Minutes of the OASIS Board of Directors
January 25 - 26, 2006 – Final

Held at IBM Offices in Tampa, FL

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

Guests in Attendance
Jamie Clark, OASIS Staff
Scott McGrath, OASIS Staff
Carol Geyer, OASIS Staff
Mary McRae, OASIS Staff
Robin Cover, OASIS Staff (via teleconference)
Greg Rundlett, OASIS Staff (via teleconference)
Peter Roden, OASIS Staff (via teleconference)
Hal Lockhart, BEA/TAB
Martin Chapman, Oracle/TAB
Jacques Durand, Fujitsu/TAB
Pete Wenzel, Sun/TAB
Bill Cox, Individual/TAB
Jishnu Mukerjee, HP/TAB
Mike Mahan, Nokia/TAB

1.   Welcome, Goals and Agenda Review

Eduardo Gutentag convened the meeting at 9:05 a.m. Eastern time. All Directors were present when the meeting convened.

The meeting agenda was reviewed and approved.

2.   Review & Approval of Previous Minutes & Action Items

> **RESOLUTION 2006-01-25.01:** RESOLVED, that the Board approves the Minutes of the December 9, 2006 meeting. Passed unanimously.

Open Action Items:

> **ACTION ITEM 2005-07-27.05:** Executive Committee to review Liaison Policy for consistency with convergence goals of the organization.
> [Status: Executive Committee waiting on results of Strategy committee proposal. See discussion item #11 below.]

ACTION ITEM 2005-11-02.01: Patrick Gannon to contact OASIS Counsel to examine documents related to consultant contracts and employment agreements and determine the status of TC Contributions made by consultants or employees.
[Status: Closed. Andy Updegrove prepared revised employee agreement, which was reviewed by Staffing Committee. See discussion item #14 below.]

ACTION ITEM 2005-11-02.02: Patrick Gannon to launch an ad-hoc group to develop Member Section Policy, comprised of Patrick Gannon, Chris Kurt, Frederick Hirsch, Mike DeNicola and representatives from each Member Section.
[Status: Closed. The Board subgroup has been created.]

ACTION ITEM 2005-12-09.01: Patrick Gannon to schedule a first meeting of the Member Section Policy subgroup.
[Status: Closed. 1st call held on 20 Jan.]

ACTION ITEM 2005-12-09.02: Patrick Gannon to add the rest of the Board members as observers to the mailing list for the Member Section Policy subgroup.
[Status: Closed. The remaining Board Directors have been added to the ad hoc group as Observers.]

ACTION ITEM 2005-11-02.03: Executive Committee to discuss member attendance at parts of Board meetings.
[Status: To be discussed at the January meeting. See discussion item #17 below.]

ACTION ITEM 2005-12-09.03: Patrick Gannon to provide priorities to the executive committee in preparation for the Board meeting.
[Status: Closed. Priority list sent 22 Jan. To be discussed at the January meeting. See discussion item #4 below.]

ACTION ITEM 2005-12-09.04: Chris Kurt and Jeff Mischkinsky to provide a list of technical and infrastructure issues for discussion.
[Status: Closed. List received on 16 Jan.; staff response provided on 23 Jan. To be discussed at the January meeting. See discussion item #3 below.]

ACTION ITEM 2005-12-09.05: All Board members to provide feedback with specific comments and questions on the various strategy and dues proposals that they would like to see answered in January.
[Status: Open. No feedback received as of 13 Jan.]

3.   **Infrastructure Issues Discussion**

    <Scott McGrath, Jamie Clark, Greg Rundlett and Robin Cover joined the meeting for this discussion.>

Patrick Gannon led a discussion of issues related to IT and infrastructure issues. This list and the status of each item were discussed among the Directors.

ACTION ITEM 2006-01-25.01: Scott McGrath to update the Voting Member mailing list to allow any OASIS members to post to this list.

ACTION ITEM 2006-01-25.02: Patrick Gannon to track the IT issues list and import into IT tracking tools when they are available.

The current IT Infrastructure Plan was reviewed and discussed.

4.   **Staff Departmental Goals**

111   \<Carol Geyer and Peter Roden joined the meeting at this time.\>

113 The OASIS staff presented goals for the OASIS departments. Based on insightful Board feedback, minor
114 changes to priorities and the punctuation on slides were made.

116 **5.**   **Motion to Approve Use of Reserve Funds**

118 Patrick Gannon presented a proposal for the use of reserve funds resulting from the UDDI Member Section
119 shutdown.

121   **RESOLUTION 2006-01-25.02:** RESOLVED, that the Board approves the use of $95,000 in
122   reserve funds and to change the 2006 budget for OASIS managed Net Ordinary income from $0K
123   to $-95K. Passed unanimously.

125 The above resolution is allocated for one-time investment in IT infrastructure and TC support.

127 **6.**   **TAB Review**

129   \<Members of the TAB and OASIS Staff members joined the meeting for this discussion.\>

131 Bill Cox presented a summary of the 2005 OASIS Symposium. The 2005 event had 47 submissions, and 20
132 talks plus 4 tutorials were selected. The event had 140 participants.

134 Jacques Durand provided a status report on 2006 OASIS Symposium planning. Overall planning
135 responsibilities are shared between the TAB and OASIS staff. The Symposium theme is 'The Meaning of
136 Interoperability'. Of the 66 submissions received, 15 presentations, 4 tutorials and 3 panels will be selected.
137 The overall format of the event will be modified based on feedback from last year.

139 A report on the work of the Quality Subcommittee was presented by Bill Cox. New work areas for
140 specification quality, operating efficiency and member communications were discussed.

142 The status of the AIR document (now renamed) was discussed and various proposals for taking the
143 document forward were debated.

145   **ACTION ITEM 2006-01-25.03:** The TAB to distribute the current AIR draft for public review,
146   process any comments, and provide an updated version to the Board for approval at its March
147   meeting.

149 Mike Mahan presented a summary of the Gap Committee work. Frederick Hirsch provided updates on
150 other activities such as template development and FAQs.

152 The TAB recommended that the Board adopt the following changes:
153   -   Require a FAQ to be submitted with TC charter proposals;
154   -   Remove the TAB from internal charter proposal reviews;
155   -   Add a TAB member to the Board TC process committee.

157 **7.**   **General Organizational Health**

159 A general discussion of overall OASIS organizational health was held. Various issues related to
160 communication and process were raised and discussed.

162 **8.**   **Outside Directors Discussion**

164 The outside Directors met to discuss any additional organizational issues that need to be raised.

166 **9.**   **Recess**

167
168 The Board recessed for the evening at 6:00pm and reconvened at 8:33 am on January 26. All Directors
169 except Jeff Mischkinsky were present when the meeting reconvened.
170
171 **10.   Review of Agenda**
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173 The remaining agenda items were reviewed and discussed. The agenda for the day was approved with no
174 changes.
175
176 **11.   Strategy Committee Report**
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178   <Jeff Mischkinsky joined the meeting during this discussion.>
179
180 Frederick Hirsch presented the report of the Strategy Committee and gave a presentation on the group's
181 discussion of what 'Convergence' in the mission statement might mean. The Board discussed the proposal.
182
183   **MOTION 2006-01-25.03:** RESOLVED, that the OASIS Board's TC Process committee review
184   the TC Process policy and highlight possible changes to support convergence, bringing results to
185   the OASIS Board in Q2 2006,
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187   and FURTHER RESOLVED that OASIS staff investigate convergence issues and bring
188   suggestions to the TC Process Committee and the Strategy Committee in Q2 2006,
189
190   and FURTHER RESOLVED that the TC Process Committee and staff proposed changes are
191   brought to the OASIS Board by the TC Process Committee for a Board decision as to whether to
192   go forward with changes supporting convergence in Q2 2006. [Motion Withdrawn without
193   objection]
194
195 A general discussion on the overall TC process as it relates to transparency was held.
196
197   **RESOLUTION 2006-01-25.04:** RESOLVED, that the TC Process Committee is directed to
198   suggest changes to the TC Process to increase transparency in the TC chartering process and
199   report back to the Board at its March meeting. Passed unanimously.
200
201 Patrick Gannon presented a proposal to increase Membership Dues.
202
203   **MOTION 2006-01-25.05:** RESOLVED, that the Board approves a membership and sponsorship
204   dues increase of approximately 10%. Motion failed by (2-7-2) vote.
205
206   **RESOLUTION 2006-01-25:06:** RESOLVED that OASIS staff is directed to investigate and
207   provide conference call bridge hosting, funded through the use of current reserve funds, with the
208   operational plan subject to Board approval at the March meeting. Passed unanimously.
209
210 **12.   Appointment of Board Committee Advisors**
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212 Patrick Gannon introduced a motion to extend the appointments of advisors to Board Committees.
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214   **RESOLUTION 2006-01-25.07:** RESOLVED that Jim Hughes and John Borras are reappointed
215   as advisors to the Board Finance and Strategy Committee respectively, from January through July
216   2006. Passed unanimously.
217
218 **13.   Financial Committee Reports**
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220 Patrick Gannon presented the December 2005 and End of Year finance reports. For the year, renewals were
221 92% of plan. Income for the year was 90% of plan. Expenses for the year were 88% of plan, resulting in an
222 additional $72K in net income.

The membership base ended the year at 358 organizational members, a decrease of 14 for the year.

> **ACTION ITEM 2006-01-25.04:** The Strategy Committee to report at the may meeting with options for alignment of membership categories.

The organization had 67 Technical Committees at the end of 2006.

> **ACTION ITEM 2006-01-25.05:** Staff to provide TC status summary, including TC closures and intent to transition and the number of TCs that meet the criteria for closure [TC Process Section 2.15], to the Board at its February meeting.

14.   Staffing Committee Report

Michael Winters presented the report of the Staffing Committee. The employee bonus plan and supporting metrics were discussed within the committee.

Additional work was completed on staff nonsolicitation, nondisclosure and development agreements. Policies and obligations around employee participation in Technical Committees have been updated.

15.   Liaison Status Review

Patrick Gannon presented a report of Liaison activity. A summary is provided below:
- ODF has been submitted to ISO JTC-1.
- A global emergency management forum is being discussed with ITU, and is related to the OASIS emergency management TC.
- Conference calls between the UBL TC chairs and CEFACT leadership related to UBL v2 are ongoing.
- Carol Cosgrove-Sacks is gathering information on UNECE IPR policy discussions.
- A MoU for WebCGM development was signed
- CCS attended the ICT Standards Board meeting.
- Discussions with Liberty Alliance related to SAML conformance testing were held. OASIS will not be pursuing SAML conformance testing.
- Collaboration discussions with ACORD are ongoing.
- The World Conservation Union has requested a Liaison membership.
- The Open GIS Consortium requested a membership exchange.
- GS1 is considering OASIS membership.

16.   Executive Committee Report

Eduardo Gutentag shared a proposal from the Executive Committee to open up sections of the Board meeting to the membership. The Committee recommends opening up the meeting for some category B agenda items only, and to group items around particular themes. Sensitive topics such as staffing would not be included in this list.

This approach would be tested at the May meeting on Thursday afternoon.

17.   Symposium Planning

The schedule for the OASIS Symposium was discussed. It is posted on the public OASIS web site. The AGM is scheduled for Wednesday, May 10 at 5:45 pm. All Board members are asked to attend the AGM and reception.

RESOLUTION 2006-01-25.07: RESOLVED, that the 1st half of the May Board meeting, with an agenda of 'B' items, and with the exception of finance and staffing items, will be open to OASIS member attendance. Passed by (9-0-2) vote.

RESOLUTION 2006-01-25.08: RESOLVED, that non-confidential 'A' items will be open to OASIS member attendance at the May Board meeting. Passed by (9-0-2) vote.

18.   Member Section Policy Committee

<Bob Glushko left the meeting at this time.>

The first meeting of the Member Section Ad-Hoc committee was held last week. Representatives from the LegalXML and DCML Member Sections joined the board members assigned to the group. Work on a new Member Section policy is ongoing.

19.   Outreach Team Report

Ed Cobb provided an update on the outreach team activities. He reported that the team had an initial discussion with representatives from ASF to discuss what sort of relationship would be useful.

ASF has plans to develop support for the entire WS-* specifications. They offered a few suggestions to the group around disclosure and other information that is provided as a part of TC/specification information.

20.   TAB Recommendations Discussion

The Board discussed recommendations from the TAB and next steps.

RESOLUTION 2006-01-25.09: RESOLVED, that the TC Process Committee will include a representative of the TAB as a non-voting Member. Passed unanimously.

Other recommendations will be considered by the TC Process committee.

ACTION ITEM 2006-01-25.06: Frederick Hirsch to review TAB Charter.

21.   Adjourn

The meeting adjourned at 1:30 pm Eastern time.

Respectfully Submitted,
Christopher Kurt
Secretary