

# **Minutes - OASIS Board of Directors Meeting**

Held 29 April 2010 by teleconference, 8-10 PT.

OASIS Board approved Public minutes.

Thanks to IBM for providing the teleconference bridge.

## **29 April 2010**

### **Directors in Attendance:**

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

### **Staff in Attendance:**

- Laurent Liscia
- Cathie Mayo
- Scott McGrath

### **Directors Regrets:**

- Paul Knight

## **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 8:01 PT, noting that a quorum was in attendance. Ten directors and Laurent Liscia and Scott McGrath were present when the meeting convened. The meeting agenda was reviewed and approved.

Bob Freund, Vice Chair will manage the queue and timing. The Board welcomed Claus von Riegen back to the Board.

RESOLUTION 2010-04-29.01, Claus von Riegen is officially seated on the OASIS Board of Directors and welcomed back.

Approved unanimously

RESOLUTION 2010-04-29.02, Claus von Riegen added to the IPR committee roster.

Approved unanimously

## 2. Minutes Approval

RESOLUTION 2010-04-29.03, Approve the minutes from 2010-03-18 as distributed on 2010-03-20 by Frederick Hirsch.

Approved unanimously

See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201003/msg00045.html>.

## 3. Open Action Review

This section records action item status. There are 4 action items listed.

### Actions from 3 February 2010

**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: 2010-02-03.7: 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 continues to work on this, plans to have proposal for May F2F.

**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.

## 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 3 February 2010

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: completed.

Note: Revision at <http://lists.oasis-open.org/archives/board-agenda/2010-03/msg00000.html>. 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.

### Resolutions from 18 March 2010

RESOLUTION 2010-03-18.01, RESOLVED: Approve the minutes from 2010-02-03 as distributed on 4 March 2010 by Frederick Hirsch.

Follow-up Status: completed.

Note: Posted, see <http://www.oasis-open.org/board/minutes-2010-02-03.pdf>.

RESOLUTION 2010-03-18.02, RESOLVED: 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.

Follow-up Status: open.

## 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 and OASIS Strategy. A project manager, Greg Carpenter, has been hired for Mojave, to start with producing a functional requirements document. Laurent Liscia requested that stakeholder representatives attend project review meetings, including the project manager, a TAB representative and a Board representative. Once OASIS has a requirements document then a decision can be made on next steps. He noted IT is not the core business of OASIS, but the control over tools supports OASIS mission. Laurent Liscia plans to give a full and more detailed progress report in May.

Board members noted the need for a clear decision making process for the project. Board members also suggested the need for involving TC Chairs at the appropriate point in the process. Information on build vs buy decision would need to be included as a milestone in the project plan.

**ACTION 2010-04-29.1: Laurent Liscia to provide Board plans for decision making of Mojave project in advance of May Board meeting.**

**RESOLUTION 2010-04-29.04, Approve eGov Member Section liaison agreement with WCO (World Customs Organization)**

Approved unanimously

**RESOLUTION 2010-04-29.05, Approve MoU with World Customs Organisation as distributed by Jamie Clark on 20 April 2010, see**

<http://lists.oasis-open.org/archives/board-agenda/201004/msg00001.html>

Approved unanimously

Next steps for submission of OASIS standards, see

<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201004/msg00027.html>:

**MOTION 2010-04-29.06, The Board approves the immediate transmission of WS-Security v.1.1 to ISO/IEC JTC1, and of the XSPA OASIS Standard profiles to ITU-T, as specified in the final notices posted to OASIS members; by waiving the Liaison Policy requirement of any further waiting period for that submission, as of the date of this meeting.**

Draft motion - no vote held

Laurent Liscia noted that business development has been progressing well.

## 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. Governance Committee Report

Mike DeNicola reported on Governance Committee status and proposed a change to Bylaws. This is similar to the change discussed at the last Board meeting, but with "Officers" being explicitly defined. See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201004/msg00054.html>.

The proposed revised text for Section 2 is "Any duly elected member of the Board of Directors may serve as President, Secretary, or Treasurer of the corporation subject to the restrictions in Article 4 Section 1 above. These officers shall be elected by the Board, at any time, and each such officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first."

RESOLUTION 2010-04-29.09, The Board approves the change to Article 4 Section 2 of the OASIS Bylaws as proposed in the document ARTICLE 4 Section 2 Revised Proposed Change.pdf. The change will be proposed for implementation when the Board agrees it has completed the current set of changes to the Bylaws.

Motion approved [9-0-1]

## 9. Finance Committee Report

<Cathie Mayo joined the meeting>

Jim Hughes, Treasurer and Chair of Finance Committee provided an update on OASIS Finances.

RESOLUTION 2010-04-29.10, Enter executive session to discuss OASIS Finances, more detail may be discussed during May F2F.

Approved unanimously

The Board of Directors entered Executive Session.

The Board of Directors finished Executive Session.

Not in Executive Session:

Jim Hughes noted that the auditor report was favorable. Scott McGrath reported that the D&O insurance policy has been renewed.

<Cathie Mayo left the meeting>

## 10. IPR Committee Report

Bob Freund, Chair of the IPR Committee, noted that the IPR committee has completed work on maintenance activity and affiliates but has not yet approved for progressing to Board. Discussion may be needed at either IPR Committee or full Board related to informational documents.

## 11. Process Committee Report

Jeff Mischkinsky, Chair of the Process Committee, noted that the Process Committee has been reviewing and clarifying the Member Section policy. It may not be available for the May F2F meeting.

## 12. F2F Preparation

Peter Brown requested preparation in advance of F2F material to help facilitate discussion, such as position papers. Areas include Mojave, TAB, and Informational Documents.

**ACTION 2010-04-29.2:** Laurent Liscia and Peter Brown to draft position paper on Mojave outlining key decision points and areas for Board review; in advance of May F2F.

**ACTION 2010-04-29.3:** Peter Brown to discuss TAB with Paul Knight and draft position paper; in advance of May F2F.

**ACTION 2010-04-29.4:** Jim Hughes to draft position paper on policy choice related to Informational Documents; in advance of May F2F.

**ACTION 2010-04-29.5:** Jeff Mischkinsky to draft position paper on policy choice related to Informational Documents; in advance of May F2F.

## 13. Meeting Schedule

Planned upcoming meeting schedule.

<b>F2F Meetings</b>
F2F, 26-27 May 2010, St Helena hosted by Bob Glushko. 8:30 - 18:00 PT 26 May, 8:30-15:00 PT 27 May.
F2F, 28-29 July 2010, Burlington MA

Teleconference information:

<b>Teleconferences</b>
24 June 2010, 8-10 PT

## 14. Adjourn

The meeting adjourned at 10 PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors