

Minutes - OASIS Board of Directors Meeting

Held 13 and 15 October 2009 F2F.

OASIS Board approved Public minutes.

Thanks to IBM for providing the teleconference bridge.

13 October 2009

Directors in Attendance:

- Peter Brown, Chairman
- Bob Freund, Vice Chairman
- Jim Hughes, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Mike DeNicola
- Eduardo Gutentag
- Bob Glushko (by teleconference)
- Dave Ings
- Paul Knight (by teleconference)
- Paul Lipton
- Jeff Mischkinisky

Staff in Attendance:

- Pim van der Eijk
- Laurent Liscia
- Scott McGrath
- Carol Cosgrove-Sacks

1. Welcome, Agenda Review

Peter Brown, the Chair, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Peter Brown, the Chair, convened the meeting at 9:31 CEST, 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.

Paul Knight and Bob Glushko were on the chat as the meeting started but the bridge was not available at the start.

2. Minutes Approval

RESOLUTION 2009-10-13.01, Approve the minutes from 2009-09-17 as distributed on 2009-10-05 by Frederick Hirsch.

Approved unanimously

See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200910/msg00009.html>.

3. Open Action Review

This section records action item status. There are 6 action items listed.

Actions from 30 July 2009

ACTION: 2009-07-31.5: Scott McGrath to ensure correct charters are on the Board committee pages as well as the committee charter summary page, including dates. This action has a dependency on further Board action on Board sub-committee charters.

Status: completed.

ACTION: 2009-07-31.7: Laurent Liscia to confirm venue for F2F 3-4 February and 28-29 July 2010

Status: completed.

Note: Action reassigned from Peter Brown to Laurent Liscia. IBM has confirmed hosting in New York City for 3-4 February. Opened new action specific to July hosted.

Actions from 17 September 2009

ACTION: 2009-09-17.1: Finance Committee to review issues of Member Section funding status changes on fiscal boundary, including Cathie Mayo and Scott McGrath before October F2F.

Status: open.

ACTION: 2009-09-17.2: Laurent Liscia to follow up with e-Gov steering committee regarding approval of the RoP and to clarify procedure and timing of funding requests.

Status: completed.

Note: Laurent Liscia reports that expectation is that funding will not be sought for fiscal 2010.

ACTION: 2009-09-17.3: Board members to review last six agendas and associated materials with consideration of issues related to publication.

Status: completed.

Note: On agenda for this meeting.

ACTION: 2009-09-17.4: Laurent Liscia to update relevant web pages to reflect Governance Committee charter.

Status: completed.

New actions assigned at this meeting:

ACTION 2009-10-13.1: Laurent Liscia to confirm Burlington MA location for 28-29 July Board F2F meeting.

ACTION 2009-10-13.2: Laurent Liscia to share hosting information from Dave Ings for 3-4 February meeting in NYC.

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 5 resolutions listed for follow-up action.

Resolutions from 17 September 2009

RESOLUTION 2009-09-17.01, RESOLVED: Approve the v2 public and confidential minutes from 2009-07-30 as distributed on 9 September 2009 by Frederick Hirsch.

Follow-up Status: completed.

Note: Posted, see <http://www.oasis-open.org/board/minutes-2009-07-30.pdf>.

RESOLUTION 2009-09-17.02, RESOLVED: Approve revision of eGov RoP as in PDF "e-gov_ROP_new.pdf" as distributed by Laurent Liscia on 31 July 2009

Follow-up Status: completed.

Note: Posted. See <http://www.oasis-egov.org/RoP>.

RESOLUTION 2009-09-17.04, RESOLVED: Table Motion 2009-09-17.03 until F2F

Follow-up Status: completed.

Note: See "Agenda publishing" agenda item.

RESOLUTION 2009-09-17.05, RESOLVED: Add A item to agenda for Governance Committee charter approval.

Follow-up Status: completed.

RESOLUTION 2009-09-17.06, RESOLVED: Approve Governance Committee charter as distributed by Mike DeNicola on 16 September 2009" RESOLUTION 2009-09-17.06b (to amend), Add word "also" before "advises"

Follow-up Status: completed.

5. OASIS Report and Strategy Discussion

<Bob Glushko, Paul Knight joined the meeting>

Laurent Liscia, Executive Director, provided an update on OASIS Strategy, reviewing slides on the topic. Laurent Liscia noted a plan to focus on service to members, including fiscal stability and enhancing status of OASIS as international status organization. The Board noted no need to change the current fee structures, and discussed the value proposition of the Foundational membership category.

<Bob Glushko left the meeting>

<Pim van der Eijk, Carol Cosgrove-Sacks joined the meeting>

6. European Review

The Board discussed the following topics:

- Update on work in Europe
- Possible discussion with Belgian Federal Finance
- EXPRESS meeting discussion
- Discussion of plans for Open Stds Day

Carol Cosgrove-Sacks reviewed slides outlining her work, and provided the Board an overview of the EXPRESS panel. Pim van der Eijk provided an update of OASIS European activities, presenting slides on the topic. He noted that since 2000 OASIS has shifted in its membership to becoming a global organization. He noted that European members find it a benefit that OASIS is an international organization. The Board revisited the topic of a European office as part of its general review of European strategy.

<Pim van der Eijk, Carol Cosgrove-Sacks left the meeting>

7. Organizational Health

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

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

8. Finance Committee Report

<Scott McGrath joined the meeting>

Jim Hughes, Chair of Finance Committee discussed committee status, and the following topics with the Board:

- As we won't have the September Operations report by October board meeting, we will cover the August Operations Report, already distributed to the board.
- Updated version of the Accounting Policy
- Provide and discuss list of Asset Accounts for information.
- General discussion related to modifying Member Section Funding Model (Finance Committee waiting for Staff proposal).
- Planning discussion for 2010 budget – anticipation of budget discussion in November, approval in December.

Jim Hughes reviewed the red-line changes in the Accounting Policy that was distributed in advance.

RESOLUTION 2009-10-13.03, Approve Accounting Policy 2.01 as distribution with correction of 1g item spelling, effective immediately.

Approved unanimously

The Board discussed the asset account listing and choice of depreciation methods. The Board supported the Finance Committee reviewing policy related to Member Section funding model changes. Laurent Liscia noted that the eGov Member Section has no plans to change their model this year but may wish to change it next year and would inform the Board in advance.

Laurent Liscia noted that Staff has developed a preliminary budget as well as forecasts.

<Scott McGrath left the meeting>

9. TAB Report

<Bill Cox, Patrick Durusau joined the meeting>

Patrick Durusau provided a report on the TAB's internal activities, as noted in slides provided to the Board. Work completed has included interoperability and testability guidelines and a summary on how to perform email searching at OASIS.

Bill Cox provided an overview of external TAB activities. The Board asked for clarification of which work items are new and which are underway.

ACTION 2009-10-13.4: TAB to provide the OASIS Board of Directors with updated slides clarifying the specific goals of external work areas, to identify which are new and which are ongoing, and to clarify results since the last report to the Board.

Paul Knight noted that Mary McRae is a member of the TAB internal focused group, but that there is no Staff representation on the TAB external group. Bill Cox said appropriate Staff will be invited to the the externally focused TAB group so a designated Staff member is not required.

The TAB chairs thanked Mary McRae for suggesting the TAB reorganization and stated it is working well, with increased results for OASIS members.

<Bill Cox, Patrick Durusau left the meeting>

<Laurent Liscia left the meeting>

10. 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.

11. Recess

The meeting recessed at 17:15 CEST.

15 October 2009

Directors in Attendance:

- Peter Brown, Chairman
- Bob Freund, Vice Chairman
- Jim Hughes, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Mike DeNicola
- Eduardo Gutentag
- Bob Glushko (by teleconference)
- Dave Ings
- Paul Knight (by teleconference)
- Paul Lipton
- Jeff Mischkinisky

Staff in Attendance:

- Jamie Clark
- Robin Cover
- Harry Levinson
- Laurent Liscia
- Mary McRae

Guests in Attendance:

- Mohammed Kammachi, Belgian Ministry of Finance
- Arnaud Martens, Belgian Ministry of Finance

12. Welcome, Agenda Review

Bob Freund, on behalf the Chair Peter Brown, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Bob Freund, on behalf the Chair Peter Brown, resumed the meeting at 9:20 CEST, noting that a quorum was in attendance. Nine directors and Laurent Liscia were present when the meeting convened.

The agenda order was revised and approved.

13. IPR Committee Report

Bob Freund provided a report on IPR Committee status, noting continuing work on affiliate status. The IPR committee is awaiting feedback from Staff on this topic. Review of the membership agreement, transfer of obligations on mergers and acquisitions, and IPR obligations related to specification maintenance beyond the closure of a TC are topics under consideration by the committee. The Board discussed IPR obligations for maintenance and subsequent versions of TC work, noting that defining derivative works may be an approach to addressing maintenance and specification versions.

14. Process Committee Report

Jeff Mischkinisky reported on Process Committee status. The committee continues its review of Informational Documents.

<Peter Brown joined the meeting>

Bob Freund, Vice Chair, passed chairing to OASIS Chair, Peter Brown

Jeff Mischkinisky noted that process definition for modification of Member Section Rules of Procedure may be needed.

The Process Committee reported that it has no agreement to make any changes on organizational voting and will no longer work on this topic.

15. Governance Committee Report

Mike DeNicola provided a report on the Governance Committee. The committee reviewed the compatibility of STV Board election voting and the Bylaws and is considering a change to clarify the suitability of STV. The committee received legal feedback from internal OASIS counsel Jamie Clark that there is no legal need to change the Bylaws.

<Eduardo Gutentag left the meeting>

The Committee also discussed the need to have elections complete, regardless of the possibility of fewer candidates than seats. This has not been a Board election issue, which is what the Bylaws refer to. As a result the Committee decided not to recommend any changes for this issue. The Committee noted, however, that the Board should consider requiring all OASIS elections to be completed even if the number of candidates is fewer than seats. This could include TAB, Member Section Steering Committees and other OASIS elections.

<Laurent Liscia left the meeting>

There is general informal Board agreement for completing all elections even if fewer candidates than seats, the TAB, TC chair, Member Section steering committee elections.

<Laurent Liscia joined the meeting>

The Board discussed a general clarification to the OASIS voting process.

[RESOLUTION 2009-10-15.01, Add A item to consider resolution for the OASIS voting.](#)

[Approved unanimously](#)

<Eduardo Gutentag joined the meeting>

[RESOLUTION 2009-10-15.02, Wherever elections are called for in OASIS processes they shall be held regardless of the number of candidates.](#)

[Motion approved \[7-1-2\]](#)

[ACTION 2009-10-15.1: Laurent Lisca to implement election process change to have election processes complete regardless of the number of candidates.](#)

The Governance Committee has referred one-company-one vote to the Process Committee. The Governance Committee discussed thresholds and no-votes and asks the Board whether the Governance Committee should address this issue. Board members noted that this should cover more than the Board and that this might be an edge case reflecting some broader organizational issues. The Board discussed issues related to elections.

As part of the Governance Committee Bylaws review, the Committee suggested that there may be a need for clarification of process and criteria for Director removal. The Board also discussed the need for the Governance Committee to consider the related topic of filling vacancies and provided other suggestions to the Governance Committee.

16. Chair Report

Peter Brown, Chair of OASIS Board, provided an update on items brought to his attention as Chair. One question raised by the eGov member section was how to work with public sector global organizations such as WCO that could not join OASIS but would like to work with OASIS in member section activities. The Board discussed issues and opportunities related to this.

Peter Brown informed the Board regarding the PEPPOL procurement project. Laurent Liscia noted that there will be technical demonstrations next week and the Danish government has thanked OASIS for its contributions.

17. Member Section Status Review

The Board plans to have a Member Section report twice each year, unless there are special issues to discuss. The last report was at the Burlington meeting. The next will be during the February 2010 F2F.

18. Discussion with World Standards Hosts

<Mohammed Kammachi, Arnaud Martens joined the meeting>

Mohammed Kammachi gave a presentation to the OASIS Board about the relationship of the Belgian Ministry of Finance with OASIS and relevant work in the Ministry. Federal Finance is planning to change to Service Oriented Architecture (SOA) and is interested in various OASIS standards. There will be a eGov for the Green Economy event in February 2010.

<Mohammed Kammachi, Arnaud Martens left the meeting>

19. Agenda Publishing Discussion

The Board continued its discussion of MOTION 2009-09-17.03, regarding sharing agenda and materials on a member visible list.

MOTION 2009-10-15.03, Adopt proposal to share the agenda and materials as in proposal
<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200907/msg00051.html>

MOTION 2009-10-15.04, Call the question.

Motion failed [6-5-0]

MOTION 2009-10-15.04a (to amend), Exclude Finance reports and Finance Committee Operations Reports from material made on the list.

Draft motion - no vote held

Draft motion - no vote held

<Bob Glushko joined the meeting>

The Board discussed the need to be clear on what is shared and what is not shared. Board members questioned which reports should be considered financial reports, and in general discussed what would be included.

<Carol Geyer joined the meeting>

Motion approved [5-4-2]

20. Staff Reports

<Mary McRae, Jamie Clark, Robin Cover, Harry Levinson joined the meeting>

Carol Geyer presented slides on events, Mary McRae on TC Admin activities. A new JIRA project has been created for TCAdmin requests. Harry Levinson and Neil Schelly presented an update with slides on the Mojave and Drupalization Projects. Robin Cover gave an update of his various activities and Director of Information Services. Jamie Clark provided an overview of liaison activities.

<Eduardo Gutentag left the meeting>

21. Administration - Scheduling, planning

F2F Meetings
F2F 3-4 February 2010 in New York City, hosted by IBM.
F2F, 26-27 May 2010, St Helena hosted by Bob Glushko
F2F, 28-29 July 2010, Burlington MA

Telconference information:

20 November 2009, 8-10 PT
16 December 2009, 10-12 PT
No teleconference in January 2009
18 March 2010, 8-10 PT
29 April 2010, 8-10 PT
24 June 2010, 8-10 PT

22. Adjourn

The meeting adjourned at 16:15 CEST.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors