

1 **Minutes of the OASIS Board of Directors**  
2 **November 13, 2006 - Final**

3  
4 Held via teleconference.

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6 Note: John Jackson resigned from the OASIS Board of Directors prior to this meeting.

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8 ***Directors in Attendance***

9 Patrick Gannon, OASIS President and CEO

10 Ed Cobb, Vice Chairman

11 Eduardo Gutentag, Chairman

12 Frederick Hirsch, Secretary

13 Bob Glushko

14 Paul Knight

15 Chris Kurt

16 Jeff Mischkinsky

17 Claus von Riegen

18 Michael Winters

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20 ***Staff and Guests in Attendance***

21 Mike DeNicola, Treasurer and Finance Committee Chair, joined during agenda items 7 & 8.

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23 **1. Welcome, Goals and Agenda Review**

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25 Eduardo Gutentag convened the meeting at 10:05 am PST. Eight directors were present when the meeting  
26 convened. The meeting agenda was reviewed and approved as distributed prior to the meeting.

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28 **2. Review & Approval of Minutes & Review of Action Items**

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30 Frederick Hirsch presented previous meeting minutes for approval and provided an updated status on  
31 outstanding action items.

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33 **RESOLUTION 2006-11-13.01:** RESOLVED, that the Board approves the minutes of the October  
34 12-13, 2006 Board of Directors meeting as previously distributed and revised during the call.  
35 Passed unanimously.

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37 *Michael Winters joined at 10:10 PST.*

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39 Review of Open Action Items

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41 ***ACTION ITEM 2006-01-25.02:*** Patrick Gannon to track the IT issues list and import into IT  
42 tracking tools when they are available. [Status: Open. Ongoing. Patrick Gannon reported that an  
43 internal system has been deployed and that evaluation for member use is underway.]

44  
45 ***ACTION ITEM 2006-08-02.01:*** Robin Cover and staff to report back to the Board on naming  
46 convention implementation in 6 months [Status: Open. Due in Feb 2007]

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48 ***ACTION ITEM 2006-08-02.08:*** The Staffing Committee to review and possibly revise bonus and  
49 performance models and make recommendations back to the Board at its next face to face meeting.  
50 [Status: Closed. Discussed on 13 October.]

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52 ***ACTION ITEM 2006-08-02.12:*** The Board (Chairman) to determine where TAB representatives  
53 and staff on Board Committees will regularly participate and vote. [Status: Closed. Discussed at  
54 Board meeting of 12-13 October.]  
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***ACTION ITEM 2006-10-12.01:** Eduardo Gutentag to revisit the proposal for TAB and Staff participation and provide an updated proposal to the Board at its next meeting. [Status: Closed, Agenda item #4 ]*

***ACTION ITEM 2006-10-12.02:** Patrick Gannon to update the Liaison Status Report to re-sort by active and inactive engagements. Due by next meeting. [Status: Open, anticipated shortly ]*

***ACTION ITEM 2006-10-12.03:** The IT Committee should provide feedback on the overall project priorities as input to the Strategy Committee planning. Input intended for execution plan. [Status: Open, plan to send to Strategy Committee by December ]*

***ACTION ITEM 2006-10-12.04:** Strategy Committee to review OASIS trademark policy requirements and report back at the next Board meeting. [Status: Open ]*

### **3. Board Special Election**

The Board thanked John Jackson for his service to OASIS:

**RESOLUTION 2006-11-13.02:** RESOLVED, that the Board thanks John Jackson for his service on the OASIS Board of Directors. Passed unanimously.

Eduardo Gutentag presented a proposal for a schedule to fill the vacant Board position due to the resignation of John Jackson.

**RESOLUTION 2006-11-13.03:** RESOLVED, that the Board calls for a special Board Election to fill one Board Director vacancy and approves the schedule to fill the vacant Board position as outlined in "2006-07 Special Board Elections Schedule.pdf". Passed Unanimously.

### **4. Board Standing Rules**

Eduardo Gutentag presented a proposed set of Board Standing rules, including rules for TAB & Staff participation in Board committees.

**RESOLUTION 2006-11-13.04:** RESOLVED, that the Board approves the Board Standing Rule 2006-13-06.01, as included in "StandingRules4BoDv2.0.pdf", and including approval of the associated definitions and modified as follows:

- i. Amendment: Add "as such" to first bullet, creating "TAB members as such"
- ii. Amendment: Change second bullet to state "Staff members may participate By Invitation."
- iii. Amendment: Add third bullet "Invited Experts may participate By Invitation."
- iv. Amendment: Change the "By Invitation" definition by adding at end of the definition, " unless the terms of the invitation are for a shorter term."
- v. Amendment: Change Standing rule number to "2006-11-13.01"
- vi. Amendment: Add fourth bullet: "Only Board directors and officers may vote in meetings of these committees."

Amendments i-vi were accepted unanimously.  
Amended motion passed as amended unanimously.

The accepted definition for "By Invitation" reads as follows:

*"By Invitation" means an invitation extended by the Committee chair or by the Board Chair, always after obtaining Board approval. This invitation must be renewed annually at the July/August Board Face-to-Face meeting unless the terms of the invitation are for a shorter term.*

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The accepted standing rule reads as follows:

*Standing Rule 2006-11-13.01:*

*As regards the Executive, Finance and Staffing Board Committees*

- *TAB members as such are excluded from participation.*
- *Staff members may participate By Invitation.*
- *Invited Experts may participate By Invitation.*
- *Only Board directors and officers may vote in meetings of these committees.*

**RESOLUTION 2006-11-13.04:** RESOLVED, that the Board approves the Board Standing Rule 2006-13-06.02, as included in “StandingRules4BoDv2.0.pdf”, and including approval of the associated definitions and modified as follows:

i. Amendment: Change fourth bullet item to read: "Only one Staff member, of those staff participating in a Committee, may have voting rights if they so request.

1. Amendment: remove "if they so request"

Amendment to amendment i. approved unanimously.

Unanimous approval to amendment i. as amended.

ii. Amendment: Remove third bullet item. ("Up to three Staff members may participate in any given Board Committee, unless that number is changed at the Chair's Discretion.")

Unanimous approval to amend as noted.

iii. Amendment: Change Standing rule number to "2006-11-13.02"

Unanimous approval to amend as noted.

Unanimous approval to main motion as amended.

The accepted standing rule reads as follows:

*Standing Rule 2006-11-13.02:*

*As regards any Board Committees other than Executive, Finance and Staffing*

- *TAB, Staff Members and Invited Experts can participate By Invitation.*
- *Only one TAB member may represent the TAB.*
- *Only one Staff member, of those staff participating in a Committee, may have voting rights.*

Additional standing rules will be discussed on December Board call.

**5. TC Process Status**

Jeff Mischkinsky presented a summary of TC Process Board sub-committee status, including review of member feedback on the Members Discuss list.

Request for input sent to list:

<http://www.oasis-open.org/apps/org/workgroup/oasis-member-discuss/email/archives/200610/msg00000.html>

Discussion list archive:

<http://lists.oasis-open.org/archives/oasis-member-discuss/200610/maillist.html>

**6. Strategy Committee Status**

Frederick Hirsch presented a summary of Strategy Board sub-committee status and plans.

167 **7. Member Section Policy**  
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169 Patrick Gannon led review and discussion of Member Section Policy as outlined in the " MemberSection  
170 Policy v091-061106-clean.pdf" document shared with the Board.

171  
172 *Mike DeNicola, Treasurer, joined the call at 11:10 PST*  
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174 **8. Finance Committee Status**  
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176 Mike DeNicola, Treasurer and Patrick Gannon led review and discussion of Finance committee status,  
177 including September Operations Report.

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179 This discussion was related to the August and September Operations reports distributed to the Board  
180 ("0608-BoardReport-061008.pdf", and "0609-BoardReport-061020.pdf").

181  
182 Patrick Gannon led a review of preliminary budget review using slides distributed to the Board ("OASIS  
183 FY07 BUDGET-20061107.ppt").

184  
185 Discussion ensued about sales pipeline, trends, and need for a realistic budget. Further discussion of this  
186 topic will occur on the next Finance committee call ([December 5, 10:00am PST](#)) and Board members are  
187 invited to join.  
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189 **9. Review of topics for December Board Call**  
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- 192 • Review and approval of 2007 Budget [A]
  - 193 • Review and approval of Conservation Biodiversity Member Section [A]
  - 194 • Review and approval of Asia PKI Forum MoU [A]
  - 195 • Member Section Policy [A]
  - 196 • Standing Rules [A]
  - 197 • IT Infrastructure Committee status
  - 198 • TC Process Committee status
  - 199 • TAB report on Symposium
  - 200 • Strategy Committee status
  - 201 • Staffing Committee report on revised Employee Bonus Goals
  - 202 • Schedule optional Board call on 9 Jan in case of need to break tie in Board Special Election
  - 203 • Logistics for Board meeting (24-25 January)

204 **10. January 9 2007 teleconference**  
205

206 Scheduled for 10 am – 10:30 am PST, for special election tie vote, if needed.  
207

208 **11. Wrap-Up and Adjourn**  
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210 The meeting adjourned at 12:05 p.m. PST.  
211

212 Respectfully Submitted,  
213 Frederick Hirsch  
214 Secretary  
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