

Minutes - OASIS Board of Directors Meeting

Held 26 June 2008 by teleconference.

OASIS Board approved Public minutes.

26 June 2008

Thanks to Freeconference.com for providing the teleconference bridge.

Directors in Attendance:

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

Directors Regrets:

- Frederick Hirsch, Secretary

Staff in Attendance:

- Laurent Liscia
- Scott McGrath

1. Welcome, Agenda Review

Eduardo Gutentag, the Chairman, presided at the meeting, and Michael Winters took minutes on behalf of Frederick Hirsch, the Secretary. Eduardo Gutentag, the Chairman, convened the meeting at 11:04 PT, noting that a quorum was in attendance. Nine directors and Laurent Liscia and Scott McGrath were present when the meeting convened. The meeting agenda was reviewed and approved.

2. Minutes Approval

RESOLUTION 2008-06-26.01 , RESOLVED : Approve the minutes from 2008-06-19 as distributed on 20 June 2008 by Frederick Hirsch.

Approved unanimously

See <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200806/msg00103.html>.

3. Review Open Actions and Resolutions

3.1. Open Action Review

This section records action item status. There are 7 action items open.

Actions from 1 May 2008

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.

Status: completed.

Note: See motion in items for approval portion of agenda.

ACTION: 2008-05-01.2: Process Committee to make proposal related to transfer of uncommitted Member Section funds to general fund on annual basis.

Status: open.

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

Status: completed.

Note: See <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200806/msg00028.html>.

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

Status: open.

Note: The Outreach Committee met and will be sharing a summary with the Board. Bob Glushko is doing additional research on this topic.

ACTION: 2008-05-01.6: Ad hoc committee 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.

Status: open.

Note: A proposal is underway, committee is still meeting.

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.

Status: open.

Note: This item is specifically about dues associated with the current categories.

Actions from 19 June 2008

ACTION: 2008-06-19.1: Eduardo Gutentag to communicate these two resolutions to Staff, so Staff can implement the appropriate changes. Staff also to update the policy page to list policies in alphabetical order.

Status: open.

Note: This is done except for the alphabetical order which is underway. Keep open until next meeting.

3.2. Open Resolution Review

This section records the follow-up status for resolutions, for example the posting of approved minutes and policies or the follow-up actions required of a resolution. There are 5 resolutions requiring follow-up action.

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: Still waiting for IUCN response to updated MoU which was sent to them. Will discuss how to proceed at July F2F.

Resolutions from 1 May 2008

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. "

Follow-up Status: completed.

Resolutions from 19 June 2008

RESOLUTION 2008-06-19.1, RESOLVED: Approve the minutes from 2008-06-12 as distributed on 16 June 2008 by Frederick Hirsch.

Follow-up Status: completed.

Note: Posted, see <http://www.oasis-open.org/private/2008-06-12-oasis-board-minutes-approved.pdf>.

RESOLUTION 2008-06-19.2, RESOLVED: Rescind the "OASIS Adoption Services Program" document on the OASIS policy page and remove from that page.

Follow-up Status: completed.

RESOLUTION 2008-06-19.3, RESOLVED: Remove the "IPR Transition Policy" link from the OASIS policy page since the transition is completed. Retain links from IPR policy page.

Follow-up Status: completed.

New action:

ACTION 2008-06-26.1: Scott McGrath to mark links to the IPR Transition Policy and IPR Transition FAQ as legacy.

4. Items for Approval

RESOLUTION 2008-06-26.02 , RESOLVED : That the Board of Directors directs the Chairman of the Board to delegate on Laurent Liscia, OASIS Executive Director, all the Duties of President specified in Section 6 of Article 4 of the Bylaws, effective immediately and until further notice.

Approved unanimously

RESOLUTION 2008-06-26.03 , RESOLVED : That the Board of Directors authorizes Laurent Liscia, OASIS Executive Director, to be a signatory on behalf of the organization, subject to the control of the

Board, effective immediately and until further notice.

Approved unanimously

RESOLUTION 2008-06-26.04 , RESOLVED : Approve updated TC Process as distributed by Jeff Mischkin on 18 Jun 2008.

Approved unanimously

See <http://lists.oasis-open.org/archives/board/200806/msg00099.html>. The changes in this version of the TC Process are to make the TC Process consistent with the revised IPR policy.

RESOLUTION 2008-06-26.05 , RESOLVED : Update TC Process to place the definitions in the appropriate alphabetical order with the correct numbering.

Approved unanimously

ACTION 2008-06-26.2: Scott McGrath to update the TC Process page to reflect the approved updated TC Process document as distributed as well as incorporating the additional change to update the definition ordering.

A possible motion to update the Liaison Policy to allow Member Sections to establish liaisons was not discussed at this meeting.

RESOLUTION 2008-06-26.06 , RESOLVED : Approve a modification to the IDTrust Member Section RoP to replace the text "All seats on the IDTrust MS Steering Committee will be filled through annual elections. The length of the term for each Steering Committee member shall be two years." with "The OASIS IDTrust Steering Committee will consist of an odd number of members, each serving a two-year term. For consistency of management, terms are staggered and elections will be held annually." in item (c), "The rules for electing new Steering Committee Members."

Approved unanimously

See the IDTrust Member Section RoP (<http://www.oasis-idtrust.org/RoP>). This is in response to action item 2008-05-01.1.

ACTION 2008-06-26.3: Scott McGrath to communicate to Dee Schur that this motion was approved.

RESOLUTION 2008-06-26.07 , RESOLVED : Enter Executive Session

Approved unanimously

<Laurent Liscia and Scott McGrath left the meeting>

5. OASIS Board Topics

The Board of Directors entered Executive Session to discuss OASIS Board Topics.

The Board of Directors finished Executive Session to discuss OASIS Board Topics.

6. Process Committee Report

<Scott McGrath joined the meeting>

No report.

<Laurent Liscia joined the meeting>

7. Finance Committee Report

Mike DeNicola presented the May Operations Report. He noted in Section 1, Financial Performance that Total Revenue is 88% for the month and 96% for YTD. This is below revenue projections but since expenses are 88% for the month and 99% YTD we are managing things by not spending as much. New revenue is below where we want it to be but we are focusing on that.

He also noted that future reports will substitute some bar charts for line graphs and the number of years shown. Chart should be able to convey information quickly.

Good news is that Member Section have spent a lot of money, 409% of budget. Money is not just being thrown away but spent in meaningful way so we will end up with lower end of year amounts. Cash position still looks good but down a little bit. Still over 3 months worth of expenses, at 3.89. Cash vs. Deferred Revenue is not where we want to be and will be harder to get back up.

8. Ad Hoc Committee Report

Claus von Riegen noted that the committee has had two meetings and has reviewed the issues list. The committee is looking at abstract proposals regarding issues. Jamie Clark is drafting text on the issues and see if at the next meeting the committee can come to consensus on the text. The committee would like to come back to Board with something to review at July F2F.

9. Outreach Committee Report

Bob Glushko noted that he is working on the current proposal for a student to develop an academic research project on standards portal. He is looking to hire a student.

10. TAB Report

Paul Knight noted that the TAB was taking some time to consider W3C action regarding the XRI vote and that they decided to wait since Board sent their letter. Not much to report otherwise, Jacques Durand is planning to report results of the Symposium at the TAB call today. Paul Knight wants to work on a proposal for Board to work more closely with TAB.

11. OASIS President Report

The XRI TC and W3C TAG have been talking and discussing the possibility of having a joint meeting. Eduardo Gutentag invited Steve Bratt to the OASIS Board F2F in July. Steve Bratt indicated that he and Tim Berners-Lee would be glad to come on July 30 in the morning. Eduardo Gutentag will notify them that the morning of July 30 is good.

Eduardo Gutentag and Laurent Liscia were in Billerica together on Monday and half of Tuesday. Eduardo Gutentag thinks Staff were happy to have Laurent Liscia there. Laurent Liscia noted that they went through an extensive review of the budget and that there was some Staff anxiety around some operational and budget issues. He also noted some excitement about the opportunity to do some new things and take some risks. Laurent Liscia plans to present a fairly detailed action plan at July F2F and launch into action as soon as possible.

12. Board and TAB Election Results

The three incumbents and Toby Considine won the TAB election. Results of the Board election were not discussed.

MOTION 2008-06-26.09 , Change agenda to add "A" item to have Staff post the results of the Board election to show the number of votes cast in total and for each candidate.

Motion failed [4-2-1].

This vote failed due to lack of reaching 2/3 of all Board Members.

13. F2F Logistics and Agenda

The Board reviewed logistics for the F2F, noting that the venue is being provided by Nortel, that a room block is at the Marriott Billerica, and that Board members should consider arranging car pooling. The Agenda is not completed, so please send Eduardo Gutentag e-mail regarding discussion items or motions to be included in the agenda.

14. Meeting Schedule

The Board discussed the meeting schedule and agreed to continue weekly meetings until the July F2F and then review the meeting schedule at that time. The meeting on 3 July is canceled.

15. Adjourn

The meeting adjourned at 13:25 PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors