were presented and discussed.

Scott McGrath presented business development and membership services status.

Pim van der Eijk and David Petraitis presented an update on European activity. Their focus has been on promoting OASIS and its work, and to meet with European members. Patrick Gannon reported on the work in Japan.

Patrick Gannon also reported on accomplishments in the healthcare industry.

8. InterOp Policy Review

The OASIS InterOp Policy was presented for review and approval.

Issues with the current draft policy were raised by various Directors and discussed by the Board. The draft policy was annotated with Board comments, and is referred to the TC Process Committee for further discussion and resolution.

9. Staffing Committee Report

John Borrás reported on the work of the Staffing Committee. A half-day meeting with OASIS staff was held. Feedback from the staff was shared with the Board. The detailed feedback discussion was held in executive session.

10. Outside Director Discussion

The outside directors held a session to discuss the general health of the organization and any other issues that required attention.

11. IPR Policy Revisions

<Colin Evans left the meeting at this time>

Ed Cobb reported on the IPR Committee work. As scheduled, the draft IPR Policy and Transition Policy were posted on the OASIS member site for review and comment. Comments are being sent to the Board IPR Committee and will be processed at regular intervals.

The IPR Committee finished a review of the Membership Agreement, and OASIS staff is making some formatting/packaging updates.

The final policy is scheduled for Board approval during the Brussels Board meeting. The Committee plans to discuss how to provide the right education on process and policy changes to Chairs and members.

12. TAB Review

Eduardo Gutentag provided an update on the status and plans of the TAB.

The Quality Subcommittee has developed a set of object naming guidelines, and has requested feedback of their draft. Updated document templates have also been developed and will be sent to OASIS staff for implementation following TAB approval. They are expected to be ready for the membership prior to the Brussels Board meeting.

The Conceptual Model Subcommittee has no updates to report.

The Symposium Subcommittee has started to discuss themes for the next program.

The new TAB members will be seated next week. Expectations and plans for the TAB were discussed.

13. Recess

The meeting adjourned for the day at 5:40 pm, and reconvened at 8:13 am EDT on July 30, 2004. All Directors were present. The remaining agenda items were reviewed and approved.

14. Installation of New Director

The Board thanked Laura Walker for her service on the OASIS Board of Directors, and welcomed Mike DeNicola to the Board.

15. Election of Officers and Committee Assignments

Officer elections and committee assignments were completed.

RESOLUTION 2004-07-29.03: RESOLVED, that the Board unanimously approves Officer and committee assignments as follows:

Chairman: Colin Evans
Vice-Chairman: Ed Cobb
Secretary: Chris Kurt
Treasurer: Jim Hughes

Finance Committee Chair: Jim Hughes
Finance Committee Members: Jeff Mischkinsky, Patrick Gannon, Eduardo Gutentag

Staffing Committee Chair: John Borrás
Staffing Committee Members: Mike DeNicola, Colin Evans, Ed Cobb

TC Process Committee Chair: Karl Best
TC Process Committee Members: Eduardo Gutentag, Jim Hughes, Chris Kurt, Jeff Mischkinsky, Frederick Hirsch, Michael Weiner

IPR Committee Chair: Ed Cobb
IPR Committee Members: Mike DeNicola, Eduardo Gutentag, Jim Hughes, Chris Kurt, Jeff Mischkinsky, Frederick Hirsch: Michael Weiner, Jamie Clark

Strategy Committee Chair: Colin Evans
Strategy Committee Vice-Chair: Frederick Hirsch
Strategy Committee Members: John Borrás, Mike DeNicola, Patrick Gannon, Eduardo Gutentag, Michael Weiner

TAB Representative: Eduardo Gutentag

16. Strategy Committee Review

Colin Evans introduced the topic of an OASIS office in Europe and globalization in general. A general discussion was held.

<Karl Best joined the meeting during this discussion.>

The strategy committee will investigate this topic and report back to the Board.

17. TC Process Revisions

Karl Best reported on the progress of the TC Process Committee. The updated process document needs to be approved by the Board at the same time as the updated IPR Policy.

Three issues were brought to the Board for discussion:

- Should the OASIS Standard voting requirement be raised above 15%.

- What type of work should become an OASIS Standard?
- Should a new type of committee be created for non-technical work?

An open discussion was held on these issues to clarify the type of problem OASIS may need to address. Specifically, committees for non-technical work may not have a clear set of deliverables or schedule. At this time, the Board did not see the need to create a different type of committee within OASIS. The relationship between globalization (local language specifications) and the number of members that need to approve a specification was also discussed.

18. Financial Reports

<Tom Ruane and Cathy Mayo joined the meeting for this discussion>

Patrick Gannon introduced Tom Ruane as the OASIS external CPA. Tom presented OASIS financials for 2004 and a forecast for 2004 Q3-Q4. The report details were discussed by the Board. The accountant reported that the organization's financials have greatly improved since last year.

Patrick presented the 2004 reforecast to the Board. Expectations for 2004 revenue were adjusted down 7%. Forecast expenses have been reduced to match.

Membership recruiting in general was discussed. Two questions were posed to the strategy committee:

- For end-user organizations, is it more beneficial to recruit smaller numbers of 'large'/sponsor organizations, or more members at lower membership levels
- Is OASIS membership necessarily tied to TC participation, or do we encourage members to join to endorse the efforts already in progress.

Jim Hughes presented the Accounting Policy. The Board is asked to provide comments on the Finance policy in the next two weeks, and the Finance Committee will bring an updated version of the policy to the Board for approval at the next meeting.

RESOLUTION 2004-07-29.04: RESOLVED, that the Board hereby approves opening of investment accounts at Enterprise bank to support treasury management. Passed unanimously.

19. Plans for October OASIS Event in Brussels

Plans for the October Brussels meetings were discussed.

The planned schedule of events where Board members may be interested in attending are as follows:

- TC Meetings 4-5 October 2004
- UNECE TSIED Seminar 5 October 2004
- OASIS Adoption Forum 6 October 2004

- Board Meeting 7-8 October 2004
Directors are required at the Wednesday evening reception, and the Board meetings on Thursday and Friday.

20. Board Meeting Schedule

The following schedule has been set for upcoming Board meetings.

25 Aug. 2004	Board Teleconference (8-10 am Pacific)
15 Sep. 2004	Board Teleconference (8-10 am Pacific)
7-8 Oct. 2004	Board F2F (Brussels, Belgium)
12 Nov. 2004	Board Teleconference (8-10 am Pacific)
17 Dec. 2004	Board Teleconference (8-10 am Pacific)
20-21 Jan. 2005	Board F2F (Phoenix – late start)
23 Feb. 2005	Board Teleconference (8-10 am Pacific)
23 Mar. 2005	Board Teleconference (8-10 am Pacific)
w/o 25 Apr. 2005	Board F2F (New Orleans)
TBD May 2005	Board Teleconference
TBD Jun. 2005	Board Teleconference
27-28 Jul. 2005	Board F2F (Boston)

21. Organizational Health

Colin Evans opened a discussion on the effectiveness of the Board and where improvements can be made. The Board brainstormed opportunities to improve its processes and activities.

22. Liaison Org Status Review

Patrick Gannon reported on liaison activity. The UNECE has authorized its team to start an e-business registry project, starting with a requirements gathering exercise.

GGF has invited OASIS, DMTF, and W3C to start collaboration on Web services management projects.

23. Member Section Review

Patrick Gannon presented a report on the financials for all OASIS Member Sections and status reports for three of the four OASIS Member Sections.

A Member Section Policy draft had been sent to the Member Sections for review. They had no comments on the contents, so it was presented to the Board for approval. The draft policy was reviewed and discussed by the Directors.

This issue of whether Member Sections are allowed to use their funds for membership dues was referred to the Board Finance Committee.

RESOLUTION 2004-07-29.05: RESOLVED, that the OASIS Member Section Policy (version 1, dated July 29, 2004) with the change to delete 'mutually deemed necessary' from line 28, are approved by the Board. Passed unanimously.

24. Publishing Policies

The question of whether all OASIS policies should be published to either the public or OASIS members.

RESOLUTION 2004-07-29.06: RESOLVED, that all approved Policies shall be posted to the OASIS website and visible to the public unless an exception is made by the Board of Directors at the time of Policy approval.

AI 2004-07-29.02: Chris Kurt to provide a list of all approved resolutions to the Board.

25. Adjournment

The meeting adjourned at 1:55 pm EDT.

Respectfully Submitted,
Christopher Kurt
Secretary