OASIS Board of Directors Meeting
18-19 April 2007  Minutes - Final

Held at Marriott Mission Valley,  San Diego, CA

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 in Attendance
Jamie Clark, OASIS Staff
Carol Geyer, OASIS Staff
Jane Harnad, OASIS Staff
Ram Kumar, OASIS Staff
Scott McGrath, OASIS Staff
Mary McRae, OASIS Staff
Dee Schur, OASIS Staff

OASIS Member Guests in Attendance
Bill Cox, OASIS TAB
Bob Freund, Hitachi
Elysa Jones, Warning Systems
David Cruikshank, CGM Open Member section
David Lamensdor, Emergency Interoperability Committee
Arnaud Martens, Belgium SPF Finance
Arshad Noor, Strongauth
Pete Wenzel, OASIS TAB

All sessions were open to OASIS Members and Staff unless noted otherwise. All participants attended meeting in person unless otherwise noted.

1. Welcome, Goals and Agenda Review
Eduardo Gutentag convened the meeting at 1:00 p.m. PT and welcomed the board, staff and members in attendance. Ten directors were present when the meeting convened. Staff members Scott McGrath, Ram Kumar and Mary McRae and OASIS TAB member Bill Cox were present when the meeting started.
The meeting agenda was reviewed and approved.

<Arnaud Martens joined the meeting>

2. Review & Approval of Minutes & Action Items from 26 Mar Board call.

   RESOLUTION 2007-04-18-01: RESOLVED, accept the 26 March 2007 Minutes, as previously distributed (v1 posted on 5 March to Board list).

   Passed unanimously.

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 issues list. See 19 Apr Agenda Item #5]

   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 2007-01-24.05: IT Infrastructure committee to review and prioritize entire IT status report, including clarification of closed items.
   [Status: Open. Under discussion within IT Infrastructure Committee. See 19 Apr Agenda Item #5]

   ACTION ITEM 2007-01-24.06: Staff to bring report on opportunities based on TAB GAP analysis to the Board by March 2007.
   [Status: Closed. Re-scheduled for April Board F2F. See 18 Apr Agenda Item #9.]
   This was closed at this meeting.

   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. Carol to meet with TAB Member Communications Subcommittee. Re-scheduled for April Board F2F. See 18 Apr Agenda Item #9.]

   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.
   [Status: Open.]

   ACTION ITEM 2007-01-24.09: TAB to provide additional actionable recommendations based on GAP activity for the August Board F2F.
   [Status: Closed.]
   This was closed at this meeting. See agenda item #9.

   ACTION ITEM 2007-01-24.10: Patrick to identify methods for conducting a full 360 review including staff and board by 26 March.
   [Status: Closed. See 19 Apr Agenda Item #3]
This was closed at this meeting.

ACTION ITEM 2007-01-25.01: Patrick to provide update of the management backup plan at the April 2007 Board meeting.
[Status: Closed. See 19 Apr Agenda Item #4.]

ACTION ITEM 2007-01-25.02: Patrick to update the financial policy in accordance with
[Status: Open. Finance Policy & Procedures updated and to be provided to finance committee.]

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.
[Status: Open.]

Completed Action Items

ACTION ITEM 2007-03-26.01: Frederick Hirsch to provide Board draft of final version of approved standing rules.
[Status: Completed 26 Mar 2007.]

ACTION ITEM 2007-03-26.02: Jeff Mischkinsky to update and distribute revised RoP document, including source.
[Status: Completed by Patrick G on 26 Mar 2007.]

3. Review of Follow-up to Board Resolutions

Resolutions from 15 Dec 2006

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: Closed. Board Standing Rules to be posted on OASIS public policy page.]

Resolutions from 24-25 Jan 2007:

RESOLUTION 2007-01-24-04: 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).
[Status: Open. LegalXML and CGM Open revised RoPs being developed.]

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

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

[Status: Open. Motion Tabled.]

Resolutions from 26 March 2007: all completed

RESOLUTION 2007-03-26-01, RESOLVED, accept the 26 February 2007 Minutes, as previously distributed (v2 posted on 5 March to Board list).

[Status: Completed. 26 Feb Minutes posted on Members website.]

RESOLUTION 2007-03-26-02, RESOLVED; The effective date for the completion of TC IPR Mode transition of the IPR Transition Policy is changed from 15 April 2007 to 30 April 2007, for LegalXML Integrated Justice TC.


RESOLUTION 2007-03-26-03, RESOLVED; The effective date for the completion of TC IPR Mode transition of the IPR Transition Policy is changed from 15 April 2007 to 31 May 2007, for LegalXML eContracts TC.

[Status: Completed. Patrick G. notified LegalXML eContracts TC on 26 Mar 2007.]

RESOLUTION 2007-03-26-04, RESOLVED, that the Board allows all TCs that have not yet transitioned to the new IPR Policy by April 15 and currently have an OASIS Specification out for OASIS Standard ballot to remain active under the legacy IPR policy until May 15.

[Status: Completed. Mary M. notified DSS, WS-CAF & WSBPEL TCs on 28 Mar 2007.]

RESOLUTION 2007-03-26-05, RESOLVED: Approve the Revised RoP (OSOA ROP v0.99.pdf) as distributed and amended.

[Status: Completed. Open CSA RoP posted at www.oasis-opencsa.org.]

4. IPR Transition Policy Extension Requests

The Board discussed extension of the IPR Transition deadline for the OASIS BCM TC, due to a miscommunication resulting in a delay in starting the ballot to start 9 May.

RESOLUTION 2007-04-18-02: RESOLVED, The effective date for the completion of TC IPR Mode transition of the IPR Transition Policy is changed from 15 April 2007 to 31 May 2007, for the OASIS Business-Centric Methodology (BCM) TC.

Passed unanimously.

5. Member Section Policy Actions

The board discussed modification to OpenCSA ROP to specify voting rights for steering committee election.

RESOLUTION 2007-04-18-03: RESOLVED. Amend the OpenCSA ROP by adding the following new paragraph at the end of Section 3) Rules for Electing Steering Committee Members:
“Each Member Section Supporting Entity shall be entitled to have one Member Section Qualified Elector. The Elector shall be the Supporting Entity’s Primary or other Member Section Member as designated by the Primary.”

RESOLUTION 2007-04-18-03a (to amend): RESOLVED, Change “The Elector shall be the Supporting Entity’s Primary or other Member Section Member as designated by the Primary.” to “The Elector shall be the Supporting Entity’s Primary or other Member Section Member of said Supporting Entity as designated by the Primary Representative.”

Passed unanimously.

RESOLUTION 2007-04-18-03b (to amend): RESOLVED, Change “The Elector shall be…” to “The Member Section Qualified Elector”

Passed [6-4-0]

Motion as amended:

Amend the OpenCSA ROP by adding the following new paragraph at the end of Section 3) Rules for Electing Steering Committee Members: “Each Member Section Supporting Entity shall be entitled to have one Member Section Qualified Elector. The Member Section Qualified Elector shall be the Supporting Entity’s Primary or other Member Section Member of said Supporting Entity as designated by the Primary Representative.”

Main motion as amended Passed [9-0-1]

<Jamie Clark joined the meeting>

ACTION ITEM 2007-04-18.01: Staff - make Member Section template available to members.

e.g. at http://www.oasis-open.org/who/policies_procedures.php

ACTION ITEM 2007-04-18.02 : Staff – Modify member Section template to indicate that the process for gaining voting rights needs to be specified in Section 3.

ACTION ITEM 2007-04-18.03: Staff - Define operational procedure for designating a primary for Member Section Qualified Elector.

ACTION ITEM 2007-04-18.04: Member section policy committee to reformat the policy so all requirements related to formation of a Member Section appear in the list titled “The RoP must specify” in the section “Formation of a Member Section”

ACTION ITEM 2007-04-18.05: Member section policy committee to add language to clarify that a designated qualified elector must be of the same supporting entity as the primary representative who is making the designation.

<Carol Geyer joined the meeting>
6. Bylaws Revision

The board discussed the overlap and consistency of the Member Section Policy and material in the bylaws regarding Member Sections. One concern is dues allocation which is specified proportional in policy, yet even in the Bylaws.

RESOLVED, that Section 3 Member Sections, in Article 12: MEMBERS, be removed from the OASIS Bylaws.

<Arshad Noor joined the meeting>

Amend to amend: To delete paragraph 2 and 3 but retain paragraph 1 of Article 12.

Amendment failed [4-6-0]

RESOLUTION 2007-04-18-04: RESOLVED. Table motion
Passed Unanimously.

<Elysa Jones, David Lamensdor joined the meeting>

<David Cruikshank and Dee Schur joined by teleconference>

7. Member Section Status Review

Patrick Gannon reviewed status of RoP transitions. David Cruikshank reviewed CGM Open.

<David Cruikshank left the meeting>

Elysa Jones and David Lamensdor reviewed the Emergency Interoperability Member Section status.

<Bob Glushko joined>

Arshad Noor reviewed the OASIS Identity & Trusted Infrastructure member section status and Jeff Mischkinsky reviewed Open CSA Member Sections status.

The Board indicated that the revised Member sections look better and that a roster of participants should be available.

<Dee Schur, Arshad Noor, Elysa Jones and David Lamensdor left the meeting>

8. Symposium Review

Jane Harnad gave summary of this year’s symposium event. Discussion about whether Symposium attendance should grow.

<Pete Wenzel joined the meeting>
The quality of Symposium was perceived to be better this year. The Board will discuss Symposium goals and means for achieving them at the July Board meeting.

9. Staff Review of TAB Gap Analysis

Jamie Clark and Carol Geyer provided review of opportunities based on TAB GAP analysis.

Bob Freund joined the meeting

Pete Wenzel joined the meeting

Noted that additional GAP analysis work by the TAB may depend on the interest of the TAB members. Agreed to close issue for follow-on GAP analysis work but not change TAB charter, enabling TAB to continue this work as TAB members are interested and able.

10. Strategy Committee Status

Frederick Hirsch provided an overview of Strategy committee status, including discussions related to the OASIS Value Proposition, Business Development, alternate organizational structures, and mailing lists for OASIS members. The Board discussed issues of openness and transparency and individual Board members offered feedback on the items under discussion.

Jamie Clark, Bill Cox, Bob Freund, Carol Geyer, Jane Harnad, Ram Kumar, Arnaud Martens, Scott McGrath, Mary McRae, Pete Wenzel left the meeting

OASIS Board entered closed session, Board Directors only

11. General Organization Health

The Board reviewed the OASIS organizational health issues list.

Patrick Gannon left the meeting

12. Outside Directors Discussion

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

13. Recess

The Board recessed for the day at 5:50 pm. PT and reconvened at 9:05 a.m. PT on Thursday, 19 April 2007. All Directors except Jeff Mischkinsky were present when the meeting reconvened. No Staff or OASIS members were present at this closed session.

Directors in Attendance

Patrick Gannon, OASIS President and CEO
Eduardo Gutentag, Chairman
14. Agenda Review

The agenda for the day was reviewed and approved. Some Board members will need to leave before 2:30.

15. Finance Committee Reports

Mike DeNicola and Patrick Gannon presented an overview of audit revisions to 2006 End of Year financial information and the 2006 Audit Report.

Patrick Gannon informed the Board that the Directors & Officers (D&O) policy was renewed this month, however Staff was not able to find an underwriter that did not have a new exclusion clause for standards setting activities. The Board expressed concern given the nature of Board activity related to OASIS standardization. Patrick agreed to provide board members with copies of the relevant D&O policy and the Errors & Omissions (E&O) policies so this issue can be further reviewed. Patrick also agreed to schedule a briefing session for the Board with our insurance agents and legal counsel at the next face-to-face meeting.

ACTION ITEM 2007-04-19.01: Patrick Gannon to provide Board Members with a copy of the Directors and Officers insurance policy and the Error and Omissions policy before the next OASIS Board meeting.
The Board reviewed the March 2007 operations report.

**ACTION ITEM 2007-04-19.02:** Patrick Gannon to bring to Finance Committee a proposal to expand OASIS presence in Asia.

**16. Board & Staff 360 Review Status**

The Board discussed the 360 Review Process with respect to improving communication and effectiveness of the organization and relationship to performance evaluations.

**ACTION ITEM 2007-04-19.03:** Patrick Gannon to send initial set of 360 questions to Staffing Committee by 11 May.

**ACTION ITEM 2007-04-19.04:** Staffing committee to review with Patrick the set of questions to be used for the 360 review and report at the June Board meeting.

*Jeff Mischkinsky left meeting*

**17. Management Backup Plan**

Patrick Gannon provided a review of the updated Management Backup Plan.

*Jeff Mischkinsky joined meeting*

The Board raised the need for training and asked about level of risks associated with succession in various areas of the backup plan.

**18. Bylaws Discussion**

The Board continued discussion of consistency of the Bylaws and Member Section Policy.

- Motion Tabled in RESOLUTION 2007-04-18-04 withdrawn.
- Motion: Remove 3\(^{rd}\) paragraph of Section 3 of Article 12, and also remove text “, the selection of the steering committee chair,” from paragraph 2.
- Motion failed [1-8-0]

Claus von Riegen presented a proposal for revising the member section portion of the Bylaws, which was discussed by the Board.

**ACTION ITEM 2007-04-19.05:** Member Section Policy committee to review proposed changes for Bylaws Section 3 in Article 12 (Member Section) for next Board meeting.

*Board resumed open session*

**19. Welcome to Open Session**

*Scott McGrath, Ram Kumar joined the meeting*
Eduardo Gutentag welcomed Staff and OASIS Members.

20. IT Infrastructure Committee

Greg Rundlett and Robin Cover joined by teleconference

Patrick Gannon demonstrated new VPN connection mechanism that staff is able to use, and thanked OASIS Tech Services for improvements to the OASIS infrastructure.

Greg Rundlett reviewed Q1 high priority goals. He noted that new monitoring and reporting systems now allow Tech Services to detect issues before they become major problems and to respond quickly. He also noted how staff remote access is also enabling quick responses. An example is that the web server was restarted due to a notification before any problem was noticed by members.

Tech services has performed an inventory of all systems to enable creation of a road map for improvement of infrastructure using the best tools, consistent software releases and documented and uniform procedures. Tech services is working on enabling backups of all critical and operational data as well as member facing data.

Tech services is planning to improve mail services, including efforts to reduce spam and avoid blacklisting of OASIS.

Work is also progressing on the Standards Library, a document store with associated meta-data, allowing queries including retrieval based on TC, author etc.

One issue is that additional time and resources are needed to improve OASIS services based on the Kavi system which continues to run an old version. An upgrade may be necessary to support operations.

Greg Rundlett and Robin Cover left meeting

John Messing joined meeting

21. Member Section Status Report

John Messing provided an overview and report on the LegalXML Member Section. The Electronic Court Filing and Notary TCs have made significant progress addressing existing business needs.

Peter Brown and Jamie Clark joined the meeting during the overview

eDiscovery is a major new legal area that might be an opportunity for additional OASIS TC work.

Need timely posting of EFTC Committee changes to the website, and stability of those pages.

Michael Winters left the meeting

John Messing left the meeting
22. TC Process Committee

Jeff Mischkinsky provided an update and review of TC Process activity which has included issues related to informational work products, 1-org-1-vote, joint committees, authoritative versions of specifications, line numbering and allowed document formats. The committee has also discussed the relationship of negative standards votes and OASIS standard quality as well as issues related to consistency of normative references.

One possible rule change is to require electronic ballots for special majority votes.

The Board discussed the process for documenting, reviewing and announcing rule changes.

23. Status of Europe Office & Regional Office Program

Patrick Gannon discussed establishing an OASIS legal presence in Europe in advance of possible EU changes granting consortia official standing in the next few years. Peter Brown noted that obtaining legal presence at the European level might be most beneficial.

<Xiao Lan, Andy Lee and Song Jing Jing joined the meeting>

Patrick Gannon introduced the OASIS China Office topic and Xiao Lan, Andy Lee and Song Jing Jing. Andy Lee and Xiao Lan spoke about plans for the China Office. There are tentative plans to have an official opening 27 June, with guests from research institutions and Chinese industry. Planning is also underway for a conference this fall, similar to an Open Standards day including additional issues as a two day conference. This could be an annual conference. Work continues on a Chinese language OASIS web site and translation work.

<Xiao Lan, Andy Lee, Song Jing Jing, left the meeting>

Patrick Gannon reviewed OASIS Regional Office status.

24. Liaison Org Status Review

Patrick Gannon presented a Liaison Status Report, including the status of IUCN.

25. Review New Action Items

Frederick Hirsch summarized action items recorded at this meeting.

<Peter Brown left the meeting>

<Mike DeNicola left the meeting>

26. Wrap-Up and Adjourn

Next board meetings are May 11 8am PT and June 22 8am PT.

The August Board and TAB F2F meetings will be hosted by BEA in Burlington.
The meeting adjourned at 3:10 p.m. PT.

Respectfully Submitted,

Frederick Hirsch

Secretary