Minutes of the OASIS Board of Directors
August 2, 2006 – Final

Held at the Middlesex Meetinghouse in Billerica, MA

Directors in Attendance
Patrick Gannon, OASIS President and CEO
Ed Cobb, Vice Chairman
Eduardo Gutentag, Chairman
Mike DeNicola, Treasurer
Chris Kurt, Secretary
Bob Glushko
Frederick Hirsch
Jeff Mischkinsky
Claus von Riegen
John Jackson
Michael Winters
Paul Knight – incoming Director

Staff in Attendance
Mary McRae
Scott McGrath
Jamie Clark
Robin Cover
Cathie Mayo
Greg Rundlett
Carol Geyer
Peter Roden
Carol Cosgrove-Sacks
Pim van der Eijk

1. Welcome, Goals and Agenda Review
Patrick Gannon convened the meeting at 9:03 a.m. Eastern Time. All Directors except Michael Winters and John Jackson were in attendance when the meeting convened.

The proposed meeting agenda was reviewed and approved as previously distributed.

2. Review & Approval of Minutes & Action Items from June 28th Board call.
Chris Kurt presented the minutes of the June 28, 2006 Board of Directors meeting for review and approval.

RESOLUTION 2006-08-02.01: RESOLVED, that the Board approves the minutes of the June 28, 2006 Board of Directors meeting. Passed unanimously.

The status of previous Board action items was discussed.

ACTION ITEM 2005-07-27.05: Executive Committee to review Liaison Policy for consistency with convergence goals of the organization.
[Status: Open. Convergence issues being worked by TC Process committee.]
ACTION ITEM 2006-01-25.02: Patrick Gannon to track the IT issues list and import into IT tracking tools when they are available.
[Status: Open. Ongoing. Patrick Gannon reported that an internal system has been deployed and that evaluation for member use is underway.]

ACTION ITEM 2006-01-25.03: The TAB to distribute the current AIR draft for public review, process any comments, and provide an updated version to the Board for approval at its March meeting.
[Status: Open. Robin C. has provided initial draft of Naming Guidelines (ASIS) Issues on 1 June.]

ACTION ITEM 2006-02-24.02: Ed Cobb to schedule an outreach committee meeting and develop a policy communication plan proposal.
[Status: Open. The Outreach Team held a call.]

ACTION ITEM 2006-05-12.02: Scott McGrath to provide a summary of Member Section roles to the Board. Due before the June Board meeting.
[Status: Open. Scott has prepared for Board review.]

ACTION ITEM 2006-05-12.03: Staff to look at the mechanism for members to designate dues allocation to Member Sections and report options back to the Finance Committee and Board. Due before the June Board meeting.
[Status: Open. Included in MS Policy.]

ACTION ITEM 2006-05-12.06: Patrick Gannon and staff to create the list of TCs and their current IPR transition status as a new page on the OASIS member site, and notify the TC Chairs of where the page is posted.
[Status: Closed. The new webpage is posted in Members-only area.]

ACTION ITEM 2006-06-28.01: Scott McGrath to start a three month trial of the proposed conference call hosting project and to provide monthly progress/usage reports to the Board.
[Status: Open. Staff preparing details for 90 day trial.]

3. Strategy Committee Proposals

<Jamie Clark joined the meeting for this discussion.>

Frederick Hirsch presented proposed changes to membership categories and dues levels.

RESOLUTION 2006-08-02.02: RESOLVED, that the Board approves updates to membership and dues levels as defined in the motion-membership-category-pricing-and-sponsorship-v5.pdf and included here as Attachment A. Passed unanimously.

4. Naming Guidelines Proposals

<Robin Cover and Mary McRae joined the meeting for this discussion.>

Robin Cover presented the OASIS Naming Guidelines and requested approval for trial implementation.

RESOLUTION 2006-08-02.03: RESOLVED that the OASIS Naming Guidelines (Draft Guidelines for Filenames, URIs, Namespaces [and Metadata]) v06, dated 2006-07-20 and referenced below, are approved for use by OASIS Staff and Members, with the removal of each instance of the text “Issues Resolved, Near Resolution, or with Substantial Agreement” from the guidelines document, [and further RESOLVED that OASIS staff may update these guidelines from time to time as needed.]

• Commentary on Draft Guidelines for Filenames, URIs, and Namespaces http://docs.oasis-open.org/specGuidelines/namingGuidelines/resourceNamingCommentary.html

RESOLUTION 2006-08-02.03a (TO AMEND): RESOLVED, that the main motion is amended to add the following text: “and further RESOLVED that OASIS staff may update these guidelines from time to time as needed.”

Passed unanimously.

MAIN MOTION: Passed unanimously

The relationship between implementation of these guidelines and the current Kavi system was discussed. It was clarified that the guidelines would be implemented on docs.oasis-open.org, and that some guidelines cannot be supported by the current system.

ACTION ITEM 2006-08-02.01: Robin Cover and staff to report back to the Board on naming convention implementation in 6 months.

5. TC Process Proposal

Jamie Clark presented updates to the TC Process document for review and approval. The status of committee discussions and process updates were discussed.

RESOLUTION 2006-08-02.04: RESOLVED, that the TC Process document draft of July 28, 2006 is approved by the Board.

MOTION 2006-08-02.04a (TO AMEND): [changes marked in red in TC process update].

MOTION 2006-08-02.04aaa (TO AMEND: [after a 60 day member review prior to implementation] RESOLUTION 2006-08-02.04aaa (TO AMEND): [and process committee disposition of member comments]

Passed unanimously.

Motion failed by (4-6-0) vote.

There was no objection to calling the question.

Motion passed by (8-2-0) vote.

RESOLUTION 2006-08-02-04b (TO AMEND): Strike sentence on lines 230-231. (last sentence of 2.2 from the draft process document.)

RESOLUTION 2006-08-02-04bb (TO AMEND): “Otherwise the convener may [obtain a single 10 day extension] for posting a compliant proposal with the TC Administrator.”

Motion passed by (8-2-0) vote.

Passed unanimously.

RESOLUTION 2006-08-02.04c (TO AMEND): Replace Should with Shall on line 377.

Passed unanimously

RESOLUTION 2006-08-02.04d (TO AMEND): Delete the final sentence “This determination may be appealed to the TC Administrator” on line 841.

Passed unanimously.

RESOLUTION 2006-08-09.04e (TO AMEND): Change all occurrences of “convener” to “Convener” in the process document.

Passed unanimously.

RESOLUTION 2006-08-09.04f: Call the question.
6. TC Process Revisions

Jamie Clark presented additional items related to TC process activity for review and discussion.

**MOTION 2006-08-02.05:** RESOLVED, that the Board directs the TC Process Committee to draft the necessary changes to the TC Process document so as to prevent members from exercising an unlimited number of votes in TCs. The TC Process Committee is to present a draft of such changes for Board approval at its first F2F meeting after November 1, 2006 and after soliciting OASIS Members for feedback before that meeting.

Motion was ruled out of order by the Chair, upheld on appeal by 4-5-1 vote.

MOTION 2006-08-02.06: It is the sense of the Board that the TC Process Committee should draft the necessary changes to the TC Process document so as to prevent Members from exercising an unlimited number of votes in TCs. The TC Process Committee is to present a draft of such changes for Board approval at its first F2F meeting after November 1, 2006 and after soliciting OASIS Members for feedback before that meeting.

Further discussion on this topic was deferred until later in the meeting.

7. Financial Reports

Patrick Gannon presented the June Operations Report and 2006 Financial Forecast. These reports were reviewed and discussed. 98% of Members have signed the new Membership Agreements. 91% of Associate and Individual Members have signed the new Membership Agreements.

**ACTION ITEM 2006-08-02.02:** Patrick Gannon to suspend membership privileges of all Members that have not executed the new Membership agreements, effective immediately.

TC transitions to the new IPR Policy were discussed, along with Member Section budgets and the current balance sheet.

Cathie Mayo presented key historical metrics and ratios. These metrics and ratios were discussed by the Directors.

8. TC Process Revisions

Jamie Clark presented an update on the discussion on voting rules in Technical Committees.

(Motion carried forward from discussion item 6 above.)

