

Minutes - OASIS Board of Directors Meeting

Held 18 March 2010 by teleconference, 8-10 PT.

OASIS Board approved Public minutes.

Thanks to IBM for providing the teleconference bridge.

18 March 2010

Directors in Attendance:

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

Directors Regrets:

- Bob Glushko

Staff in Attendance:

- Laurent Liscia

1. Welcome, Agenda Review

Bob Freund, on behalf the Chair Peter Brown, presided at the meeting until ACTION review item 2010-02-04.2 where Peter Brown commenced chairing, and Frederick Hirsch, the Secretary, kept the minutes. Bob Freund, on behalf the Chair Peter Brown, convened the meeting at 8:05 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. Minutes Approval

[RESOLUTION 2010-03-18.01](#), Approve the minutes from 2010-02-03 as distributed on 4 March 2010 by Frederick Hirsch.

Approved unanimously

See <http://www.oasis-open.org/apps/org/workgroup/board-pl us/email/archives/201003/msg00007.html>.

3. Open Action Review

This section records action item status. There are 15 action items listed.

Actions from 3 February 2010

ACTION: 2010-02-03.1: Laurent Liscia to seek OASIS counsel legal review of proposed Process revision.
Status: completed.

Note: Laurent Liscia sent a status report for board consideration and believes it is a policy issue, not a legal issue.

ACTION: 2010-02-03.2: Process Committee to provide FAQ and template for proposed Process revision.
Status: open.

Note: This is related to ACTION 2010-02-03.1.

ACTION: 2010-02-03.3: Frederick Hirsch to provide revision of Board Standing rule.
Status: completed.

Note: See <http://lists.oasis-open.org/archives/board-agenda/201003/msg00000.html>.

ACTION: 2010-02-03.4: Laurent Liscia to notify member section of changes and to arrange update of RoP on web site.

Status: completed.

ACTION: 2010-02-03.5: The President to submit ODF 1.1 to JTC1.

Status: completed.

ACTION: 2010-02-03.7: Laurent Liscia to provide a Staff proposal to the Process Committee regarding Member Section steering committees, including the possibility of aligning steering committee size with the size of the member section.

Status: open.

Note: Staff reviewing issues associated with this.

ACTION: 2010-02-04.1: Laurent Liscia to provide the Board with a written summary on the Mojave project status, including milestones, status and clarification of the decision making process.

Status: completed.

Note: See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201003/msg00036.html>.

<Peter Brown joined the meeting>

ACTION: 2010-02-04.2: Bill Cox to provide the OASIS Board with more detail on the decision making process for liaisons going forward.

Status: open.

Note: Board agreed to reassign to the TAB.

ACTION: 2010-02-04.3: Bill Cox to provide the OASIS Board additional information on the item "Promulgation of OASIS SOA standards through ISO JTC1".

Status: open.

Note: Board agreed to reassign to the TAB.

ACTION: 2010-02-04.8: Executive Committee to put July F2F scheduling on the next Board agenda.

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 11 resolutions listed for follow-up action.

Resolutions from 3 February 2010

RESOLUTION 2010-02-03.01, RESOLVED: Approve the minutes from 2009-12-16 as distributed on 2009-12-16 by Frederick Hirsch.

Follow-up Status: completed.

Note: See <http://www.oasis-open.org/board/minutes-2009-12-16.pdf>.

RESOLUTION 2010-02-03.05, RESOLVED: Motion to commit - refer TC Process 26 January 2010 revision to the OASIS Process Committee for OASIS Counsel review, and provision of FAQ and templates.

Follow-up Status: completed.

Note: Process committee aware of this decision.

RESOLUTION 2010-02-03.06, RESOLVED: Approve Proposed Board Standing Rule 2010-02-03 as distributed by Frederick Hirsch on 25 January 2010 on the board-agenda mailing list. RESOLUTION 2010-02-03.06a (to amend), Remove references to Board-Plus list and reword appropriately the Board members duly notified" RESOLUTION 2010-02-03.06b (to amend), Strike item #2 requiring indication of support.

Follow-up Status: open.

Note: Revision at <http://lists.oasis-open.org/archives/board-agenda/2010-03/msg00000.html>. Needs to be posted to Board Standing rules page at <http://www.oasis-open.org/who/bod-standing-rules.php> along with link to 3-4 Feb minutes.

RESOLUTION 2010-02-03.07, RESOLVED: The OASIS Energy Market Information Exchange (EMIX) Technical Committee hereby resolves to respectfully request that the Blue Member Section Steering Committee modify the Blue Member Section Rules of Procedure (RoP) substantially as follows. We believe an affiliation vote will fail if these changes are not made and will succeed if these changes are made. (1) In section (g) delete lines 97-106 and replace with the following text adapted from the eGov MS RoP, Emergency MS RoP, and IDtrust MS RoPs: OASIS Technical Committees may seek to affiliate with the Member Section as provided in the OASIS Member Section Policy and the Blue Member Section will be proactive in seeking such affiliations. Affiliated TCs may choose to operate under any of the IPR modes allowed by OASIS policies, and in language as indicated in their TC charters. (2) In Section (h) delete lines 111-117. RESOLUTION 2010-02-03.07c (to amend), Delete original main motion and replace it with: Delete lines 97-106 and replace with "No specific provisions apply." and deletion lines 111-117.

Follow-up Status: completed.

RESOLUTION 2010-02-03.08, RESOLVED: On the basis of the fact that interop demonstrations with broad participation did occur and this standard was approved over two years ago, the Board grants waiver a two provisions of the current liaison policy, the requirement for 30 day review and the requirement for a specific number of interop demonstrations.

Follow-up Status: completed.

RESOLUTION 2010-02-03.13, RESOLVED: The Board notes appreciation to the OASIS Staff on the positive financial results achieved so far.

Follow-up Status: completed.

RESOLUTION 2010-02-04.01, RESOLVED: Enter executive session.

Follow-up Status: completed.

RESOLUTION 2010-02-04.03, RESOLVED: The Board would like to thank Dave Ings and IBM for excellent hosting arrangements.

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. Governance Committee Report

Mike DeNicola provided an update on work of the Governance Committee on proposed changes to the Bylaws:

1. OASIS Officers must be elected from the OASIS Board of Directors (Article 4 Section 2),
2. Only OASIS members may run for the OASIS Board of Directors (Article 3 Section 17)

The exact wording is outlined in the attachments to the message in <http://lists.oasis-open.org/archives/board-agenda/201003/msg00002.html>.

The Board discussed these, noting comments from Eduardo Gutentag and Patrick Gannon, and also discussed the possible need for being clear, for example being clear on Officers of the Corporation being the President, Treasurer and Secretary (but not Vice-Chair), and not necessarily Chair of the Board. Some Board Directors noted that delegation does not cause the delegator to lose responsibility.

The Board discussed the concern of having frequent Bylaws changes and repeated member reviews. The Board discussed various items that might need additional consideration.

The Board also discussed how Directors should be knowledgeable of OASIS, active in OASIS and understand the standardization activities in OASIS, and that this is best reflected by Directors being OASIS members.

RESOLUTION 2010-03-18.02, Approve the change to Article 3 Section 7 as proposed by Mike DeNicola in the message sent to the Board on 9 March 2010, to Insert a new sub-paragraph (b) after the unchanged existing sub-paragraph (a) and change the following sub-paragraph designations to (c), and (d) without any changes to the text. The new item (b) is "Eligibility. To be nominated for and serve on the Board of Directors, a person must be a member of the Corporation or an employee, designee or representative of a member of the Corporation."

RESOLUTION 2010-03-18.02a (to amend), The change will be proposed for implementation when the Board agrees it has completed the current set of changes to the Bylaws.

Approved unanimously

Motion approved [9-0-1]

7. Update on Organizational Relationships

The Board of Directors entered Executive Session to discuss Update on Organizational Relationships.

The Board of Directors finished Executive Session to discuss Update on Organizational Relationships.

8. TAB

The Board of Directors entered Executive Session to discuss TAB.

The Board of Directors finished Executive Session to discuss TAB.

9. Meeting Schedule

The Board deferred remaining agenda items to the next meeting as it ran out of time.

Upcoming meeting schedule.

F2F Meetings
F2F, 26-27 May 2010, St Helena hosted by Bob Glushko
F2F, 28-29 July 2010, Burlington MA

Telconference information:

Teleconferences
29 April 2010, 8-10 PT
24 June 2010, 8-10 PT

10. Adjourn

The meeting adjourned at 10 PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors