

# Minutes - OASIS Board of Directors Meeting

Held 13-14 November 2008 F2F.

OASIS Board approved Public minutes.

## Location:

Held at Bob Glushko conference center in St Helena, CA. See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200810/msg00010.html>.

## 13 November 2008

Thanks to Freeconference.com for providing the teleconference bridge.

### Directors in Attendance:

- Eduardo Gutentag, Chairman
- Jeff Mischkinsky, Vice Chairman
- Frederick Hirsch, Secretary
- Peter Brown
- Mike DeNicola
- Bob Freund
- Bob Glushko
- Paul Knight (by teleconference)
- Claus von Riegen
- Michael Winters (by teleconference)

### Directors Regrets:

- Jim Hughes, Treasurer and Finance Committee Chair

### Staff in Attendance:

- Laurent Liscia
- Cathie Mayo
- Mary McRae
- Scott McGrath
- Neil Schelly

### TAB in Attendance:

- Toby Considine
- Bill Cox

## 1. Welcome, Agenda Review

Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Eduardo Gutentag, the Chairman, convened the meeting at 9:00 PT, noting that a quorum was in

attendance. Nine directors and Laurent Liscia were present when the meeting convened. The meeting agenda was reviewed and approved.

## 2. Committee Memberships

RESOLUTION 2008-11-13.01, Add A Agenda item to add Frederick Hirsch to the Board Finance Committee.

Approved unanimously

<Mike DeNicola joined the meeting>

RESOLUTION 2008-11-13.02, Frederick Hirsch added to Board Finance Committee.

Approved unanimously

## 3. Minutes Approval

RESOLUTION 2008-11-13.03, Approve the minutes (v3) from 2008-10-23 as distributed on 2008-10-28 by Frederick Hirsch.

Approved unanimously

See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200810/msg00028.html>.

## 4. Open Action Review

This section records action item status. There are 5 action items open.

### Actions from 1 May 2008

**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.**

**Note: The Finance Committee is reviewing this topic and will provide feedback to the Process Committee. Will probably not be discussed at the upcoming F2F.**

### Actions from 23 October 2008

**ACTION: 2008-10-23.1: Eduardo will send Michael list of meeting in force for meeting minutes. Eduardo will also update Board page and calendar.**

**Status: completed.**

**ACTION: 2008-10-23.2: Laurent Liscia to discuss with the Executive Committee to see if there is a need to arrange F2F discussion with Neil Schelly regarding disaster recovery.**

**Status: completed.**

**Note: Neil Schelly to join F2F call by teleconference.**

**ACTION: 2008-10-23.3: Laurent Liscia to work with the Conservation Commons to understand the**

consequences of the letter in more detail.

Status: completed.

**ACTION: 2008-10-23.4: Paul Knight to convene a meeting with Jim Hughes and Laurent Liscia to review staff compensation issues and impacts on the budget for 2009.**

Status: open.

## 5. 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 2 resolutions requiring follow-up action.

### Resolutions from 23 October 2008

RESOLUTION 2008-10-23.01, RESOLVED: Approve the minutes from 2008-10-09 as distributed on 2008-10-10 by Frederick Hirsch.

Follow-up Status: completed.

Note: Posted, see <http://www.oasis-open.org/board/minutes-2008-10-09.pdf>.

RESOLUTION 2008-10-23.02, RESOLVED: Discontinue Board interim teleconferences.

Follow-up Status: completed.

## 6. OASIS Report and Strategy Discussion, part 1

Laurent Liscia, OASIS Executive Director discussed OASIS strategy with the Board. He referred to the Executive Director strategy report, the monthly Executive Director report, and the Executive Director China report (see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00041.html>, [http://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/29873/OASIS-Executive\\_Report-October2008.pdf](http://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/29873/OASIS-Executive_Report-October2008.pdf), <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00036.html>).

One consideration is to offer OASIS membership discount in exchange for work to benefit OASIS, such as helping with Drupal activities. OASIS is also reviewing the planned events for 2009, but needs additional work to determine the benefits and ROI on the planned events (see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00033.html>). The Board also discussed the benefits of OASIS Symposium to Chang Feng, and relationship to OASIS strategy and finances. Laurent Liscia noted improvements to the OASIS business development process.

Laurent Liscia and the Board discussed issues related to membership pricing, with respect to pricing scenarios from Laurent Liscia (see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00023.html>). The Board reviewed the model showing scenarios related to dues increase, noting assumptions about the expected renewal rate, the desire to charge members according to value they receive and potential impacts. The analysis shows that a dues increase could cause a greater loss, given the sensitivity. The Board also noted that additional revenue could be also achieved through other new revenue opportunities.

*<Bob Glushko left the meeting>*

The Board discussed Cover Pages, and possible approaches to noting usage of standards in a structured manner, perhaps using topic map type technology. Various categories of membership could sponsor links to

information about their implementations as well. This could meet member needs for information about standards, offering additional value to members and opportunities for Foundational member sponsorship.

The Board discussed letting members drive work to OASIS versus road shows to create new business.

*<Bob Glushko joined the meeting>*

## 8. IT, Kavi and Disaster Recovery

*<Neil Schelly joined the meeting>*

The Board reviewed issues related to IT, Kavi and Disaster Recovery (see updated disaster recovery plan <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200810/msg00021.html>). The plan includes additional documentation including detailed steps related to TC support processes. The plan is currently being extended to discuss how ad hoc tools could be used in the interim during a period with systems are down. The Board asked whether virtualization could reduce this downtime, even though it might require a transition to a virtualized system. Neil Schelly noted that there are issues creating a virtual machine since the underlying hardware currently being used has multiple disk volumes. Some hardware might be required to do set up virtualization, such as a server for virtual host with storage.

**ACTION 2008-11-13.1: Neil Schelly to provide hardware requirements proposal in order to run OASIS Kavi systems in virtual environment, including memory and disk requirements.**

Neil Schelly noted that HTML has been enabled in wikis and OASIS is currently moving mail archives to MarkMail server to improve mail search. Mail will be archived both at OASIS and MarkMail to ensure availability. OASIS is also planning to a deploy new issue tracking server, and a subversion repository in the near future.

The Board thanked Neil Schelly for his work.

*<Neil Schelly left the meeting>*

## 10. IPR Committee Report

Bob Freund provided a report on the IPR Committee items, including discussions regarding a possible new non-assert IPR mode. The IPR Committee is also discussing possible issues related to derivative works and with the maintenance of standards. The Board discussed the potential need for IPR or Process clarifications related to enable standards maintenance.

## 11. Process Committee Report

Jeff Mischkinsky provided an update on Process Committee activities and a review of issues (see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00052.html>), including possible process changes related to informational documents, persistent non-voting status, maintenance activities, treatment of files like schema files associated with specifications, and the involvement of primary representatives in the chartering of TCs.

**ACTION 2008-11-13.2: Laurent Liscia to investigate IDTrust member section situation regarding transparency, minuting and process management.**

*<Mary McRae joined the meeting>*

Additional discussion about reporting, including member section reporting requirements was discussed. The Board discussed general issues related to member section governance, oversight and appropriate controls and reporting. The Process Committee will discuss this topic further.

**ACTION 2008-11-13.3: Laurent Liscia to provide draft member section reporting template to Process Committee.**

The Board discussed how often to update the TC Process, with a general preference of once per year.

## **12. TAB Report**

*<Bill Cox joined the meeting>*

Paul Knight noted that a TAB charter was approved in April 2006, sent to the TAB, but not published on the OASIS web site at that time. For this reason TAB members reviewed an earlier charter, so now plan to review the April 2006 charter before proposing additional charter changes.

**ACTION 2008-11-13.4: Staff to post April 2006 TAB charter.**

Bill Cox presented an overview of the work of the TAB (see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00004.html>). He noted the TAB is establishing a "college of experts", and working on guidelines for standards quality. These include material being placed on the TAB wiki which will be publicized to members when the material on it has been developed further.

*<Toby Considine joined the meeting>*

There are three TAB sub-committees, Process Improvement and Specification Quality, Member Communications and Technical Issues. Bill Cox provided an overview of work in progress, noting that TAB members divided various work among TAB members who produced proposals for work.

*<Scott McGrath, Cathie Mayo joined the meeting>*

The TAB has been reviewing OASIS TC charters which has recently improved charter quality. Bill Cox noted that when the TAB gives feedback on a TC charter it comes from an individual TAB member since not all TAB members may agree with the details of the feedback. Frederick Hirsch noted that it may be useful to note that it comes from that member in their role as a TAB member, to give additional visibility to the work of the TAB.

Bill Cox and Toby Considine noted TAB member activities related to supporting OASIS business development, including efforts related to OASIS visibility related to energy and building management.

Bill Cox noted issues related to TAB member participation.

*<Bill Cox, Toby Considine, Mary McRae left the meeting>*

## **13. Finance Committee Report**

Scott McGrath reviewed the September 2008 operations report (see <http://www.oasis->

[open.org/apps/org/workgroup/board-plus/email/archives/200810/msg00017.html](http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200810/msg00017.html)) and noted that income was above budget in September, partly due to reduced OASIS expenses and increases in income in some areas such as events.

Scott McGrath next introduced the Fy2008 Forecast Overview and Summary (see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200810/msg00029.html>). He noted a positive balance for 2008, recovering the loss of previous years.

The Board discussed income projected from OASIS events and whether this income could increase.

Scott McGrath reviewed the draft 2009 Budget (see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00010.html>). Scott McGrath reviewed OASIS plans related to decreasing planned expenses and highlighted various options for Board consideration. He also noted that OASIS should probably measure Member Section financial health with the measure of Funds Available vs Deferred Revenue, versus use of absolute carry-over numbers.

The Board thanked Cathie Mayo and Scott McGrath for their report.

## **14. Submissions ad hoc Committee Report**

Claus von Riegen presented a proposal for an OASIS Submissions Policy revision from the ad hoc Submissions Committee (see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00002.html>) and noted revisions that have been collected in the committee. The Board noted a potential concern related to OASIS being used inappropriately for rubber-stamping of standards, and raised various concerns with the latest draft of the policy, including concerns about maintenance. The Board discussed criteria related to the quality of OASIS standards, including interoperability requirements.

## **16. Organizational Health**

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

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

## **17. Director-Only Items**

The Board of Directors entered Executive Session to discuss Director-Only Items.

The Board of Directors finished Executive Session to discuss Director-Only Items.

## **18. Recess**

The meeting recessed at 17:45 PT.

## **14 November 2008**

**Directors in Attendance:**

- Eduardo Gutentag, Chairman
- Jeff Mischkinisky, Vice Chairman
- Frederick Hirsch, Secretary
- Peter Brown
- Bob Freund
- Mike DeNicola
- Bob Glushko
- Paul Knight
- Claus von Riegen
- Michael Winters

**Directors Regrets:**

- Jim Hughes, Treasurer and Finance Committee Chair

**Staff in Attendance:**

- Jamie Clark
- Carol Geyer
- Laurent Liscia
- Cathie Mayo
- Mary McRae
- Scott McGrath
- Neil Schelly

## **20. Welcome, Agenda Review**

Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Eduardo Gutentag, the Chairman, convened the meeting at 8:30 PT, noting that a quorum was in attendance. Ten directors and Laurent Liscia were present when the meeting convened. The meeting agenda was reviewed and approved.

MOTION 2008-11-14.01, Add A item to moratorium on submissions to external organizations

Motion failed [-3-]

## **21. Organizational Relations**

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

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

## **22. Governance Committee Report**

Mike DeNicola noted that the Governance Committee list did not work. Laurent Liscia noted that the list appears to work now. Mike DeNicola requested Board members to submit issues to the committee, including issues related to the Bylaws.

## **24. Staff Presentations**

*<Jamie Clark, Robin Cover, Carol Geyer, Scott McGrath, Mary McRae joined the meeting>*

Jamie Clark provided information related to Business Development, noting that OASIS is working to improve its sales organization, including tracking and the use of web tools. He noted OASIS staff is working to improve exploiting opportunities for business development at various stages in the process pipeline.

Carol Geyer discussed possible Foundational Benefits changes (see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00026.html>). Board Members provided feedback on Foundational Sponsors offering the ability to propose OASIS Member Sections as part of the benefits. Concern was expressed with this, including that it could limit new work being brought to OASIS. Concern was also expressed on a revenue requirement for the same reason, as well as concern on how failure to achieve the goal would be dealt with.

Board members noted that a member section focused on coordination should not add significant OASIS Staff overhead, no more than an additional TC.

Board members questioned whether this approach is consistent with other OASIS policies and goals, and whether a Member Section is a revenue driver. eGov is an example of a member section that does not have Foundational sponsors, yet is valuable to have in OASIS, for both the new work and the new members associated with the member section. Board members expressed concern about limiting new valuable member sections along these lines.

Carol Geyer noted having appointed steering committee seats for Foundational Sponsors is similar to some Member Section RoPs that provide for assigned steering committee seats. The Board noted complexities with implementation and the fact that this might only be of value to some members, and that this might not be fair to all members.

*<Cathie Mayo joined the meeting>*

Board members expressed concern with appointed steering seats in general.

Carol Geyer reviewed the concept of premium sponsorships.

Robin Cover noted he has taken the lead on the MarkMail project to improve the ability to search OASIS mail archives. MarkMail is a free service. He noted it is fast, works in real-time, and is able to index the attachments as well.

Cathie Mayo noted forecasting is becoming a major part of her activities given the current financial environment. She noted we will need to evaluate on a Quarterly basis and pro-actively address issues. The Board agreed with this approach. OASIS also needs to prepare for annual audit as part of its regular year-end activity.

Mary McRae provided an update on TC Administration, noting new TCs, new standards, committee specifications and new services such as HTML in wikis and plans for JIRA for issue tracking and SVN (see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00053.html>). This is part of an approach to provide new services to members without waiting for a new version of Kavi. Use of JIRA should not have a negative impact on OASIS finances. Board members noted that it may be useful to provide links to these tools from TC pages, and to update the web page templates to include pointers to the tools.

Mary McRae also noted the availability of a spreadsheet for TC Scheduling with respect to the OASIS process, and a URI generator.

**ACTION 2008-11-14.2:** Staff to update TC web page templates to include pointers to available tools.

**ACTION 2008-11-14.3:** TAB to review tools and suggest how to ease adoption and use by TCs, such as by suggesting default configurations.

Scott McGrath discussed OASIS membership status and activities with the OASIS Board. OASIS is working to streamline its processes. Additional improvements have been made for members such as including public URLs in messages where appropriate. Board and Staff discussed issues related to risk and disaster management. OASIS has established international teleconference services, has received some use, but has not negatively affected the business.

*<Jamie Clark, Robin Cover, Carol Geyer, Cathie Mayo, Scott McGrath, Mary McRae left the meeting>*

## **26. OASIS Report and Strategy Discussion, part 2**

**ACTION 2008-11-14.4:** Laurent Liscia to send OASIS org chart to Board list.

Laurent Liscia discussed improvements related to internal and external processes (see section 3 in <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00041.html>). The Board agreed that the Executive Report is useful for the Executive Director to provide.

Laurent Liscia introduced the OASIS Standards Funnel document (see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00028.html>), describing opportunities to increase participation at OASIS in earlier stages in the standardization process.

The Board discussed concerns related to specifications not intended to be standards being treated inappropriately as standards. One approach might be trademark protection.

One idea suggested was a lightweight standardization process it might make sense to offer a lightweight membership. The Board requested an actionable proposal from Laurent Liscia.

**ACTION 2008-11-14.5:** Laurent Liscia to provide a proposal related to the funnel paper.

## **27. Outreach Committee Report**

Bob Glushko has met with faculty members and they have discussed creating a knowledge base related to identity management. There appears to be support for doing this.

## **28. Staffing and Compensation Committee**

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

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

## **29. Board Planning and Logistics**

RESOLUTION 2008-11-14.04, The Board thanks Bob Glushko for hosting and providing excellent facilities for this meeting.

Approved unanimously

The Board discussed confirmation of the next F2F 5-6 February 2009, and decided to change the venue to the Boston area, to enable meeting with staff. Bob Freund can arrange for a location for hosting.

**ACTION 2008-11-14.7: Bob Freund to arrange hosting in Boston for 5-6 February 2009.**

Hosting the meeting in Paris will be changed from Sun to SAP.

**ACTION 2008-11-14.8: Claus von Riegen and Jeff Mischkinisky to review hosting possibilities for the F2F 19-20 May 2009.**

## **30. Adjourn**

The meeting adjourned at 13:15 PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors