Minutes of the OASIS Board of Directors - Final
April 27-28, 2005

Held in New Orleans, LA

Directors in Attendance
John Borras
Ed Cobb, Vice Chairman
Mike DeNicola, Treasurer
Patrick Gannon, OASIS President and CEO
Bob Glushko
Eduardo Gutentag
Frederick Hirsch
Jim Hughes, Chairman
Chris Kurt, Secretary
Jeff Mischkinsky
Michael Weiner

Guests in Attendance
Jamie Clark, OASIS Director of Standards Development
Scott McGrath, OASIS Membership Director
Andy Moir, OASIS Director of Business Development
Carol Geyer, OASIS Director of Communications
Jane Harnad, OASIS Events Manager
Sharmila Shanani - DCML Member Section
Roger Winters - LegalXML Member Section
John Greacen - LegalXML Member Section
June Leung - PKI Member Section

1. Welcome, Goals and Agenda Review

Jim Hughes convened the meeting at 8:30 am Central time. All Directors except Mike DeNicola were present when the meeting convened.

The meeting agenda was discussed. The meeting agenda was updated to address travel schedules and other conflicts.

Additional Business/Discussion Items proposed:
- Bob Glushko requested a discussion on the Board elections
- Jeff Mischkinsky requested a discussion on the WS-RX TC Charter

The revised meeting agenda was approved.

RESOLUTION 2005-04-27.01: RESOLVED, that the revised meeting agenda is approved. Motion passed unanimously
2. **Review & Approval of Previous Minutes.**

   <Mike DeNicola joined the meeting during this discussion.>

   The February and March meeting minutes were presented for review and approval.

   **RESOLUTION 2005-04-27.02:** RESOLVED, that the minutes of the February 23, 2005 Board of Directors meeting are approved. Motion passed unanimously.

   **RESOLUTION 2005-04-27.03:** RESOLVED, that the minutes of the March 23, 2005 Board of Directors meeting are approved. Motion passed unanimously.

3. **Review of Member Section Status**

   Patrick Gannon reported on Member Section Status. Status reports have been received from all Member Sections except UDDI. Patrick reported that he is having difficulty obtaining status information from this Member Section.

   A general discussion on Member Section status and process was held.

4. **Review & Discussion of Member Sections**

   <Member Section representatives and Scott McGrath joined the meeting for this discussion.>

   Sharmila Shahani reported on the work of the DCML Member Section, Roger Winters and John Greacen reported on LegalXML and June Leung reported on PKI.

   The presentations were discussed by the Directors and Member Section representatives.

5. **Board Discussion of Member Sections**

   Patrick Gannon presented the status report as provided by the CGM Open Member Section.

   After a short break, a general discussion of whether the Board should consider updates to processes and other structural modifications was held. The Board also discussed opportunities to recruit for additional Member Sections.

   Additional observations were that member sections frequently hire outside administrative report.

   The fact that some of the Member Sections are either currently or planning to reimburse TC members for expenses around meeting participation.
6. Status of Adoption Services Committee

<Andy Moir joined the meeting for this discussion>

Andy Moir presented the current status of the Adoption Services Program. The topic of testing services and conformance was discussed among the Directors.

**RESOLUTION 2005-04-27.04:** RESOLVED, that the Board directs the Adoption Services Committee to modify the Referral Service Provider Guidelines to prohibit 3rd party service providers from offering a competitive product to the specification under test while they are a part of the referral program. Motion passed unanimously.

**AI 2005-04-27.02:** Adoption Committee to review and revise referral guidelines to update the criteria for 3rd party service providers - clarifying that service providers may not provide products in the area they are testing. Updated guidelines are due for review and approval next meeting.

The Conformance Testing Services Summary was presented for review and approval. The document and proposal was discussed.

**RESOLUTION 2005-04-27.05:** RESOLVED, that the Board directs the Adoption Services Committee to develop conformance testing guidelines based on column C of the April 20, 2005 Conformance Testing Services Summary document. Motion passed 10-1.

A revision to the InterOp demo policy/guidelines document was presented for review and Board approval.

**RESOLUTION 2005-04-27.06:** RESOLVED, that the Board approves the April 22, 2005 revisions to the OASIS InterOp Demo Guidelines, **RESOLUTION 2005-04-27.06a:** (to amend) - add - 'In addition, InterOp Participants may choose to further restrict list access to the InterOp email lists only to OASIS staff and the InterOp Participants'. Motion passed 6-4-1.

Amended main motion passed 7-1-2.

7. Media Relations Guidelines

<Carol Geyer joined the meeting for this discussion>

An update to the Media Relations Guidelines was presented for review and Board approval.

**RESOLUTION 2005-04-27.07:** RESOLVED, that the Board approves the revisions to the April 20, 2005 OASIS Media Relations Policy.
MOTION 2005-04-27.07a: (to amend) - change the document title from "Media Relations Policy" to "Media Relations Guidelines". Motion failed 4-5-2. Main motion passed 9-1-1.

8. Symposium Review

    <Jane Harnad joined the meeting for this discussion.>

    Jane Harnad provided a summary of the OASIS Symposium results.

9. TAB Report

    Eduardo Gutentag presented a report on the TAB activity. Four of the current TAB seats are up for election.

    Bill Cox, Jishnu Mukerji and Jane Harnad were recognized as key contributors to the success of this year's OASIS Symposium.

    The TAB has reviewed the DCML marketing committee charter and are reviewing other new proposals as they come in.

    Eduardo reported on the activities of the each TAB subcommittee.

10. IPR Rollout Status

    <Jamie Clark and Scott McGrath joined the meeting for this discussion.>

    Jamie Clark and Scott McGrath reported on the status of the IPR and TC Process rollout. Jamie reported that the transition is going well, and more work is required to ramp up the members and Technical Committees on the new process. Significant updates have been made to the OASIS IT infrastructure in order to support new process requirements.

    It was reported that some of the TC Chairs are not fully informed of the TC Process updates. Jamie Clark will be following up with a plan for further member and Chair communication.

    **AI 2005-04-27.03:** Jamie Clark to set up an archived email alias for OASIS member communications to the Board. Due before the next meeting.

    **AI 2005-04-27.04:** Jamie Clark to add Board members to the Chairs email distribution list. Due before the next meeting.

    Follow-up communication after Mitch Kapor's keynote address was discussed.

    The WS-ReliableExchange (WS-RX) TC charter submission was discussed.
The TC Process committee was tasked with looking at the process for updating deliverables schedules in charters.

The question of whether meeting participation for nonprofit organizations at the Board could be subsidized was discussed.

**AI 2005-04-27.05:** The Finance Committee will consider the question of Director subsidies and make a recommendation to the Board at its next meeting. This question should also be considered by the Strategy Committee.

11. **Review Use of Policies and Guidelines**

Jim Hughes opened a discussion of items that are specifically named in the Membership Agreement vs. other organizational policies and guidelines. The Policies referenced by the Membership Agreement are the Bylaws, IPR Policy and IPR Transition Policy.

The classification of other policies and guidelines was discussed.

12. **Organizational Health**

The Board reviewed the list of organizational issues that have been tracked through the past meetings. Items that have been resolved will be removed from the list.

13. **Outside Directors Discussion**

The outside directors had a general discussion on organizational issues.

14. **Recess**

The meeting recessed at 5:10 pm and reconvened at 8:30 am on Thursday, April 28. All Directors except Chris Kurt were present when the meeting reconvened.

15. **Director Travel Funding**

The Board discussed whether travel support could be provided for Directors in nonprofit or governmental organizations.

16. **Strategy Committee**

Christopher Hirsch presented the Strategy Committee status report. Frederick summarized the current strategy plan and it was discussed among the Directors.

**AI 2005-04-27.06:** Patrick Gannon to invite Member Section leadership to provide input to the Strategy Committee. Due before next meeting.
The question of distribution of the strategy documents was discussed. The general sentiment among the Directors was to provide a summary of the plan to the membership.

**RESOLUTION 2005-04-27.08:** RESOLVED, that the Strategy and Execution plan are accepted by the Board as the six month update of the plans as required by the Committee Charter. Motion passed unanimously.

Board members are asked to provide input and feedback on the strategy documents.

**AI 2005-04-27.08:** Strategy Committee to provide a summary of the OASIS Strategy documents for member publication.

The Board thanked Frederick Hirsch and the Strategy Committee for their work over the past few months.

Patrick Gannon presented a plan for regional offices. The plan was discussed by the Directors.

**RESOLUTION 2005-04-27.09:** RESOLVED, that the Board approves the April 20, 2005 OASIS Regional Office Program Guidelines, subject to the constraints of the 2005 budget and Finance Committee approval of any regional office instance, and amended to remove specific revenue percentages (lines 98-100). Motion passed 9-1-1

17. **Liaison Org Status Review**

Patrick Gannon presented a summary report on liaison org status. Patrick provided an update on each liaison activity and current plans for participation or other engagement. The Board discussed opportunities to reach out to other organizations focused in both open source and vertical domains.

18. **Finance Committee**

Patrick Gannon presented the March Operations Report. Financial performance was reviewed and discussed. Staff business development expenses have been managed to compensate for revenue shortfalls year to date. The Adoption Services financial information was reviewed.

Membership renewal and agreements were reviewed and discussed, along with a TC status summary, cash position and Member Section funds.

Patrick Gannon distributed the 2004 Audit Report and Management Letter. These reports were reviewed and discussed by the Directors.

Mike DeNicola reported that the Auditors raised no issues as a result of the 2004 Audit - they provided a clean opinion. However, the auditors did suggest that OASIS talk to its
tax advisors about the number of contractors that OASIS uses, their agreements, and potential tax implications.

Patrick Gannon requested that the Board approve a renewal of the Billerica office lease.

**RESOLUTION 2005-04-27.10:** RESOLVED: That the Corporation enter into and perform a lease by and between the Corporation as Tenant and Interstate Properties as Landlord for the premises located at 630 Boston Road, Unit M102, Billerica, Massachusetts, in substantially the form presented at the meeting (the "Lease"), and that the President, and such officer as may be designated by the President, is hereby authorized and empowered to execute, under the corporate seal of this Corporation, and deliver the Lease, with such changes thereto as the President, or such officer designated by the President, may determine to be necessary or appropriate, his execution thereof to conclusively evidence such determination, and to perform the transactions contemplated thereby. Motion passed unanimously.

19. Review of 2005 Staff Operations Plan

Patrick Gannon presented the 2005 Staff Operations Plan. Departmental goals were presented and discussed.

20. Action Item Review

The action items identified during the Board meeting were reviewed and confirmed.

21. Outreach Committee

Jim Hughes asked whether the Board want to look into developing an 'Outreach Committee' to help Carol Geyer.

**AI 2005-04-27.09:** Ed Cobb, Bob Glushko and Patrick Gannon to discuss outreach needs with Carol Geyer and report back to the Board at the next meeting.

22. Reflections, Schedule and Events

The Board discussed the effectiveness of the meeting and potential improvements for future meetings.

The schedule for future meetings was discussed. November 2-3 was identified as a possible fall F2F date. Bob Glushko offered to host this meeting.

Patrick Gannon provided a summary of the events where staff are planning to appear.

23. Adjourn

The meeting adjourned at 1:49 pm Central Time.
Respectfully Submitted

Christopher Kurt
Secretary