Minutes of the OASIS Board of Directors
24-25 January 2007 Final
Held at IBM Harborview Plaza, West Tampa, Florida

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

Staff and Guests in Attendance
Abbie Barbir, TAB
Jamie Clark, OASIS Staff
Robin Cover, OASIS Staff
Jacques Durand, TAB
Carol Geyer, OASIS Staff
Hal Lockhart, TAB
Scott McGrath, OASIS Staff
Mary McRae, OASIS Staff
Peter Roden, OASIS Staff
Greg Rundlett, OASIS Staff
Pete Wenzel, TAB

1. Welcome, Goals and Agenda Review
Eduardo Gutentag convened the meeting at 9:02 a.m. ET. Ten directors were present when the meeting convened. The meeting agenda was reviewed and approved as distributed prior to the meeting.

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

Review and Approval of Minutes
Frederick Hirsch presented previous meeting minutes for approval and provided an updated status on outstanding action items.

RESOLUTION 2007-01-24.01: RESOLVED, that the Board approves the public and private minutes of the December 15 2006 Board of Directors meeting as previously distributed.
Passed unanimously.
Noted that minutes through 13 November 2006 are posted on web. Noted that minutes from June 2006 do not appear to be posted. Agreed to create Kavi folder to upload confidential (executive session) minutes.

Review of Open Action Items

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. IT Infrastructure Committee reviewing options with Staff.]

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

ACTION ITEM 2006-10-12.02: Patrick Gannon to update the Liaison Status Report to re-sort by active and inactive engagements. Due by January F2F.
[Status: Closed. See Agenda Item #5 ]

3. Review of Follow-up to Board Resolutions from 15 Dec Board call.

Frederick Hirsch led status review of follow up actions to resolutions approved on the previous Board meetings:

RESOLUTION 2006-12-15.01: Board minutes of 13 November 2006.
[Status: Completed. Posted to Members website.]

RESOLUTION 2006-12-15.02: OASIS Employee Bonus Policy
[Status: Open. To be distributed to Employees in January 2007 as part of roll-out of 2007 Department Goals. This is an internal policy that is not posted publicly. Will be reported to employees after 24 January Board F2F]

RESOLUTION 2006-12-15.03: OASIS 2007 Financial Budget
[Status: Completed. Cathie has implemented the budget into OASIS accounting system (MAS-90).]

RESOLUTION 2006-12-15.04: OASIS Board Standing Rule 2006-12-15.01
RESOLUTION 2006-12-15.05: OASIS Board Standing Rule 2006-12-15.02
[Status: Open. Need to put on OASIS public policy page.]

RESOLUTION 2006-12-15.06: OASIS Trademark Recommendations
[Status: Open. Staff beginning implementation. Web site updates needed.]
RESOLUTION 2006-12-15.08: Amicus Brief topic an "A" Agenda Item
RESOLUTION 2006-12-15.09: OASIS to join Amicus Brief
[Status: Patrick & Jamie worked with legal counsel on final OASIS submission to Amicus Brief. Initial submitted draft sent to Board on 15 Dec 2006. Final Amicus Brief sent to Board on 15 Jan 2007. Final Amicus brief was submitted.]

Board noted desire to be updated on status of Amicus brief going forward.
<Mike DeNicola joined the meeting at 9:20 am ET>

RESOLUTION 2007-01-24-02: RESOLVED, Add new A agenda item to consider OASIS banking signature motion as Finance Committee Item.

Passed unanimously.

The Board welcomed the newly elected Board Director, Mike DeNicola.

4. Member Section Policy Committee

Patrick Gannon provided an update on the Member Section Policy and Emergency Interoperability Members Section RoP. The Member Section Policy committee has worked for the past year and has produced a Member Section Policy and RoP template.

RESOLUTION 2007-01-24-03: RESOLVED, that the OASIS Member Section Policy (MemberSection Policy v1-20070117.pdf) is approved.

RESOLUTION 2007-01-24-03a (to amend): RESOLVED, The MS Policy be modified such that line 162, "by a majority vote of the OASIS Board of Directors" and line 168, "by Two-Thirds Vote of the OASIS Board of Directors", both to be changed to "by resolution of the OASIS Board of Directors".

RESOLUTION 2007-01-24-03a1 (to table): RESOLVED, Move to TABLE the amendment motion.

Passed by [10-1-0] vote.

Discussion of status of member section policy status and concern over additional changes need to improve it. Noted the need for continued revision even if current proposal approved. Discussed need to have additional work by Member Section Policy committee over next six months.

RESOLUTION 2007-01-24-03a2 (to take off table): RESOLVED, Move to take the amendment motion off the table.

Passed unanimously.

RESOLUTION 2007-01-24-03b (to amend): RESOLVED, The MS Policy be modified such that the phrase “, once OASIS tools support this” at line 119 be removed.

Discussion – Noted that method of voting is not specified in bylaws. Is RoP required to specify voting mechanisms – discussion of whether this form of voting is required.

Passed unanimously.
RESOLUTION 2007-01-24-03c (to amend): RESOLVED, The MS Policy be modified at line 18 such that “1.5” is changed to “1.6”.

Passed unanimously.

RESOLUTION 2007-01-24-03d (to amend): RESOLVED, The MS Policy be modified at lines 46 and 47 (Definition 5), delete “the selection of the steering committee chair”.

Passed by [10-1-0] vote.

RESOLUTION 2007-01-24-03e (to amend): RESOLVED, The MS Policy be modified at line 118 to change “should” to “shall”.

Proposed amendment to allow multi-choice voting that should not require Kavi to implement. If this change is made, OASIS needs to provide explanations and support.

Passed by [5-4-2] vote.

Discussion of whether 4.11 conflicts with existing Liaison policy – intent noted that steering committee review occurs before TC proceeds with liaison request in accordance with liaison policy.

RESOLUTION 2007-01-24-03f (to amend): RESOLVED, The MS Policy be modified at line 337 to change “vote (by simple or special majority) to request submission of an affiliated TC’s” to “approve (by simple or special majority vote) an affiliated TC’s request for submission of an”.

Passed unanimously

Passed by [8-2-1] vote.

RESOLUTION 2007-01-24-04: RESOLVED, that all existing OASIS Member Sections must submit revised Rules of Procedure (RoPs), which conform to the approved Member Section Policy, within six months (24 July 2007).

ACTION ITEM 2007-01-24.01: Patrick to inform Board of Member Section transition status at the end of six months (24 July 2007).

Passed by [9-1-1] vote.

RESOLUTION 2007-01-24-05: RESOLVED, that the Member Section Policy committee to submit a revised Member Section Policy for the next Board F2F (18 April).

RESOLUTION 2007-01-24-05a (to amend): RESOLVED, that the deadline for approval be the August Board F2F (six months).

Passed Unanimously.

Passed Unanimously as amended.
No action taken on member section template.

RESOLUTION 2007-01-24-06: RESOLVED, that Michael Winters join the Member Section Policy committee.

Passed Unanimously.

If a member section does not conform by the date, then Board will address that issue.


<Scott McGrath joins discussion>

RESOLUTION 2007-01-24-07a (to amend): RESOLVED, that at line 25, “and tools” removed from RoP.

Passed Unanimously

RESOLUTION 2007-01-24-07b (to amend): RESOLVED, that at line 54 change “Up to forty percent (40%)“ to “At the discretion of the OASIS Board of Directors up to forty percent (40%)”.

Passed [7-2-2]

Discussion on size of steering committee, maximum size, and need to maintain odd number of steering committee members.

Passed [9-1-1]

<Jamie Clark, Carol Geyer join meeting>

5. Finance Committee Reports

Mike DeNicola and Patrick Gannon presented the November and December 2006 reports and 2006 End of Year Financial Information. The Board noted a benefit of tracking members lost specifically due to acquisitions and mergers.

ACTION ITEM 2007-01-24.02: Member services to bring to strategy committee detailed member analysis from 2006 in February 2007.

ACTION ITEM 2007-01-24.03: Strategy Committee to evaluate Associate membership category and provide Board recommendation for continuing to retain this category by June.

ACTION ITEM 2007-01-24.04: OASIS Staff to bring analysis of Member Section deferred revenue related to growth of Member Sections to the finance committee for next Finance committee meeting.

6. TC IPR Transition Status
Jamie Clark provided an overview of the status of TC IPR mode transitions. Estimate is that 9 will close, and an additional 6 of 12 that wish to continue might close.

<Robin Cover and Greg Rundlett joined the meeting by teleconference>

7. IT Infrastructure Committee

Patrick Gannon led a review of IT Infrastructure Issues. Robin and Greg outlined OASIS Tech Services Department 2007 Goals.

ACTION ITEM 2007-01-24.05: IT Infrastructure committee to review and prioritize entire IT status report, including clarification of closed items.

Greg noted that the OASIS library project is progressing now that full time web developer has been hired.

Eduardo requested increased Board membership in OASIS Board IT sub-committee.

<Greg Rundlett left the meeting>

8. Staff Departmental Goals

Scott McGrath presented Member Services Department 2007 Goals. Making effort to assist members to work with OASIS effectively.

<Hal Lockhart joined the meeting>

<Pete Wenzel joined the meeting by teleconference>

Carol Geyer presented Communications Department 2007 Goals, including hosting the OASIS site in Chinese and supporting all stages of standards lifecycle.

<Abbie Barbir, Jacques Durand, Mary McRae joined the meeting by teleconference>

<Topic continued after TAB Review>

9. TAB Review

Hal Lockhart presented status on TAB activities and the 2007 OASIS Symposium. The full TAB did not join the F2F in person at this F2F due to the need to have an earlier F2F TAB meeting to work on Symposium since it occurs earlier this year.

Symposium 2007:

Staff is arranging keynote and logistics, the TAB is arranging technical program. Returning to earlier format, tutorials on Sunday, two days of Symposium, then three days for TC meetings. Offering two tracks this year, in addition adding shorter “mini-talks”.

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Last year there were 66 submissions, 4 tutorials, 3 panels, and 15 presentations. This year there have been 54 submissions, plans for 4-8 tutorials, 3 panels, and 28 presentations. Noted that there have been a rising number of submissions from Asia, but not the EU.

Presenters are required to provide full set of slides by 16 March.

**GAP subcommittee:**

A number of discussions have been held with experts in the areas of security, registry, and content (vertical markup languages) during the past year. Hal gave an overview with material from Pete Wenzel.

**ACTION ITEM 2007-01-24.06:** Staff to bring report on opportunities based on TAB GAP analysis to the Board by March 2007.

The TAB Quality committee has been split into two committees, a process improvement committee and a member communications committee.

**ACTION ITEM 2007-01-24.07:** Carol Geyer to work with TAB to raise visibility of TAB work, specifically GAP work, to OASIS membership.

The member communications committee will educate TCs on the value of Committee Specifications. Noted that marketplace also requires education.

**ACTION ITEM 2007-01-24.08:** TC Process committee to consider (a) the range of final deliverables produced by TCs and (b) how to avoid standards inflation, producing a recommendation by the August OASIS Board meeting.

Discussion of whether the TAB can communicate more analysis of the GAP committee work, or actionable recommendations.

**ACTION ITEM 2007-01-24.09:** TAB to provide additional actionable recommendations based on GAP activity for the August Board F2F.

<Abbie Barbir, Jacques Durand, Mary McRae leave>

### 8b Staff Departmental Goals

#### Business Development Department 2007 Goals

Peter Roden presented Business Development Department 2007 Goals. Noted that a major goal is new revenue to OASIS, based on bringing new committees to OASIS.

<Peter Roden leaves>

#### Standards Development 2007 Goals

Jamie Clark presented Standards Development 2007 Goals. Two primary goals including supporting
our TCs with process rules and finding new TCs.

Jamie Clark, Carol Geyer, Hal Lockhart, Scott McGrath leave meeting>

10. General Organization Health

The Directors held a general discussion of overall organizational health.

ACTION ITEM 2007-01-24.10: Patrick to identify methods for conducting a full 360 review including staff and board by 26 March.

Patrick Gannon leaves meeting>

11. Outside Directors Discussion

The outside Directors had their regular governance review of OASIS management, and OASIS legal, regulatory and financial topics.

12. Recess

The Board recessed for the day at 5:50 pm. ET and reconvened at 8:30 a.m ET on Thursday, 25 January 2007. All Directors except Chris Kurt were present when the meeting reconvened. Jamie Clark was present when the meeting reconvened.

Directors in Attendance

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

Staff and Guests in Attendance

Jamie Clark, OASIS Staff

13. Review of Agenda

The agenda for the day was reviewed and approved with the modification that the Asia PKI Forum MoU and the addition of Scott McGrath as an OASIS signatory as initial items on the agenda for 25 January 2007.
14. Asia PKI Forum MoU
Patrick Gannon presented the Asia PKI Forum liaison report and outlined the MoU presented for approval.

RESOLUTION 2007-01-25-01: RESOLVED, that the Memorandum of Understanding between Asia PKI Forum and OASIS is approved with the addition in the document that the English language text is the authoritative version.

Passed [8-0-2].

RESOLUTION 2007-01-25-02: RESOLVED, that Scott McGrath be added as OASIS Signatory for various OASIS bank accounts.

RESOLUTION 2007-01-25-02a (to amend): RESOLVED, that payments over $25,000 require the approval and signature, as appropriate, of the treasurer.

Passed Unanimously

ACTION ITEM 2007-01-25.01: Patrick to provide update of the management backup plan at the April 2007 Board meeting.


15. TC Process Committee Update
Jeff Mischkinsky provided an update on TC Process committee activities and status. The TC Process committee also thanked Jamie Clark for all his staff support to the TC Process committee.

Jeff provided an overview of TC Process policy revisions to resolve various issues associated with the current policy, and to incorporate feedback provided by the TAB. Some significant areas of discussion included proposed changes regarding conformance clauses and statements of use, closure of TCs not having a chair for four months, and instituting a period to enable consideration of public review comments.

<Chris Kurt joined the meeting at 9:00 am ET>


RESOLUTION 2007-01-25-03a (to amend): RESOLVED, re-insert in section 3.4 paragraph (f) “The Statements of Use presented above.”

RESOLUTION 2007-01-25-03a1: RESOLVED, Replace “presented above.” with “from at least three organizational members”.

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Proposed but not seconded.

Passed [8-1-2].

RESOLUTION 2007-01-25-03b (to amend): RESOLVED, At line 42 Replace “Organizational OASIS Members” with “OASIS Organizational Members”.

Passed [9-0-1].

RESOLUTION 2007-01-25-03c (to amend): RESOLVED, at line 157, section 2.2.2 order of items be changed to put optional items to end, e.g. b,c. and d.

Passed [9-0-2].


Motion withdrawn.

RESOLUTION 2007-01-25-03e (to amend): RESOLVED, At line 183 Initial t to be capitalized.

Passed [8-0-3]

RESOLUTION 2007-01-25-03f (to amend): RESOLVED, The word “submit “ at lines 546, 548, 569, 572, 580 be replaced with “stored” and related editorial adjustments as appropriate.

Discussion included rationale that submission might mean something different than other uses of submission, as well as suggestion to add as action item to process committee.

Defeated [3-6-1].

ACTION ITEM 2007-01-25.03: TC Process committee to add issue regarding review of use of the word “submit “ at lines 546, 548, 569, 572, 580 and replacing it with “stored” and making related editorial adjustments as appropriate.

RESOLUTION 2007-01-25-03g (to amend): RESOLVED, Strike bracketed text at line 561: “[It is recommended that the conformance clauses constitute short declarative statements.]”.

Passed [8-0-3].

RESOLUTION 2007-01-25-03h (to amend): RESOLVED, Add “If applicable,” to beginning of line 557.

Discussion on whether this removes the requirement for conformance clauses.
Defeated [2-8-1].

RESOLUTION 2007-01-25-03i (to amend): RESOLVED, Do not incorporate changes at line 629.

Discussion noted that seven days will enable comments that have been submitted to be considered.

Defeated [2-8-1].

RESOLUTION 2007-01-25-03j (to amend): RESOLVED, Strike “rule” from line 65.

Passed [8-0-3].

RESOLUTION 2007-01-25-04: RESOLVED, Call the Question.

Passed [8-1-2].

Main motion as amended Passed [8-1-2].

Jamie presented a status update on definition of normative formats for specifications – additional work in TAB and TC Process committee required. May be concluded by April F2F or August meeting depending on progress.


Discussion regarding impact on OASIS participation, renewals and membership levels and possible additional analysis. Discussed need for effective date later than approval date.

RESOLUTION 2007-01-25-06: RESOLVED, Table motion.

Passed [6-4-1]

<Ed Cobb leaves the meeting>

Discussion about analysis and how it might be difficult, especially to quantify opportunity cost of work that is not brought to OASIS due to current rules. Related discussion of impact of Associate Member category on organization. Mention of factors of financial impact, fairness/equity and OASIS reputation.

ACTION ITEM 2007-01-25.04: Staff to conduct analysis and assessment of risk associated with 1-org-1-vote proposal and provide to the Board, Strategy and Finance committees by the end of February.

16. Status of Regional Office Program

Patrick Gannon provided a presentation on the status of the OASIS China Office and other potential offices. Interest from Italy and Germany noted.
17. Future Meeting Planning

26 February, 8-10 am PST
26 March 8-10 am PST
18-19 April F2F
11 May 8-10 am PT
22 June 8-10 am PT
No meeting in July
1-2 August F2F

ACTION ITEM 2007-01-25.05: Scott to provide Board proposed annual election schedule for 26 March Board meeting.

18. Symposium Week Event Planning

The Board discussed the next Face-to-Face Meeting Schedule & Agenda, the use of Open Sessions, and the AGM Schedule.

RESOLUTION 2007-01-25-07: RESOLVED, Hold April F2F meeting in open session apart from Finance, Staffing and Executive sessions.
Passed [9-0-1]

Patrick requested that board members be present Tuesday 17th April evening (5 pm) for the AGM and reception.
Setup at noon on Wed, start at 12:30 on Wed, meet until Thursday until 5 or 6 pm.

19. Board Committee Scheduling

OASIS Board committees updated their schedules.

RESOLUTION 2007-01-25-08: RESOLVED, Claus von Riegen be added to the IT Infrastructure Committee.
Passed unanimously

IT Infrastructure Committee
Alternate weeks starting February 8 at 12:30 PST.

Strategy Committee
Starting February 9, alternate weeks (e.g. next after 9 February is February 23), 10-12 EST, 7-9 PST.
Note that some committee members have TAB meeting conflict on the alternate weeks.

Finance Committee
Each call is 1 hour.
20 February noon PST
RESOLUTION 2007-01-25-09: RESOLVED, Mike DeNicola be added to the Member Section Policy Committee.

Passed unanimously

20. Liaison Status Review
Patrick Gannon provided a review of OASIS Liaison Status. Added category for governmental organizations.

21. Staff Goals Review
The Board discussed actions related to Staff Department Reports.

22. Wrap-Up and Adjourn
The meeting adjourned at 1:36 p.m. ET.

Respectfully Submitted,
Frederick Hirsch
Secretary