

Minutes - OASIS Board of Directors Meeting

Held 16 September 2010 by teleconference, 9-11 PT.

OASIS Board approved Public minutes.

Thanks to IBM for providing the teleconference bridge.

16 September 2010

Directors in Attendance:

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

Directors not Present:

- Charles Schulz

Staff in Attendance:

- Greg Carpenter
- Laurent Liscia
- Cathie Mayo
- Scott McGrath
- Mary McRae

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 9:00 PT, noting that a quorum was in attendance. Seven directors and Laurent Liscia were present when the meeting convened. The meeting agenda was reviewed and approved.

2. Minutes Approval

RESOLUTION 2010-09-16.01, Minutes from 2010-07-28 as distributed on 2010-08-05 by Frederick Hirsch are approved.

Approved unanimously

See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201008/msg00001.html>.

<Greg Carpenter, Scott McGrath, Claus von Riegen joined the meeting>

3. Open Action Review

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. The Process Committee plans to provide a FAQ by next week.

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

Status: completed.

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

Status: completed.

Actions from 26 May 2010

ACTION: 2010-05-26.1: Process Committee and Member Section Administrator to review all RoPs for Qualified Elector definitions.

Status: open.

ACTION: 2010-05-26.3: Staff to create FAQ for IPR Policy change and to announce IPR change to members sixty days before the effective date.

Status: completed.

Actions from 28 July 2010

ACTION: 2010-07-28.1: Jamie Clark to produce and share IPR Policy FAQ with Board in July 2010.

Status: completed.

ACTION: 2010-07-28.2: Staff to produce and share TC Process FAQ with Board Process Committee in advance of sending to OASIS members.

Status: open.

ACTION: 2010-07-28.3: Board Governance Committee to propose a Conflict of Interest Policy for the OASIS Board, with initial focus on OASIS Board.

Status: open.

ACTION: 2010-07-29.1: Staff to create confidential mailing list for Board-TAB-Staff discussions.

Status: open.

ACTION: 2010-07-29.3: Laurent Liscia to determine hosting in Brussels for 12 and 15 October 2010

Status: completed.

ACTION: 2010-07-29.4: Paul Lipton and Jim Hughes to determine hosting F2F 1-2 February or 2-3 February 2011 in New York City, with preference for 2-3 February. If not possible then Paul Lipton to check on Princeton NJ for the same dates.

Status: completed.

Note: Microsoft is able to host in NYC 2-3 February, see

<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201008/msg00006.html>.

ACTION: 2010-07-29.5: Claus von Riegen to determine hosting in Berlin or Paris 4-5 May 2011

Status: completed.

Note: Claus has confirmed arrangements to host in Berlin on 4-5 May 2011, at the SAP offices in Rosenthaler Strasse 30, 10178 Berlin.

4. Executive Session Action Review

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

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

5. Open Resolution Review

<Tony Giroti, Paul Lipton joined the meeting>

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.

Resolutions from 28 July 2010

RESOLUTION 2010-07-28.01, RESOLVED: Approve the minutes from 2010-06-24 as distributed on 2010-06-29 by Frederick Hirsch.

Follow-up Status: completed.

Note: See <http://www.oasis-open.org/board/minutes-2010-06-24.pdf>.

RESOLUTION 2010-07-28.02, RESOLVED: Adopt the IPR Policy distributed 29 June 2010 on the board-agenda list as distributed by Bob Freund with an effective date of 2010-10-15 as previously approved by RESOLUTION 2010-06-24.

Follow-up Status: completed.

RESOLUTION 2010-07-28.03, RESOLVED: Adopt process-2010-07-20-Rollup-ForBoardApproval.pdf revision of the Process document as distributed by Jeff Mischkin on 21 July 2010 to the board-agenda mailing list, with the same effective date as that for the IPR Policy revision, 15 October 2010.

Follow-up Status: open.

RESOLUTION 2010-07-28.04, RESOLVED: The Board approves the change to Article 3 Section 15 of the OASIS Bylaws to place ", which may be in electronic form," after the phrase "Such written consent or consents" 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: completed.

RESOLUTION 2010-07-28.05, RESOLVED: The Board approves the changes to Article 3 Section 1 and Article 3 Section 17(b) of the OASIS Bylaws as proposed in the document Proposed Changes re Multiple Directors.pdf. The changes will be proposed for implementation when the Board agrees it has completed the current set of changes to the Bylaws.

Follow-up Status: completed.

RESOLUTION 2010-07-28.06, RESOLVED: The Board agrees it has completed the current set of changes to the Bylaws and approves the release of all approved OASIS Bylaws changes to the Membership for review and vote. RESOLUTION 2010-07-28.06a (to amend), to substitute motion with text "Release four changes to Bylaws to be presented to the membership for approval.

Follow-up Status: completed.

RESOLUTION 2010-07-28.07, RESOLVED: The Board of Directors designates 25b Corporate Drive, Suite 103 Burlington Massachusetts as the corporation's principal office location, effective October 2010. The Corporation also enters into and performs a lease by and between the Corporation as Tenant and MEPT

Burlington, LLC as Landlord for the premises located at 25 Corporate Drive, Suite 103, Burlington, Massachusetts, in substantially the form presented at (the "Lease"), and that the Executive Director is hereby authorized and empowered to execute, under the corporate seal of this Corporation, the lease and to perform the transactions contemplated thereby. In addition, the Board of Directors authorizes the Chief Operating Officer to execute and commit a Letter of Credit as required by the terms of the lease authorized in Board Motion above

Follow-up Status: completed.

