

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

3
4 Held in New Orleans, LA

5
6 **Directors in Attendance**

7 John Borrás

8 Ed Cobb, Vice Chairman

9 Mike DeNicola, Treasurer

10 Patrick Gannon, OASIS President and CEO

11 Bob Glushko

12 Eduardo Gutentag

13 Frederick Hirsch

14 Jim Hughes, Chairman

15 Chris Kurt, Secretary

16 Jeff Mischkinisky

17 Michael Weiner

18
19 **Guests in Attendance**

20 Jamie Clark, OASIS Director of Standards Development

21 Scott McGrath, OASIS Membership Director

22 Andy Moir, OASIS Director of Business Development

23 Carol Geyer, OASIS Director of Communications

24 Jane Harnad, OASIS Events Manager

25 Sharmila Shanani - DCML Member Section

26 Roger Winters - LegalXML Member Section

27 John Greacen - LegalXML Member Section

28 June Leung - PKI Member Section

29
30 **1. Welcome, Goals and Agenda Review**

31
32 Jim Hughes convened the meeting at 8:30 am Central time. All Directors except Mike
33 DeNicola were present when the meeting convened.

34
35 The meeting agenda was discussed. The meeting agenda was updated to address travel
36 schedules and other conflicts.

37
38 Additional Business/Discussion Items proposed:

39 - Bob Glushko requested a discussion on the Board elections

40 - Jeff Mischkinisky requested a discussion on the WS-RX TC Charter

41
42 The revised meeting agenda was approved.

43
44 **RESOLUTION 2005-04-27.01: RESOLVED**, that the revised meeting agenda is
45 approved. Motion passed unanimously

46

47 **2. Review & Approval of Previous Minutes.**

48

49 <Mike DeNicola joined the meeting during this discussion.>

50

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

52

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

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

58

59 **3. Review of Member Section Status**

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

64

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

66

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

68

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

71

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

74

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

76

77 **5. Board Discussion of Member Sections**

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

81

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

85

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

88

89 The fact that some of the Member Sections are either currently or planning to reimburse
90 TC members for expenses around meeting participation.

91

92 **AI 2005-04-27.01:** Patrick/Jim and the Finance Committee to look into Member Section
93 expense reimbursement and report back at the next Board meeting.

94
95 **6. Status of Adoption Services Committee**

96
97 <Andy Moir joined the meeting for this discussion>

98
99 Andy Moir presented the current status of the Adoption Services Program. The topic of
100 testing services and conformance was discussed among the Directors.

101
102 **RESOLUTION 2005-04-27.04:** RESOLVED, that the Board directs the Adoption
103 Services Committee to modify the Referral Service Provider Guidelines to prohibit 3rd
104 party service providers from offering a competitive product to the specification under test
105 while they are a part of the referral program. Motion passed unanimously.

106
107 **AI 2005-04-27.02:** Adoption Committee to review and revise referral guidelines to
108 update the criteria for 3rd party service providers - clarifying that service providers may
109 not provide products in the area they are testing. Updated guidelines are due for review
110 and approval next meeting.

111
112 The Conformance Testing Services Summary was presented for review and approval.
113 The document and proposal was discussed.

114
115 **RESOLUTION 2005-04-27.05:** RESOLVED, that the Board directs the Adoption
116 Services Committee to develop conformance testing guidelines based on column C of the
117 April 20, 2005 Conformance Testing Services Summary document. Motion passed 10-1.

118
119 A revision to the InterOp demo policy/guidelines document was presented for review and
120 Board approval.

121
122 **RESOLUTION 2005-04-27.06:** RESOLVED, that the Board approves the April 22,
123 2005 revisions to the OASIS InterOp Demo Guidelines,

124 **RESOLUTION 2005-04-27.06a:** (to amend) - add - 'In addition, InterOp
125 Participants may choose to further restrict list access to the InterOp email lists
126 only to OASIS staff and the InterOp Participants'. Motion passed 6-4-1.
127 Amended main motion passed 7-1-2.

128
129 **7. Media Relations Guidelines**

130
131 <Carol Geyer joined the meeting for this discussion>

132
133 An update to the Media Relations Guidelines was presented for review and Board
134 approval.

135
136 **RESOLUTION 2005-04-27.07:** RESOLVED, that the Board approves the revisions to
137 the April 20, 2005 OASIS Media Relations Policy.

138 **MOTION 2005-04-27.07a:** (to amend) - change the document title from "Media
139 Relations Policy" to "Media Relations Guidelines". Motion failed 4-5-2
140 Main motion passed 9-1-1.

141
142 **8. Symposium Review**

143
144 <Jane Harnad joined the meeting for this discussion.>

145
146 Jane Harnad provided a summary of the OASIS Symposium results.

147
148 **9. TAB Report**

149
150 Eduardo Gutentag presented a report on the TAB activity. Four of the current TAB seats
151 are up for election.

152
153 Bill Cox, Jishnu Mukerji and Jane Harnad were recognized as key contributors to the
154 success of this year's OASIS Symposium.

155
156 The TAB has reviewed the DCML marketing committee charter and are reviewing other
157 new proposals as they come in.

158
159 Eduardo reported on the activities of the each TAB subcommittee.

160
161 **10. IPR Rollout Status**

162
163 <Jamie Clark and Scott McGrath joined the meeting for this discussion.>

164
165 Jamie Clark and Scott McGrath reported on the status of the IPR and TC Process rollout.
166 Jamie reported that the transition is going well, and more work is required to ramp up the
167 members and Technical Committees on the new process. Significant updates have been
168 made to the OASIS IT infrastructure in order to support new process requirements.

169
170 It was reported that some of the TC Chairs are not fully informed of the TC Process
171 updates. Jamie Clark will be following up with a plan for further member and Chair
172 communication.

173
174 **AI 2005-04-27.03:** Jamie Clark to set up an archived email alias for OASIS member
175 communications to the Board. Due before the next meeting.

176
177 **AI 2005-04-27.04:** Jamie Clark to add Board members to the Chairs email distribution
178 list. Due before the next meeting.

179
180 Follow-up communication after Mitch Kapor's keynote address was discussed.

181
182 The WS-ReliableExchange (WS-RX) TC charter submission was discussed.

183

184 The TC Process committee was tasked with looking at the process for updating
185 deliverables schedules in charters.

186
187 The question of whether meeting participation for nonprofit organizations at the Board
188 could be subsidized was discussed.

189
190 **AI 2005-04-27.05:** The Finance Committee will consider the question of Director
191 subsidies and make a recommendation to the Board at its next meeting. This question
192 should also be considered by the Strategy Committee.

193
194 **11. Review Use of Policies and Guidelines**

195
196 Jim Hughes opened a discussion of items that are specifically named in the Membership
197 Agreement vs. other organizational policies and guidelines. The Policies referenced by
198 the Membership Agreement are the Bylaws, IPR Policy and IPR Transition Policy.

199
200 The classification of other policies and guidelines was discussed.

201
202 **12. Organizational Health**

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

206
207 **13. Outside Directors Discussion**

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209 The outside directors had a general discussion on organizational issues.

210
211 **14. Recess**

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

215
216 **15. Director Travel Funding**

217
218 The Board discussed whether travel support could be provided for Directors in nonprofit
219 or governmental organizations.

220
221 **16. Strategy Committee**

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223 <Chris Kurt joined the meeting during this discussion.>

224
225 Frederick Hirsch presented the Strategy Committee status report. Frederick summarized
226 the current strategy plan and it was discussed among the Directors.

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228 **AI 2005-04-27.06:** Patrick Gannon to invite Member Section leadership to provide input
229 to the Strategy Committee. Due before next meeting.

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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

276 tax advisors about the number of contractors that OASIS uses, their agreements, and
277 potential tax implications.

278
279 Patrick Gannon requested that the Board approve a renewal of the Billerica office lease.
280

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

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292 **19. Review of 2005 Staff Operations Plan**

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

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297 **20. Action Item Review**

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

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301 **21. Outreach Committee**

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

305

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

308

309 **22. Reflections, Schedule and Events**

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

313

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

316

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

318

319 **23. Adjourn**

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321 The meeting adjourned at 1:49 pm Central Time.

322

323 Respectfully Submitted

324

325 Christopher Kurt

326 Secretary