

Minutes - OASIS Board of Directors Meeting

Held 1 May to 2 May 2008 F2F in Santa Clara, CA USA.

OASIS Board approved Public minutes.

1 May 2008

Directors in Attendance:

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

Directors Regrets:

- Ed Cobb, Vice Chairman

Staff in Attendance:

- Jane Harnad
- Carol Geyer
- Jamie Clark
- Mary McCrae
- Cathie Mayo (by teleconference)
- Scott McGrath

OASIS Member Section in Attendance:

- Abbie Barbir, IDTrust, Telecom
- Elyssa Jones, Emergency Management

OASIS TAB in Attendance:

- Bill Cox
- Hal Lockhart

1. Welcome, Agenda Review

Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Mr. Gutentag convened at 9:00 am PT, noting that a quorum was in attendance. Eight directors were present when the meeting convened. The meeting agenda was reviewed and approved.

OASIS members were present during portions of the meeting that were not in executive session.

<Mike DeNicola joined the meeting>

2. Minutes Approval

RESOLUTION 2008-05-01.1, RESOLVED: Approve the minutes (v3) from 24 April 2008 as distributed on 28 April by Frederick Hirsch.

Approved unanimously

See <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00110.html>.

3. Review Open Actions and Resolutions

3.1. Open Action Review

The status of open actions were reviewed.

Actions from 7-8 February 2008

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: completed.

Note: Liaison will be discussed during F2F

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

Status: completed.

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

Status: open.

Note: Eduardo Gutentag and Scott McGrath have reviewed disclosure requirements and will produce the member report next week.

Actions from 6 March 2008

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

Status: open.

Actions from 3 April 2008

ACTION: 2008-04-03.3: Ed Cobb will obtain slides from Board Committee chairs as well as the TAB chair

at least 24 hours in advance of AGM and provide them on a laptop for presenting.

Status: completed.

Note: Status summary: <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00084.html>,<http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00096.html>

Actions from 24 April 2008

ACTION: 2008-04-24.1: Board members to submit questions to Eduardo Gutentag, who will compile a standard list of questions for all candidates.

Status: completed.

ACTION: 2008-04-24.2: Eduardo Gutentag to determine CESI follow-up action, if any.

Status: completed.

Note: Eduardo Gutentag is working on determining whether MoU will be required for copyright issues. The Board noted that if we have an MoU we may wish to state in the MoU that OASIS approval of translations is required.

ACTION: 2008-04-24.3: Eduardo Gutentag to work with Scott McGrath and Jane Harnad to figure out a way to find the additional money needed for wireless at Symposium.

Status: completed.

ACTION: 2008-04-24.4: Committee chairs to send Ed Cobb their content by Monday and Ed Cobb to get TAB content from Hal Lockhart.

Status: completed.

3.2. Open Resolution Review

The status of follow-up to previous resolutions were reviewed.

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)

Follow-up Status: open.

Note: Waiting on IUCN response to updated MoU which was sent to them.

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.

Follow-up Status: completed.

Note: Posted, see <http://oasis-telecom.org/RoP>

Resolutions from 24 April 2008

RESOLUTION 2008-04-24.1, RESOLVED: Add discussion of Wireless at the Symposium to agenda.

Follow-up Status: completed.

Note: This was included in agenda on 24 April.

RESOLUTION 2008-04-24.2, RESOLVED: Approve the revised minutes from 10 April 2008 (v3) as distributed on 14 April 2008 by Frederick Hirsch.

Follow-up Status: completed.

Note: Posted, see <http://www.oasis-open.org/private/2008-04-10-oasis-board-minutes-approved.pdf>.

RESOLUTION 2008-04-24.3, RESOLVED: Approve interview schedule as sent by Michael Winters on 22 April.

Follow-up Status: completed.

Note: Schedule sent to Board list, see <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00083.html>.

4. Personnel Issues

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

<Jamie Clark, Carol Geyer, Scott McGrath joined the meeting>

The Board of Directors finished Executive Session to discuss Personnel Issues.

5. IPR Policy

Jeff Mischkinsky provided an overview of changes related to the IPR Policy (see <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00085.html>) in order to support changes for Informational Documents. The Board noted that making changes to support informational documents is important to members. The Board discussed a possible resolution to approve both the revised IPR policy and a related update to the TC Process, and discussed the need for consistency between IPR Policy and TC Process, including terminology, for example "Final Deliverable". The Board discussed the 60 day period of member review. Jamie Clark plans to update the TC Process to be consistent with the IPR Policy.

RESOLUTION 2008-05-01.2, RESOLVED: Defer this agenda item until tomorrow at 9:30 am.

Approved unanimously

6. Process

RESOLUTION 2008-05-01.3, RESOLVED: Defer this agenda item until tomorrow at 9:30 am (in conjunction with IPR Policy).

Approved unanimously

7. IDTrust RoP

Update of IDTrust RoP as noted in email from Dee Schur, 1 April 2008. (See <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00002.html> and message from Eduardo Gutentag, <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00094.html>, and the IDTrust RoP at <http://www.oasis-idtrust.org/RoP>.)

RESOLUTION 2008-05-01.4, RESOLVED: The IDTrust Member Section Rules of Procedure (<http://www.oasis-idtrust.org/RoP>) be amended so that section (c) "The rules for electing new Steering Committee Members" have the following added to the end of it: "Each Member Section Supporting Entity shall be entitled to have one Member Section Qualified Elector (as those terms are defined in the OASIS Member Section Policy). The Qualified Elector for a Supporting Entity that is an OASIS Organizational Member shall be that entity's Primary Representative (as those terms are defined in the OASIS TC Process) or that person's designate. "

Approved unanimously

ACTION 2008-05-01.1: Dee Schur to review section c of the IDTrust Member Section RoP and to clarify whether the entire steering committee is replaced every two years, or whether there are staggered elections and to propose text if needed.

8. Outreach Committee

Bob Glushko gave an update on outreach plans including develop resource starting next year to bridge academic research on standards, including work on business cases for standards. This should help with outreach to the academic community and with OASIS activities in Europe. Staff noted that they will need to know how to support this activity.

<Carol Geyer and Mary McCrae joined the meeting>

The Board discussed initiatives related to cataloging standards that are occurring elsewhere and noted that outreach also includes the open source community.

RESOLUTION 2008-05-01.5, RESOLVED: Jeff Mischkinsky will be Vice Chair for this F2F meeting in Ed Cobb's absence.

Approved unanimously

9. Finance report

Mike DeNicola provided an overview of the March Operations Report (see <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00087.html>). One company name correction was noted, that "Document Engineering" should be changed to "Document Engineering Services" in the report. An additional suggestion was to use a bar chart for monthly revenue.

<Cathie Mayo joined the meeting>

Costs were slightly above budget due to additional legal expenses. Sponsor portal revenue is lower than desired and important to diversify revenue. The Board discussed the possibility of starting a academic portal area and also the scalability of focus areas for generating revenue.

The Board discussed the carry-over of Member Section funds on an annual basis and the possibility of changing the Member Section policy that uncommitted funds are transferred at end of year to OASIS General Funds. The Board also noted that there may be issues related to existing member sections with funds.

ACTION 2008-05-01.2: Process Committee to make proposal related to transfer of uncommitted Member

Section funds to general fund on annual basis.

The Board noted that Member Section funding has to be approved, offering a means to avoid inappropriate spending.

<Jamie Clark, Mary McCrae left the meeting>

Cash increased in March, stabilizing cash. The Board discussed the impact of seasonality of the billing cycle to cash flow, concluding that the current approach is appropriate, especially since revenue and expenditures need to be aligned. The Board noted that multi-year memberships might be a possibility.

Cash versus deferred revenue is lower than desired, but includes Member Sections. As member sections spend funds this ratio will become lower.

<Jamie Clark joined the meeting>

The Board reviewed memberships in the Operations Report. The Board noted that it might be valuable to require members to provide two contacts so that if one leaves the company OASIS continues to have a membership contact. The Board also noted the need for new memberships in the large foundation and sponsor categories. To this end it would be very valuable to see Scott McGrath's value number reported in the operations report.

<Jamie Clark, Carol Geyer, Cathie Mayo, Mary McCrae, Scott McGrath left the meeting>

10. Personnel Issues

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

The Board of Directors finished Executive Session to discuss Personnel Issues.

11. TAB joint meeting

<Hal Lockhart joined the meeting>

Hal Lockhart presented an overview of TAB activity. Since January the focus of the TAB has been the Symposium. The Board asked questions about the effectiveness of the TAB, status of TAB materials, and involvement of TAB members. The Board discussed the possibility of having the TAB do more outreach, maybe webinars, additional regional Symposia. The Board and TAB discussed the possible benefits of discussing the TAB role and purpose.

<Bill Cox joined the meeting>

The Board and TAB discussed issues related to TAB completing work other than Symposium. The TAB has worked to resolve issues related to international teleconference scheduling.

<Jamie Clark joined the meeting>

The Board noted that the TAB might be more effective if TAB products have clearer official standing. The Board and TAB discussed the visibility of TAB work. Some work, such as work related to conformance guidelines, and metadata associated with document management were passed to Staff. Recently the TAB has provided concrete change proposals to the OASIS Process and IT Committees, as well as reviewing TC

charters. This TAB work has not been very visible externally.

<Carol Geyer joined the meeting>

TAB members noted that success of the TAB activities may be correlated to interest being on the TAB. This may be related to TAB influence, as opposed to visibility.

Issues related to TAB

- Visibility - is output of TAB visible enough, TAB visible to members
- Authority - should TAB output have more impact, increasing incentives to participate
- Requirements - is there a need to require a level of participation of TAB members to be on the TAB?

<Abbie Barbir, Elyssa Jones joined the meeting>

Discussion ensued whether it makes sense for TC Process to be taken on by the TAB. The TAB noted that they are working on various initiatives, including Webinars, including topics of conformance, "ask the tab", and "topics from Symposium".

ACTION 2008-05-01.3: Frederick Hirsch to work with TAB to arrange TAB discussion with Strategy Committee regarding Webinar topics.

12. Member section review

Abbie Barbir presented an overview of IDTrust activities and noted the work is progressing well, including conferences with work related to ORMS and XACML. XRI joined OASIS. In September there will an Adoption Forum with topics related to security.

<Scott McGrath, Mary McCrae joined the meeting>

Abbie Barbir also discussed the Telecom Member Section. News releases and chair elections have been completed. The Member Section has wide membership, including people from Europe and Japan, making it difficult to find a common meeting time. Abbie Barbir has given two presentations to the TM Forum.

ACTION 2008-05-01.4: Scott McGrath to work with Member Sections to clarify the role displayed in the Member Section roster pages.

Elyssa Jones provided an update on the Emergency Interoperability Member Section. CAP is seeing much adoption, including the US Weather service. The Board discussed issues with international participation and understands the TAB will make some recommendations related to this issue.

<Abbie Barbir, Bill Cox, Elyssa Jones, Hal Lockhart left the meeting>

<Carol Geyer, Mary McCrae, Scott McGrath left the meeting>

13. Personnel Issues

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

The Board of Directors finished Executive Session to discuss Personnel Issues.

14. OASIS President Update

<Jamie Clark, Carol Geyer, Mary McCrae, Scott McGrath joined the meeting>

Eduardo Gutentag, acting as OASIS President, provided an update on OASIS. He noted that new membership shows no clear trend. He also pointed out that OASIS Staff has continued to do excellent work. Legal presence in Europe may be an issue. Eduardo Gutentag will review these issues with Carol Cosgrove-Sacks and Pim van der Eijk and then discuss the the topic with the OASIS Board when appropriate.

The Board discussed the potential to give free membership for select parties, such as governmental agencies, to seed TC work and promote interest in additional work. Additional review of issues and criteria will be necessary.

ACTION 2008-05-01.5: Outreach committee to review issues and criteria related to free memberships.

15. Liaison Committee

The Strategy Committee had provided some issues to the Process Committee regarding the OASIS process of how OASIS work is provided to external standardization organizations. The Process Committee did not consider this as part of their charter and the Board considered that it might not be properly in the Strategy Committee, so discussed an ad hoc committee working this issue.

RESOLUTION 2008-05-01.6, RESOLVED: Establish an ad-hoc committee to draft rules around the submission of OASIS standards to external bodies.

Approved unanimously

Members of the committee will be Paul Knight, Michael Winters, Claus von Riegen, and Jamie Clark.

ACTION 2008-05-01.6: Ad hoc committtee to report back to the Board no later than the next F2F with a proposal on process rules related to submission of OASIS standards to external bodies.

16. Bylaws Status

Eduardo Gutentag provided a report on the status of the OASIS Bylaws and possible additional changes, including status of possibility of changing from a Pennsylvania to a Delaware corporation. He noted that the most recent update of the OASIS Bylaws has been successfully completed.

Clearance for changing the state of incorporation can take two years. OASIS legal counsel recommended that we start with the clearance process while retaining the current state of incorporation and then merge once the clearance is complete. This should not be expensive for legal costs but could require OASIS staff time.

The Board decided to take no action at this time, considering the requirements for OASIS Staff time and other costs. Perhaps after the next Board is seated we establish an ad hoc committee to review the Bylaws.

<Jamie Clark, Carol Geyer, Mary McCrae, Scott McGrath left the meeting>

17. Organizational Health

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

The Board of Directors finished Executive Session to discuss Organizational Health.

18. Recess

The meeting recessed at 5:15 pm PT.

2 May 2008

Directors in Attendance:

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

Directors Regrets:

- Ed Cobb, Vice Chairman
- Mike DeNicola, Treasurer and Finance Committee Chair

Staff in Attendance:

- Carol Cosgrove-Sacks
- Carol Geyer
- Jamie Clark
- Scott McGrath

TAB in Attendance:

- Bill Cox

19. Welcome, Agenda Review

Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Mr. Gutentag convened at 9:00 am PT, noting that a quorum was in attendance. Eight directors were present when the meeting convened. The meeting agenda was reviewed and approved.

Carol Cosgrove-Sacks, Carol Geyer, Scott McGrath were present at the start of the meeting.

20. OASIS Staff and Symposium report

Carol Cosgrove-Sacks provided the OASIS Board with an update on International Standards activities and

noted that OASIS is achieving recognition with the European Commission including visibility with the European ICT standardization Board. Work on the OASIS eGov member section is also progressing.

<Jamie Clark joined the meeting>

Carol Cosgrove-Sacks expressed concerns about retaining members and also reviewing the MoU with ETSI to make sure ETSI represents its relationship with OASIS properly.

<Carol Cosgrove-Sacks left the meeting>

Jamie Clark provided an update on people, technical committees and liaison activities. He described that work load has increased to support Member Sections and supporting business development and anticipates additional Staff activity will be required to support Informational Documents.

Carol Geyer provided an update on member communications, noting that Symposium has been a major activity, and brought attention to the new Member Section Donations Program (see for example <http://oasis-telecom.org/donations>). The Board discussed questions related to appropriate Member Section naming. Work is progressing on the SAML and UBL XML.org sites. The Board and Staff discussed Symposium.

Scott McGrath noted that Staff appreciated the effort and work of Eduardo Gutentag in his role as acting President.

Scott McGrath gave an overview of operations, including finance and audit activities. He noted that Staff had to do work to create and format the Operations Reports and provided a detailed review of a variety of operations, member services and IT accomplishments and activities.

<Jamie Clark, Carol Geyer, Scott McGrath left the meeting>

21. Staffing Committee report

The Board of Directors entered Executive Session to discuss Staffing Committee report.

The Board of Directors finished Executive Session to discuss Staffing Committee report.

22. Personnel Issues

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

The Board of Directors finished Executive Session to discuss Personnel Issues.

23. IPR/Process

<Jamie Clark, Carol Geyer, Scott McGrath joined the meeting>

<Bill Cox joined the meeting>

RESOLUTION 2008-05-02.1, RESOLVED: Approve the revised IPR policy as sent by Ed Cobb 23 April with 60 day member review.

Approved unanimously

(See <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00085.html>.) The Board noted that the IPR policy provides for a 60 day member review and that the member agreement provides for 30 day review.

ACTION 2008-05-02.1: Eduardo Gutentag and Staff to produce cover letter and send out member notice regarding revised IPR policy.

The cover letter can indicate that the language of the TC Process will be modified to be compatible with the IPR policy as discussed by the Board.

24. MoU status, liaison status

Jamie Clark provided an update on MoU and liaison status. He noted that the liaison report has been improved by Staff with the help of the Strategy Committee, including prioritization. (See <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200805/msg00013.html>.) He noted new work, including a new version of OpenDocument in ISO/IEC JTC1. The Election Markup language TC would like to send Electronic Markup Language v5 standard to JTC1. Additional ebXML work will be brought forward to ISO TC 154. Work to submit to ITU will require waiting for new ITU Study Period. He discussed the relationship between UBL and CEFAC work. Jamie Clark mentioned that CGM Open might wish to do additional work with W3C on WebCGM, requiring an MoU update.

There was some discussion about priority of items in the liaison report. If Board members believe priorities should be adjusted they should send a message to the Board list.

25. IT Committee

Claus von Riegen provided a review of the work of the IT Infrastructure Committee. He noted which IT work is in scope and out of scope for 2008. Staff is working on the document management system, and is evaluating Knowledge Tree prototype, but needs to test the use cases that internal Staff "customers" have provided. Additional automation via Drupal is planned for public OASIS pages as a first priority. SPAM has been reduced for OASIS members through the installation of a new SPAM filter. Work to improve mailing lists and archiving is required. Discussion is proceeding about use of a Kavi replacement, which will first require an inventory of how Kavi is used by the various constituents (e.g. members, Staff, etc). Staff is working this week to test the restore of a mirrored system backup. The Committee has moved to a new issue tracking spreadsheet. The Committee may not be necessary going forward.

<Bill Cox left the meeting>

26. Strategy

Frederick Hirsch provided an update on Strategy Committee activities and possible future work. The Board reiterated that test certification is not an appropriate business for OASIS at this time. Work on conformance testing is already occurring with TCs and the Adoption Service Program Referral Guidelines.

ACTION 2008-05-02.2: Staff to provide the Strategy Committee with a set of pricing proposals for OASIS memberships and Strategy Committee to review those proposals.

27. Planning, schedule, logistics

The next Board meeting will be weekly on an ongoing basis.

<Jamie Clark, Carol, Geyer, Scott McGrath left the meeting>

28. Personnel Issues

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

The Board of Directors finished Executive Session to discuss Personnel Issues.

29. Adjourn

The meeting adjourned at 4:12 pm PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors