Minutes - OASIS Board of Directors Meeting

Held 19-20 May 2009 F2F.

OASIS Board approved Public minutes.

Location:


Thanks to SAP for providing the teleconference bridge.

19 May 2009

Directors in Attendance:

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

Staff in Attendance:

- Laurent Liscia
- Scott McGrath
- Cathie Mayo

Guests in Attendance:

- Pierre Faure, Dassault Aviation, AFNet
- Marc Gallais-Hammonno, AFNet

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 9:05 CET, noting that a quorum was in
attendance. Eleven directors and Laurent Liscia were present when the meeting convened. The meeting agenda
was reviewed and approved.

2. Minutes Approval

RESOLUTION 2009-05-19.01, Approve the minutes from 2009-04-23 as distributed on 14 May 2009 by
Frederick Hirsch.

Approved unanimously


3. Open Action Review

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

Actions from 5 February 2009

ACTION: 2009-02-05.1: Laurent Liscia to arrange for Board committee charters to be placed on the Board
page with the list of committees.
Status: completed.
Executive Committee charter approved (Resolution 2009-03-26.07).

Actions from 23 April 2009

ACTION: 2009-04-23.1: Paul Knight to provide Board differences in TAB charter.
Status: completed.

ACTION: 2009-04-23.2: Staff to update election page with Single Transferable Voting, and to correct typo
where election page says 5 instead of 6.
Status: completed.
Note: Posted, see http://www.oasis-open.org/who/election_process.php.

ACTION: 2009-04-23.3: Laurent Liscia to provide information on TCs that are either inactive or not
functioning well to the OASIS Board in advance of the May Board meeting.
Status: completed.
The Board noted that in a TC status report it would be helpful to note which TCs have the most activity, in addition to noting which are not active.

ACTION: 2009-04-23.4: Jeff Mischkinsky to provide logistics details for the Billerica F2F.
Status: completed.

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 15 resolutions listed for follow-up action.

Resolutions from 5 February 2009

RESOLUTION 2009-02-06.03, RESOLVED: 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 RESOLUTION 2009-02-06.03b (to amend), this draft to be reviewed by OASIS legal counsel before the next OASIS board meeting
Follow-up Status: completed.
Note: Completed at this meeting with adoption of revised IPR policy.

Resolution 2009-02-19: That RESOLUTION 2009-02-06.03 (as amended and adopted) is further amended to have an effective date of 120 days after its adoption on 2009-02-06, rather than 90 days as stated in that resolution.
Follow-up Status: completed.

Resolutions from 26 March 2009

RESOLUTION 2009-03-26.03a (to amend), 1. Resolved to remove the section starting in line 45 with "Includes only those specific portions [...]" and ending in line 53 with "[...] with such optional portions of the deliverable."; 2. Resolved to change "Charter" in line 113 to "charter"; 3. Resolved to change "implementation" in line 228 with "an implementation". ; 4. Resolved to add a blank line after line 257.
RESOLUTION 2009-03-26.03b (to amend), Replace "TC mode" with "IPR Mode" in lines 294 and 301.
RESOLUTION 2009-03-26.03e (to amend), Substitute "delay the effective date of the revised IPR policy for 60 more days" for the text of the main motion
Follow-up Status: completed.
Note: Completed at this meeting with adoption of revised IPR policy.

RESOLUTION 2009-03-26.07, RESOLVED: Approve revised Executive Committee charter, as distributed by Eduardo Gutentag on 17 March 2009.
Follow-up Status: completed.

Resolutions from 23 April 2009

RESOLUTION 2009-04-23.01, RESOLVED: Approve the minutes from 2009-03-26 as distributed on 2009-04-16 by Frederick Hirsch.
Follow-up Status: completed.

RESOLUTION 2009-04-23.04, RESOLVED: Approve RosettaNet liaison as distributed by Laurent Liscia on 15 April.
Follow-up Status: completed.

RESOLUTION 2009-04-23.05, RESOLVED: Approve updated Submissions Policy Committee charter as distributed by Claus von Riegen on 16 April 2009.
Follow-up Status: completed.

RESOLUTION 2009-04-23.06, RESOLVED: Add Finance Committee Charter motion to agenda.
Follow-up Status: completed.
Note: Completed at meeting.

RESOLUTION 2009-04-23.07, RESOLVED: Approve updated Finance Committee charter as distributed by Jim Hughes on 21 April.
Follow-up Status: completed.
RESOLUTION 2009-04-23.08, RESOLVED: Add TAB Committee Charter motion to agenda.
Follow-up Status: completed.
Note: Completed at meeting.

RESOLUTION 2009-04-23.10, RESOLVED: Table motion (TAB Charter vote) to next meeting.
Follow-up Status: completed.
Note: On agenda for this meeting.

RESOLUTION 2009-04-23.11, RESOLVED: Add voting motion to agenda.
Follow-up Status: completed.
Note: Completed at meeting.

RESOLUTION 2009-04-23.12, RESOLVED: Direct OASIS Staff to use Single Transferable Voting to calculate election results for the Board/TAB election, effective immediately. RESOLUTION 2009-04-23.12a (to amend), Direct OASIS Staff to use Single Transferable Vote for elections to the Board and TAB, effective immediately.
Follow-up Status: completed.

5. Additional Resolution Review

The Board of Directors entered Executive Session to discuss Additional Resolution Review.

The Board of Directors finished Executive Session to discuss Additional Resolution Review.

6. Process Committee Report

Report on committee status, issues and status of changes to the TC Process.

RESOLUTION 2009-05-19.02, Approve revision to Member Section policy as distributed by Jeff Mischkinsky on 6 May 2009 with the word "relationship" changed to "relationships" at line 192 and with changes accepted to remove redline and with tbd dates updated, effective immediately.

Approved unanimously


ACTION 2009-05-19.1: Staff to post and announce updated member section policy per Board RESOLUTION 2009-05-19.02.
RESOLUTION 2009-05-19.03, Approve revision of section on TC Liaisons in the OASIS Liaison Policy, as distributed by Jeff Mischkinsky on 12 May 2009, effective immediately.

Approved unanimously


The Board also discussed Process Committee status and plans. See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200905/msg00021.html. The Board discussed how to measure the activity of TCs and whether the Process Committee can review this area.

7. IPR Committee Report

Bob Freund provided an update on the work of the IPR Committee, which has held thirteen meetings to continue work on the revised IPR Policy. He noted that since the previous Board discussion on the topic the IPR committee received review from outside OASIS legal counsel, which the committee reviewed and incorporated changes as the committee considered appropriate. The Committee also added a clause to provide additional protection related to bankruptcy and performed various editorial improvements. The Committee also has created an issues list for upcoming discussions.

RESOLUTION 2009-05-19.04, Resolved to approve a revision to the IPR Policy as submitted by Bob Freund on 2009-05-13 which has been reviewed by counsel as required by RESOLUTION 2009-02-06.03 and certain comments incorporated as agreed by the Board-IPR committee, this policy to become effective on 2009-08-05 as previously resolved in RESOLUTION 2009-03-26.03e and further, consistent with the provisions of the IPR policy to provide 60 day notice of effectivity to Members no later than 2009-06-06.

Approved unanimously

See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200905/msg00022.html. The Board discussed the need for Staff to give OASIS members notice and solicit comments related to the revision of the IPR policy (using the board-comment member archived list).

ACTION 2009-05-19.2: Staff to implement the Board RESOLUTION 2009-05-19.04 for the approved IPR policy revision, providing notice of effectivity no later than 2009-06-06 and support for comments.

8. TAB Charter Approval

A proposed revision of the TAB charter was discussed, and Paul Knight confirmed that the TAB has approved the proposed charter revision.

RESOLUTION 2009-05-19.05, Approve revised TAB charter as distributed on 11 May 2009 by Frederick Hirsch.

Approved unanimously
ACTION 2009-05-19.3: Staff to publish updated TAB charter per Board resolution 2009-05-19.05.

9. Openness Discussion

The Board discussed approaches toward providing additional openness, including publication of Board agendas. The Board noted the possible benefits of doing so, but also noted that members have access to minutes that provide additional context. The Board discussed the concern of creating false expectations and implementation concerns. The Board looked for meaningful ways to share openly with members and discussed possibilities of providing additional information about Board subcommittee membership rosters and planned work. The Board also discussed having an open Board meeting at its next meeting.


RESOLUTION 2009-05-19.06a (to amend), and publish dates of meetings as well.

Approved unanimously

Motion failed [3-7-1]

ACTION 2009-05-19.4: Frederick Hirsch and Eduardo Gutentag to provide concrete proposal related to agenda openness for next F2F meeting.

11. Governance Committee Report

Mike DeNicola outlined changes with the Bylaws, noting they are summarized at the end of the document. The Board noted that these have been reviewed by OASIS internal counsel.

RESOLUTION 2009-05-19.07, Approve Bylaws revision as distributed by Mike DeNicola on 7 May 2009.

RESOLUTION 2009-05-19.07a (to amend), to change "book" to "record" in Article 12, section 7 at lines 743, 744

Approved unanimously

Approved unanimously


ACTION 2009-05-19.5: Laurent Liscia to effect transfer of minutes book, organizational seal and other materials from previous external legal counsel to current legal counsel.

12. Submissions ad hoc Committee Report
Claus von Riegen provided an update on work on the Submissions Policy, noting that the ad hoc Committee believes it is now ready for approval. Changes since the last time the OASIS Board saw this include adding a requirement for public OASIS interop demo and that submitters be named and have OASIS primary representative approval. The committee also clarified the approach to errata and appeals.

RESOLUTION 2009-05-19.08, Revise the OASIS Liaison Policy (currently available at http://www.oasis-open.org/committees/liaison_policy.php) by replacing the section currently called "Policy for submitting OASIS work to other organizations" with the content of the draft called "Liaison-Policy-Submissions-Edits-8May09-committee-clean.pdf" as distributed by Claus von Riegen on 11 May 2009.

Motion approved [10-0-1]


ACTION 2009-05-19.6: Staff to post updated liaison policy per Board RESOLUTION 2009-05-19.08.

The Board discussed concerns that were brought to its attention relating to its earlier moratorium on submissions. The Board recognized concerns related to possible delay due to changes in the new policy, the impact on member relationships, and fairness and adequate notice to members regarding the change in policy.

RESOLUTION 2009-05-19.09, The UOMLX TC request for submission be processed under the old rules.

Motion approved [9-2-0]

The Board discussed the possible need for stronger criteria in the policy for submitting OASIS standards to other organizations.

RESOLUTION 2009-05-19.10, Declare the work of the Board Ad-hoc Submissions Policy Committee to be concluded and terminate the Committee.

Motion approved [6-4-1]

The Board discussed issues related to standards submission and the possible areas for additional work. The Board discussed the possibility of a new ad hoc committee to discuss standardization levels enabling objective criteria for submissions to de jure standards organizations.

RESOLUTION 2009-05-19.11, Create new ad hoc InterOp Demo Guidelines Committee to examine interop demo requirements and policy.

Approved unanimously

RESOLUTION 2009-05-19.12, Board members of the ad hoc InterOp Demo Guidelines Committee are Claus von Riegen (Chair), Eduardo Gutentag, and Paul Knight.

Approved unanimously
RESOLUTION 2009-05-19.13, The ad hoc InterOp Demo Guidelines Committee will have a TAB member who has a vote in the committee.

Approved unanimously

ACTION 2009-05-19.7: Paul Knight to ask TAB to nominate TAB member to participate in the ad hoc InterOp Demo Guidelines committee.

ACTION 2009-05-19.8: Staff will create a mail list, accessible to Board members, for the ad hoc Interop Demo Guidelines Committee.

13. Guest Discussion

<Pierre Faure, Dassault Aviation, AFNet and Marc Gallais-Hamonno, AFNet joined the meeting>

AFNet is French non-profit ebusiness users association. Pierre Faure gave the OASIS Board a presentation related to Aerospace digital standards for a digital hub. AFNet includes a program management and technology transfer aspect. There remains a need to convince some that electronic business is strategic, and not simply a cost. He noted that standards not only benefit interoperability and adoption, but also the longevity of the work since a standard can be implemented later even if an original vendor no longer implements it. The Board noted the relevance of OASIS to initiatives such as this.

<Pierre Faure, Marc Gallais-Hamonno left the meeting>

16. Finance Committee Report

Jim Hughes noted that Staff and the Finance Committee has produced an updated accounting policy. This reflects current practice and represents improvements to the policy, including rules related to transfer between OASIS accounts, the number of signers and limits on signature authority. The Auditors reviewed this policy and had no issues with it.

<Scott McGrath joined the meeting>

The Board noted that part of the purpose of the revision of the accounting policy has been to make it consistent with the membership agreement and Bylaws.


Approved unanimously


Jim Hughes distributed the following documents on 11 May 2009 for review and discussion, see http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200905/msg00015.html:
1. OASIS Audited Financial Statements for 2008
2. OASIS Management Letter for 2008
3. OASIS Forecast as of March 2009
4. OASIS Operational Report for March 2009 (April report will likely not be ready)

Jim Hughes noted that the financial statements have been presented at the AGM and have been posted. He also noted that he had a meeting without Staff with the Auditors. They had no issues to raise to the Board, and complimented Cathie Mayo and Scott McGrath on their work.

\textit{Cathie Mayo joined the meeting}\textit{>}

Scott McGrath introduced the March forecast, including known income, revenue and expenses for the first quarter. Apart from this the original budget assumptions are retained in the forecast. He anticipates some improvement in April due to recent new TCs.

The Operational Report for March has been shared with the Board. Scott McGrath noted the KMIP has brought new members to OASIS, and that OASIS has now hired a new developer, Harry Levinson, so costs are now where they were budgeted.

LegalXML has not spent money this year and a number of participants have not renewed their OASIS memberships. LegalXML appears to be in the process to allocating funds for various TCs affiliated with the member section.

The Board requested the TC status report be provided quarterly, reducing the work for Staff while continuing to provide the Board visibility. This is the third month of each quarter, e.g. in June report the three months prior.

\textbf{ACTION 2009-05-19.9: Eduardo Gutentag to discuss TC status report automation with Scott McGrath.}

The Board discussed concern about OASIS Focus Areas that do not have sponsors or are lacking activity but noted it may be adequate to note them in the status report has having no support or activity. They still have value as archives but may need a note on the web page indicating the status.


\textit{Cathie Mayo, Scott McGrath left the meeting}\textit{>}

**17. 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.
18. 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.

19. Recess

The meeting recessed at 17:30 CET.

20 May 2009

Directors in Attendance:

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

Staff in Attendance:

- Laurent Liscia

Guests in Attendance:

- Costas Andropoulos, DG Enterprise and Industry, Head of Unit ICT for Competitiveness and Innovation
- John Borras, Pensive SA, eGOV Steering Committee

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 10:05 CET, 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.

21. OASIS Report and Strategy Discussion
Laurent Liscia, Executive Director, discussed strategy with the Board.

*Peter Brown joined the meeting*

The Board and Laurent Liscia discussed the appropriate role of MoU agreements, relationships with other organizations such as the Kantara Initiative, and collaboration opportunities. The Board discussed the benefit of the EXPRESS de jure panel that Dr Carol Cosgrove-Sacks is involved with, enabling OASIS recognition as a European standards organization. The Board also discussed PAS status renewal and submissions. The Board also discussed relationships with other organizations and services needed to support members.

Laurent Liscia discussed issues related to OASIS international strategy, noting challenges. He noted issues related to eGov member section development and ChangFeng relationship in China. The Board is concerned about the lack of results for the eGov member section in China and issues with ChangFeng productivity. The Board also discussed work in India and NASSCOM and possible issues. Work is progressing well in Europe, but Laurent Liscia noted that having a European OASIS Office would be useful for funding relationships in Europe.

*Costas Andropoulos, John Borras joined the meeting*

22. ICT Guest Discussion

Costas Andropoulos, DG Enterprise and Industry, Head of Unit ICT for Competitiveness and Innovation, acknowledged OASIS participation and thanked OASIS for help. He discussed work of the European Commission on modernization of the ICT standardization policy, the importance of standards, and discussed an upcoming white paper on the topic with the Board. He noted the importance of open, transparent and inclusive standardization processes, noting important WTO attributes. Costa Andropoulos and the Board discussed issues related to the use of standards in legislation.

*Costas Andropoulos left the meeting*

23. eGov MS RoP

John Borras, Chair of the OASIS eGov member section, provided an update of the proposed changes to the rules and procedures to the eGov member section. (See [http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200905/msg00017.html](http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200905/msg00017.html).) He noted a possible significant change is to allow funding in the future of the member section with member dues allocation, but not at this time.

*John Borras left the meeting*

24. TAB Report

*Martin Chapman, Andy Lee joined the meeting*
The Board expressed a concern that the TAB did not provide a report for the OASIS Board meeting. Martin Chapman noted that the TAB members were not notified of the Board meeting so were not able to prepare and as the TAB chairs were not able to attend the Board meeting, they decided not to prepare a TAB report. The Board requests that the TAB provide a report at each Board F2F, if not more frequently.

**ACTION 2009-05-20.1**: Notify the TAB of the Board expectation to provide a report at each Board F2F and provide Board F2F schedule to TAB.

Board members expressed concern over the chairing of the TAB with respects to inclusion of TAB members in reviewing decisions reported to the Board.

**ACTION 2009-05-20.2**: Eduardo Gutentag to speak with chairs of TAB.

Martin Chapman noted some new interesting work in the TAB apart from process improvement activities reported earlier. These include the new wiki, ask-the-tab, and a new draft of Interoperability and Testing Guidelines being driven by Jacques Durand (available for comments on the TAB wiki). The TAB recently agreed to pursue new project suggested by Patrick Durusau to create a dependency graph of the OASIS standards and the normative dependencies.

<Martin Chapman left the meeting>

**25. Liaison and RoP**

Laurent Liscia noted that the TMF liaison document has changes reflecting previous OASIS Board comment.


Approved unanimously


Laurent Liscia and the Board discussed the OASIS Blue Member Section. Laurent Liscia noted that it is called "Blue" rather than "Green" since energy is the new frontier for conservation efforts, to keep the earth blue, similarly for water conservation. Laurent Liscia also noted that more members will be added than listed in the draft RoP.

The Board expressed concern that the RoP does not appear complete, including blanks for additional steering committee members. The Board expressed concern over how new steering members might be listed, and who would have one year versus two year terms. A preference for a version with rules for filling vacancies would be preferred.

RESOLUTION 2009-05-20.02a (to amend), Move IBM from one year term to two year term list in item (d) in the RoP

Motion approved [5-4-2]

Motion failed [0-10-1]


27. Associate Member Dues Increase Proposal

Laurent Liscia discussed a dues increase on the Associate Dues proposal, to eliminate confusion of Individual and Associate membership categories, cover the costs of providing services to these members, and reduce the gap from associate and contributor levels. It is a low fee for an organization.

RESOLUTION 2009-05-20.03, Approve OASIS Associate Dues Increase Proposal as distributed by Laurent Liscia on 11 May 2009, increasing Associate Membership fee to 1200 USD effective 30 June 2009.

Approved unanimously


29. AGM

The Board discussed the AGM meeting and noted that it appeared to be a success, apart from a few minor technical issues (Mac users could not ask questions or use the chat). The Board noted that it would prefer those asking questions to identify themselves, as in a face to face AGM. (See OASIS member meetings page: http://www.oasis-open.org/private/meetings/.)

30. Outreach Committee Report

Bob Glushko noted that one of his graduate students is working on a standards tagging service that uses Delicious and a thesaurus to find resources with similar tags. This could be a useful resource related to standards but is early in its development.

32. Other Business


Approved unanimously

The Board of Directors entered Executive Session.

The Board of Directors finished Executive Session.
The Board shared ideas related to the future of OASIS, including improvements to the infrastructure supporting OASIS members, ideas related to collaboration with other organizations, and opportunities to use eGov and standards related to aid economic recovery efforts.

33. Upcoming Meetings

Upcoming meeting schedule:

- 25 June 2009, Teleconference 8-10 PT
- 30-31 July, Billerica, hosted by Oracle

RESOLUTION 2009-05-20.05, Open 30-13 July Board meeting to OASIS Members apart for times that the Board is in Executive Session.

Approved unanimously

34. Adjourn

The meeting adjourned at 16:20 CET.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors