

FINAL

Minutes of the OASIS Governing Board, held at the Wyndham Hotel, Billerica, MA on Wednesday - Thursday, 31 July 2002 - 1 August 2002

Attendees:

Directors

<u>Directors</u>	<u>Position</u>
Colin Evans	Director and Board Chair
Norbert Mikula	Director and Board Vice-Chair
Patrick Gannon	Director and President/CEO
Jim Hughes	Director and Secretary/Treasurer
Christopher Kurt	Director
Una Kearns	Director
Simon Nicholson	Director
Michael Weiner	Director

Others Present

Ed Cobb	Incoming Director-elect
Laura Walker	Incoming Director-elect
Karl Best	OASIS Director of Technical Operations (Wed pm)
Madeline Wasson-Burns	OASIS Controller (Wed only)
Scott McGrath	OASIS Member Account Manager (Wed pm)
Pim van der Eijk	OASIS European Representative (Wed pm)
Carol Geyer	OASIS Director of Communications (Wed pm)
Dale Waldt	OASIS Business Development Consultant (Wed pm)
Jeff Lomas	OASIS Manager of Technical Services (Wed eve)

1. Opening and Agenda Approval. Colin called the meeting to order at 9:00 am, and the published agenda was approved, with modification to address IPR and WSI on the first day, and additional review of a previous strategy paper on the second day.

2. Previous Minutes. The board voted to approve minutes:

Resolution 020731-01: By unanimous vote, the minutes of the 18 July 2002 board meeting, with two minor amendments, are approved.

Simon requested review of the action item list distributed with the draft June minutes, and status was noted:

1. Federated Identity Workshop information – Done.
2. ebXML Strategy Discussion – Open, to be discussed Thursday.

3. ISO Fast Track process – Open, to be discussed Thursday.
4. LISA Contract – Open, sent to counsel on 6/28, waiting for legal review.
5. Annotated List of all Liaisons – Open, to be discussed Thursday.
6. CommerceNet Proposal document to Exec team – Done.
7. WS-I Liaison Discussion – Will be reported Thursday.
8. Submitting a Note to W3C – Open.
9. Copy of Portals Status slides use in June meeting – Done.
10. Update to Portals charts and forecast – Will be reported Thursday.

- 3. 2001 Audit Report.** The completed audit report for the year ended 31 December 2001 was presented to the board and various portions discussed to insure the board understood all parts of the audit. As required by Section 6, Article 7 of the Bylaws, an Annual Report will be prepared and sent via email to all members; however, based on recommendation of the auditor, the paper copy of the audit will be sent only on request and no web or email postings will be made. The auditor has a few last minute changes to make to the Management Representation Letter before Patrick and Jim sign it.

Action Item 020731-01: Patrick will prepare a draft Annual Report for board review by 14 August, and circulate the report for a 48-hour board review. If no significant issues with the report are raised by board members during this review period, Patrick will issue the Annual Report to the membership; otherwise, Patrick will discuss modifications with the board.

- 4. YTD 2002 Financial Report.** Patrick reported on the financial position as of June 30, 2002, using the reports prepared by the outside accounting firm distributed to Directors. A question was asked about Royalty Income and an Action Item assigned to Patrick; subsequent to the meeting, it was confirmed that the small royalty income came from a contract between Leo and ITworld.com covering “click-through” access to ITworld.com services from XML.org web pages.

The general conclusion is that future flow of revenue has not improved significantly and overall revenue is decreasing; cash has decreased but expenses are in line to achieve the targeted net income for the year. Dues have not been altered in 4 years and may need to be increased this fall when 2003 planning is done.

- 5. Portals Business Discussion (XML.org and Cover Pages).** Due to the lack of sales, competing information distribution channels, the need to achieve another \$95K in revenue for FY02 and other factors, Patrick has instituted a set of changes to the portals business area. Among the changes are: a new CP web design; XML.org reorganization with a new low-cost sponsorship pilot; and Focus Areas that

highlight key industries/applications. The new sponsorship plans require that sponsors be OASIS organizational members, and the revenue forecast for the plan is to add \$135K in revenue in the remainder of this year. Overhead allocation is now calculated as 30% of gross income instead of a portion of revenue.

6. **FY 2002 Forecast.** Patrick presented an overall FY02 financial forecast, noting that it will achieve the budgeted \$144K net income for the year. Revenue, Income and Expense will each reach about 93% of the original budget. As the Finance Committee had not yet seen the new forecast, they are asked to review it in their next meeting.

The board discussed the prospects of obtaining funding from European sources (especially the EC) for new projects; the need to increase infrastructure/tools as the number of TCs increases; the need for a common TC errata process; and a common OASIS glossary of terms. Patrick intends to implement the Q2 bonuses and salary changes, and performance goals will include both company and individual targets. The board stressed the need to focus closely on cash positions to make sure cash reserves increase.

7. **Technical Work Status.** Karl presented on TC/JC activity (150% growth in a year); near-term anticipated growth (especially education and e-government); current spec progression status; ISO submission plans; and an explanation of Fast Track, New work Item (NWI) and Publicly Accessible Specification (PAS) submission options for ISO. The board noted that the PAS option seemed the most appropriate for OASIS work. There is concern that TCs need to meet outside of the US, and European uptake of OASIS activities is not as great as it should be, given the market size.
8. **Membership Review and Growth Analysis.** Scott discussed of membership growth, pointing out that international membership is increasing and members are more active in TCs now. Renewals and sales are strong, and a dues increase at the end of the year is warranted for growth in services.
9. **European Review.** Pim led a discussion of European activities: building general awareness of OASIS; establishing relationships with the e-business and standards community; specialized discussions in e-government, publishing, etc.; and bringing system integrators into technical work. Ed offered to provide a contact in OMA for further liaison discussions. The following e-business case studies were discussed:
 - CEN ISSS eBES, for ebXML implementations; concern was raised over creation of another liaison relationship with eBES without board or ebXML JCC

discussion. Chris proposed that Management develop an overall process for setting up appropriate liaisons with other organizations, and have prior discussions before specific agreements are made with disclosure to the board. Concern is raised over ownership of output from joint activities, such as the ebXML interoperability pilot, and how this fits into the OASIS TC model. It was suggested that Patrick let the board know each time a joint communiqué with other organizations is distributed publicly.

- EAN International, for supply and demand chain management; EAN is an OASIS contributor and will produce an industry template as part of the ebXML IIC TC.
- ETIS has approached OASIS to discuss schemas for telecom invoices and ebXML expertise, and to create a new TC.

E-government activities were discussed: Election Services TC; Automotive Repair Information TC; Online Dispute Resolution; joint e-government TC; Interchange of Data across Administrations (IDA) TCs; eEurope 2005 policy initiative; and Framework Programme 6 (FP6).

- 10. Marketing OASIS Information Channels.** Carol discussed XML.org and Cover Pages distribution channels, which must deliver additional \$95K revenue to achieve goals. The new CP design was discussed, including new analyses of TC topics in an improved graphic design. An XML.org alternative to create specific focus areas with Content Partners and a new Sponsorship plan was presented. The board agreed with the “incremental change” plan for XML.org changes, and an update will be provided in the next board meeting.

Action Item 020731-02: Patrick and staff will provide an update on XML.org changes in the next board meeting.

- 11. WS-I Liaison Discussion.** Simon, Una and Patrick held a teleconference on 17 July to discuss a potential liaison relationship with WS-I. Ed Cobb, chair of the WS-I Liaison Committee, discussed the development of a WS-I liaison policy and relationships with other organizations. OASIS decided not to have a legal review of the WS-I Agreement due to costs. Next steps were for Patrick to find out from WS-I what liaison relationship would make sense. The general conclusion was to have a simple, initial management relationship to discuss matters of mutual concern on a monthly basis. Patrick and Ed will be the contacts.

At 4:45 p.m., the meeting moved to the new OASIS home office on Boston Road, for a tour and presentation on OASIS Technology Services. Following those presentations, the board adjourned for the day.

At 8:00 a.m. on Thursday, 1 August, the board was called back into session by Colin. The following persons were present:

Attendees:

Directors

Position

Colin Evans	Director and Board Chair
Norbert Mikula	Director and Board Vice-Chair
Patrick Gannon	Director and President/CEO
Jim Hughes	Director and Secretary/Treasurer
Christopher Kurt	Director
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Ed Cobb	Incoming Director-elect
Laura Walker	Incoming Director-elect
Karl Best	OASIS Director of Technical Operations

12. Liaison Report. Patrick elaborated on a written liaison report. A general conclusion was that a more standard template should be used to report on liaison status, and the template should include material on: specific strategic and tactical goals for the relationship (both OASIS goals and what we perceive to be the other organization's goals); OASIS resources applied (OASIS staff assigned, finances/dues, OASIS members representing OASIS in the group and selection process, etc.); current status; identified IPR issues and their resolution; other opinions and comments; plans/processes needing board approval.

Action Item 020731-03: Patrick was asked to present a report to the board in the next meeting on all liaison activities, using the new format.

The board discussed the process for appointing representatives from OASIS to other consortia – historically this has been done by OASIS management. It was decided to continue the discussion in the next meeting, in the context of the full report noted above. A need for a conflict of interest policy was also noted.

Action Item 020731-04: Patrick will work with the Staffing Committee to bring a Conflict of Interest Policy for board approval.

- 13. TAC/TAB Status.** Una presented status: the TAC (a board committee) no longer exists, as its function has been taken over by the new Technical Architecture Board (TAB). A remaining unfinished item is to complete the update of the Technical Process, and this work is transferred to the TAB.

Resolution 020731-02: By unanimous vote, the Technical Advisory Committee is now closed, and thanks extended to the board members that have been doing this work.

The TAB has elected Eduardo Gutentag as chair, and resolved that all elected TAB members would serve two years, with board appointees serving one year. Several Directors questioned this decision, as it would lead to no elections next year; a more suitable approach would be to have half of each of the elected class and appointed class of members elected/appointed each year.

Action Item 020731-05: Una will discuss this with the TAB in its next meeting, and report back to the board.

Una noted that minutes have been taken for each TAB meeting, and she will both circulate these to the board (done immediately following the meeting) and insure that in the future all minutes are sent to the board within 5 days of the TAB meeting.

Action Item 020731-06: The Board will review all the TAB minutes and send comments to the new board liaison to the TAB. When the TAB releases their process document and communication plan (expected within one month), the board will give feedback and approve these documents.

- 14. Installation of New Directors.** At this point in the meeting, the outgoing Directors relinquished their positions and the incoming Directors-elect became members of the board. Una and Norbert are leaving the board, and Laura is returning to the board as an elected Director. Ed Cobb was installed as an elected Director.

Resolution 020731-03: By unanimous vote, the Board expresses its appreciation and thanks to Una Kearns and Norbert Mikula for their many years of service to OASIS and the board.

- 15. Officer Elections and Committee Assignments.** As permitted by the bylaws, Jim resigned as Secretary in order to reduce his workload.

The board elected/confirmed officers and made committee assignments:

- Board of Director positions: Chairman – Colin Evans; Vice-Chairman – Simon Nicholson

- Corporate positions: President – Patrick Gannon; Secretary – Chris Kurt; Treasurer – Jim Hughes
- Executive Committee: Colin Evans (chair), Patrick Gannon, Jim Hughes, and Chris Kurt.
- Finance Committee: Jim Hughes (chair), Simon Nicholson, and Patrick Gannon.
- Staffing Committee: Michael Weiner (chair), Ed Cobb, and Colin Evans.
- Strategy Committee: Ed Cobb (chair), Patrick Gannon, and Laura Walker.
- Board Delegate to TAB: Chris Kurt.
- Board Delegates to ebXML JCC: Patrick Gannon (chair), Simon Nicholson and Karl Best.

Action Item 020731-07: Chairs of the Finance, HR and Strategy Committees will provide a charter for approval, covering function, scope, principal activities and planned reporting to the board.

16. Future Meeting Dates. The following dates were set for future meetings:

- 21 August 2002 by telephone: 8-10 a.m. PDT
- 16 September 2002 by telephone: 8-10 a.m. PDT
- 17 October 2002 by telephone: 8-10 a.m. PDT
- 21 November (9 am – 6 pm) and 22 November (8 am – 11 am) in the San Francisco Bay area (BEA offices in San Jose are proposed)
- 18 December 2002 by telephone: 8-10 a.m. PDT
- 11-12 February 2003, in conjunction with an Annual General Meeting (possibly in Atlanta)
- 13-14 May 2003, US West Coast
- 30-31 July 2003, Billerica, MA

17. Member Section Status. The quarterly financial recaps for the Member Sections are being completed now and will be ready for Finance Committee review next week. CGMopen renewals are in June and Patrick needs to check status of them. For LegalXML, \$40K in gross revenue was booked YTD, and they expect to gain \$30-50K more in 2H02, easily meeting their goals for the year. UDDI announcements have been made, and approximately \$17K of marketing funds will be transferred in. Patrick noted that there was an IRS letter from 1998 certifying our tax status.

- 18. Personnel Policies.** Patrick presented policies for initial review: Travel, Company Credit Cards, Holidays and Paid Time Off. Directors provided comments and asked Patrick to confirm the exact status of the Administaff Policy Manual – does it apply to OASIS employees “as-is”, or is OASIS expected to customize the prototype manual for our use (with the understanding that certain sections cannot be changed). Directors were further asked to send comments on the drafts to the Staffing Committee:

Action Item 020731-08: Directors will provide comments on the draft Personnel Policies to the Staffing Committee no later than 11 August 2002; the Committee will work with Management to update the Policy Manual and raise issues to the board or other committees as needed.

As part of the process to obtain new “middle market” credit cards from AmEx, Patrick has been requested to sign the following statement: “Guarantor hereby represents and warrants that it has obtained any and all required Board resolutions and taken all other actions required to make this Guaranty binding on Guarantor, its successors and assigns and that this Guaranty, when executed by Guarantor, shall be binding upon Guarantor, its successors and assigns.” To support this statement, the board passed the following resolution:

Resolution 020731-04: By unanimous vote, the Board resolves that the Guaranty required by American Express as part of the “Middle Market” Credit Card program, when executed by the OASIS President, shall be binding on OASIS, its successors and assigns.

- 19. OASIS Expansion.** The board discussed expansion into Europe and other areas. Laura agreed to provide a link to SWIFT, and other Directors were asked for assistance in the markets in Asia. India and China are also considered primary growth areas.

[Colin left the meeting at this point, and Simon assumed the chair.]

- 20. Standards Registry.** Karl is transferring the project to ANSI web pages, and committee work will continue. OASIS does not intend to adopt this work without further elaboration on ownership and suitable IPR declarations.
- 21. Bylaws Changes.** The Strategy Committee was asked to discuss the issue of expanding the number of board directors, if appropriate, as part of a general strategy discussion.

22. Submissions to W3C. As several TCs have asked this question, the TAB was asked to consider the process OASIS might use to submit a Note to W3C, and report back to the board for adoption.

23. Closing. The meeting closed at 2:50 pm.

Respectfully Submitted,

Jim Hughes/Christopher Kurt
Secretary