

Directors in Attendance:

- Bob Freund, Chairman
- Jim Hughes, Treasurer
- Abbie Barbir
- Mike DeNicola
- Tony Giroti
- Dave Ings
- Jeff Mischkinsky
- Sanjay Patil

Apologies received from:

- Peter Brown, Secretary
- Frederick Hirsch, Vice Chairman

Staff in Attendance:

- Laurent Liscia
- Scott McGrath

Director Not Attending:

- Charles Schulz

1. Welcome and Adoption of Agenda

Bob Freund, Chairman, presided at the meeting. Jim Hughes, Secretary pro tem, took the minutes.

The Chairman called the meeting to order at 11:00 am ET and the Secretary took roll call. With 6 members in attendance at the beginning of the call, the meeting was quorate. Two board members (Abbie Barbir and Jeff Mischkinsky) subsequently joined the call.

It was agreed to add supporting material to agenda topics 5 and 7, and the resolved to [add](#) two "Category A" items to agenda topic 5.

2. Approval of Minutes

The minutes of the Board meeting of 20-21 October 2011 were [approved](#).

3. Open Action Review

The Board:

- **Closed** the following Action Items:
 - #0012: To seek assurance that, from a tax perspective, the organization is operating according to the rules of its tax-exempt status - may need to consult Administaff or a tax adviser on this.
 - #0014: Governance Committee to pursue ethics and whistle-blower policies as a priority and present recommendations back to the Board.
 - #0015: Ensure that reference is made to the existence of a Conflict of Interests policy in the organization's "990" filing.
- **Carried forward** the following Action Items:
 - #0011: TC Administration is asked to re-examine an earlier "TC timeline" note prepared by Mary McCrae that could serve as a useful informational document to TCs and members, outlining the mimimum/likely/ideal timelines for a typical TC process leading to TC deliverables.
 - #0013: The Executive Director and Secretary together with interested Board members examine existing Member Section procedures and issues with a view to report back to the Board with specific proposals.
 - #0016: Process Committee to look further at the Member Section qualified elector issue and identify any issues that ought to be brought back to the Board.
 - #0017: Process Committee should examine the consequences of the 2010 TC process changes and report back to the Board.
 - #0018: Hold Board discussion on objectives for May 2012 F2F meeting in Paris.

4. Executive Director's Report

The ED called into the conference from Poznan, Poland, where he was addressing the Borderless Governance conference on interoperability and the PEPPOL project – he was able to approach a number of prospective members and partners. As a result, the Business Documents Exchange (BDX) TC will likely be re-chartered to cover eDelivery and not just Business Documents; this may allow the EC to join the activity. The relationship with ETSI was discussed, where ETSI was not effectively promoting OASIS as a partner, per the liaison arrangement with ETSI. He noted that AFNET may be able to collect funds which could subsidize membership of European entities, as done by some of the European Standards Organizations.

The positive improvements in the China office were noted. Trips to other communities (Israel, India in particular) will be deferred due to budget considerations, but they remain as potential expansion areas.

His monthly report was provided for reference.

5. Finance Committee Report and Draft Budget 2012

The board considered a memo to “Lift LegalXML Spending Freeze”, agreed that the LegalXML Member Section is now a going concern, and [agreed](#) to lift the spending freeze, effective 1 November 2011.

The board considered a memo to “Accept Gift from ISTPA”, [agreed](#) to accept the gift under the terms of the donor's letter, and transfer the funds to the IDtrust Member Section for their use.

6. Process Committee Report

Jeff Mischkinsky reported that several Process Committee meetings had been held, but no progress had been made on the two Action Items assigned.

7. Governance Committee Report

Tony Giroti reported on Governance Committee activity, noting that it was discussing possible changes to the election process in the Bylaws with respect to the STV process. Jamie Clark is preparing a proposal for Committee consideration.

Tony reported further on Ethics and Whistle Blower policies, which are still under discussion in Committee.

8. Meeting Schedule

It was agreed that the board would review the rationale for holding a May 2012 meeting in Paris during the upcoming 15 December 2011 teleconference, and make a firm decision on that location then.

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| F2F Meetings |
| F2F, 2-3 February 2012, New York City (Oracle offices) |
| F2F, 2-3 May, Paris (Microsoft Offices) (Confirm in 15 Dec call) |
| F2F, 25-26 July in Burlington, MA |
| Teleconferences |
| 15 December 2011, 8-10 PT |

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| 19 January 2012, 8-10 PT |
| No teleconference February 2012 |
| 22 March, 8-10 PT |
| No teleconference April 2012 |
| No teleconference May 2012 |
| 21 June 2012, 8-10 PT |

9. Adjourn

The meeting adjourned at 12:10pm ET.

Approved Resolutions

RESOLUTION 2011-11-17.01

"The Board approves the addition of the following two Category A topics to the Finance Committee Report: Lift LegalXML Spending Freeze, and Accept Gift from ISTPA."

RESOLUTION 2011-11-17.02

"The Board resolves to approve minutes of the meeting held on 20 and 21st October 2011 and available at:

Confidential (including executive session):

<http://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/44121>

Public:

<http://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/44119>"

RESOLUTION 2011-11-17.03

"Noting the restriction imposed on LegalXML by OASIS Board Resolution 2010-10-12.08, *"Prohibit Legal XML member section from making any further spending commitments until they have convinced the Board that they are a going concern"*, the Board resolves to permit the LegalXML Member Section to use current Member Section Funds for expenses incurred after 1 November 2011 and in accordance with the Member Section Policy. This resolution explicitly leaves in place OASIS Board Resolution 2010-10-12.07, *"The Board revises the RoP for the Legal XML Member Section to remove dues allocation effective immediately"*."

RESOLUTION 2011-11-17.04

"The Board resolves to accept the gift of \$12,401.16 from the ISTPA and transfer these funds from the Temporarily Restricted account to the ID-Trust Member Section Designated Fund, as requested in the ISTPA gift letter dated November 8, 2011."