Minutes of the OASIS Board of Directors

June 3, 2005

Held via teleconference

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

Guests in Attendance
Jamie Clark, OASIS Director of Standards Development
Scott McGrath, OASIS Membership Director

Regrets
Eduardo Gutentag

1. Welcome, Goals and Agenda Review

Jim Hughes convened the meeting at 10:03 am Pacific time. The meeting was quorate with nine of the eleven Directors in attendance. John Borras and Eduardo Gutentag were not present when the meeting convened.

The meeting agenda was reviewed and approved without modification.

2. Review and Approval of Previous Minutes

The minutes of the previous Board meeting were presented for approval.

RESOLUTION 2005-06-03.01: RESOLVED, that the minutes of the April 27, 2005 Board of Directors minutes are approved as amended. Passed unanimously.

The list of open action items were reviewed and discussed. The status of each open item as reported by Patrick Gannon is recorded below.

AI 2005-04-27.01: Patrick/Jim and the Finance Committee to look into Member Section expense reimbursement and report back at the next Board meeting.
[see Agenda Item #6]
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.
[Adoption Services Committee has not met to approve revisions.]

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.
[Staff in process of implementing, will be carried forward to 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.
[Exact status needs more discussion.]

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.
[see Agenda Item #6. The strategy committee has not discussed this item.]

AI 2005-04-27.06: Patrick Gannon to invite Member Section leadership to
provide input to the Strategy Committee. Due before next meeting.
[On hold pending revision of key Strategic Goals. See Agenda Item #7]

AI 2005-04-27.08: Strategy Committee to provide a summary of the OASIS
Strategy documents for member publication.
[See Agenda Item #7]

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.
[Due to travel schedules, the Outreach Team discussion will be held in June.]

3. Approval of the revised LegalXML RoP

Patrick Gannon presented a revised LegalXML RoP for review and approval. The
requested change was to add a representative of the American Bar Association to the
Member Section Steering Committee.

RESOLUTION 2005-06-03.02: RESOLVED, that the LegalXML Rules of
Procedure are revised to add subsection 1.(b)iii., as documented in the May 10,
2005 draft, to add a representative of the American Bar Association to the
Steering Committee.

RESOLUTION 2005-06-03.02a: (to amend) to delete section 2c from the
RoP. Motion to amend passed by 7-1-2 vote.
Amended main motion passed unanimously.
Member section web pages should denote how the steering committee members are
selected. For example, the pages should indicate whether the member is at-large,
appointed, or as a designated representative of a TC.

4. Review of IPR Policy Rollout

<Scott McGrath joined the meeting for this discussion.>

Scott McGrath reported that Membership Agreement completion is taking longer than
expected for a number of members. The combination of a strict interpretation of the
transition policy and the difficulty in completing paperwork quickly is forcing members
to lose their membership for the period between their renewal date and when their
internal paperwork is complete.

Patrick recommended that staff be allowed to grant a 90 day grace period for paperwork
completion. The Board was supportive of this approach.

AI 2005-06-03.01: (Patrick) Work with staff to implement an exception process
to handle automatic 90 extensions for membership paperwork. Due as soon as
possible.

5. TC Process Committee

Jamie Clark reported on the progress of the TC Process Committee. The committee has a
list of updates that were deferred from the IPR transition discussions and additional
clarifications resulting from implementing the new IPR policies.

6. Finance Committee Status

Other aspects of the report were discussed among the Directors.

Re-forecast options for the remainder of 2005 was presented and discussed.

Mike DeNicola reported on the committee's investigation of whether Directors from non-
profits or similar organizations could be reimbursed for their Board meeting expenses,
and/or whether Member Section are able to reimburse similar expenses for their members.

The Tax consultants did not identify issues with this type of program within the Board or
a Member Section. No formal policy for this was put forward, though this is a type of
expense that a Member Section would be authorized to have.

A proposal for Directors was not presented.

7. Strategy Committee Report
Frederick Hirsch reported that the Committee is working on a summary document for the organization's strategy prior to the next OASIS Board F2F meeting.

Frederick developed a four-bullet summary of the current strategic thinking and requested feedback from the Directors. It is also possible that the committee will propose an update to the OASIS mission for discussion and approval during the July Board meeting.

Patrick Gannon reported that the Singapore regional office negotiations are ongoing, and that this discussion could serve as a model for other discussions, such as a Korea regional office.

8. Election Status

Patrick Gannon reported on the status of Director and TAB elections. There are eight candidates for the five Board positions. There are eight candidates for the four TAB positions.

9. Next Meetings

In the event of a tie in the election, a special Board meeting will be held on Monday, June 27 at 8:00 am pacific time (this is rescheduled from the previous plan for June 24). The next Board meeting is July 27-28 in Billerica.

10. Adjourn

The meeting adjourned at 12:16 pm Pacific Time.

Respectfully Submitted

Christopher Kurt
Secretary