**RESOLUTION 2006-08-02.06:** RESOLVED, that it is the sense of the Board that the TC Process Committee should draft the necessary changes to the TC Process document so as to prevent Members from exercising an unlimited number of votes in TCs. The TC Process Committee is to present a draft of such changes for Board approval at its first F2F meeting after November 1, 2006 and after soliciting OASIS Members for feedback before that meeting.

Passed by (7-2-1) roll call vote.

Yes:

- Mike DeNicola
- Patrick Gannon
- Bob Glushko
- Eduardo Gutentag
- Frederick Hirsch
9. IT Infrastructure Plans

Patrick Gannon introduced Greg Rundlett as the OASIS Technology Services Manager. Greg presented plans and status for the OASIS IT infrastructure. He also provided a status report on the current system outage.

**ACTION ITEM 2006-08-02.03:** Gregg Rundlett and staff to report back to the Board before the end of meeting tomorrow with the plan and additional investments required for core IT infrastructure.

10. Staff Presentations

Carol Geyer introduced the communication team and provided an update on OASIS Marketing and Communication activities over the past quarter. OASIS co-sponsored or presented at 91 events worldwide over the past year.

Jamie Clark presented an update on standards development and TC administration. The standards staff 2.7 FTE dedicated to their activity. Metrics for TC activity and general committee status was discussed.

Peter Roden gave a presentation on Business Development activity. An overview of membership activity and recruiting opportunities were discussed. Recruiting work and the overall pipeline was presented.

Scott McGrath presented the current status and goals of Member Services and Administration activity. The Member Services staff and their respective roles was introduced. Overall goals and progress against them was discussed.

Pim van der Eijk presented a summary of OASIS activities in Europe. European members represent approximately 25% of all participants and US$355K in revenue. The OASIS team is working on an arrangement to have selected OASIS standards recognized at a European level.

Dr. Carol-Cosgrove Sacks provided an update on her activities over the last quarter. Activities included liaison with various organizations, support for the adoption forum, and general business development.

**Action Item 2006-08-02.04:** Patrick Gannon to post the OASIS response to the EU ICT Standards Survey to the Board mailing list.

Patrick Gannon provided an oral update on Asia-Pacific development activity. OASIS has an opening for a local representative for that region. In the interim, Peter Roden and Patrick Gannon are backfilling to respond to opportunities.

11. Liaison Org Status Report
Patrick Gannon presented an update Liaison activity report. Various engagements were discussed by the Board and staff present. Details behind the MoU with the IUCN were discussed along with other recent activities.

**Action Item 2006-08-02.05:** Patrick Gannon to report % of travel budget directly related to Liaison travel YTD. Due at the next Board meeting.

Metrics to evaluate benefits from Liaison activity were discussed.

### 12. Agenda Adjustment

The meeting schedule for the remainder of the day and next was adjusted to compensate for long discussions without objection.

### 13. General Organizational Health

The Board went into executive session to have a discussion of overall organizational health.

### 14. Outside Director Session

The outside Directors discussed additional organizational issues.

### 15. Recess

The Board recessed for the day at 6:40 p.m. Eastern time and reconvened at 8:30 a.m. Eastern time on Thursday, August 3.

**Directors in Attendance**

- Patrick Gannon, OASIS President and CEO
- Ed Cobb, Vice Chairman
- Eduardo Gutentag, Chairman
- Mike DeNicola, Treasurer
- Chris Kurt, Secretary
- Bob Glushko
- Frederick Hirsch
- Jeff Mischkinsky
- Claus von Riegen
- Michael Winters
- Paul Knight

**Regrets**

- John Jackson

**Staff in Attendance**

- Robin Cover
- Jamie Clark
- Mary McRae
- Carol Geyer
- Greg Rundlett
- Neil Shelly
- Karen Stallis

**TAB Members in Attendance**

- Jacques Durand
- Martin Chapman
Hal Lockhart
Pete Wenzel
Bill Barnhill
Jishnu Mukerji
Bill Cox
Abbie Barbir
Andy Lee
Mike Mahan – via teleconference
Tim Stevens – via teleconference

16. Review of Agenda
The agenda for the remainder of the meeting was reviewed and approved.

17. Installation of New Directors [Patrick G. - 5 min.]
Paul Knight was welcomed as a new member of the Board of Directors.

