1   OASIS Board of Directors Meeting
2
3   18-19 April 2007 Minutes - Final
4
5   Held at Marriott Mission Valley, San Diego, CA
6
7   **Directors in Attendance**
8   Patrick Gannon, OASIS President and CEO
9   Eduardo Gutentag, Chairman
10 Ed Cobb, Vice Chairman
11 Frederick Hirsch, Secretary
12 Mike DeNicola, Treasurer and Finance Committee Chair
13 Bob Glushko
14 Paul Knight
15 Chris Kurt
16 Jeff Mischkinsky
17 Claus von Riegen
18 Michael Winters
19
20 **Staff in Attendance**
21 Jamie Clark, OASIS Staff
22 Carol Geyer, OASIS Staff
23 Jane Harnad, OASIS Staff
24 Ram Kumar, OASIS Staff
26 Scott McGrath, OASIS Staff
27 Mary McRae, OASIS Staff
28 Dee Schur, OASIS Staff
29
30 **OASIS Member Guests in Attendance**
31 Bill Cox, OASIS TAB
32 Bob Freund, Hitachi
33 Elysa Jones, Warning Systems
34 David Cruikshank, CGM Open Member section
35 David Lamensdor, Emergency Interoperability Committee
36 Arnaud Martens, Belgium SPF Finance
37 Arshad Noor, Strongauth
38 Pete Wenzel, OASIS TAB
39
40 *All sessions were open to OASIS Members and Staff unless noted otherwise. All participants attended*
41 *meeting in person unless otherwise noted.*
42
43 **1. Welcome, Goals and Agenda Review**
44
45 Eduardo Gutentag convened the meeting at 1:00 p.m. PT and welcomed the board, staff and members
46 in attendance. Ten directors were present when the meeting convened. Staff members Scott McGrath,
47 Ram Kumar and Mary McRae and OASIS TAB member Bill Cox were present when the meeting
48 started.
49

50   The meeting agenda was reviewed and approved.
51
52   *<Arnaud Martens joined the meeting>*
53
54   **2. Review & Approval of Minutes & Action Items from 26 Mar Board call.**
55
56   RESOLUTION 2007-04-18-01: RESOLVED, accept the 26 March 2007 Minutes, as previously
57   distributed (v1 posted on 5 March to Board list).
58
60   Passed unanimously.
61
62   **Review of Open Action Items**
63
64   ACTION ITEM 2006-01-25.02: Patrick Gannon to track the IT issues list and import into IT tracking
65   tools when they are available.
66   [Status: Open. IT Infrastructure Committee reviewing issues list. See 19 Apr Agenda Item #5]
67
68   ACTION ITEM 2007-01-24.01: Patrick to inform Board of Member Section transition status at the end
69   of six months.
70   [Status: Open. Due 24 July 2007]
71
72   ACTION ITEM 2007-01-24.05: IT Infrastructure committee to review and prioritize entire IT status
73   report, including clarification of closed items.
74   [Status: Open. Under discussion within IT Infrastructure Committee. See 19 Apr Agenda Item #5]
75
76   ACTION ITEM 2007-01-24.06: Staff to bring report on opportunities based on TAB GAP analysis to
77   the Board by March 2007.
78   [Status: Closed. Re-scheduled for April Board F2F. See 18 Apr Agenda Item #9.]
79   This was closed at this meeting.
80
81   ACTION ITEM 2007-01-24.07: Carol Geyer to work with TAB to raise visibility of TAB work,
82   specifically GAP work, to OASIS membership.
83   [Status: Open. Carol to meet with TAB Member Communications Subcommittee. Re-scheduled for
84   April Board F2F. See 18 Apr Agenda Item #9.]
85
86   ACTION ITEM 2007-01-24.08: TC Process committee to consider (a) the range of final deliverables
87   produced by TCs and (b) how to avoid standards inflation, producing a recommendation by the August
88   OASIS Board meeting.
89   [Status: Open.]
90
91   ACTION ITEM 2007-01-24.09: TAB to provide additional actionable recommendations based on GAP
92   activity for the August Board F2F.
93   [Status: Closed.]
94   This was closed at this meeting. See agenda item #9.
95
96   ACTION ITEM 2007-01-24.10: Patrick to identify methods for conducting a full 360 review including
97   staff and board by 26 March.
98   [Status: Closed. See 19 Apr Agenda Item #3]

99   This was closed at this meeting.
100
101   ACTION ITEM 2007-01-25.01: Patrick to provided update of the management backup plan at the April
102   2007 Board meeting.
103   [Status: Closed. See 19 Apr Agenda Item #4.]
104   This was closed at this meeting.
105
106   ACTION ITEM 2007-01-25.02: Patrick to update the financial policy in accordance with
107   RESOLUTION 2007-01-25-02 as amended by RESOLUTION 2007-01-25-02a.
108   [Status: Open. Finance Policy & Procedures updated and to be provided to finance committee.]
109
110   ACTION ITEM 2007-01-25.03: TC Process committee to add issue regarding review of use of the
111   word "submit" at lines 546, 548, 569, 572, 580 and replacing it with "stored" and making related
112   editorial adjustments as appropriate.
113   [Status: Open.]
114
115   **Completed Action Items**
116   ACTION ITEM 2007-03-26.01: Frederick Hirsch to provide Board draft of final version of approved
117   standing rules.
118   [Status: Completed 26 Mar 2007.]
119
120   ACTION ITEM 2007-03-26.02: Jeff Mischkinsky to update and distribute revised RoP document,
121   including source.
122   [Status: Completed by Patrick G on 26 Mar 2007.]
123
124   **3. Review of Follow-up to Board Resolutions**
125
126   *Resolutions from 15 Dec 2006*
127
128   RESOLUTION 2006-12-15.04: OASIS Board Standing Rule 2006-12-15.01
129   RESOLUTION 2006-12-15.05: OASIS Board Standing Rule 2006-12-15.02
130   [Status: Closed. Board Standing Rules to be posted on OASIS public policy page.]
131   http://www.oasis-open.org/who/bod-standing-rules.php
132
133   *Resolutions from 24-25 Jan 2007:*
134
135   RESOLUTION 2007-01-24-04: All existing OASIS Member Sections must submit revised Rules of
136   Procedure (RoPs), which conform to the approved Member Section Policy, within six months (24 July
137   2007).
138   [Status: Open. LegalXML and CGM Open revised RoPs being developed.]
139
140   RESOLUTION 2007-01-24-05: Member Section Policy committee to submit a revised Member
141   Section Policy for the Board F2F in Aug 2007.
142   [Status: Open.]
143
144   RESOLUTION 2007-01-24-07: Emergency Interoperability Member Section Rules of Procedure
145   [Status: Open. Steering Committee being named.]
146

RESOLUTION 2007-01-25-05: Proposal for "Draft 1-org-1-vote rule revisions dated 16 January 2007 Marked to show changes FROM cumulative clean-up draft"
[Status: Open. Motion Tabled.]

Resolutions from 26 March 2007: all completed

RESOLUTION 2007-03-26-01, RESOLVED, accept the 26 February 2007 Minutes, as previously distributed (v2 posted on 5 March to Board list).
[Status: Completed. 26 Feb Minutes posted on Members website.]

RESOLUTION 2007-03-26-02, RESOLVED; The effective date for the completion of TC IPR Mode transition of the IPR Transition Policy is changed from 15 April 2007 to 30 April 2007, for LegalXML Integrated Justice TC.
[Status: Completed. Patrick G. notified LegalXML Integrated Justice TC on 26 Mar 2007.]

RESOLUTION 2007-03-26-03, RESOLVED; The effective date for the completion of TC IPR Mode transition of the IPR Transition Policy is changed from 15 April 2007 to 31 May 2007, for LegalXML eContracts TC.
[Status: Completed. Patrick G. notified LegalXML eContracts TC on 26 Mar 2007.]

RESOLUTION 2007-03-26-04, RESOLVED, that the Board allows all TCs that have not yet transitioned to the new IPR Policy by April 15 and currently have an OASIS Specification out for OASIS Standard ballot to remain active under the legacy IPR policy until May 15.
[Status: Completed. Mary M. notified DSS, WS-CAF & WSBPEL TCs on 28 Mar 2007.]

RESOLUTION 2007-03-26-05, RESOLVED: Approve the Revised RoP (OSOA ROP v0.99.pdf) as distributed and amended.
[Status: Completed. Open CSA RoP posted at www.oasis-opencsa.org.]

4. IPR Transition Policy Extension Requests

The Board discussed extension of the IPR Transition deadline for the OASIS BCM TC, due to a miscommunication resulting in a delay in starting the ballot to start 9 May.

> RESOLUTION 2007-04-18-02: RESOLVED, The effective date for the completion of TC IPR Mode transition of the IPR Transition Policy is changed from 15 April 2007 to 31 May 2007, for the OASIS Business-Centric Methodology (BCM) TC.

> Passed unanimously.

5. Member Section Policy Actions

The board discussed modification to OpenCSA ROP to specify voting rights for steering committee election.

> RESOLUTION 2007-04-18-03: RESOLVED. Amend the OpenCSA ROP by adding the following new paragraph at the end of Section 3) Rules for Electing Steering Committee Members:

195   "Each Member Section Supporting Entity shall be entitled to have one Member Section
196   Qualified Elector. The Elector shall be the Supporting Entity's Primary or other Member Section
197   Member as designated by the Primary."
198
199   RESOLUTION 2007-04-18-03a (to amend): RESOLVED, Change "The Elector shall
200   be the Supporting Entity's Primary or other Member Section Member as designated by
201   the Primary." to "The Elector shall be the Supporting Entity's Primary or other Member
202   Section Member of said Supporting Entity as designated by the Primary
203   Representative."
204
205   Passed unanimously.
206
207   RESOLUTION 2007-04-18-03b (to amend): RESOLVED, Change "The Elector shall be
208   " to "The Member Section Qualified Elector"
209
210   Passed [6-4-0]
211   Motion as amended:
212
213   Amend the OpenCSA ROP by adding the following new paragraph at the end of Section 3)
214   Rules for Electing Steering Committee Members: "Each Member Section Supporting Entity
215   shall be entitled to have one Member Section Qualified Elector. The Member Section Qualified
216   Elector shall be the Supporting Entity's Primary or other Member Section Member of said
217   Supporting Entity as designated by the Primary Representative."
218
219   Main motion as amended Passed [9-0-1]
220
221 *<Jamie Clark joined the meeting>*
222
223 ACTION ITEM 2007-04-18.01: Staff - make Member Section template available to members.
224 e.g. at http://www.oasis-open.org/who/policies_procedures.php
225
226 ACTION ITEM 2007-04-18.02 : Staff – Modify member Section template to indicate that the process
227 for gaining voting rights needs to be specified in Section 3.
228
229 ACTION ITEM 2007-04-18.03: Staff - Define operational procedure for designating a primary for
230 Member Section Qualified Elector.
231
232 ACTION ITEM 2007-04-18.04: Member section policy committee to reformat the policy so all
233 requirements related to formation of a Member Section appear in the list titled "The RoP must specify"
234 in the section "Formation of a Member Section"
235
236 ACTION ITEM 2007-04-18.05: Member section policy committee to add language to clarify that a
237 designated qualified elector must be of the same supporting entity as the primary representative who is
238 making the designation.
239
240 *<Carol Geyer joined the meeting>*
241
242

6. Bylaws Revision

The board discussed the overlap and consistency of the Member Section Policy and material in the bylaws regarding Member Sections. One concern is dues allocation which is specified proportional in policy, yet even in the Bylaws.

> RESOLVED, that Section 3 Member Sections, in Article 12: MEMBERS, be removed
> from the OASIS Bylaws.

<Arshad Noor joined the meeting>

> Amend to amend: To delete paragraph 2 and 3 but retain paragraph 1 of Article 12.

> Amendment failed [4-6-0]

> RESOLUTION 2007-04-18-04: RESOLVED. Table motion
> Passed Unanimously.

<Elysa Jones, David Lamensdor joined the meeting>
< David Cruikshank and Dee Schur joined by teleconference>

7. Member Section Status Review

Patrick Gannon reviewed status of RoP transitions. David Cruikshank reviewed CGM Open.

<David Cruikshank left the meeting>

 Elysa Jones and David Lamensdor reviewed the Emergency Interoperability Member Section status.

<Bob Glushko joined>

Arshad Noor reviewed the OASIS Identity & Trusted Infrastructure member section status and Jeff Mischkinsky reviewed Open CSA Member Sections status.

The Board indicated that the revised Member sections look better and that a roster of participants should be available.

<Dee Schur, Ashaad Noor, Elysa Jones and David Lamensdor left the meeting>

<Jane Harnad joined the meeting>

8. Symposium Review

Jane Harnad gave summary of this year's symposium event. Discussion about whether Symposium attendance should grow.

<Pete Wenzel joined the meeting>

291 The quality of Symposium was perceived to be better this year. The Board will discuss Symposium
292 goals and means for achieving them at the July Board meeting.
293
294 *<Pete Wenzel left the meeting>*
295
296 **9. Staff Review of TAB Gap Analysis**
297
298 Jamie Clark and Carol Geyer provided review of opportunities based on TAB GAP analysis.
299
300 *<Bob Freund joined the meeting>*
301 *<Pete Wenzel joined the meeting>*
302
303 Noted that additional GAP analysis work by the TAB may depend on the interest of the TAB members.
304 Agreed to close issue for follow-on GAP analysis work but not change TAB charter, enabling TAB to
305 continue this work as TAB members are interested and able.
306
307 **10. Strategy Committee Status**
308
309 Frederick Hirsch provided an overview of Strategy committee status, including discussions related to
310 the OASIS Value Proposition, Business Development, alternate organizational structures, and mailing
311 lists for OASIS members. The Board discussed issues of openness and transparency and individual
312 Board members offered feedback on the items under discussion.
313
314 *<Jamie Clark, Bill Cox, Bob Freund , Carol Geyer, Jane Harnad, Ram Kumar, Arnaud Martens, Scott*
315 *McGrath Mary McRae, Pete Wenzel left the meeting>*
316
317 *<OASIS Board entered closed session, Board Directors only>*
318
319 **11. General Organization Health**
320
321 The Board reviewed the OASIS organizational health issues list.
322
323 *<Patrick Gannon left the meeting>*
324
325 **12. Outside Directors Discussion**
326
327 The outside Directors had their regular governance review of OASIS management, and OASIS legal,
328 regulatory and financial topics.
329
330 **13. Recess**
331
332 The Board recessed for the day at 5:50 pm. PT and reconvened at 9:05 a.m PT on Thursday, 19 April
333 2007. All Directors except Jeff Mischkinksy were present when the meeting reconvened. No Staff or
334 OASIS members were present at this closed session.
335
336 **Directors in Attendance**
337 Patrick Gannon, OASIS President and CEO
338 Eduardo Gutentag, Chairman

339   Ed Cobb, Vice Chairman
340   Frederick Hirsch, Secretary
341   Mike DeNicola, Treasurer and Finance Committee Chair
342   Bob Glushko
343   Paul Knight
344   Chris Kurt
345   Jeff Mischkinsky
346   Claus von Riegen
347   Michael Winters
348
349   **Staff in Attendance**
350   Jamie Clark, OASIS Staff
351   Robin Cover, OASIS Staff, by teleconference
352   Ram Kumar, OASIS Staff
354   Scott McGrath, OASIS Staff
355   Greg Rundlett, OASIS Staff by teleconference
356
357   **OASIS Member Guests in Attendance**
358   Peter Brown
359   Song Jing Jing
360   Xiao Lan, Secretary General of Changfeng Alliance
361   Andy Lee, OASIS TAB
362   John Messing, LegalXML
363
364   **14. Agenda Review**
365
366   The agenda for the day was reviewed and approved. Some Board members will need to leave before
367   2:30.
368
369   *<Jeff Mischkinsky joined meeting>*
370
371   **15. Finance Committee Reports**
372
373   Mike DeNicola and Patrick Gannon presented overview of audit revisions to 2006 End of Year
374   financial information and the 2006 Audit Report.
375
376   Patrick Gannon informed the Board that the Directors & Officers (D&O) policy was renewed this
377   month, however Staff was not able to find an underwriter that did not have a new exclusion clause for
378   standards setting activities. The Board expressed concern given the nature of Board activity related to
379   OASIS standardization. Patrick agreed to provide board members with copies of the relevant D&O
380   policy and the Errors & Omissions (E&O) policies so this issue can be further reviewed. Patrick also
381   agreed to schedule a briefing session for the Board with our insurance agents and legal counsel at the
382   next face-to-face meeting.
383
384   ACTION ITEM 2007-04-19.01: Patrick Gannon to provide Board Members with a copy of the
385   Directors and Officers insurance policy and the Error and Omissions policy before the next OASIS
386   Board meeting.
387

388   The Board reviewed the March 2007 operations report.
389
390   ACTION ITEM 2007-04-19.02: Patrick Gannon to bring to Finance Committee a proposal to expand
391   OASIS presence in Asia.
392
393   **16. Board & Staff 360 Review Status**
394
395   The Board discussed the 360 Review Process with respect to improving communication and
396   effectiveness of the organization and relationship to performance evaluations.
397
398   ACTION ITEM 2007-04-19.03: Patrick Gannon to send initial set of 360 questions to Staffing
399   Committee by 11 May.
400
401   ACTION ITEM 2007-04-19.04: Staffing committee to review with Patrick the set of questions to be
402   used for the 360 review and report at the June Board meeting.
403
404   *<Jeff Mischkinsky left meeting>*
405
406   **17. Management Backup Plan**
407
408   Patrick Gannon provided a review of the updated Management Backup Plan.
409
410   *<Jeff Mischkinsky joined meeting>*
411
412   The Board raised the need for training and asked about level of risks associated with succession in
413   various areas of the backup plan.
414
415   **18. Bylaws Discussion**
416
417   The Board continued discussion of consistency of the Bylaws and Member Section Policy.
418
419   Motion Tabled in RESOLUTION 2007-04-18-04 withdrawn.
420
421   Motion: Remove 3rd paragraph of Section 3 of Article 12, and also remove text ", the selection
422   of the steering committee chair," from paragraph 2.
423
424   Motion failed [1-8-0]
425
426   Claus von Riegen presented a proposal for revising the member section portion of the Bylaws, which
427   was discussed by the Board.
428
429   ACTION ITEM 2007-04-19.05: Member Section Policy committee to review proposed changes for
430   Bylaws Section 3 in Article 12 (Member Section) for next Board meeting.
431
432   *<Board resumed open session>*
433
434   **19. Welcome to Open Session**
435   *<Scott McGrath, Ram Kumar joined the meeting>*

436
437 Eduardo Gutentag welcomed Staff and OASIS Members.
438
439 **20. IT Infrastructure Committee**
440
441 *<Greg Rundlett and Robin Cover joined by teleconference>*
442
443 Patrick Gannon demonstrated new VPN connection mechanism that staff is able to use, and thanked
444 OASIS Tech Services for improvements to the OASIS infrastructure.
445
446 Greg Rundlett reviewed Q1 high priority goals. He noted that new monitoring and reporting systems
447 now allow Tech Services to detect issues before they become major problems and to respond quickly.
448 He also noted how staff remote access is also enabling quick responses. An example is that the web
449 server was restarted due to a notification before any problem was noticed by members.
450
451 Tech services has performed an inventory of all systems to enable creation of a road map for
452 improvement of infrastructure using the best tools, consistent software releases and documented and
453 uniform procedures. Tech services is working on enabling backups of all critical and operational data as
454 well as member facing data.
455
456 Tech services is planning to improve mail services, including efforts to reduce spam and avoid
457 blacklisting of OASIS.
458
459 Work is also progressing on the Standards Library, a document store with associated meta-data,
460 allowing queries including retrieval based on TC, author etc.
461
462 One issue is that additional time and resources are needed to improve OASIS services based on the
463 Kavi system which continues to run an old version. An upgrade may be necessary to support
464 operations.
465
466 *<Greg Rundlett and Robin Cover left meeting>*
467
468 *<John Messing joined meeting>*
469
470 **21. Member Section Status Report**
471
472 John Messing provided an overview and report on the LegalXML Member Section. The Electronic
473 Court Filing and Notary TCs have made significant progress addressing existing business needs.
474
475 *<Peter Brown and Jamie Clark joined the meeting during the overview>*
476
477 eDiscovery is a major new legal area that might be an opportunity for additional OASIS TC work.
478
479 Need timely positing of EFTC Committee changes to the website, and stability of those pages.
480
481 *<Michael Winters left the meeting>*
482 *<John Messing left the meeting>*
483

22. TC Process Committee

Jeff Mischkinsky provided an update and review of TC Process activity which has included issues related to informational work products, 1-org-1-vote, joint committees, authoritative versions of specifications, line numbering and allowed document formats. The committee has also discussed the relationship of negative standards votes and OASIS standard quality as well as issues related to consistency of normative references.

One possible rule change is to require electronic ballots for special majority votes.

The Board discussed the process for documenting, reviewing and announcing rule changes.

23. Status of Europe Office & Regional Office Program

Patrick Gannon discussed establishing an OASIS legal presence in Europe in advance of possible EU changes granting consortia official standing in the next few years. Peter Brown noted that obtaining legal presence at the European level might be most beneficial.

<Xiao Lan , Andy Lee and Song Jing Jing joined the meeting>

Patrick Gannon introduced the OASIS China Office topic and Xiao Lan, Andy Lee and Song Jing Jing. Andy Lee and Xiao Lan spoke about plans for the China Office. There are tentative plans to have an official opening 27 June, with guests from research institutions and Chinese industry. Planning is also underway for a conference this fall, similar to an Open Standards day including additional issues as a two day conference. This could be an annual conference. Work continues on a Chinese language OASIS web site and translation work.

<Xiao Lan, Andy Lee, Song Jing Jing, left the meeting>

Patrick Gannon reviewed OASIS Regional Office status.

24. Liaison Org Status Review

Patrick Gannon presented a Liaison Status Report, including the status of IUCN.

25. Review New Action Items

Frederick Hirsch summarized action items recorded at this meeting.

<Peter Brown left the meeting>

<Mike DeNicola left the meeting>

26. Wrap-Up and Adjourn

Next board meetings are May 11 8am PT and June 22 8am PT.

The August Board and TAB F2F meetings will be hosted by BEA in Burlington.

532
533   The meeting adjourned at 3:10 p.m. PT.
534
535   Respectfully Submitted,
536   Frederick Hirsch
537   Secretary