

Draft Minutes of OASIS Board of Directors meeting, held 30-31 July 2014 at OASIS offices in Burlington, MA (Public)

**Directors in Attendance:**

- Jim Hughes, Chair
- Frederick Hirsch, Vice Chair
- Gershon Janssen, Secretary
- Mike DeNicola, Treasurer
- Peter Brown (*by teleconference*)
- Martin Chapman
- Dave Ings
- Dawn Jutla
- Paul Lipton
- Sanjay Patil

**Staff in Attendance:**

- Laurent Liscia
- Scott McGrath
- Carol Geyer
- Dee Schur
- Chet Ensign
- Paul Knight
- Jane Harnad
- Cathie Mayo
- Barbara Erbes
- Jamie Clark
- Robin Cover (*by teleconference*)

**Directors-elect (observing):**

- Fang You (*by teleconference*)

**Others present:**

- Jacques Durand
- Ashok Malhotra

**Apologies received from:**

- Zhexuan Song

## **DAY ONE**

### **1. Welcome and Adoption of Agenda**

Jim Hughes, Chair, presided at the meeting. Gershon Janssen, Secretary, took the minutes.

The Chair called the meeting to order and took roll call. With 10 members in attendance, the meeting was quorate.

Peter Brown and Fang You joined the meeting by teleconference.

The draft agenda was adopted.

### **2. Approval of Minutes**

The minutes of the Board meeting of 3 June 2014 were approved.

### **3. Open Action Review**

The Board reviewed the status of open Action Items. One Action Item was scheduled for discussion in this agenda and closed at this meeting; for one Action Item the due date was extended.

### **4. Finance Committee Report**

Mike DeNicola, Treasurer, reported and led the discussion.

**In Executive Session**

## **5. Executive Director's Report**

Laurent Liscia, CEO and Executive Director, elaborated on the Q2 2014 Executive Director's Report, highlighting topics Business Development, Sales, Renewals, advocacy work in Europe and China and internal developments, including follow-up to the 'Innovation' topic from the April 2014 Board meeting.

The Board thanked Laurent for the Executive Director's Report.

## **6. Discussion 'OASIS and Open Source Developers'**

Laurent Liscia, CEO and Executive Director, led the discussion.

Jamie Clark, OASIS General Counsel, and Robin Cover, Director of Information Services, provided an introduction and overview to the topic, followed by a discussion.

The Board welcomed the proposal and agreed to schedule a follow-up discussion at the October 2014 face-to-face meeting. Laurent will work with the Board IPR Committee to flesh out the details (Action Item #0069).

## **7. Process Committee Report**

Sanjay Patil, Chair of the Process Committee, provided the Board with a status update and led the discussion.

- Revised Member Section policy

Sanjay elaborated on the process which led to the revised Member Section Policy document. The revised Member Section Policy is ready now. The plan for roll-out is to put this policy into effect as of August 1st, 2014. In order to align the Steering Committee elections to September over the next year, Member Section Steering Committee terms will be adjusted accordingly. Staff will review each ROP to ensure the proper wording is in place. Any required ROP edits will be vetted with the Members Section Steering Committees and brought for Board approval by December.

The Board approved the revised Member Section Policy.

- Liaison policy

Sanjay elaborated on the proposed change to the Liaison policy on handling Statements of Use for older specifications. The Process Committee resolved this through additions to section 2 of the Liaison Policy. Details are available in the minutes of the Process Committee. Jamie Clark will review the proposed change and produce and update the Liaison policy document for subsequent Board approval (Action Item #0071).

## 8. Staff Reports

Laurent Liscia, CEO and Executive Director, lead the session. The Board received and discussed a number of Staff Reports:

- **Barbara Erbes**, Member Services Coordinator, reported on membership renewal process and outcomes. Against a target renewal rate of 78%, OASIS current renewal rate stands at 77%. She was commended for the excellent efforts and clear presentation.
- **Carol Geyer**, Senior Director for Communications and Development, also reported on behalf of **Robin Cover**, **Jane Harnard** and **Dee Schur** on key aspects of the business development strategy, noting: 2014 new revenue trend; TC origins; new initiatives such as the Interoperate newsletter and the Watering Hole video conversations and work on the Interop Demo Policy Revisions.
- **Chet Ensign**, Director of Standards Development and TC Administration, also reported on behalf of **Robin Cover** and **Paul Knight**, provided an update on TC Administration. TC administration is focused on providing member support first. Performance is within targets. A trend that affects performance is complex, multi-part submission. 2015 might be a year with many Candidate OASIS Standards when looking at current progress in Technical Committees.
- **Scott McGrath**, COO, reported on IT. The IT Cloud migration has been completed now. Kavi development is in flux; more information is expected in Q1/2015.

## 9. Staffing Committee Report

Jim Hughes, Chair of the Staffing Committee, reported and led the discussion.

**In Executive Session**

## 10. Organizational Health

Jim Hughes, Chair, led the session.

**In Executive Session**

## 11. Board-Only Discussion

**In Executive, Directors Only, Session**

*The meeting recessed for the day at 16.30.*

## **DAY TWO**

### **12. Welcome and Agenda Review**

Jim Hughes, Chair, called the meeting to order at 09.00 hrs.

Peter Brown and Fang You joined the meeting by teleconference.

### **13. Installation of new Directors and Appreciation for Departing Directors**

Fang You was formally welcomed and installed as Director.

The Board approved unanimously a resolution expressing its appreciation of departing Director Zhexuan Song.

### **14. Legal Presentation**

Jim Hughes welcomed Richard Snyder of the legal firm Duane Morris LLP, who gave an overview of fiduciary responsibility of Board members individually and collectively as a Board.

### **15. Election of Officers and Committee Assignments**

Jim Hughes led the session.

Jim invited nominations for Board Officers to be confirmed, added or withdrawn. Only one candidate presented for the post of Chair of the Board, Jim Hughes. He was elected by acclamation.

Only one candidate presented for the post of Vice-Chair of the Board, Frederick Hirsch. He was elected by acclamation.

Only one candidate presented for the post of Secretary, Gershon Janssen. He was elected by acclamation.

Only one candidate presented for the post of Treasurer, Mike DeNicola. He was elected by acclamation.

Board Directors were then asked to volunteer for chair and membership positions in the Board subcommittees, and a table of assignments was prepared. The Board approved a resolution confirming these elections together with assignments to Board subcommittees.

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## **16. OASIS office Developments**

Scott McGrath, COO, reported and led the discussion.

Scott elaborated on the OASIS office developments. The landlord asked to move OASIS to another building due to planned upgrade activities on the current office building. Staff negotiated a new deal, in which we move to another office space which is slightly smaller, but at a price comparable with our current level. The move to the new office is expected in the next two months. Costs of the move are approximately USD 6.5k.

The Board approved the amended Lease.

## **17. OASIS Policy Maintenance**

Jim Hughes, Chair, led the discussion.

The Board reviewed the OASIS Policy Maintenance document, identifying policies to be addressed.

Respective owners are requested to provide updates to Gershon prior to the October 2014 Board meeting. An updated document will be sent to the board-plus list a few weeks before the October 2014 Board meeting.

## **18. IPR Committee Report**

Frederick Hirsch, Chair IPR Committee, reported and led the discussion.

- Making approved revised IPR Policy effective

Frederick provided a short update on the history of this topic. The Board approved the revised IPR policy at the April 2014 Board meeting, but delayed the implementation of it pending consideration of potential changes arising from Staff at this (July 2014) Board meeting. The general sense was to make the IPR Policy effective.

The Board approved to make the IPR Policy effective October 1, 2014.

## **19. OASIS Liaisons Report**

Laurent Liscia, Executive Director, led the session.

- Quarterly Liaison Report

Jamie discussed the Quarterly Liaison Report with the Board.

The Board noted that this was a good and very informative report and thanked Jamie for it.

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## **20. TAB Report**

Jim Hughes, Chair, led the discussion.

Jacques Durant, Chair of the TAB, joined and provided the Board with a status report on TAB activities, noting completed work in 2014, Public Reviews analysis, Conformance Clauses Guidelines, Specification Editors Best Practices, and Citations catalog resources.

The Board took note of the presentation and thanked Jacques for the report.

## **21. Member Sections Report**

Scott McGrath, COO, led the session.

- Report from the Emergency Interoperability Member Section

Elysa Jones, Chair of the Member Section Steering Committee, joined by teleconference and reported on adoption of CAP and related specifications, focusing on the liaison work that makes that possible.

The Board took note of the information and thanked Elysa for the report.

- Closure of Member Sections without activity

Scott reported that the OpenCSA Member Section is without activity for a while now. He had conversations with all the principals of the group and this also confirmed the Member Sections' inactivity. Scott will close this Member Section in due time.

## **22. IDESG**

Scott McGrath, COO, reported and led the discussion.

Scott elaborated on the IDESG topic, the OASIS services intended to be offered and the draft term sheet for those services. Background was provided about the IDESG organization, the bid, and the benefits and potential risks.

The Board approved to execute a contract to provide services to IDESG Inc. as described in the draft term sheet.

As this seems like a big activity for OASIS, this will be scheduled as a regular topic for Board meeting.

## **23. Upcoming OASIS Events**

Laurent Liscia, Executive Director, walked through the list of upcoming OASIS Events, highlighting the Watering Hole sessions, which are in support of the Interoperate Newsletter. Support and participation is welcomed.

## 24. Schedule of Future Meetings

<b>12 September 2014, Teleconference</b> 8am-10am PDT / 11am-1pm EDT / 17.00-19.00 CEST / 23.00-01.00 CST
<b>21-22 October 2014, Face-to-Face, US, New York, NY</b> IBM offices Day 1: 9am-5pm EDT, Day 2: 9am-4pm EDT
<b>10 November 2014, Teleconference</b> 3pm-5pm PT / 6pm-8pm ET / 00.00-02.00 CET (+1) / 07.00-09.00 CST (+1)
<b>16 December 2014, Teleconference</b> 6am-8pm PT / 9am-11pm ET / 15.00-17.00 CET / 22.00-00.00 CST
<b>3-4 February 2015, Face-to-Face, US, West Coast (LA area)</b>
<b>5-6 May 2015, Face-to-Face, US, East Coast</b>
<b>29-30 July 2015, Face-to-Face, US, Burlington, MA (OASIS offices)</b>

## 25. Any Other Business

- Cybersecurity

Mike DeNicola suggested the possible need for a Cybersecurity Board Committee. The Governance Committee was tasked with this item and asked to report back to the Board at the October 2014 face-to-face meeting (Action Item #0070).

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## **26. Adjourn**

The Board thanked Oracle for providing the meeting facilities.

The meeting adjourned at 15.50.

*Respectfully submitted, 31 August 2014*

*Gershon Janssen, OASIS Board Secretary*



## Approved Resolutions

### **RESOLUTION 2014-07-30.01**

“Board resolved to approve minutes of the meeting held on 3 June 2014, available at:

Executive:

<https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/53380>

Public:

<https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/53381>”

### **RESOLUTION 2014-07-30.02**

“Board resolved to approve the revised Member Section Policy [1] along with an editorial change [2], effective August 1st, 2014.

[1] Revised Member Section Policy: [https://www.oasis-open.org/apps/org/workgroup/board-process/email/archives/201404/msg00002/Member\\_Section\\_Policy\\_2014-04-03\\_draft.pdf](https://www.oasis-open.org/apps/org/workgroup/board-process/email/archives/201404/msg00002/Member_Section_Policy_2014-04-03_draft.pdf)

[2] Editorial change: <https://www.oasis-open.org/apps/org/workgroup/board-process/email/archives/201404/msg00003.html>.”

### **RESOLUTION 2014-07-30.03**

“Board expresses its appreciation to Zhexuan Song for his contribution to OASIS as member of the Board.”

### **RESOLUTION 2014-07-30.04**

“In accordance with OASIS bylaws Article 4 Section 1, the Board resolved that the following individuals are hereby elected to the office or position indicated in the list 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.

- Chair of the Board and OASIS President: Jim Hughes
- Vice-Chair of the Board: Frederick Hirsch
- Secretary: Gershon Janssen
- Treasurer: Mike DeNicola

Composition and Chairs of Board Committees:

- Executive Committee: Jim Hughes (chair), Frederick Hirsch, Gershon Janssen, Mike DeNicola
- Finance and Audit Committee: Mike DeNicola (chair), Frederick Hirsch, Jim Hughes, Gershon Janssen
- Staffing and Compensation Committee: Jim Hughes (chair), Martin Chapman, Gershon Janssen, Dawn Jutla, Paul Lipton
- Process Committee: Sanjay Patil (chair), Peter Brown, Martin Chapman, Frederick Hirsch, Dave Ings, Gershon Janssen, Paul Lipton
- IPR Committee: Frederick Hirsch (chair), Martin Chapman, Jim Hughes, Dave Ings, Dawn Jutla, Paul Lipton, Sanjay Patil, Fang You
- Governance Committee: Peter Brown (chair), Martin Chapman, Mike DeNicola, Jim Hughes, Gershon Janssen, Fang You
- Board liaison to TAB: Gershon Janssen”

**RESOLUTION 2014-07-30.05**

“Board resolved to designate 35 Corporate Drive, Suite 150 Burlington Massachusetts as the corporation’s principal office location, effective September 2014. The Corporation also amends the lease by and between the Corporation as Tenant and BURLINGTON CENTRE OWNER LLC, a Delaware limited liability company, as successor-in-interest to MEPT Burlington LLC as Landlord for the premises located at 35 Corporate Drive, Suite 150, Burlington, Massachusetts, in substantially the form presented (the "Lease Amendment"), and that the Executive Director is hereby authorized and empowered to execute, under the corporate seal of this Corporation, the amendment and to perform the transactions contemplated thereby.”

**RESOLUTION 2014-07-30.06**

“Board resolved to make "IPR-Policy-2013-0718-IPRcomm-clean.pdf" effective subsequent October 1, 2014.”

**RESOLUTION 2014-07-30.07**

“Board resolved to execute a contract to provide services to IDESG Inc. as described in the draft term sheet at [https://lists.oasis-open.org/archives/board-plus/201407/msg00029/DRAFT\\_TERM\\_SHEET\\_APPROACH\\_20140717\\_v1.pdf](https://lists.oasis-open.org/archives/board-plus/201407/msg00029/DRAFT_TERM_SHEET_APPROACH_20140717_v1.pdf).”