Minutes of the OASIS Board of Directors
11 May 2007 – Board Approved

Held by teleconference. Thanks to Sun Microsystems for Bridge.

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
Michael Winters

Directors not Present
Claus von Riegen

Staff and Guests in Attendance
Scott McGrath, OASIS Staff

1. Welcome, Goals and Agenda Review

Eduardo Gutentag convened the meeting at 8:03 a.m. PT. Ten directors were present when the meeting convened. The meeting agenda was reviewed and approved.

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

Review and Approval of Minutes

Frederick Hirsch presented the meeting minutes from the 18-19 April 2007 Board F2F meeting for approval and provided an updated status on outstanding action items.

RESOLUTION 2007-05-11-01, RESOLVED, accept the 18-19 April 2007 Minutes, as previously distributed (v3 posted on 4 May 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.]

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.]

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. TAB to discuss interest in this, if interested to arrange for Carol to meet with TAB Member Communications Subcommittee]

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 2007-01-25.02: Patrick to update the financial policy in accordance with RESOLUTION 2007-01-25-02 as amended by RESOLUTION 2007-01-25-02a. [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.]

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 [Status: Closed. This was closed at this meeting. Member Section RoP Template was posted to http://www.oasis-open.org/who/ms_policy.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. [Status: Closed. Patrick submitted modified RoP Template to MS-Policy Committee on 18 Apr, which was agreed upon on 1 May. Revised RoP Template posted on OASIS website.]

ACTION ITEM 2007-04-18.03: Staff - Define operational procedure for designating a primary for Member Section Qualified Elector. [Status: Open. Scott & Dee drafting procedures.]

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”. [Status: Open. MS Policy Committee to review.]

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. [Status: Open. MS Policy Committee to review.]

Board Approved

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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.

[Status: Closed]
This was closed at this meeting. Patrick sent copies on 8 May to the Board list.

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

[Status: Open. Patrick to prepare proposal for Business Development staff in Singapore, expect to provide at June Board meeting]

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

[Status: Open.]

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.

[Status: Open.]

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.

[Status: Closed]
This was closed at this meeting. The Member Section Policy Committee reviewed changes to the Bylaws and recommended changes. See Patrick's email to Board on 3 May and Agenda Item #4.

3. Review of Follow-up to Board Resolutions.

Frederick Hirsch summarized status of follow up actions to resolutions approved on the previous Board meetings.

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: Completed. Steering Committee 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 18-19 Apr 2007
RESOLUTION 2007-04-18-01: Motion to accept the 26 March 2007 Minutes, as previously distributed (v1 posted on 5 March to Board list). [Status: Completed. Minutes posted on 23 Apr.]

RESOLUTION 2007-04-18-02: Motion to extend the effective date for the completion of TC IPR Mode transition of from 15 April 2007 to 31 May 2007, for the OASIS Business-Centric Methodology (BCM) TC. [Status: Completed. OASIS BCM TC notified by Mary M on 18 Apr.]

RESOLUTION 2007-04-18-03: Motion to Amend the OpenCSA ROP by adding a new paragraph at the end of Section 3) Rules for Electing Steering Committee Members. [Status: Completed. Revised RoP posted to http://www.oasis-opencsa.org/RoP/]

3. Bylaws revision

The Board considered changes to the OASIS Bylaws. The proposed draft included changes to align the Bylaws with the Member Section Policy, to capitalize “Board”, and other revisions regarding use of the term “Executive Director” and delegation of responsibility. The Board discussed the need for more consideration for changes apart from the alignment with the Member Section Policy.

RESOLUTION 2007-05-11-02, RESOLVED; that the Board of Directors approves the revised OASIS Bylaws which includes changes in Article 12, Section 3 Member Sections to clarify the purpose of Member Sections and align the text with the Board approved Member Section Policy, to remove references to Executive Director, and to make other grammatical editing changes, as shown in the file: "Bylaws 20070511-final.pdf".

RESOLUTION 2007-05-11-02a, RESOLVED (to amend); Revert the following lines in the PDF to what they were before the edits: 78, 121, 431-433, 514-515, 784-785, 849-850 and 1052.

RESOLUTION 2007-05-11-02b, RESOLVED (to amend); Replace 431 to 432

Passed Unanimously.

The Motion as amended reads as follows:

RESOLUTION 2007-05-11-02, RESOLVED; that the Board of Directors approves the revised OASIS Bylaws which includes changes in Article 12, Section 3 Member Sections to clarify the purpose of Member Sections and align the text with the Board approved Member Section Policy, to remove references to Executive Director, and to make other grammatical editing changes, as shown in the file: "Bylaws 20070511-final.pdf", with the following lines in the PDF reverted to what they were before the edits: 78, 121, 432-433, 514-515, 784-785, 849-850 and 1052.


Motion to Table Passed [6-4-0]
4. Status of Board and TAB elections

Scott McGrath reviewed the status of the 2007 Board & TAB annual elections. The Board discussed that if members run for seats unopposed then election should still be run for member votes without changing the rules of the election during the election.

5. Update on D&O and E&O insurance

Patrick Gannon reviewed the status of D&O and E&O insurance and reminded Directors that he sent out updated copies of D&O and E&O policies (8 May 2007, “Progress with D&O Insurance”). The Board asked for additional information regarding legal risks and exposure and expressed concern about the policy renewals.

6. Review of topics for next Board Meeting (22 June, 8-10 PT)

- Review & Approve LegalXML Revised RoP [A]

7. Wrap-Up and Adjourn

The meeting adjourned at 9:09 a.m. PT.

Respectfully Submitted,

Frederick Hirsch

Secretary