RESOLUTION 2006-08-02.07: RESOLVED, that OASIS and the Board thank Mike DeNicola for his service on the Board of Directors. Passed unanimously.

18. Election of Officers & Committee Assignments
The following Board members and advisors were elected to officer and leadership positions on the Board.

MOTION 2006-08-02.08: RESOLVED, that the IPR Committee is hereby dissolved. Motion failed by (2-6-2) vote.

The role of external advisors and meeting participation was discussed and clarified.

RESOLUTION 2006-08-02.09: RESOLVED, that the OASIS Officer and Board Committee assignments for 2006-2007 are as follows:

**Board Positions**

| Position                        | Member                                                                 |
|---------------------------------|                                                                      |
| President                       | Patrick Gannon                                                      |
| Chairman                        | Eduardo Gutentag                                                    |
| Vice Chairman                   | Ed Cobb                                                               |
| Secretary                       | Chris Kurt                                                           |
| Treasurer                       | Mike DeNicola                                                       |
| Finance & Auditing Committee Chair | Mike Denicola                                                |
| Finance & Auditing Committee Members | Hirsch, Gutentag, Mischkinsky (Mayo)                               |
| Staffing & HR Committee Chair   | Winters                                                              |
| Staffing & HR Committee Members | Mischkinsky, Cobb                                                   |
| Strategy Committee Chair        | Hirsch                                                               |
| Strategy Committee Members      | Glushko, Jackson, Knight, Gannon                                   |
| (McGrath, Cosgrove-Sacks)       |                                                                      |
| IPR Committee Chair             | Cobb                                                                 |
| IPR Committee Members           | Gutentag, Hirsch, von Riegen, Kurt, Mischkinsky, Winters, Glushko (Clark, McGrath, Cover) |
| TC Process Committee Chair      | Mischkinsky                                                          |
| TC Process Committee Members    | Gutentag, Hirsch, von Riegen, Kurt (v.c.), Winters (Clark, Cover)   |
| Member Section Policy Committee Chair | Gannon                                                          |
| Member Section Policy Committee Members | Jackson, Kurt, Mischkinsky, Hirsch, Cobb, von Reigen |
RESOLUTION 2006-08-02.10: RESOLVED, that the Board hereby constitutes an IT Infrastructure Committee chartered to assist with IT priority setting and overall strategy, initially composed of 2-3 board members, 1 TAB member, and 2 members of staff. Passed by (9-0-1) vote.

RESOLUTION 2006-08-02.11: RESOLVED, that the IT Infrastructure Committee shall be chaired by Chris Kurt, and composed of Patrick Gannon, Eduardo Gutentag, Jeff Mischkinsky, staff representatives Robin Cover and Greg Rundlett, and with TAB representatives to be determined at a later date. Passed unanimously.

ACTION ITEM 2006-08-02.06: Mary MacRae to deploy a new mailing list for the IT Infrastructure Committee with members as assigned in resolution 2006-08-02.11.

19. Outreach Report

Ed Cobb presented the activities and future work of the ad-hoc outreach committee. The group met since the last Board meeting and identified multiple resources related to open source adoption of OASIS specifications. The committee is also developing a recommendation for a resource page or portal focus areas for open source projects.

RESOLUTION 2006-08-02.12: RESOLVED, that the Board hereby constitutes an Outreach Committee charted for the strategy and development of relationships with underrepresented stakeholders, including non-Members, comprised of Ed Cobb as Chair and with Bob Glushko and Patrick Gannon as members, and Carol Geyer as staff representative. Passed unanimously.

ACTION ITEM 2006-08-02.07: Mary MacRae to deploy a new mailing list for the Outreach Committee with members as assigned in resolution 2006-08-02.12.

20. Staffing Committee Report and Board Discussion

Michael Winters presented a report from the Staffing Committee Chair meeting with OASIS Staff. Feedback and next steps were discussed in executive session.

ACTION ITEM 2006-08-02.08: The Staffing Committee to review and possibly revise bonus and performance models and make recommendations back to the Board at its next face to face meeting.

21. Board Discussion of Staff Presentations

The Board discussed reactions and issues from the previous day’s staff presentations.

22. TAB Review

<TAB Members and OASIS staff joined the meeting for this session.>

The TAB joined the Board meeting. After introductions, Pete Wenzel led presentations of their work over the past period.
Jacques Durand and Hal Lockhart served as Chairs for the 2006 Symposium. In planning for the 2007 event, lessons learned include the need to increase presentation quality, and incorporation of attendee evaluation forms.

**ACTION ITEM 2006-08-02.09:** Mary MacRae to contact Jane Harnad to provide 2006 Symposium attendee evaluation forms to the TAB.

The overall goals of the 2007 Symposium were discussed, as the planning activity for this event will launch next week. The TAB requested input from the Board on overall priorities for the meeting and its schedule.

**ACTION ITEM 2006-08-02.10:** Jamie Clark to provide a version of the staff resource projections as shared with the Board Strategy Committee to the TAB.

The work of the gap subcommittee was presented. Over the past period, the group conducted interviews with Bob Blakely, Farrukh Najmi and Jon Basak. The notes from the interviews are being reviewed within the committee. Future interviews related to content, registries, messaging and business process are planned.

Bill Cox provided a summary of process and member resource recommendations developed for the Board by the Quality subcommittee. Current interests include member communication improvements, TC best practices, errata handling, and test assertion development.

**ACTION ITEM 2006-08-02.11:** The TAB (Chairman) to elect representatives for the following positions:
- Representative to the IT Infrastructure Committee
- Representative to the TC Process
- Contact for the Outreach Committee

**ACTION ITEM 2006-08-02.12:** The Board (Chairman) to determine where TAB representatives and staff on Committees will regularly participate and vote.

The TAB thanked Jamie for his participation in their committee and his regular contributions.

Bill Barnhill proposed that the Board consider unification of the OASIS communication infrastructure. The IT Committee will take this suggestion and follow up.

Andy Lee proposed that the Board consider participation challenges from Asian and European representatives, and the idea of a committee structured to coordinate vertical discussions across time zones and communication methods. He also asserted that additional translation and localization effort is also needed.

Abbie Barbir suggested that stricter guidelines for how normative references are included in OASIS specifications is needed.

23. **IT Status Update**

<Greg Rundlett, Neil Shelly, Karen Stallis and Robin Cover joined the meeting for this discussion.>

Greg reported on OASIS needs for backup solutions and other core infrastructure. For backup, it was reported that the accounting system, databases, and some critical files are backed up. He also reported that all email archives have been backed up and were not impacted by the current outage.

The IT team needs additional server hardware to support software deployment. Additional discussions will be held with the IT Infrastructure Committee.

24. **Member Section Review**
Patrick Gannon reported on the status of Member Sections. The MS Policy Committee still needs to meet to address open comments and is revisiting their meeting schedule.

The PKI Member Section is planning some events. Dee Schur is contracted to this Member Section to provide assistance.

The CGM Open Member Section would like to revisit and discuss dues allocation.

DCML has not held a Member Section meeting since the last Board F2F.

25. Future Meeting Planning

The meeting schedule for the next year was discussed and set.

<table>
<thead>
<tr>
<th>Date</th>
<th>Time</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>September 18, 2006</td>
<td>8 a.m. – 11 p.m. Pacific</td>
<td>Teleconference</td>
</tr>
<tr>
<td>October 12-13, 2006</td>
<td>All day both days</td>
<td>F2F in Geneva</td>
</tr>
<tr>
<td>November 13, 2006</td>
<td>10 a.m. – 12 p.m. Pacific</td>
<td>Teleconference</td>
</tr>
<tr>
<td>December 15, 2006</td>
<td>8:00 a.m. – 10 a.m. Pacific</td>
<td>Teleconference</td>
</tr>
<tr>
<td>January 24-25, 2007</td>
<td>All day Wed., until 2pm Thu.</td>
<td>South</td>
</tr>
<tr>
<td>February 26, 2007</td>
<td>8:00 a.m. – 10:00 a.m. Pacific</td>
<td>Teleconference</td>
</tr>
<tr>
<td>March 26, 2007</td>
<td>8:00 a.m. – 10:00 a.m. Pacific</td>
<td>Teleconference</td>
</tr>
</tbody>
</table>

Depending on Symposium plans, one of

- w/o (1) May 14-18, 2007
- w/o (2) April 16-20, 2007
- w/o (3) April 23-27, 2007

August 1-2, 2007 All day Wed., until 2pm Thu. Billerica

26. Wrap-Up and Adjourn

The meeting adjourned at 2:01 p.m. Eastern Time.

Respectfully Submitted,
Christopher Kurt
Secretary
As of September 1, 2006, OASIS will change its membership categories and pricing to the following list for new members.

The criteria for each category is based on the number of employees of an organization joining OASIS:

<table>
<thead>
<tr>
<th>Category</th>
<th>Criteria</th>
<th>Annual Fee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sponsor - Large</td>
<td>&gt; 500</td>
<td>16,000 USD</td>
</tr>
<tr>
<td>Sponsor - Medium</td>
<td>100-500 incl.</td>
<td>14,000 USD</td>
</tr>
<tr>
<td>Sponsor - Small</td>
<td>&lt; 100</td>
<td>12,000 USD</td>
</tr>
<tr>
<td>Sponsor - Academic, Government, Association (AGA) OECD included</td>
<td>OECD included</td>
<td>10,000 USD</td>
</tr>
<tr>
<td>Contributor - Large</td>
<td>&gt; 500</td>
<td>8,000 USD</td>
</tr>
<tr>
<td>Contributor - Medium</td>
<td>100-500 incl.</td>
<td>7,500 USD</td>
</tr>
<tr>
<td>Contributor - Small</td>
<td>&lt; 100</td>
<td>6,600 USD</td>
</tr>
<tr>
<td>Contributor - Micro</td>
<td>&lt; 10</td>
<td>3,200 USD</td>
</tr>
<tr>
<td>Contributor - Academic, Government, Association (AGA) OECD excluded</td>
<td>OECD excluded</td>
<td>1,100 USD</td>
</tr>
<tr>
<td>Associate/Individual</td>
<td>1</td>
<td>300 USD</td>
</tr>
</tbody>
</table>

Academic, Government, Association (AGA) categories include members from qualified academic institutions, government agencies and associations. Agencies that are within OECD member countries are excluded from joining the AGA contributor category and must join another contributor category or a sponsor category.

The same membership categories and pricing will apply to existing members as they renew membership starting January 1, 2007, except for Non-profit government members that are in the OECD category, for whom this will take effect as of January 1, 2008. Before January 1, 2008 Non-profit government members in the OECD category may renew at the current Non-profit membership price.

The fees for Sponsorships of Information Channels (Portals), Focus Areas and Events will be increased by 10% effective September 1, 2006 for new Sponsorships, and effective January 1, 2007 for renewing Sponsorships, as shown in this table:

<table>
<thead>
<tr>
<th>Sponsorship Level</th>
<th>Annual Fee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Information Channels</td>
<td>33,000 USD</td>
</tr>
<tr>
<td>Dual Events</td>
<td>5,500 USD</td>
</tr>
<tr>
<td>Focus Area</td>
<td>5,500 USD</td>
</tr>
</tbody>
</table>

The new package discounted fees for Foundational Sponsor are effective September 1, 2006 for new Foundational Sponsorships and effective January 1, 2007 for renewing Foundational sponsorships, as shown in this table:

<table>
<thead>
<tr>
<th>Foundational Sponsor Category</th>
<th>Annual Fee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Foundational Sponsor - Large</td>
<td>50,000 USD</td>
</tr>
<tr>
<td>Foundational Sponsor - Medium</td>
<td>48,000 USD</td>
</tr>
<tr>
<td>Foundational Sponsor - Small</td>
<td>46,000 USD</td>
</tr>
<tr>
<td>Foundational Sponsor - Academic, Government, Association (AGA)</td>
<td>44,000 USD</td>
</tr>
</tbody>
</table>