

# OASIS Board of Directors Meeting

Held 7-8 February 2008, in person at SAP, Atlanta GA.

OASIS Board approved public minutes.

## 7 February 2008

### Directors in Attendance:

- Eduardo Gutentag, Chairman
- Ed Cobb, Vice Chairman
- Frederick Hirsch, Secretary
- Peter Brown
- Bob Glushko
- Paul Knight
- Jeff Mischkinsky
- Claus von Riegen
- Michael Winters

### Directors Regrets:

- Mike DeNicola, Treasurer and Finance Committee Chair

### Staff in Attendance:

- Jamie Clark, OASIS Staff
- Robin Cover, OASIS Staff
- Carol Geyer, OASIS Staff
- Scott McGrath, OASIS Staff
- Mary McRae, OASIS Staff
- Greg Rundlett, OASIS Staff

## 1. Welcome, Agenda Review

Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Mr. Gutentag convened at 9:07 am ET, noting that a quorum was in attendance. Nine directors were present when the meeting convened. The meeting agenda was reviewed and approved.

## 2. Organizational Issues

The Board of Directors entered Executive Session to discuss Organizational Issues.

## 3. Review of Agenda

*<Jamie Clark and Scott McGrath joined the meeting>*

It was agreed to move the TC Process agenda item with a corresponding priority A item to Friday morning.

Jamie Clark will provide a Liaison Org Status Review. If time permits some priority A items may still be considered today.

Eduardo Gutentag provided Jamie Clark and Scott McGrath with a summary of the morning discussion about the status of his discussions with staff and noting the plan for introducing no major changes to the OASIS organization. The goal is that the current organizational structure will operate effectively as it is currently structured. The Board asked for input from Jamie Clark and Scott McGrath. The discussion that followed included consideration of whether a business development staff member is required at this time, and the need to allow staff to focus on their core areas.

## **4. Review & Approval of Minutes & Action Items**

[RESOLUTION 2008-02-07.9, RESOLVED: To accept the 20 Dec 2007 Minutes v1, as previously distributed on 26 Dec 2007.](#)

[Approved unanimously](#)

### **Open Action Items**

#### **Actions from 30 Nov and 1 Dec 2007**

[ACTION 2007-12-01.02: Strategy Committee to review alternative models for member section dues allocation.](#)

[Status: completed.](#)

[Note: Strategy Committee conducted discussions, and made recommendations to Board. \(see Agenda item Thu-#7\)](#)

[ACTION 2007-12-01.03: Executive Committee to include an agenda item in the February F2F agenda to discuss the format for the May AGM.](#)

[Status: completed.](#)

[Note: \(See agenda item Fri-#8\).](#)

[ACTION 2007-12-01.05: Patrick Gannon to arrange that any Board member can post to any Board sub-committee list, even if an Observer on that list, by the 20 December 2007 meeting.](#)

[Status: completed.](#)

[Note: Implementation completed on 28 Jan 2008.](#)

[ACTION 2007-12-01.07: OASIS TC Administration to modify Automotive TC Draft document on OASIS web site to reflect lack of OASIS status, indicating Working Draft status.](#)

[Status: completed.](#)

[Note: Document status edited on 20 Dec 2007.](#)

#### **Actions from 20 Dec 2007**

[ACTION 2007-12-20.01: Ad hoc committee consisting of Patrick Gannon, Frederick Hirsch Claus von Riegen, and Michael Winters to propose revised OASIS Anti-Trust statement combining current two proposals to the OASIS Board by 31 January 2008.](#)

[Status: completed.](#)

[Note: Ad hoc committee completed draft; Gannon sent to Board on 14 Jan 2008. \(see Agenda Item Fri-#2\)](#)

## 5. Review of Follow-up to Board Resolutions

### Resolutions from 30 Nov and 1 Dec 2007

RESOLUTION 2007-12-01.02, RESOLVED, Adopt changes in the red-line PDF file distributed to the Board as "TC-Process-w20071113-amendments.pdf" with the additional changes of replacing "specification" with "document" at line 831, adding a comma after "title page" at line 612 and inserting a parenthesized letter in front of each item in the list given in lines 612 to 615.

Status: completed.

Note: This resolution approval was withdrawn on 20 Dec 2007.

RESOLUTION 2007-12-01.03, RESOLVED, Replace "formats." before "Any" at line 601 with "format; the TC must designate one of these submitted formats as the authoritative version." RESOLUTION 2007-12-01.03a, RESOLVED (to Amend): Change "submitted" to "delivered" RESOLUTION 2007-12-01.03b, RESOLVED (to Amend): Change "version" to "document" RESOLUTION 2007-12-01.03c, RESOLVED (to Amend): "All changes to the TC Process approved today are effective 1 January 2008"

Status: completed.

Note: This resolution approval was withdrawn on 20 Dec 2007.

RESOLUTION 2007-12-01.04, RESOLVED, Approve change to Member Section Policy as outlined in MS-Policy-w20071113-amendment.pdf

Status: completed.

Note: Revised MS Policy document posted on OASIS website on 21 Dec 2007.

RESOLUTION 2007-12-01.07, RESOLVED: That the Consortium approves the Memorandum of Understanding between IUCN and OASIS, dated 29 November 2007, IUCN-OASIS MOU 2007-11-29.pdf. (as amended)

Status: open.

Note: Patrick Gannon signed MoU and sent to IUCN on 5 December 2007. IUCN legal department completing review.

Update: IUCN reviewed and would like modification to add text similar to the OASIS membership agreement stating that OASIS will notify them of changes to the IPR policy and them the 60 days to terminate membership. An updated draft will be provided to OASIS shortly.

### Resolutions from 20 Dec 2007

RESOLUTION 2007-12-20.01: RESOLVED, add "Thank You email to Staff from Chairman" item to agenda as A item for approval.

Status: completed.

RESOLUTION 2007-12-20.02: RESOLVED, accept the 30 November 1 December 2007 public Minutes, as previously distributed (07-11-30-Draft-Minutes.pdf ) on 11 December 2007.

Status: completed.

Note: Minutes posted on OASIS website on 2 Jan 2008.

RESOLUTION 2007-12-20.03: RESOLVED, that the Board of Directors approves the Changfeng Open Standards Lab MS Rules of Procedure, as shown in the file: "OASIS-COSL-ROP-20071119.pdf". [as amended]

Status: completed.

Note: New MS website and Kavi groups established. Steering Committee held organizing conference call.

RESOLUTION 2007-12-20.04: RESOLVED, Approve 2008 Budget.

Status: completed.

Note: Staff loaded budget into accounting system.

RESOLUTION 2007-12-20.05: RESOLVED, To approve and send the emails of appreciation as distributed to the OASIS Board by Patrick Gannon on 13 December.

Status: completed.

Note: Gannon sent emails to ChangFeng Alliance, Beijing Sursen & eBridge.

RESOLUTION 2007-12-20.06: RESOLVED, Board approves Chairman of the OASIS Board sending thank you email to staff reflecting changes as summarized in email from Frederick Hirsch sent 19 December to OASIS Board list.

Status: completed.

Note: Gutentag sent email to staff.

RESOLUTION 2007-12-20.07: RESOLVED, Add an A item to today's agenda to consider withdrawing approval of TC Process changes from the Beijing meeting.

Status: completed.

RESOLUTION 2007-12-20.08: RESOLVED, : Withdraw approval of TC Process changes approved in Beijing meeting RESOLUTION 2007-12-20.08a: RESOLVED (to amend), Add, ", specifically resolutions 2007-12-01.02 and 2007-12-01.03."

Status: completed.

A question was raised about the status of the previous 360 review action. It was agreed to discuss this topic later in the agenda.

## 6. IPR Committee Status

Ed Cobb presented an update on the status of IPR Policy changes to align with TC Process Informational Documents ( email from Ed Cobb sent 29 Jan 2008, "IPR Committee Status Report", <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200801/msg00032.html>). It was agreed that copyrights need to apply to everything but a question was raised as to whether patent policies should apply to Informational Documents. OASIS legal counsel indicated that patentability was a complex issue upon which it is hard to generalize, but that as a rule documents that were informational rather than describing specifications that could be implemented would not be likely to present patent issues.

The Board discussed various issues related to this.

General issues:

- Simplicity, uniformity and consistent protection for members using OASIS work
- Issues associated with "can be implemented"
- How even if an OASIS standard specifies material as non-normative, other organizations might make it normative

Arguments expressed in favor of uniform approach

- Keep things simple, hard to determine what is patentable
- Reduce confusion for members

- Desired ability for TC to move status of document from specification and informational and back
- TC should not discuss legal issues
- Reduce risk for users
- Hard to define implementability

## 7. Strategy Committee Review

Frederick Hirsch presented the conclusions of the Strategy Committee Member Section funding review, as summarized in the email sent 16 January ( <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200801/msg00022.html>). He also noted a recommendation from the Strategy Committee for a change to the Member Section policy that a reasonable portion of the allocation of member dues to a member section should be budgeted for OASIS Staff support.

**ACTION 2008-02-07.3: Strategy Committee to forward a recommendation to the Process Committee regarding proposed change to the Member Section Policy.**

## 8. Liaison Org Status Review

Jamie Clark reviewed matters relating to Liaison Status with other organizations. See email from Patrick Gannon, 1 Feb, "Liaison Status Report".

Highlights from overview:

- JTC1 probably better than ISO for Election Markup Language v5.
- Liaison should have JTC1 line.
- SOA reference model is possibility for NGN in ITU-T.
- April, Geneva, eBusiness MoU, budgeted.
- CEFAC- 3 year agreement may end this year. UBL 2.0 support and adoption work continued at OASIS. OASIS agreed not to issue UBL 3.0 but this may go forward after agreement expires.
- E-invoicing is being monitored by Pim
- W3C - need to amend MoU, also Question came up on TAG send information to XRI and XDI TCs, the answer is use of public-comment list.
- Jamie Clark is now liaison rep for ChangFeng Alliance
- KIEC Korean involvement may increase
- OGC - monitoring their implementation workshops
- OTA - interest in web services, looking for organization with expertise in such an area, like OASIS. Possible OASIS member.

**ACTION 2008-02-07.4: Jamie Clark to provide Strategy Committee suggested best practices derived from OGC.**

**ACTION 2008-02-07.5: Jamie Clark to provide Strategy Committee information about where we should focus OASIS liaison activities, e.g. which organizations.**

**ACTION 2008-02-07.6: Jamie Clark to provide Board with update to Liaison Status report.**

Jamie Clark suggested we may need an update to the liaison policy. An example might be what to do when a small organization requests that OASIS becomes a member of its organization.

**ACTION 2008-02-07.7: Jamie Clark to provide Strategy Committee with list of issues associated with**

## 9. IT Infrastructure Committee

Claus von Riegen presented an update from the IT Infrastructure committee, referring to the slides sent earlier by email 5 February ( <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200802/msg00012.html>). Recent items include a new primary dashboard and search facility. The Board expressed some concern about the ability to meet time and resource constraints on some internal projects.

*<Robin Cover, Carol Geyer, Mary McRae and Greg Rundlett joined the meeting>*

## 10. Departmental Goal Review

The Board discussed departmental goals with staff, referring to the slides ( <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200802/msg00015.html>). Scott McGrath presented technology services and member services goals. Jamie Clark presented standards development goals. Carol Geyer presented communications goals.

## 11. Recess

The meeting recessed at 6:30 pm.

## 8 February 2008

### Directors in Attendance:

- Eduardo Gutentag, Chairman
- Ed Cobb, Vice Chairman
- Mike DeNicola, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Peter Brown
- Bob Glushko
- Paul Knight
- Jeff Mischkinsky
- Claus von Riegen
- Michael Winters

### Staff and TAB in Attendance:

- Bill Barnhill, OASIS TAB
- Jamie Clark, OASIS Staff
- Bill Cox, OASIS TAB
- Hal Lockhart, OASIS TAB
- Scott McGrath, OASIS Staff
- Mary McRae, OASIS Staff

## 12. Meeting Re-convened

Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Mr. Gutentag reconvened at 9:05 am ET, noting that a quorum was in attendance. Nine directors and Jamie Clark and Scott McGrath from Staff were present when the meeting convened. The meeting agenda was reviewed and approved.

### **13. Approval of the Antitrust Policy**

Michael Winters presented a proposed Anti-Trust policy on behalf of ad-hoc Board committee chaired by Michael Winters with Patrick Gannon, Frederick Hirsch, and Claus von Riegen as committee members. The committee produced a one page draft anti-trust policy and received legal review from OASIS counsel.

RESOLUTION 2008-02-08.1, RESOLVED: That the OASIS Board of Directors adopts and approves the Antitrust Policy as submitted in "OASIS Antitrust Policy-DRAFT-20080114a.pdf, with the insertion of the word "Guidelines" in place of the word "Policy" in the title.

Approved unanimously

### **14. Approval of IHE Membership Application**

Jamie Clark presented information on the IHE Liaison Summary (see email from Patrick Gannon, on 1 Feb 2008, "IHE Liaison Summary". <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200802/msg00003.html>).

RESOLUTION 2008-02-08.2, RESOLVED: That the OASIS Board of Directors approves submitting a membership application to IHE in the form reviewed, and authorizes and directs Mr. Gutentag to complete, sign and deliver the same on behalf of OASIS.

Approved [8-0-1].

### **15. Approval of Telecom Member Section RoP**

Paul Knight presented the Telecommunications Service Member Section Rules of Procedure (see email from Paul Knight 1 February, <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200802/msg00002.html>).

RESOLUTION 2008-02-08.3, RESOLVED: That the OASIS Board of Directors approves and adopts the Rules of Procedure for the OASIS Telecommunications Services Member Section as reviewed by the Board, except with the deletion of . lines 72 and 73, effective 1 March 2008.

Approved unanimously

### **16. TC Process Committee Status**

Jeff Mischinsky presented changes to the TC Process as proposed by the Process Committee to the last version of TC Process as approved in Beijing but with Informational Document material removed. (See email from Jeff Mischinsky sent 1 February <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200802/msg00004.html>).

<Peter Brown left the meeting>

RESOLUTION 2008-02-08.4, RESOLVED: Approve update to TC Process as distributed by Jeff Mischkinsky on 1 February, effective immediately except with an effective date of 1 March in order to give staff time to implement operational changes.

Approved unanimously

The Board discussed what will be needed when this is effective: It was agreed that the TC will have to specify which version is authoritative upon submission to the TC Administrator and that the template will need to be updated.

<Peter Brown joined the meeting>

**ACTION 2008-02-08.1: Staff to summarize how they will make authoritative versions and cross references operational.**

<Bill Barnhill, Bill Cox, Hal Lockhart, Mary McRae joined the meeting>

## 17. TAB Status

Hal Lockhart presented the status of the TAB. (Slides were provided on the Board list <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200802/msg00017.html>). He noted that the TAB has had a few issues with TAB participation, including the resignation of one member. A new member has joined the TAB to replace the member who resigned. Bill Barnhill outlined activities of the Symposium 2008 committee. The TAB has worked on Symposium process improvement and thanks to Jacques Durand for suggestions for improvements. This year the TAB has moved tutorials to Monday, and Symposium itself will be on Tuesday and Wednesday. Composibility is a theme related to SOA and the OpenCSA member section.

The Board, Staff and TAB members also discussed conformance guidelines (<http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200802/msg00020.html>).

<Bill Cox left the meeting>

**ACTION 2008-02-08.2: Mary McCrae to provide Board with planned date for posting conformance guidelines produced by the TAB.**

Hal Lockhart discussed plans of the Member Communications sub-committee, including a webinar on conformance guidelines.

<Abbie Barbir joined the meeting>

The Board, Staff members and TAB discussed the possibility of webcasting the Symposium. The TAB will take a look at this.

<Abbie Barbir, Bill Barnhill, Hal Lockhart, Mary McRae left the meeting>

<Cathie Mayo, Mike DeNicola joined the meeting>

## 18. Finance Committee Review



Mike DeNicola led a review December Operations Report and 2007 Financials (non-audited), (see email 22 January, "OASIS December 2007 Operations Report" from Patrick Gannon <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200801/msg00027.html>).

Mike DeNicola described adjustments to the budget. This is the same budget as approved in December, but with an adjustment for Member Section dues allocation of CGM Open. (See email "Approval of Revised 2008 Budget" sent by Patrick Gannon on 29 January, <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200801/msg00031.html>).

When the auditors complete their report, anticipated by March, additional revision to the budget may be required.

**RESOLUTION 2008-02-08.5, RESOLVED:** To approve Budget B, v3, as provided in the file "FY2008 Budget draft 2008.01.16 version 3a.pdf"

Approved unanimously

<Cathie Mayo, Jamie Clark, Scott McGrath left the meeting>

## 19. Staffing Committee Report

Paul Knight led discussion of Staffing issues. The Board decided to keep the 360 review action closed.

## 20. Review of AGM planned for 30 April

<Jamie Clark, Scott McGrath joined the meeting>

The AGM will be held on Wednesday 30 April, in the evening, before the Board meeting 1-2 May. Eduardo Gutentag will present at the AGM, including an introduction and overview of the status of the organization. This may be followed by brief reports from the chairs of the Board Finance, Strategy, Process and Outreach committees as well as the TAB.

**ACTION 2008-02-08.3:** Scott McGrath to review and summarize disclosure requirements for OASIS annual report.

## 21. Board Discussion of Items from earlier agenda

The Board discussed Board TAB involvement and a possible improvement to the Board-TAB liaison role.

**RESOLUTION 2008-02-08.6, RESOLVED:** That due to increased Board confidence in the TAB and its ability the Board member will only serve as a liaison rather than acting as a full voting member of the TAB. This Board TAB liaison will not count toward TAB quorum. Paul Knight will replace Peter Brown as the Board liaison to the TAB.

Approved unanimously

This change results in an odd-number of voting TAB members which is considered desirable.

<Jamie Clark and Scott McGrath left the meeting>

RESOLUTION 2008-02-08.7, RESOLVED: That the Board of Directors thanks Claus von Riegen and SAP for hosting this meeting and providing excellent meeting arrangements.

Approved unanimously

## **22. Additional Organizational and Planning Issues**

The Board of Directors entered Executive Session to discuss Additional Organizational and Planning Issues.

## **23. Adjourn**

The meeting adjourned at 2:35 pm ET.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors