Minutes - OASIS Board of Directors Meeting

Held 21 February 2008, by teleconference.

OASIS Board approved Public minutes.

21 February 2008

Directors in Attendance:

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

Directors Regrets:

- Claus von Riegen
- Peter Brown

Staff in Attendance:

- Cathie Mayo, OASIS Staff
- Scott McGrath, 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 11:07 am PT, noting that a quorum was in attendance. Six directors were present when the meeting convened. The meeting agenda was reviewed and approved.

2. Review & Approval of Minutes & Action Items

2.1. Minutes Approval

RESOLUTION 2008-02-21.1, RESOLVED: To accept the 7-8 February 2008 Minutes, as previously distributed on 19 February 2008.

Approved unanimously

Distributed draft minutes: http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200802/msg00053.html.

2.2. Review public open actions and resolution status

<Paul Knight joined the meeting>

Actions from 7-8 February 2008

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

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

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

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

ACTION 2008-02-07.7: Jamie Clark to provide Strategy Committee with list of issues associated with liaison policy.
Status: completed.

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

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

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

Resolutions from 7-8 February 2008

RESOLUTION 2008-02-07.9, RESOLVED: To accept the 20 Dec 2007 Minutes v1, as previously distributed on 26 Dec 2007.
Status: completed.
Note: The minutes have been posted (http://www.oasis-open.org/private/2007-12-20-oasis-board-minutes-approved.pdf).

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.
Status: completed.
Note: The Anti-Trust Guidelines have been posted (http://www.oasis-open.org/who/antitrust-policy.php).

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.
Status: completed.

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.
Status: open.

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.
Status: open.

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".
Status: completed.

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.
Status: completed.

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.
Status: completed.

Resolutions from 1 December 2008

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 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.

3. Organizational Finances and Other Topics

The Board of Directors entered Executive Session to discuss Organizational Finances and Other Topics.

<Cathie Mayo, Scott McGrath joined the meeting>

<Jeff Mischkinsky joined the meeting>

<Mike DeNicola left the meeting>

<Cathie Mayo and Scott McGrath left the meeting>

The Board of Directors finished Executive Session to discuss Organizational Finances and Other Topics.

4. Search Committee Update

Michael Winters gave a status report for the Board Search Committee:

- Did not yet elect a chair, but held a F2F last week.
- Working on a job description and plan to have it done next week. The Board discussed the process and agreed that the description should be sent to the Board list for discussion before being sent out.
- Anyone can send suggestions for the job description to the Search Committee. The committee may not incorporate all suggestions.
- Still working on the job title, currently Executive Director.
- Michael Winters contacted Administaff, who run benefits for OASIS, seeing if they can help. They can help with salary benchmarking, recruitment, sites to post ads, discount on advertising fee, help with screening, resume reviews, background checks, online assessment tool (for fee). Can do phone interviews. Most is covered by what we already pay them, including recruiter, phone interviews. Only extra cost items are ad placement and background checks, and online assessment fee. Talked about international candidates - Administaff can only place on payroll from US. It works as a co-employment agreement, OASIS controls day to day, but employees get access to benefits etc through Administaff.
- Timetable - job description done this month, March for candidates and resumes, review in April, meet F2F at Board at Symposium end of April. Set time aside in Santa Clara F2F for this.
- Have had one resume come in, under discussion.

The Board discussed alternatives to hiring a full-time Executive Director, including the possibility of a part time or full time CEO from an OASIS member company. It was noted that having executive on loan program might be a bit trickier if they maintain tie to company, worth considering.

RESOLUTION 2008-02-21.2, RESOLVED: Everything in the agenda noted as in executive session until the report of the search committee will be kept as executive session, but the search committee agenda item is not executive session.

Approved [4-3-0].

5. Adjourn

The meeting adjourned at 12:54 pm PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors