

1 **Minutes of the OASIS Board of Directors**

2 26 February 2007 - Final

3

4 Held by teleconference.

5

6 **Directors in Attendance**

7

8 Patrick Gannon, OASIS President and CEO

9 Eduardo Gutentag, Chairman

10 Ed Cobb, Vice Chairman

11 Frederick Hirsch, Secretary

12 Mike DeNicola, Treasurer and Finance Committee Chair

13 Bob Glushko

14 Paul Knight

15 Chris Kurt

16 Jeff Mischkinsky

17 Claus von Riegen

18 Michael Winters

19

20 **Staff and Guests in Attendance**

21

22 Robin Cover, OASIS Staff

23 June Leung, Chair, PKI Member Section Steering Committee

24 Dee Schur, OASIS Staff

25

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

27

28 Eduardo Gutentag convened the meeting at 8:15 a.m. PT. Ten directors were present when the meeting
29 convened. The meeting agenda was reviewed and approved as distributed prior to the meeting.

30

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

32

33 **Review and Approval of Minutes**

34

35 Frederick Hirsch presented the meeting minutes from the 24-25 January 2007 Board meeting for
36 approval and provided an updated status on outstanding action items.

37

38 **RESOLUTION 2007-02-26.01: RESOLVED**, that the Board approves the minutes of the
39 **January 24-25 2007 Board of Directors meeting as previously distributed (v3).**

40

41 **RESOLUTION 2007-02-26-01b (to amend), RESOLVED**, accept two corrections from
42 Patrick Gannon , change “ IT Committee” to IT Infrastructure Committee” and change
43 “Member Section Committee” to “Member Section Policy Committee” in minutes.

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45 **Passed unanimously as amended.**

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47 *<Claus von Riegen joined>*

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Review of Open Action Items

<Open action item review was deferred until after agenda item #10.>

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 issues list.

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

Close. See Agenda #10

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

[Status: Open. Due 24 July 2007]

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

Close. See Agenda Item #4.

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.

Close. See Agenda item #4

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.

[Status: Open. Under discussion within Finance Committee.]

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

[Status: Open. Under discussion within IT Infrastructure Committee.]

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

[Status: Open.]

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

[Status: Open.]

<Jeff Mischkinsky leaves teleconference>

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.

97 [Status: Open.]
98
99 ACTION ITEM 2007-01-24.09: TAB to provide additional actionable recommendations based
100 on GAP activity for the August Board F2F.
101 [Status: Open.]
102
103 ACTION ITEM 2007-01-24.10: Patrick to identify methods for conducting a full 360 review
104 including staff and board by 26 March.
105 [Status: Open.]
106
107 ACTION ITEM 2007-01-25.01: Patrick to provided update of the management backup plan at
108 the April 2007 Board meeting.
109 [Status: Open. Due 18 Apr 2007.]
110
111 ACTION ITEM 2007-01-25.02: Patrick to update the financial policy in accordance with
112 RESOLUTION 2007-01-25-02 as amended by RESOLUTION 2007-01-25-02a.
113 [Status: Open.]
114 Finance Policy & Procedures updated and to be provided to finance committee.
115
116 ACTION ITEM 2007-01-25.03: TC Process committee to add issue regarding review of use of
117 the word "submit" at lines 546, 548, 569, 572, 580 and replacing it with "stored" and making
118 related editorial adjustments as appropriate.
119 [Status: Open.]
120
121 ACTION ITEM 2007-01-25.04: Staff to conduct analysis and assessment of risk associated
122 with 1-org-1-vote proposal and provide to the Board, Strategy and Finance committees by the
123 end of February.
124 Close. See agenda item #4
125
126 ACTION ITEM 2007-01-25.05: Scott to provide Board proposed annual election schedule for
127 26 March Board meeting.
128 [Status: Open. Due on 19 Mar.]
129
130 **3. Review of Follow-up to Board Resolutions from 15 Dec Board call.**
131
132 *<Follow-up review was deferred until after Action Item review, after agenda item #10.>*
133
134 Frederick Hirsch summarized status of follow up actions to resolutions approved on the previous Board
135 meetings.
136
137 Resolutions from 15 Dec 2006
138
139 RESOLUTION 2006-12-15.02: OASIS Employee Bonus Policy
140 [Status: Completed. Distributed to Employees on 1 Feb 2007]
141
142 RESOLUTION 2006-12-15.04: OASIS Board Standing Rule 2006-12-15.01
143 RESOLUTION 2006-12-15.05: OASIS Board Standing Rule 2006-12-15.02
144 [Status: Open. Need to put on OASIS public policy page.]

145
146
147 RESOLUTION 2006-12-15.06: OASIS Trademark Recommendations
148 [Status: Open. Staff beginning implementation. Web site updates needed.]
149

150 Resolutions from 24-25 Jan 2007

151
152 RESOLUTION 2007-01-24.01: Approves the public and private minutes of the December 15
153 2006 Board of Directors meeting.
154 [Status: Completed. Minutes posted to members website.]
155

156 See http://www.oasis-open.org/private/bod_minutes_12_15_06.pdf

157
158 The minutes from June 2006 have also been posted (http://www.oasis-open.org/private/bod_minutes_06_28_06.pdf)
159
160

161 The Kavi folder to upload confidential (executive session) minutes has been created.

162
163 RESOLUTION 2007-01-24-02: Add new A agenda item to consider OASIS banking signature
164 motion as Finance Committee Item.
165

166 RESOLUTION 2007-01-24-03: OASIS Member Section Policy
167 [Status: Completed. Posted to OASIS Policies & Procedures Web site.]
168

169 RESOLUTION 2007-01-24-04: All existing OASIS Member Sections must submit revised
170 Rules of Procedure (RoPs), which conform to the approved Member Section Policy, within six
171 months (24 July 2007).
172 [Status: Open. PKI (ITI) MS submitted for Approval; see Agenda Item #4.]
173

174 RESOLUTION 2007-01-24-05: Member Section Policy committee to submit a revised Member
175 Section Policy for the Board F2F in Aug 2007.
176 [Status: Open.]
177

178 RESOLUTION 2007-01-24-06: Michael Winters joined the Member Section Policy committee.
179 [Status: Completed. Michael's name added to the committee roster.]
180

181 RESOLUTION 2007-01-24-07: Emergency Interoperability Member Section Rules of
182 Procedure
183 [Status: Open. Steering Committee being named.]
184

185 RESOLUTION 2007-01-25-01: Memorandum of Understanding between Asia PKI Forum and
186 OASIS
187 [Status: Completed. Patrick added statement regarding English version, signed
188 MoU and sent copy to APKIF.]
189

190 RESOLUTION 2007-01-25-02: Add Scott McGrath as OASIS Signatory for various OASIS
191 bank accounts.
192 [Status: Open.]

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Frederick noted that both Mike DeNicola (Treasurer) and Frederick Hirsch (Secretary) need to sign.

RESOLUTION 2007-01-25-02a (to amend): Notice that payments over \$25,000 require the approval and signature, as appropriate, of the treasurer.
[Status: Completed. Finance Policy updated.]

RESOLUTION 2007-01-25-03: Revised TC Process effective 1 March 2007.
[Status: Completed. Finance Policy updated.] RESOLUTION 2007-01-25-04: Call the Question.

RESOLUTION 2007-01-25-05: Proposal for "Draft 1-org-1-vote rule revisions dated 16 January 2007 Marked to show changes FROM cumulative clean-up draft"
RESOLUTION 2007-01-25-06: Table motion.

RESOLUTION 2007-01-25-07: RESOLVED, Hold April F2F meeting in open session apart from Finance, Staffing and Executive sessions.
[Status: Completed. Board Sessions included in Symposium announcements.]

RESOLUTION 2007-01-25-08: RESOLVED, Claus von Riegen be added to the IT Infrastructure Committee.
[Status: Completed. Claus' name added to the committee roster.]

RESOLUTION 2007-01-25-09: RESOLVED, Mike DeNicola be added to the Member Section Policy Committee.
[Status: Completed. Mike's name added to the committee roster.]

4. Strategy Committee Status

Frederick Hirsch provided an update of Strategy Committee status, including a review on member non-renewals, the associate membership category and discussion regarding 1-org-1-vote.

The strategy committee recommends that the Associate membership category be retained as-is without any change, since it serves a useful purpose. It is better to retain members and increase the value of OASIS to them than to encourage them to leave OASIS.

This recommendation should close ACTION ITEM 2007-01-24.03.

5. Modify Effective Date for TC Process Conformance Clause

The TC Process committee discussed the impact of a conformance requirement on committees nearing completion of their work, including consideration of TAB input

RESOLUTION 2007-02-26.02: RESOLVED; The effective date for the new requirement of conformance clauses in Sections 1(dd) and 2.18 of the TC Process is changed from 1 March 2007 to 1 June 2007. The requirement of conformance clauses in Section 2.18 will not be

241 applied to any specification version approved as a Committee Specification before 1 June 2007.
242 The required inclusion of conformance clauses in Statements of Use as defined in Section 1(dd)
243 will not be applied to any specification version approved as a Committee Specification before 1
244 June 2007 which does not include conformance clauses.

245
246 Passed unanimously.

247
248 Text to be posted with TC Process on web site and also sent out to TC Chairs list.

249
250 <Bob Glushko left the teleconference>

251
252 **6. New Member Section RoP Approval**

253
254 Jeff Mischkinisky reviewed and the Board discussed a potential new member section and associated
255 RoP.

256
257 RESOLUTION 2007-02-26.03: RESOLVED; Adopt RoP as proposed in Board message
258 <http://www.oasis-open.org/archives/board/200702/msg00014.html> and create the member
259 section effective 1 April 2007.

260
261 RESOLUTION 2007-02-26.03b (to amend): RESOLVED (to amend) Change the name
262 of the member section to be Open SOA, with abbreviation OSOA.

263
264 Amendment passed unanimously

265
266 Passed unanimously as amended

267
268 Noted that RoP changes for legalXML need to be reflected on the OASIS web site.

269
270 **7. Identity & Trusted Infrastructure (PKI) RoP Approval**

271
272 Patrick Gannon reviewed the revised RoP for Identity & Trusted Infrastructure (formerly PKI) Member
273 Section. This revision to the RoP changes the name of the member section, updates the statement of
274 work, changes steering terms to two year instead of one year terms, and brings the member section
275 RoP in line with the current member section policy.

276
277 <June Leung and Dee Schur join the call>

278
279 Board discussed whether changes are in best interest of member section members and whether RoP
280 scope can be expanded. June outlined how statement of work is continuation of PKI work items that
281 have been done previously in PKI member section.

282
283 RESOLUTION 2007-02-26.04: RESOLVED, that the modified Rules of Procedure for the
284 Identity and Trusted Infrastructure (ITI) Member Section be approved as described in the file
285 ITI-RoP-20070215-SC-approved.pdf.

286
287 RESOLUTION 2007-02-26.04a (to amend) : RESOLVED, Board approves the PKI
288 member section fund transfer to the ITI member section as this represents a reasonable

289 evolution and clarification of current PKI member section activity.

290

291 <June Leung and Dee Schur leave the call>

292

293 Amendment passed [10-0-1]

294

295 Passed unanimously as amended

296

297 <Michael Winters leaves call>

298

299 **8. ITI MS 2007 Revised Financial Budget**

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301 Patrick Gannon reviewed of ITI MS Revised 2007 Financial Budget.

302

303 <June Leung and Dee Schur join the call>

304

305 Board discussed how realistic expense budget is, given level of expenditure the previous two years.

306 June noted that steering committee hosted event at the adoption forum in London, received feedback,

307 and that member section should have good momentum this year.

308

309 <June Leung and Dee Schur leave the call>

310

311 **9. Finance Committee Reports**

312

313 Mike DeNicola presented the January 2007 operations report, noted that there have been improvements
314 to the report format based on Finance Committee feedback.

315

316 New membership information table shows number of members up for renewal and number who
317 actually renew as well as targeted new members and actual new members.

318

319 The Board reviewed the status of IPR transitions.

320

321 <Robin Cover joined the call>

322

323 **10. Naming Convention Implementation**

324

325 Robin Cover reviewed the status of the implementation of OASIS Naming Conventions. Noted
326 creation of TC editors list to allow communication with editors. Clarifications are being incorporated
327 into rules. New URI aliasing solution has been implemented.

328

329 <Robin Cover left the meeting>

330

331 **11. Review of topics for next Board Call (26 March)**

332

333 ● Review of Feb Operations Reports [B]

334 ● IT Infrastructure Committee status [B]

335 ● TC Process Committee status [B]

336 ● Strategy Committee status [B]

- 337 ● Review of Annual Election Schedule [B]
- 338 ● Review of 360 Review Process [B]
- 339 ● Staff Review of TAB Gap Analysis [B]

340

341 No A items expected on 26 March teleconference.

342

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

344

345 The meeting adjourned at 10:05 p.m. PT.

346

347 Respectfully Submitted,

348 Frederick Hirsch

349 Secretary