

Minutes - OASIS Board of Directors Meeting

Held 5-6 February 2009 F2F, Wayside Inn, Sudbury MA.

OASIS Board approved Public minutes.

Location:

Held at the Wayside Inn, Sudbury MA. See

<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200812/msg00075.html>.

Thanks to Freeconference.com for providing the teleconference bridge.

5 February 2009

Directors in Attendance:

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

Staff in Attendance:

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

Guests in Attendance:

- Jon Bosak

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 8:50 ET, 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. Minutes Approval

RESOLUTION 2009-02-05.01, Approve the minutes (public and confidential) from 2008-12-22 as distributed on 2008-12-29 by Frederick Hirsch.

Approved unanimously

See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200812/msg00084.html>.

3. Open Action Review

This section records action item status. There are 2 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 has proposed Process changes and the Process Committee is currently reviewing the draft.

Actions from 13 November 2008

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

Status: completed.

Note: Dee Shur noted that this is not a good idea since member sections provide detailed minutes and this would provide less information. Board members noted desire of executive summary suitable for the Board. May need to reconcile need for this action with minutes of the last F2F. Updating reporting to provide more detailed monthly financial reports so Board gains better visibility into funds that have not been spent yet but are committed. See

<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200901/msg00017.html>.

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.

Status: completed.

Note: TAB consultation complete. Deployment of Jira and SVN proceeding, IT actions may be required. See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200901/msg00017.html>.

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

Status: open.

Note: Draft completed, see

<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200901/msg00017.html>. Next step is focus group testing. See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200901/msg00031.html> for status update.

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

Status: completed.

Note: The meeting will be hosted by SAP in the Paris vicinity, see

<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200902/msg00005.html>.

Actions from 22 December 2008

ACTION: 2008-12-22.1: Laurent Liscia to report to the Board on progress towards virtualization based on assessment of hardware and software requirements.

Status: completed.

Note: RAID install completed. Virtualization proposal drafted but disagreement regarding approach remains. See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200901/msg00017.html>.

4. 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 no resolutions requiring follow-up action.

Resolutions from 22 December 2008

RESOLUTION 2008-12-22.01, RESOLVED: Approve the minutes from 2008-11-13 and 2008-11-14 as distributed on 2008-11-17 by Frederick Hirsch.

Follow-up Status: completed.

Note: Posted, see <http://www.oasis-open.org/board/minutes-2008-11-13.pdf>.

RESOLUTION 2008-12-22.02, RESOLVED: Add A item regarding 2009 Budget Approval to agenda.
Follow-up Status: completed.
Note: Completed at meeting.

RESOLUTION 2008-12-22.03, RESOLVED: The Board approves the 2009 Budget ("Fy2009 Budget for Board Approval -2.pdf") showing \$2,031K Income, 2,129K Expenses; and \$(84)K Total Net Income.
Follow-up Status: completed.
Note: Completed at meeting.

RESOLUTION 2008-12-22.04, RESOLVED: Add A item regarding TAB vacancy to agenda.
Follow-up Status: completed.
Note: Completed at meeting.

RESOLUTION 2008-12-22.05, RESOLVED: The Board appoints Patrick Durusau to fill the open seat on the TAB vacated by Frank McCabe, for the remainder of the term.
Follow-up Status: completed.
Note: TAB page updated, see <http://www.oasis-open.org/who/tab.php#durusau>.

5. Upcoming Meeting Schedule

- 26 March 2009, Teleconference
- 23 April 2009, Teleconference
- 19-20 May, in the Paris area hosted by SAP, all day each day.
- 25 June 2009, Teleconference
- 30-31 July, Billerica, hosted by Nortel.

The Board discussed the May F2F plan and logistics, see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200902/msg00005.html>. The meeting will be two full days in the Paris area, though it might require three depending on the number of invited guest discussions. OASIS staff will arrange for meetings with EU officials and possibly a press conference to share additional information about OASIS.

Nortel has arranged conference rooms for both the TAB and the Board for the Billerica meeting.

6. Governance Committee Report

Mike DeNicola gave a report on the Governance Committee which has had three meetings to date and has reviewed the current OASIS Bylaws.

One question has been whether to change the state of incorporation from the state of Pennsylvania to Delaware. Getting approval from Pennsylvania to move could require much time, so an alternative would be to create a new corporation and then merge at the appropriate time. The committee recommends not making this change at this time given the current economic environment given the costs of making this change. If and when the state of incorporation is changed then all references to the state incorporation in the Bylaws would require adjustment, so it might be useful to consolidate such specifics in a single section.

[Note: OASIS legal counsel noted in minutes review that the only practical effect of changing the state of incorporation would be to take advantage of certain benefits that Delaware law would provide in contrast to Pennsylvania law. To the extent that there are changes, they can be summarized in a separate explanatory document.]

The Committee is also reviewing the Bylaws for correctness as well as consistency of OASIS processes. The Board suggested producing an editorial update of the Bylaws to correct items without making substantive changes, thus not requiring approval of the voting members of the corporation. The Board had additional suggestions for correction and requested a revised proposal to be made available for the Board May F2F as a category A item for approval, subject to subsequent legal counsel review before final adoption.

7. 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.

8. Finance Committee Report

<Cathie Mayo, Scott McGrath joined the meeting>

Scott McGrath, Cathie Mayo and Jim Hughes provided a report on OASIS Finances and Finance Committee status (see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200902/pdf00004.pdf>). The balance sheet and cash position are improved over last year. Revenue for last year exceeded expectations. See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200901/msg00018.html>. The Finance Committee has completed draft changes to the TC Process regarding transfer of member section funds and has passed this draft to the Process Committee for review. The annual OASIS financial audit will begin end of February producing a draft report for April, to be approved late April. This may be discussed in April Board teleconference. The Finance Committee chair thanked Cathie Mayo for excellent work, including the quick turn around on completing financial reports.

The Board discussed OASIS Directors and Officers insurance. The Board suggested Staff investigate additional D & O insurance options to improve on the current policy, including resolution of "standards-setting" exclusion issues.

ACTION 2009-02-05.2: Laurent Liscia to work with the D & O insurer to make insurance policy more specific regarding "standards-setting" exclusion and seek improvements in the policy.

The Finance Committee suggested posting the annual report to the members web site and Board members discussed means for sending notice.

The Finance Committee plans to bring an A item in the future for approval of an updated accounting policy.

9. OASIS Report and Strategy Discussion

<Peter Brown and Michael Winters joined the meeting>

Laurent Liscia, OASIS Executive Director, provided an update on OASIS strategy for 2009 (see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200902/msg00010.html>).

He noted that the current economic crisis may have an impact on new OASIS memberships, though renewals are going well. He outlined specific vision statements, including a need for OASIS reputation of high quality. Laurent Liscia asked about improving quality through peer review. The Board discussed how this might differ than comments during member review, or TAB review.

<Jeff Mischkin left the meeting>

The Board also noted that the W3C process requires chairs to aggressively seek review by other organizations and that the OASIS chairs used to seek wider review.

Laurent Liscia stated that the events planned for 2009 should cover staff costs. The Board suggested that when OASIS communicates about OASIS activities it should attempt to represent all the committees and work at OASIS. Laurent Liscia noted that importance of new work and leveraging the Cover pages for noting new opportunities, including concepts such as sustainability, and OASIS Blue. Staff continues to refine its business development process.

Laurent Liscia outlined some potential dues changes as well as potential revenue streams beyond membership dues. The Board asked to see concrete proposals including financial impact. The Board noted that conformance testing would have insurance and other implications. Laurent Liscia also raised the need for regional offices in Europe and Asia - the Board noted the need to consider legal implications. Laurent Liscia said an idea is to partner with other organizations that have done conformance work in the past.

<Peter Brown left the meeting>

Laurent Liscia asked for Board advice regarding PAS status and the associated cost to maintain status. Board members noted the importance to adoption, driving membership and the OASIS brand and noted that it should be possible to reduce the costs while continuing to achieve PAS status.

The Board asked Laurent Liscia to provide the Board additional context related to strategy points and when referencing organizations and individuals to clarify the relationships and roles.

<Peter Brown, Bob Glusko, Michael Winter left the meeting>

10. Future Direction of Standards Organizations

<Jon Bosak, Jamie Clark, Robin Cover, Carol Geyer, Bob Glushko, Scott McGrath, Mary McRae, Jeff Mischkinsky joined the meeting>

Jon Bosak presented implications of "Liquid Fuel Shortages" on standards organization and the Internet. See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200902/msg00003.html>.

<Jon Bosak left the meeting>

11. OASIS Offerings ROI

Carol Geyer walked through information related to membership categories and the benefits of sponsor memberships, including increased visibility (See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200902/pdf00006.pdf>.) She noted that the value depends on the value a member sees in specific standards work, which goes beyond the number of press releases.

<Michael Winters joined the meeting>

Carol raised the issue of membership downgrades and the Board discussed how categories might be adjusted appropriately, such as adjustments to voting rights, increased dues in some categories.

<Mike DeNicola left the meeting>

12. Staff Director Reports

OASIS staff Directors provided updates on their goals and activities with a focus on the relationship to the strategy for 2009, including material in the December-January 2009 Executive Report (see <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200901/msg00020.html>).

Jamie Clark provided an update on OASIS business development for new memberships. He noted the need for systematically looking for new potential members and working on follow-up with existing members.

<Mike DeNicola joined the meeting>

Robin Cover described his information services activity. He is performing market research to support sales and producing topic documents that summarize application domains and note the major standards for in those spaces, including non-OASIS standards.

Laurent Liscia, staff directors and the Board reviewed the work and plans of the OASIS staff.

<Mary, Neil, Jamie, Carol left the meeting>

13. IT Report

Neil Schelly and the Board discussed the status of OASIS IT, and the status of RAID installations. Issues related to Kavi and backup and virtualization of Kavi were discussed.

14. Organizational Health Discussion

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

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

15. Board-Only Discussion

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

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

16. Recess

The meeting recessed at 17:35 ET.

6 February 2009

Directors in Attendance:

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

Staff in Attendance:

- Laurent Liscia

17. 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 8:00 ET, noting that a quorum was in

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

18. Submissions ad hoc Committee Report

<Paul Knight joined the meeting>

Claus von Riegen presented a revised submission policy draft for discussion, outlining policy on submissions of OASIS Standards to other organizations. See

<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200902/msg00011.html>.

<Mike DeNicola, Mary McRae joined the meeting>

Some open issues remain but the Committee anticipates bringing a proposal to the Board for approval by the next or subsequent Board meeting.

19. Process Committee Report

Jeff Mischkinisky provided a report on committee status, and reviewed the issues list (see

<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200902/msg00012.html>). He noted that the Committee is reviewing the TC Process draft related to Member Section fund transfer.

<Jamie Clark joined the meeting>

The Committee is currently also working on persistent non-voting status, informational documents, and other member section process topics. The Board discussed the benefits of reaching agreement on changes to the TC Process at the May F2F.

20. Outreach Committee Report

Bob Glushko provided a report on committee status and noted specifically that he will communicate with OASIS Staff to coordinate activities.

21. Liaison and Collaboration Activity Report

Jamie Clark provided an update on liaison status, noting that there are OASIS Standards under consideration for submission to other organizations.

<Carol Geyer, Scott McGrath joined the meeting>

He also noted that discussion of maintenance of standards that have been submitted to other organization continues and also reviewed current developments in work with other organizations.

The Board noted the value of a quarterly liaison report from Staff to the Board, highlighting the changes in relationships and activity. Staff agreed to resume producing such a quarterly liaison report.

22. AGM

Carol Geyer and the Board discussed plans for the AGM, possibly as a Webinar held in late April that could also be available for download. The Board discussed the possibility of having two live meetings to help mitigate member time zone issues. Board members also noted the need for the AGM to follow the April Board meeting and to be coordinated with the Finance Committee. The AGM presentation is not required to have the same timing as the annual written report.

23. Election Schedule

Scott McGrath reviewed the draft election schedule with the Board with increased nomination period time (See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200901/msg00021.html>).

RESOLUTION 2009-02-06.01, Add A item to agenda to approve election schedule.

Approved unanimously

RESOLUTION 2009-02-06.02, Approve election schedule as presented to the Board by Scott McGrath.

Approved unanimously

The TAB meeting will be three days, including Friday.

<Jeff Mischkinisky left the meeting>

24. TAB Report

<Jamie Clark, Toby Considine, Bill Cox, Bob Glushko joined the meeting>

Toby Considine provided a report on TAB status and reviewed goals for the coming year (See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200902/msg00013.html>). He noted that Patrick Durusau has joined the TAB and is participating actively.

<Mary McRae, Michael Winters joined the meeting>

The TAB has established a "College of Experts" and is working to define what a profile is, relevant to energy standards. The TAB is also planning to consider standards related to community building. Standards quality remains an ongoing activity of the TAB. The TAB is also working on Best Practice documents related to TC chairing and other approaches to effective committee operation. The TAB continues to investigate new initiatives including intelligent grid work.

<Jeff Mischkinisky joined the meeting>

The TAB requested Board guidance on various topics, including liaison activity.

ACTION 2009-02-06.1: The TAB to update the TAB wiki page to clarify that the wiki pages are not OASIS policy and not required processes. The TAB will notify the OASIS Board when this action is completed.

The Board noted that the TAB wiki needs to be updated to provide a current link to the public Ask-The-TAB archive (see <http://lists.oasis-open.org/archives/tab-askthetab/200901/maillist.html>). The TAB wiki is publicly visible but can only be edited by members of the TAB.

<Bob Glushko and Jamie Clark left the meeting>

ACTION 2009-02-06.2: Bill Cox to deliver TAB links and information on Buildings and Energy to the OASIS Board.

Bill Cox and Toby Considine noted that building and energy work can leverage OASIS security and other standards. Laurent Liscia noted that the work of the TAB in identifying new opportunities and technologies has been valuable to Staff.

ACTION 2009-02-06.3: The TAB to deliver a plan for TAB activities with specific dates and deliverables in advance of the next Board meeting, 26 February.

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

<Jamie Clark joined the meeting>

25. IPR Committee Report

<Bob Glushko joined the meeting>

Bob Freund presented an update on IPR committee. The IPR Committee voted unanimously (with those present) to provide a draft of a new IPR mode to the Board for possible approval. (See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200901/msg00026.html>.)

RESOLUTION 2009-02-06.03, The Board adopt the additional non-assert mode text as distributed by Bob Freund on 29 January 2009 and include that in the OASIS IPR policy.

RESOLUTION 2009-02-06.03a (to amend), Effective in 90 days

Motion approved [6-4-]

RESOLUTION 2009-02-06.03b (to amend), this draft to be reviewed by OASIS legal counsel before the next OASIS board meeting

Motion approved [10--]

Motion approved [7-3-]

Main motion as amended: The Board adopt the additional non-assert mode text as distributed by Bob Freund on 29 January 2009 and include that in the OASIS IPR policy, effective in 90 days and to be reviewed by OASIS legal counsel before the next OASIS board meeting.

Note that 30 days is 8 March 2009 and 90 days is 7 May 2009.

ACTION 2009-02-06.4: Jamie Clark and Mary McRae to report to IPR committee on how this change would effect existing TCs if at all.

26. Other Business

RESOLUTION 2009-02-06.04, The Board thanks Bob Freund and Hitachi for hosting this meeting and making excellent arrangements.

Approved unanimously

27. Adjourn

The meeting adjourned at 12:15 ET.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors