Minutes of the OASIS Board of Directors - Final
October 7-8, 2004

Directors in Attendance
John Borras
Ed Cobb
Mike DeNicola
Colin Evans, Chairman of the Board
Patrick Gannon, OASIS President and CEO
Eduardo Gutentag
Frederick Hirsch
Jim Hughes, Treasurer
Chris Kurt, Secretary
Jeff Mischkinsky
Michael Weiner

Guests in Attendance
Karl Best, OASIS Vice President
Jane Harnad

1. Call to Order, Review of Agenda

The meeting was called to order at 8:33 am CET. All Directors were in attendance. The meeting agenda was reviewed, updated and approved.

2. Other Business

The regular Board F2F meeting pattern was discussed to coordinate with other industry XML events. Michael Weiner proposed that we adopt a schedule where the Board meeting in Europe each spring, July in Boston, and the Fall Symposium in the U.S.

3. Review & Approval of Minutes from Sep. 15th Board call

Chris Kurt presented the draft minutes from the September 15, 2004 meeting for approval.

RESOLUTION 2004-10-07.01: RESOLVED, that the Board unanimously approves the minutes of the September 15, 2004 Board meeting, as amended at the October Board meeting.

4. Review & Discuss Status of OASIS Organizational Health Issues

Patrick Gannon presented a summary of organizational issues and the current status of resolutions.

- Need more financial commentary in monthly report.

Status: Discussed with the Finance Committee and additional details have been added to the monthly reports.

- Need more clarity on financial status to show issues that need action
  Status: CEO is providing the Finance Committee with assessment reports for potential problem areas.

- Improve communication between staff and Board
  Status: Provide a process for staff to be more actively involved in Board committees. Karl Best, Cathy Mayo, Scott McGrath, and Jamie Clark have each been directly involved the appropriate Board Committees to share feedback. John Borras has also been meeting directly with staff.

- Board should be more strategically focused.
  Status: Discussing different roles of Board members, both active engagement in early policy discussions and general governance. It was observed that directors help in both roles and we need to determine how to establish the correct balance.

- Multiple industry roles of Board members.
  It was observed that many directors play various roles throughout the industry. The role of OASIS events, board visibility, and their relative importance to the organization were discussed.

5. Review & approval of OASIS Membership Agreement for Member Review

<Karl Best joined the meeting at this time>

Ed Cobb presented a draft Membership agreement for review and approval.

RESOLUTION 2004-10-07.02: RESOLVED, that the Board unanimously approves publication of the new OASIS Membership Agreement (version as of 2004-10-06) for member review and comment, amended to delete the reference to the membership category document in the agreement.

6. IPR Policy Revisions

Ed Cobb reported on the status of the IPR Committee work.

The IPR Committee met face to face to discuss all member comments received to date. The policies have been updated as a result, and the committee plans to meet again tomorrow afternoon to finish the policy.

In order to put the policy into place at the beginning of 2005 (ideally, on January 1), a special meeting will be required to approve the final policy. This would require publication on the new policies and related documents on November 1, 2004. The

committee would like the special Board meeting to be scheduled near the end of October to support this schedule.

The list of guidelines and policies that staff would like to have approved for the start of the New Year was discussed, along with the general approach for member reviews and final Board approval.

The Membership Agreement will be posted for member review for 30 days, starting on October 11, and ending on November 10, 2004.

A special Board Meeting will be held 8:00 – 9:00 a.m. PDT on Tuesday October 26, 2004 for approval of the OASIS IPR Policy, TC Process and related material.

7.   TC Process Revisions

Karl Best presented the current draft of the TC process for Board approval. The member review schedule was discussed, along with the relationship between the various policies and the Membership Agreement.

Karl presented the change summary of the TC process for discussion.

The topic of observers attending meetings was discussed in detail.

RESOLUTION 2004-10-07.03: RESOLVED, that the Board approves an update to the TC process draft to allow an Observer to attend F2F meetings or teleconferences silently if they are already signed up as an Observer in the TC. When an employee signs up as an Observer, the primary contact is automatically notified. Motion passed 6-5-0.

RESOLUTION 2004-10-07.04: RESOLVED, that the Board approves publication of the TC process draft, as modified in the Board meeting, to the OASIS members for a 30 day review and comment period. Passed unanimously.

8.   TC Status Report

Karl Best presented a report of Technical Committees where staff is concerned about their ongoing viability. Karl reported on the current discussion status for each of these TCs. Staff is contacting the TC Chairs and members to determine their status.

9.   Standards Registry Update

Karl Best reported on discussions with the Strategy Committee on the Standards Registry. Recommendations:
   - How to make better use of registry at current feature level.
   - How to increase functionality of the registry.
   - How to work with other organizations to make better use of respective registries.

The strategy committee recommended that better use of the registry at the current feature level with some extra maintenance to show the work of the OASIS TCs.

In terms of making the registry more useful, proposals for additional fields of information in the underlying database can be used for dynamic web pages for the TCs – merging information with that in Kavi. The strategy committee recommended this work be prioritized behind other development work.

The third recommendation is to proceed with the idea of federating the registry with those of other organizations, but requires further discussion before dedicating resources to the task. Discussions with other organizations about funding details are in progress.

10.   Liaison Org Status Review

Patrick Gannon provided a Liaison status report.

The OASIS forum this week was co-sponsored by CEN. An eGov workshop meeting is scheduled for October.

ISO has approved OASIS' application to be a PAS submitter with JTC1. The Web Services Study Group has invited OASIS to submit completed specifications.

New UN/CEFACT leadership has been elected, and their Forum Chair will be visiting the OASIS offices in October.

The UNECE TSIED held a seminar on October 5 in collaboration with OASIS. A new eBusiness repository project is planned.

Patrick Gannon will be attending the W3C AB meeting on December 2.

AIAG has joined OASIS. OASIS staff attended their B2B convergence workshop. AIAG members, such as Ford, GM and John Deere have joined OASIS.

HL7 has resigned as an XML.org focus area content partner. Staff is participating in the HL7 international meeting.

Patrick Gannon will be attending the ITCSB meeting of the ICT Standards Board in Geneva on October 30.

Joint planning for XML 2004 with IDEAlliance is started. XML2004 in Washington on November, and XML 2005 in Amsterdam in May are being planned.

Memorandums of Understanding with both ETSI and Liberty Alliance are under discussion.

11.   2005 Symposium Plan Review

Eduardo Gutentag presented the current plan for the 2005 OASIS Symposium, with the selected topic of XML Vocabularies. The Symposium will be held in New Orleans on April 25 and 26, 2005. A general member meeting, Board meeting, and TCs will be meeting in conjunction with this event.

12.   Meeting Plans/Schedule

<Jane Harnad joined the meeting for this discussion>

The approach for scheduling the AGM, Board F2F meetings, and OASIS events was discussed with Jane Harnad. Michael Weiner suggested that we migrate to a schedule where the Board meeting in Europe each spring, July in Boston, and the Fall Symposium in the U.S.

Other possibilities discussed were aligning schedules with IDEAlliance or other industry events.

13.   Outside Director's Discussion

<OASIS Staff were excused from this session.>

The outside directors met to discuss overall organizational health and any other concerns.

14.   Recess

The Board adjourned for the evening at 5:53 CET, and reconvened at 8:36 am CET on Friday, October 2004. All Directors except Michael Weiner were in attendance when the meeting reconvened.

15.   Review of Agenda

The agenda for the day was reviewed and accepted without changes.

16.   Strategy Committee Review

<Michael Weiner joined the meeting during this discussion>

Patrick Gannon provided an update on the OASIS Strategy Plan and the process for determining funding requirements. Current industry trends were discussed, along with brainstorming a five year strategy for the organization.

The Board also discussed whether OASIS should establish a more formal office presence in Europe.

The Board agreed that establishing a 'virtual office' for OASIS in Brussels is a management staffing and support issue, and that the more fundamental problem of the legal implications of establishing virtual or part-time offices in Europe still needs further study.

17.   Finance Committee

Patrick Gannon presented the August financial report. Renewal rates are slightly less than expected, which is likely to result in 2004 revenue approximately $200K less than plan.

Sponsor membership decreased slightly, with one additional Contributor in the period. The financial position of each of the Member Sections was reported. No new TCs were created in August.

Action Item 2004-10-07.01: Staff to provide a report to the board with analysis and recommendations for membership categories based on movement of individuals to corporate membership when the new IPR policy takes effect.

The Board approval for the 2005 budget plan (high-level, by quarter outline) is scheduled for the November 12 Board meeting. Final approval of the 2005 budget is scheduled for the December meeting.

18.   Action Item and Meeting Review

The January F2F meeting is scheduled for January 20 and 21 at Intel in Phoenix, AZ, starting at 8:00 a.m. on the 20th, and adjourning at 2:00 p.m. on the 21st.

The April F2F meeting is scheduled for April 27-28, 2005 in New Orleans.

The meeting concluded with a discussion of this meeting, highlights, and areas for improvement at future Board meetings.

19.   Adjournment

The meeting adjourned at 12:14 pm CET. The next meeting is a teleconference scheduled for November 12, 2004 at 8:00 am PST.

Respectfully Submitted,
Christopher Kurt
Secretary