OASIS Board of Directors Meeting - 20 March 2008

Held by teleconference, thanks to BEA for bridge.

OASIS Board Public approved Minutes

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

Directors Regrets:
None received.

Directors Absent:
Peter Brown

Staff in Attendance:
Scott McGrath

1. Welcome, Agenda Review

Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Mr. Gutentag convened at 8:04 am PT, noting that a quorum was in attendance. Seven directors were present when the meeting convened. The meeting agenda was reviewed and approved.

2. Minutes Approval

Frederick Hirsch presented minutes from previous meetings for approval.

RESOLUTION 2008-03-20.1: Approve the minutes from 21 February 2008 as distributed on 7 March 2008 by Frederick Hirsch.
Approved unanimously.

RESOLUTION 2008-03-20.2: Approve the minutes from 28 February 2008 as distributed on 7 March 2008 (v2) by Frederick Hirsch.
Approved unanimously.

RESOLUTION 2008-03-20.3: Approve the minutes from 6 March, 2008 as distributed on 7 March 2008 (v2) by Frederick Hirsch.
Approved unanimously.
3. Review Open Actions and Resolutions

The Board reviewed open actions and follow-up to resolutions, as summarized by Frederick Hirsch.

*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 Gutentag spoke with Andy regarding how to progress Bylaws change.

**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.
Note: Some discussion was held but need to determine where to focus activities.

**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.

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

**ACTION 2008-02-08.3:** Scott McGrath to review and summarize disclosure requirements for OASIS annual report.
Status: open.
Note: There was been discussion on this but no resolution. Should be dealt with at meeting on 20th March.

**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.
Actions from 28 February 2008

ACTION: 2008-02-28.1: Ed Cobb and Frederick Hirsch to draft agenda for Board F2F meeting and 20 March Board teleconference.
Status: open, in progress.
Note: Eduardo to convene an executive committee meeting to discuss this.

Actions from 6 March 2008

ACTION: 2008-03-06.1: Eduardo Gutentag to check to see how Bylaws should be modified in a manner that does not require that the President is designated also as "CEO".
Status: open.

ACTION: 2008-03-06.2: Finance Committee should review (and increase) amount of money set aside in budget for legal work.
Status: open.

ACTION: 2008-03-06.3: Search Committee to continue work with Administaff on salary review, getting job adverts posted, and salary range to be considered.
Status: Closed at this meeting, completed.

ACTION: 2008-03-06.4: Carol to ensure that OASIS web site is kept up to date with news on the job vacancy and description and add information on and link from, site front page when ready.
Status: Closed at this meeting, completed.

Resolutions from 1 December 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 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 2008-02-08.3, 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 2008-02-07.6, 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 2008-02-08.9, 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.

Resolutions from 6 March 2008

RESOLUTION 2008-03-06.1, RESOLVED: To approve the job description with the change of
"documentation" to "publications" in that notice.
Status: Closed at this meeting, completed.

4. Revised IPR Policy

Ed Cobb described the latest draft of the IPR Policy distributed to the Board in his email, with a change
to allow information documents. (See http://www.oasis-

Additional discussion regarding update of disclosure requirement for Draft documents. This will
require further discussion. The Board considered dealing with changes for informational document
first.

ACTION 2008-03-20.01: IPR committee to revise IPR Policy draft including changes to enable
informational documents at or before the next F2F.

5. Board and TAB Election

RESOLUTION 2008-03-20.4: Approve updated Board and TAB election schedule as distributed by
Scott McGrath on 7 March 2008,

RESOLUTION 2008-03-20.4a to Amend with the “??” removed for the dates of July F2F.
Approved unanimously.

The Board discussed the number of candidates to be elected according to the election schedule.

RESOLUTION 2008-03-20.4b to Amend Change 10 to 11 and remove last sentence in last
paragraph in section on the OASIS Board of Directors.
Approved 6 for, against 0, abstain 1.

RESOLUTION 2008-03-20.4c to Amend Change 2nd paragraph of OASIS TAB Section to
replace “ten” with “nine”, to read “The TAB consists of nine voting members, eight of whom
are elected by the OASIS membership...”. Remove “One representative from OASIS Board of
Directors and” and change “serve” to “serves”.
Approved unanimously

<Bob Glushko joined meeting>

Motion as amended Approved unanimously

MOTION 2008-03-20.5: Adopt STV voting for this election.

No Second to motion.

The Board discussed the possibility of STV voting, but noted that it would require more time to implement.

The Board also plans to discuss the possibility of posting detailed election results.

6. Status on Bylaws Update

Eduardo Gutentag is working on proposed changes to the OASIS Bylaws and plans to report next week.

7. Committee Reports

7.1. Finance Committee

Mike DeNicola gave an overview of the Operations Report and noted that OASIS net income was positive. The Board expressed concern regarding the plans and budget for the Legal XML Member Section. The Finance Committee reviewed the increase in legal expenses and anticipates that reductions in travel expenses and in executive compensation may offset legal expenses. OASIS planning to change banks to simplify payment mechanisms for international members by allowing wire transfers.

ACTION 2008-03-20.02: Finance Committee to review Legal XML expense and budget status.

7.2. Strategy Committee (including Liaison)

Frederick Hirsch provided status of the Strategy Committee (see http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00068.html). Discussions in the committee included the process for contributing work to other organizations, the possibility of Member Section liaisons, process for reviewing the status of existing MoUs and liaison relationships, and increasing academic visibility on the OASIS web site.

ACTION 2008-03-20.03: Strategy Committee to provide Process Committee individual issues for general proposed process changes related to submitting OASIS work to external organizations.

ACTION 2008-03-20.04: Strategy Committee to provide Eduardo Gutentag with proposed Liaison Policy change.

ACTION 2008-03-20.05: Strategy Committee to provide Process Committee with proposed Member Section Policy change.
7.3. TAB
Paul Knight provided an update on TAB status. There are no major issues or concerns at this point.

8. OASIS Status

8.1. President Update
Eduardo Gutentag, acting as OASIS President, provided an update on OASIS status. Completed tasks have been bank statement reconciliation and a change to report salary changes to Administaff with two people.

8.2. Staff Update
Scott McGrath provided a review on OASIS Staffing issues and noted the high commitment of OASIS staff.

9. Search Committee Update
Michael Winters provided a search committee update. The job description has been placed in three posting sites, been sent in the OASIS news and placed on the OASIS site. A good number of resumes have been received by Administaff who will perform initial phone screening. The Search Committee is reviewing the entire list of candidates as well.

10. Symposium and AGM Planning
Scott McGrath gave an update on Symposium planning. One sponsorship remains that might be filled for Symposium. For AGM will send materials to email list, may have short President's address, and possibly Board Committee Chair presentations and discussion.

ACTION 2008-03-20.06: Eduardo Gutentag to initiate dialog with Board Process Finance, Strategy, Outreach and TAB Board Members regarding AGM presentations.

11. Planning for May 1-2 F2F Board Meeting
Eduardo Gutentag led discussion of F2F planning. The Board discussed whether we need an additional day for search related issues. The search committee should recommend finalists but allow all Board members to also recommend finalists. We will need minimum of two weeks to allow candidates to plan for attending F2F.

12. Adjourn
The meeting adjourned at 10:00 am PT.

Respectfully Submitted,
Frederick Hirsch
Secretary, OASIS Board of Directors