RESOLUTION 2010-07-28.08, RESOLVED: Adopt proposed revision to Member Section Policy as proposed by Policy Committee, as sent by Jeff Mischkinsky on 7 May 2010 (6 May 2010 version 2.5).

Follow-up Status: completed.

Note: Posted, see http://www.oasis-open.org/who/ms_policy.php.

RESOLUTION 2010-07-28.09, RESOLVED: The OASIS Board of Directors thanks the OASIS Staff for their excellent work this past year.

Follow-up Status: completed.

RESOLUTION 2010-07-29.01, RESOLVED: The Board thanks Bob Glushko and Paul Knight for their service to the Board.

Follow-up Status: completed.

RESOLUTION 2010-07-29.02, RESOLVED: Establish a Board Strategy Committee effective immediately with the current charter and a first task of updating the charter.

Follow-up Status: completed.

RESOLUTION 2010-07-29.04, RESOLVED: that the following individuals are hereby elected to the office or position indicated in the table below, each to serve 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.

Follow-up Status: completed.

RESOLUTION 2010-07-29.05, RESOLVED: Add A item regarding Kavi direction

Follow-up Status: completed.

RESOLUTION 2010-07-29.06, RESOLVED: Support the Staff's recommendation to engage Cloud Four to proceed with outsourced Kavi 5 migration.

Follow-up Status: completed.

Note: OASIS has begin work with Cloud Four, expecting the project to last a number of months.

RESOLUTION 2010-07-29.07, RESOLVED: Dave Ings elected Board TAB liaison.

Follow-up Status: completed.

RESOLUTION 2010-07-29.08, RESOLVED: The Board thanks the TAB for all of its contributions to OASIS

Follow-up Status: completed.

6. Strategy Committee Report

Laurent Liscia provided an update on Strategy Committee activity, noting that the committee is revising its charter. The Committee is also reviewing strategy related to international presence.

7. Kavi 5 Migration

Greg Carpenter provided an update on the Kavi 5 Migration, giving an update on the organizational and project management plans, referencing slides on the topic, see

<http://lists.oasis-open.org/archives/board-agenda/201009/pdf00002.pdf>.

OASIS is in the process of completing a contract with Kavi Corp for migration, anticipated for end of September and also expects to close an Analysis Phase Contract with Cloud Four in early October. Greg Carpenter summarized important issues that have been identified, including issues with the current multiple URI schemes (public, member etc), authentication and authorization related to wikis, and email archives.

Board members discussed an interest in visibility and approval of contracts related to the project.

<Greg Carpenter left the meeting>

8. OASIS Executive Director's Report

Laurent Liscia, Executive Director, provided an update on OASIS, related to his report (see

<http://lists.oasis-open.org/archives/board-agenda/201009/pdf00002.pdf>).

He noted that OASIS occasionally receives legal requests for information and is able to respond to these with minimal work since OASIS work is open. The Board also discussed staffing issues related to projects of limited duration and OASIS Staff noted there should not be an issue, highlighting the involvement of Administaff in agreements to date.

ACTION 2010-09-16.1: Executive Director to review issues around time bounded employee agreements, review with Staffing Committee and report results to Board at the Board F2F meeting.

The OASIS office move is progressing as planned. The correct address of the new OASIS office will be 25 Corporate Drive, Burlington, MA.

9. Finance Committee Report

Jim Hughes presented a Finance Committee update, noting that the Finance Committee will be meeting after this Board meeting to review the latest operations report. The July operations report was positive. The Finance Committee is requesting finer granularity of reporting related to the Kavi and Mojave projects. There are no significant issues to report.

10. IPR Committee Report

Bob Freund reported that the new IPR policy has been rolled out along with a FAQ. Some comments on the policy have been received.

11. Process Committee Report

Jeff Mischkinisky noted that the Process Committee does not have much to report since it recently completed the Process and IPR revisions for the last Board F2F in coordination with the IPR Committee.

12. Governance Committee Report

Paul Lipton reported that the Governance Committee has been working on a Conflict of Interest policy, reviewing such policies of other organizations as well as obtaining input from various parties. The committee is now working on a proposal as well as considering other possible work.

13. Meeting Schedule

Planned upcoming meeting schedule.

F2F Meetings
F2F, 12 and 15 October 2010, Brussels in conjunction with Green IT 13-14 October 2010.
F2F, 2-3 February 2011, New York City, hosted by Microsoft, 1290 Avenue of the Americas
F2F, 4-5 May 2011 Berlin hosted by SAP at the SAP offices in Rosenthaler Strasse 30, 10178 Berlin
F2F, 27-28 July 2011, OASIS Burlington MA office

Teleconference information:

Teleconferences
No teleconference August 2010
16 September 2010, 9-11 PT
No teleconference October 2010
18 November 2010, 9-11 PT
16 December 2010, 9-11 PT
20 January 2011, 9-11 PT
No teleconference February 2011

17 March 2011, 9-11 PT
21 April 2011, 9-11 PT
No teleconference May 2011
16 June 2011, 9-11 PT
No teleconference July 2011

14. Adjourn

The meeting adjourned at 10:35 PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors