

**Directors in Attendance:**

- Bob Freund, Chairman
- Frederick Hirsch, Vice Chairman
- Peter Brown, Secretary
- Jim Hughes, Treasurer
- Mike DeNicola
- Dave Ings
- Jeff Mischkinsky
- Sanjay Patil

**Staff in Attendance:**

- Laurent Liscia
- Scott McGrath
- Cathie Mayo

**Joining by Teleconference**

- Abbie Barbir

**Apologies received from:**

- Tony Giroti

**Director Not Attending:**

- Charles Schulz

## 1. Welcome and Adoption of Agenda

Bob Freund, Chairman, presided at the meeting. Peter Brown, Secretary, took the minutes.

The Chairman called the meeting to order at 08:30 am ET and the Secretary took roll call. With 8 members in attendance, the meeting was quorate. One board member (Abbie Barbir) subsequently joined the meeting by teleconference.

## 2. Approval of Minutes

The minutes of the Board meeting of 15 December 2011 were [approved](#).

## 3. Open Action Review

The Board:

- **Closed** 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 minimum/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.

In closing action item #0017, the Treasurer nonetheless expressed concern about the sustainability and effectiveness of the weekly meeting schedule.

## 4. Organizational Strategy

[This item was discussed over several sessions during the two day meeting. For the purpose of the minutes and for clarity, all elements under this agendum have been consolidated here]

The Executive Director started the discussion, talking to a presentation prepared and circulated in advance to the Board ([see document](#)).

The Board sought to distinguish overall strategy from strategic objectives and strategic actions (in support of those specific objectives). The organization also needs to establish/review a clear "elevator pitch" that answers the key questions: why standards? Why develop them at OASIS?

The Board reaffirmed OASIS' core business and mission as advancing structured information standards and promoting a standards ecosystem in which open standards can thrive, developed according to a range of IP modes.

OASIS needs to maintain its organizational stability in support of its members. This requires *at a minimum* a "steady state" in the organization's balance sheet and in overall membership numbers and *ideally* sustained and sustainable growth. High levels of membership retention should be maintained and overall membership levels maintained. New activity areas need to be considered in order to grow the membership base and strengthen the standards ecosystem.

Recruitment of new members should be an on-going concern and process as well as identifying new areas of work. The organization should continue to investigate new sources of revenue and membership in line with its core mission and goals.

Core technology standards remains an area where OASIS is strong, as is shown in some key areas: IDTrust, LegalXML, Web Content Management, DITA, and WS\*. Other core domains are coming up, including Healthcare/Medical, Cloud computing and voting systems.

There are several organizations that are clear competitors in our work. Others represent either opportunities for cooperation, opportunities for 'escalation' or further standards development or are not close to our core concerns. Some others, while not being competitors nonetheless present an 'irritant' to the standards ecosystem that we envisage and could siphon attention and members away from our goals.

The Board examined OASIS in contrast to the marketing strategy of other organizations. This raised the question as to whether (and if so, how) OASIS should "get back in the game" of F2F events. Current marketing efforts nonetheless are the source of many merger and partnership initiatives as well as new TCs. We should look at whether any suitable "loss leaders" (and if so, which) would assist.

Following this extensive discussion, the Executive Director is asked to [prepare a first draft](#) of a "new OASIS strategy" in light of these discussions.

## **5. Member Sections**

John Sabo, Chair of the IDTrust Member Section, joined the meeting by teleconference. In his presentation, he highlighted a series of policy issues that are of current concern, including the new EU data protection legislative proposals, and that touch on issues related to privacy, data location, cloud, etc. He indicated a possible new cloud security initiative supported by CA Technologies, IBM, Microsoft and Red Hat, and raised the possible links between the KMIP TC work and cloud work on asymmetric key management. He specifically asked from the Board for:

- More communications on relevant issues;
- Clarifications on the member section budget;
- Buy-in on cloud security initiatives.

Jim Cabral, Chair of the LegalXML Member Section, joined the meeting by teleconference. He highlighted the addition of the LegalRuleML TC and the probable creation in the next month of a Legal Document TC. The work on eContracts had led to LexusNexus rejoining OASIS.

The Board discussed a draft RoP for a new member section, “Public Service Stakeholders” to replace the current eGovernment member section. A number of issues were raised with the RoP as presented and the Board agreed **not** to approve it but to look at alternate ways to address the particular problem of non-voting members of a member section and encourage the eGov member section steering committee to work with the secretariat to find a solution.

## **6. Staffing and Personnel Questions**

The Board discussed a draft motion regarding the registered address of the corporation and [approved](#) the designation of CT Corporation System to serve as a registered address and asked Governance Committee to [follow up](#).

The Board agreed to commit three further motions, regarding designation of officers of the corporation, to the Governance Committee for further consideration.

## **7. Process Committee Report**

Jeff Mischkinsky reported from Process Committee and presented a [“process roll up” document](#) showing the latest edits being considered to the TC Process document as well as the [list of outstanding issues](#) before the Committee.

Concern was expressed about the frequency and timetabling of TC Process committee meetings and the lack of clarity of “wordsmithing” of the document, including too much attention being given to the detail of the process document rather than to addressing the issues currently facing TC Administration.

## **8. Governance Committee Report**

The Chairman presented a draft motion as posted in the draft agenda. Several informal amendments and suggested changes were considered and the amended motion was [approved](#).

## **9. Executive Director’s and Operations Report**

The [Executive Report](#) has been circulated. The [Operations report](#) was presented by the COO, Scott McGrath and both reports were discussed by the Board.

## **10. Future Meetings**

In preparation for the May F2F, the Executive Director reported on an initiative to organise on 4 May an event together with AFNET that aims to discuss policy areas of common interest and look at some current EU policy debates. The Executive Director was asked to [present detailed plans](#) for this event by 24 February.

## **11. Adjourn**

The meeting adjourned at 1:52pm ET on 3<sup>rd</sup> February 2012.

Respectfully submitted, 9 February 2012

Peter F Brown, OASIS Secretary

## Approved Resolutions

### **RESOLUTION 2012-02-02.01**

**“The Board resolves to approve minutes of the meeting held on 15 December 2011 and available at:**

Confidential (including executive session):

<http://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/44939>

Public:

<http://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/44941>”

### **RESOLUTION 2012-02-02.03**

**“The Board resolves to approve the designation of CT Corporation System's Pennsylvania office to serve as the registered address of the principal office of the Corporation for purposes of Pennsylvania corporate laws.”**

### **RESOLUTION 2012-02-02.04**

**“The Board resolves to conduct OASIS Board of Director and Technical Advisory Board ballots as follows immediately and henceforth until a subsequent resolution becomes in effect on this matter:**

**Each OASIS Foundational Sponsor, Sponsor, and Contributor organization is eligible to vote via one ballot. In order to participate in the voting process, member organizations must be in good standing when the ballot opens.**

**Notification of the availability of online ballots is distributed via email to each organizational member's Primary Representative and/or designated Voting Representative. Ballots list candidates by name and organization.**

**Each OASIS Foundational Sponsor, Sponsor and Contributor member organization may submit one ballot with votes for up to the number of seats then contested for the Board of Directors, and for the Technical Advisory Board. Completed ballots must be received by OASIS before the end of the balloting period. The balloting system confirms receipt of the ballot to the voting member. The balloting period ends at the time stated. If quorum is not reached, the balloting period will be extended by reasonable notice to all voting members.**

**The number of candidates, equal to the number of then contested seats, receiving the highest number of votes shall join the OASIS Board of Directors or TAB respectively. In the case of a tie, a winner shall be selected among the tied candidates by a random process chosen and conducted by the election administrator, witnessed by one or more uninterested parties. The election results, including number of votes for each candidate and any tie resolution, shall be announced to the OASIS membership.”**