

# **Minutes - OASIS Board of Directors Meeting**

Held 28 February 2008, by teleconference 11-12 PT.

OASIS Board approved Public minutes.

## **28 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
- Michael Winters
- Jeff Mischkinisky
- Claus von Riegen

### **Directors Regrets:**

- No regrets

### **Staff in Attendance:**

- No staff planning to attend.

## **1. Welcome, Agenda Review**

Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Mr. Gutentag convened at 11:04 am PT, noting that a quorum was in attendance. Ten directors were present when the meeting convened. The meeting agenda was reviewed and approved.

Regrets for next week, 6 March, have been received from Frederick Hirsch and Paul Knight. Peter Brown will take minutes on that call if the meeting is held.

## **2. Minutes Approval**

Frederick Hirsch noted that the draft minutes from last week are not available yet, as they are still in legal review.

## **3. Action Item and Resolution Review**

### **3.1. Public open actions and resolution status**

## **Actions from 7-8 February 2008**

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 2008-02-08.1: 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 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.

## **Resolutions from 7-8 February 2008**

RESOLUTION 2008-02-08.32008-02-08, 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 2008-02-08.42008-02-08, RESOLVED: Approve update to TC Process as distributed by Jeff Mischinsky 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.

## **Resolutions from 21 February 2008**

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

Status: completed.

### **3.2. Review actions and resolutions from executive session**

The Board did not decide to enter executive session.

#### **Actions from 7-8 February 2008**

ACTION 2008-02-07.1: Search Committee to bring back set of parameters and alternatives at the next Board meeting.

Status: open.

ACTION 2008-02-07.2: Eduardo to discuss details of Bylaws changes with Andy Updegrove.

Status: open.

Note: Eduardo spoke with Andy regarding how to progress Bylaws change.

ACTION 2008-02-08.4: Eduardo Gutentag to talk with OASIS legal counsel regarding possible modification to the OASIS Bylaws to require filling a Director vacancy when there is a minimum of six months possible remaining term for the Director and holding a special election as soon as possible.

Status: open.

#### **Resolutions from 7-8 February 2008**

RESOLUTION 2008-02-07.62008-02-07, RESOLVED: That the OASIS Bylaws should be modified to provide that no OASIS employee or consultant may be a member of the OASIS Board of Directors.

Status: open.

RESOLUTION 2008-02-08.92008-02-08, RESOLVED: That the OASIS Bylaws shall be modified to increase the number of elected directors to 11 and remove the automatic Presidential membership.

Status: open.

## **4. Chairman of the Board update on OASIS Status**

Eduardo Gutentag summarized the status of OASIS, in his role as acting President. He has completed transfer of information and has reviewed necessary materials. Eduardo Gutentag is conducting weekly Staff meetings. Communication with Staff is good. February financial results are on a good trend. Work is in progress on preparing for Symposium.

## **5. Search Committee Update**

### **5.1. Job Description**

Michael Winters provided an update from the Search Committee. The Committee produced a draft job description (see <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200802/msg00083.html>) and has received comments from Board members and Staff. The Search Committee will meet again to review the various changes.

Michael Winters has discussed next steps with Administaff. They suggested providing keywords to get improve search responses (e.g. CEO, SOA etc). Administaff will do a salary benchmark.

Administaff requires a location for the job description since they do not provide a worldwide or nationwide listing. This was a surprise. The Board discussed the concern and various approaches, and noted that the job description should also be posted on the OASIS web site and that OASIS members should be notified.

The Board discussed the possibility of conducting interviews in conjunction with the F2F and the possible need for an additional day of meeting for this activity.

**ACTION 2008-02-28.1: Ed Cobb and Frederick Hirsch to draft agenda for Board F2F meeting and 20 March Board teleconference.**

The Board discussed the need to focus on operational issues without excessive Board involvement.

The Directors also discussed the need to clearly distinguish job description and recruiting communication, since the recruiting communication can provide additional search criteria.

**ACTION 2008-02-28.2: Jeff Mischkinsky to draft statement regarding distinction of Job Description and recruiting communication.**

OASIS will have to determine who represents OASIS to other organizations, not necessarily the Executive Director.

The Search Committee received some interview questions in response to its request for suggestions (see <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200802/msg00084.html>).

## **6. Adjourn**

The meeting adjourned at 11:50 pm PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors