

Minutes - OASIS Board of Directors Meeting

Held 27 March 2008, by teleconference 11am-12am PDT, 2pm-3pm EDT.

OASIS Board approved Public minutes.

27 March 2008

Thanks to BEA for providing the teleconference bridge.

Directors in Attendance:

- Eduardo Gutentag, Chairman
- Mike DeNicola, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Peter Brown
- Paul Knight
- Jeff Mischkinsky
- Michael Winters

Directors Regrets:

- Ed Cobb, Vice Chairman
- Bob Glushko
- Claus von Riegen

Staff in Attendance:

- None

1. Welcome, Agenda Review

Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Mr. Gutentag convened at 11:06 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. Minutes Approval

[RESOLUTION 08-03-27.1, RESOLVED: Approve the minutes from 20 March 2008 as distributed on 26 March 2008 by Frederick Hirsch.](#)

[Approved unanimously](#)

<http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00087.html>

3. Review Open Actions and Resolutions

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: completed.

Note: Incorporated in draft job description.

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 2008-02-07.4: 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 2008-02-08.3: 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: completed.

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.

Actions from 20 March 2008

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

Status: open.

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

Status: open.

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.

Status: open.

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

Status: open.

ACTION 2008-03-20.05: Strategy Committee to provide Process Committee with proposed Member Section Policy change.

Status: open.

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

Status: 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 20 March 2008

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

Status: open.

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

Status: open.

RESOLUTION 2008-03-20.3: Approve the minutes from 6 March, 2008 as distributed on 7 March 2008 (v2) by Frederick Hirsch.

Status: open.

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. 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. 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”.

Status: open.

4. Bylaws

Eduardo Gutentag noted that the Bylaws revision is in the process of legal review. This could delay the start of the election process. This should be at most up to two weeks before having a negative impact on the schedule, since the schedule needs to allow elected Board members to arrange to attend the F2F meeting.

<Mike DeNicola joined the meeting>

RESOLUTION 08-03-27.2, RESOLVED: Modify RESOLUTION 2008-030-20.4 to change Board and TAB election schedule to start election on 15 April instead of 1 April.

Approved unanimously

See minutes from last Board meeting, <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00087.html>.

5. Search Committee Update

Michael Winters provided an update on the Search Committee status. One item to be changed is to include interviewing dates. The Search Committee will also request that Administaff forward information on all applicants to the committee.

6. OASIS President Update

Eduardo Gutentag provided an update on OASIS, in his capacity as acting President.

7. Adjourn

The meeting adjourned at 11:40 am PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors