

Minutes - OASIS Board of Directors Meeting

Held 20 November 2009 by teleconference, 8-10 PT.

OASIS Board approved Public minutes.

Thanks to IBM for providing the teleconference bridge.

20 November 2009

Directors in Attendance:

- Bob Freund, Vice Chairman
- Jim Hughes, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Mike DeNicola
- Bob Glushko
- Dave Ings
- Paul Knight
- Paul Lipton
- Jeff Mischkinsky

Directors Regrets:

- Peter Brown, Chairman
- Eduardo Gutentag

Staff in Attendance:

- Jamie Clark
- Laurent Liscia
- Scott McGrath
- Cathie Mayo

1. 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, convened the meeting at 9:33 PT, noting that a quorum was in attendance. Eight directors and Laurent Liscia, Jamie Clark, Scott McGrath, Cathie Mayo were present when the meeting convened.

The agenda was reviewed and approved, with agreement to discuss Board visibility into Executive Committee archives at end of meeting if time permits.

2. Minutes Approval

RESOLUTION 2009-11-20.01, Approve the public and confidential minutes from 13 and 15 October 2009 as distributed on 15 October 2009 by Frederick Hirsch.

Approved unanimously

3. Open Action Review

This section records action item status.

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.

Actions from 13 October 2009

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

Status: open.

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

Status: completed.

Note: Confirmed by Dave Ings, see

<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200910/msg00079.html>.

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.

Status: open.

ACTION: 2009-10-15.1: Laurent Liscia to implement election process change to have election processes complete regardless of the number of candidates.

Status: completed.

Note: Communicated to staff.

4. Open Resolution Review

This section records the follow-up status for approved resolutions.

Resolutions from 13 October 2009

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

Follow-up Status: completed.

Note: Posted, see <http://www.oasis-open.org/board/minutes-2009-09-17.pdf>.

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

Follow-up Status: completed.

RESOLUTION 2009-10-15.01, RESOLVED: Add A item to consider resolution for the OASIS voting.

Follow-up Status: completed.

RESOLUTION 2009-10-15.02, RESOLVED: Wherever elections are called for in OASIS processes they shall be held regardless of the number of candidates.

Follow-up Status: completed.

Note: Completed with ACTION: 2009-10-15.1, communicated to staff.

RESOLUTION 2009-10-15.05, RESOLVED: Table discussion on MOTION 2009-10-15.03

Follow-up Status: completed.

5. Additional Action and Resolution Review

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

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

6. OASIS Report and Strategy Discussion

Laurent Liscia, Executive Director, provided an update on OASIS Strategy with respect to the budget. He noted that the three general directions for next year are more TC support (including IT), continued business development, and increasing liaison activity.

Items related to 2010 budget:

- Would like to increase TC Support, bringing Sabina Ocker to full time,

- Increase event support, bringing Jane Harnad to full time. Increase events including smart-grid, including possibly in China,
- Would like to offer bonuses to staff next year based on business targets, rather than raises due to economic uncertainty,
- Complete TC Handbook,
- Bring expert in to accelerate Kavi replacement, content management,
- Increase Dr Carol Cosgrove-Sacks hours to support European actions with EXPRESS and EGov,
- Increase travel budget to support liaison activities,
- Increase liaison activities with government.

The Board requested that Laurent Liscia keep Board informed of liaison activities that have strategic impact.

The Board discussed the value of OASIS members meeting in person and how this might happen in the future.

Jamie Clark presented issues related to SmartGrid liaison efforts, see the message from Laurent Liscia 12 November, <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200911/msg00021.html> and <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200911/msg00023.html>.

RESOLUTION 2009-11-20.02, OASIS join FixPL, as an associate liaison member, on a fee-waived basis, with the provisos that (a) only OASIS staff or contractors serve as the primary representatives of OASIS within FixPL, and (b) no contributions of intellectual property are made by OASIS into FixPL other than in accordance with our OASIS IPR Policy and Liaison Policy.

Approved unanimously

RESOLUTION 2009-11-20.03, OASIS join CalConnect, on a fee-waived basis, with the provisos that (a) only OASIS staff or contractors serve as the primary representatives of OASIS within CalConnect, and (b) no contributions of intellectual property are made by OASIS into CalConnect other than in accordance with our OASIS IPR Policy and Liaison Policy.

Approved unanimously

<Jamie Clark left the meeting>

7. Finance Committee Report

Jim Hughes reported on the Finance Committee status, noting that the October operations report was reviewed by the Committee and should be shared with the Board soon. He noted that the financial trend is doing well.

<Dave Ings joined the meeting>

Scott McGrath presented the preliminary 2010 budget, as outlined in his previous email. See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200911/msg00025.html>. He noted the need to be conservative in forecasting revenue.

Jim Hughes noted that the Board Finance Committee plans to bring the budget to the December Board meeting for approval. Please bring any concerns to the attention to the Finance Committee as soon as possible.

<Scott McGrath, Cathie Mayo left the meeting>

8. IPR Committee Report

Bob Freund, chair of the IPR Committee provided a report on the status of the IPR Committee. Topics include discussion of IPR policy changes to enable maintenance of specifications by TCs after closure of a TC (for example). Such a change might be related to the concept of derivative works. The Board discussed the concern of licensing obligations for such a derivative work.

There was no objection from Board members to the IPR Committee working on this topic. Bob Freund invited Board members to participate in the IPR Committee if interested in this topic.

9. Process Committee Report

Jeff Mischkinisky, chair of Process Committee provided an update on the Process Committee. The Committee may have a draft on Informational Documents in the next few weeks.

10. Governance Committee Report

Mike DeNicola, chair of the Governance Committee provided an update on the Governance Committee, noting nothing to report.

11. Staffing and Compensation

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

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

12. Other Topics

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

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

13. Agenda Publishing

Follow-up on F2F discussion and MOTION 2009-10-15.03

MOTION 2009-11-20.06, Adopt proposal to share the agenda and materials as in email
<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200907/msg00051.html>

MOTION 2009-11-20.06a (to amend), append "and such materials shall be marked member confidential."

Motion failed unanimously

Draft motion - no vote held

The Board discussed whether this material is member confidential due to being published on the member list and whether that is a concern. Marking the member list as member confidential may be more pragmatic than marking individual documents. The Board reviewed the Bylaws with respect to this proposal.

The Board agreed to carry this main motion forward to the next meeting.

ACTION 2009-11-20.1: Frederick Hirsch to add Motion 2009-11-20.06 as A item on next agenda.

ACTION 2009-11-20.2: Frederick Hirsch to add 15 minute executive session status item to follow up on agenda item 12 on next agenda.

14. Meeting Schedule

Planned upcoming meeting schedule.

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

Teleconference information:

Teleconferences
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

15. Adjourn

The meeting adjourned at 10:10 PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors