Minutes of the OASIS Board of Directors
November 2-3, 2005

Held in St. Helena, CA

Directors in Attendance
Eduardo Gutentag, Chairman
Ed Cobb, Vice Chairman
Mike DeNicola, Treasurer
Chris Kurt, Secretary
Patrick Gannon, OASIS President and CEO
Bob Glushko
Frederick Hirsch
John Jackson
Jeff Mischkinsky
Michael Winters
Claus von Riegen

1.   Welcome, Goals and Agenda Review

Eduardo Gutentag convened the meeting at 9:04 a.m. Pacific time. Ten of eleven
Directors were present when the meeting convened.

The meeting agenda was reviewed and approved.

2.   Review and Approval of Previous Minutes

Chris Kurt presented the minutes of the September Board meeting for review and
approval.

> **RESOLUTION 2005-11-02.01:** RESOLVED, that the Board approves the
> minutes of the September 30, 2005 Board Meeting. Passed unanimously.

The open action item was reviewed. The operations report format has been updated as
requested.

3.   Member Section Review

Patrick Gannon reported Member Section status. OASIS has four active member sections.

The CGM Open Member Section is preparing to submit their specifications to W3C.
They are spending funds slightly ahead of budget, but still within allowable funds.

Michael Winters asked whether renewal rates for Member Section members are higher
(or the same as) members who are not in Member Sections.

47 The DCML, Legal XML and PKI Forum Member Section finances are generally on track.
48
49   **ACTION ITEM 2005-11-02.01:** Patrick Gannon to contact OASIS Counsel to
50   examine documents related to consultant contracts and employment agreements
51   and determine the status of TC Contributions made by consultants or employees.
52   Due before next meeting.
53
54 Proposed revisions to the Member Section Policy were reviewed and discussed.
55
56   **ACTION ITEM 2005-11-02.02:** Patrick Gannon to launch an ad-hoc group to
57   develop Member Section Policy, comprised of Patrick Gannon, Chris Kurt,
58   Frederick Hirsch, Mike DeNicola and representatives from each Member Section.
59   Due before next meeting.
60
61   **RESOLUTION 2005-11-02.02:** RESOLVED, that each Member Section is
62   required to prepare a draft budget each year for the following calendar year.
63   - ALSO RESOLVED, that this draft budget must be submitted prior to December
64   1 of each year to OASIS Management for inclusion in the organizational budget,
65   for approval by the OASIS Board of Directors, and,
66   - ALSO RESOLVED, that this draft budget shall be distributed to Member
67   Section members for their information, and,
68   - ALSO RESOLVED, that if a Member Section does not expend its funds
69   according to its approved budget, the Board may stop all future allocation of
70   funds to that Member Section until an acceptable spending plan is received and
71   approved by the Board. In such case, withheld funds will revert to the OASIS
72   General Fund and will be lost to the Member Section.
73   Passed Unanimously.
74
75 **4.**   **Legal XML RoP**
76
77 Proposed updates to the Legal XML RoP were reviewed and discussed. Further
78 discussion and approval of proposed changes was deferred until after policies governing
79 Member Section activity are developed.
80
81 The sense of the board was that Member Section RoPs will be able to determine certain
82 conditions, such as IPR mode, under which TCs can be affiliated with the Member
83 Section.
84
85 **5.**   **Strategy Committee Review**
86
87 Frederick Hirsch reported on the activity of the Strategy Committee. Patrick Gannon
88 presented the current execution plan that supports overall organizational strategy. The
89 material was discussed by the Directors.
90
91 **6.**   **Financial Reports**
92

Patrick Gannon presented the September Operations Report. Total revenue YTD is at 93% of budget, and expenses were managed to 87% of budget. No significant financial issues were reported. Cash on hand was reported at $1,160K, providing for 3.6 months of operating funds.

Adoption services revenue from September was $3000. Total expenses for the year are expected to be less than $15,000.

OASIS has 372 organizational members, 50 associate members and 136 individual members. Over 50% of members have signed the new Membership Agreement. 4 of 64 TCs are operating under the new IPR Policy. No committee specifications or OASIS standards were approved in the month of September.

A preliminary 2006 budget was presented for review and discussion.

> **ACTION ITEM 2005-11-02.03:** Finance Committee to develop a prioritized breakout of the expense categories for discussion at the next meeting, with $0 planned net income. Due before next meeting.

7.   Outreach Team Report

Bob Glushko and Ed Cobb reported on outreach team discussions. The group has discussed member surveys and communication with members of the open source community. Additional follow-up with Apache and others is planned.

8.   OASIS Standards Voting & Domains

Claus von Riegen presented a proposal to consider grouping TCs together into 'work areas' and the number of votes required to pass specification ballots. Further discussion on the topic will be held within the TC process committee.

9.   General Organizational Health

The Board had a general discussion of organizational health. The specification development process, attendance and visibility of board meetings, and staff participation in Board committees were discussed.

> **ACTION ITEM 2005-11-02.03:** Executive Committee to discuss member attendance at parts of Board meetings.

10.   Outside Director Session

The outside directors met to discuss additional organizational health items.

11.   Recess

139   The Board recessed at 5:45 pm on November 2, and reconvened at 8:34 am on November
140   3. All Directors were present when the Board reconvened.
141
142   **12.   Conformance Test Update**
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144   Patrick Gannon provided an update on conformance testing discussions. A draft proposal
145   for SAML testing from the Drummond Group was distributed and discussed.
146
147   **13.   Liaison Org Status Review**
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149   Patrick Gannon presented the Liaison status report.
150   -   Open Document Format was submitted to ISO JTC-1 and is out for its 6 month
151   PAS ballot.
152   -   Discussions with ITU (re SAML) are ongoing.
153   -   UBL transition to CEFACT was discussed.
154   -   Terms for WebCGM endorsement by W3C are under development.
155   -   XML One has agreed to host a regional office in Singapore.
156
157   **14.   IT Infrastructure Status**
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159   Patrick Gannon provided an update on IT Infrastructure projects. Due to staff turnover
160   and schedule conflicts, the document management project has slipped. Wikir technology
161   investigation is ongoing. CVS and IRC servers have been deployed.
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163   Mechanisms for communication with the Board and IT staff were discussed.
164
165   **15.   TAB Review**
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167   <Jeff Mischkinsky left the meeting during this session.>
168
169   Frederick Hirsch presented a report of TAB activity. The symposium topic will be "The
170   Meaning of Interoperability". The call for proposals has been issued. Proposals must be
171   received by December 20, 2005. General logistics for the event were discussed.
172
173   The quality subcommittee has updated their draft of the article identification scheme. The
174   Gap analysis subcommittee identified a number of areas where new work could be
175   considered.
176
177   **16.   Review of Fall Education Events**
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179   Patrick Gannon reported on education events from this fall. Attendance at the London
180   adoption forum was approximately 50 people (twice the attendance of last year). OASIS
181   Open Standards Days were held in Singapore and Sydney.
182
183   **17.   2006 Meeting Planning**
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The January 25 and 26, 2006 F2F Board meeting will be hosted at the IBM facility in Tampa, FL. The next Board F2F will be on May 11 and 12, 2006, with the OASIS AGM scheduled for the evening of Wednesday, May 10.

Teleconference schedule:
  Dec. 9, 8-10 am Pacific
  Feb. 24, 8-10 am Pacific
  Mar. 17, 8-10 am Pacific
  Apr. 12, 8-10 am Pacific
  Jun. 30, 8-10 am Pacific

18. Staff Retention/Turnover

Staff turnover and reasons for taking other positions were discussed.

19. TC Transition

Ed Cobb led a discussion of transitions to the new IPR policy and whether the Board can/should more strongly encourage TCs to either move to the new policy or complete their current work.

20. Adjourn

The meeting adjourned at 12:28 pm Pacific Time. The Board thanked Bob Glushko for his hospitality.

Respectfully Submitted

Christopher Kurt
Secretary