

1 **Minutes of the OASIS Board of Directors**
2 **December 15, 2006 Final**

3
4 Held via teleconference.

5
6 ***Directors in Attendance***

7 Patrick Gannon, OASIS President and CEO

8 Eduardo Gutentag, Chairman

9 Frederick Hirsch, Secretary

10 Bob Glushko

11 Paul Knight

12 Jeff Mischkinsky

13 Michael Winters

14
15 ***Regrets***

16 Ed Cobb, Vice Chairman

17 Chris Kurt

18 Claus von Riegen

19 Mike DeNicola, Treasurer and Finance Committee Chair

20
21 **1. Welcome, Goals and Agenda Review**

22
23 Eduardo Gutentag convened the meeting at 8:08 am PST. Seven directors were present when the meeting
24 convened. The meeting agenda was reviewed and approved as distributed prior to the meeting.

25
26 **2. Review & Approval of Minutes & Review of Action Items**

27
28 Frederick Hirsch presented previous meeting minutes for approval and provided an updated status on
29 outstanding action items.

30
31 **RESOLUTION 2006-12-15.01: RESOLVED**, that the Board approves the minutes of the
32 November 13, 2006 Board of Directors meeting as previously distributed on 13 November and
33 revised during the call.

34
35 Passed unanimously.

36
37 Review of Open Action Items

38
39 **ACTION ITEM 2006-01-25.02: Patrick Gannon to track the IT issues list and import into IT tracking tools**
40 **when they are available.**

41 [Status: Open. Ongoing. Patrick Gannon reported that an internal system has been deployed and that
42 evaluation for member use is underway.]

43
44 **ACTION ITEM 2006-08-02.01: Robin Cover and staff to report back to the Board on naming convention**
45 **implementation in 6 months**

46 [Status: Open. Due in Feb 2007]

47
48 **ACTION ITEM 2006-10-12.02: Patrick Gannon to update the Liaison Status Report to re-sort by active**
49 **and inactive engagements. Due by January F2F.**

50 [Status: Open]

51
52 **ACTION ITEM 2006-10-12.03: The IT Committee should provide feedback on the overall project**
53 **priorities as input to the Strategy Committee planning. Input intended for execution plan.**

54 [Status: Closed]

55

56 ACTION ITEM 2006-10-12.04: Strategy Committee to review OASIS trademark policy requirements and
57 report back at the next Board meeting.
58 [Status: See Agenda Item #6, Closed]
59

60 3. Employee Bonus Policy

61
62 Michael Winters presented a proposed revised Bonus Policy. Changes included removing detailed metrics
63 from the policy to be placed in a separate schedule thus creating a generic policy.

64
65 **RESOLUTION 2006-12-15.02:** RESOLVED, that the Board approves the Bonus Policy as
66 distributed in "OASIS Employee Bonus Policy1.doc".

67
68 Passed Unanimously.

69 4. 2007 Budget

70
71 Patrick Gannon presented and the board discussed the 2007 Budget.

72
73
74 **RESOLUTION 2006-12-15.03:** RESOLVED, that the OASIS Board of Directors approves the
75 2007 Budget as described in FY2007-08 Budget-Projections-20061208.pdf FY2007 Budget Plan
76 A.

77
78 Passed Unanimously.

79 5. Board Standing Rules

80
81 Eduardo Gutentag presented two additional proposed Board Standing rules for consideration in addition to
82 those previously approved.

83
84 The board discussed the first proposed standing rule.

85
86
87 **RESOLUTION 2006-12-15.04:** RESOLVED, that the Board approves the Board Standing Rule
88 2006-12-15.01, as included in "StandingRules4BoDv3.pdf"

89
90 *Standing Rule 2006-12-15.01: Agenda items marked as A-Items for a Board of Directors meeting*
91 *qualify automatically as such if they (and their supporting material) are sent to the Board of*
92 *Directors at least seven days in advance of the Board meeting. Other agenda items may also*
93 *qualify as A-Items if Directors so decide by a Two-Thirds Board Vote during any Board meeting.*

94
95 **Amendment:** Add " and the associated definitions" to end of Resolution 2006-12-15.04

96
97 Amendment passed unanimously.

98
99 **Motion as amended passed unanimously.**

100
101 The approved amended Resolution reads as follows:

102
103 **RESOLUTION 2006-12-15.04:** RESOLVED, that the Board approves the Board Standing Rule
104 2006-12-15.01, as included in "StandingRules4BoDv3.pdf" and the associated definitions.

105
106 The board discussed the second proposed standing rule.

107
108 **RESOLUTION 2006-12-15.05:** RESOLVED, that the Board approves the Board Standing Rule
109 2006-12-15.02, as included in "StandingRules4BoDv3.pdf" and the associated definitions

110
111 *Standing Rule 2006-12-15.02: A Board Meeting's Agenda must be circulated at least three days in*

112 *advance of the meeting. Otherwise a Board Majority Vote may postpone or cancel the meeting.*

113
114 **Amendment:** remove second sentence "Otherwise a Board Majority Vote may postpone or cancel
115 the meeting " from standing rule 2006-12-15.02 text.

116
117 **Amendment passed unanimously**

118
119 **Motion as amended approved unanimously**

120
121 The approved amended standing rule is the following:

122
123 *Standing Rule 2006-12-15.02: A Board Meeting's Agenda must be circulated at least three days in*
124 *advance of the meeting.*

125 126 **6. Trademark Policy Recommendation**

127
128 Frederick Hirsch presented recommendations from the Strategy Committee on OASIS Trademark Policy.

129
130 **RESOLUTION 2006-12-15.06:** RESOLVED, that the Board approves the recommendations
131 outlined in the section "Recommended Short-Term Actions" as included in "Trademark-
132 Recommendation-05b.pdf".

133
134 **Amendment :** Replace "bug" with "logo graphic" in recommendation #2.

135 **Amendment passed unanimously**

136
137 **Amended motion passed unanimously.**

138 139 **7. Finance Committee Status**

140
141 Patrick Gannon presented the October Operations Report and the OASIS China Office Agreement.

142 143 **8. Member Section Policy Status**

144
145 Patrick Gannon provided an update on the Member Section Policy and requested Board member review of
146 draft distributed to Board. Use of this policy should greatly simplify Member Section Rules of Procedure
147 once approved making it beneficial to complete this policy.

148
149 Patrick Gannon reviewed the proposed Emergency Interoperability Member Section Rules of Procedure.

150 151 **9. Legal**

152
153 **RESOLUTION 2006-12-15.07:** RESOLVED, that the Board go into executive session for legal
154 discussion

155
156 **Motion approved by unanimous consent**

157
158 Executive session discussion on legal matters ensued.

159 160 **10. TC process**

161
162 Jeff M provided an update on TC Process committee status. Expects to bring TC Process document as an
163 A item to January meeting.

164 165 **11. Review of topics for next Board F2F Meeting (24-25 January)**

166

167 Discussed and revised topics to be as follows, including additions of TC Process as A item and TAB report
168 as B item:

- 169
- 170 - Discuss logistics for Board meeting at IBM Tampa
- 171 24 January 9am – 6pm, 25 January 8:30- 2pm (with setup 30 earlier)
- 172 - Review & Approval of Member Section Policy [A]
- 173 - Review and approval of Emergency Interoperability Member Section [A]
- 174 - TC Process [A]
- 175 - Review of Nov & Dec Operations Reports [B]
- 176 - Review of Staff 2007 Departmental Goals [B]
- 177 - IT Infrastructure Committee status [B]
- 178 - TC Process Committee update [B]
- 179 - Liaison Status Report Review [B]
- 180 - TAB Report [B]

181

182 **12. Wrap-Up and Adjourn**

183

184 The meeting adjourned at 12:10 p.m. PST.

185

186 Respectfully Submitted,

187 Frederick Hirsch

188 Secretary