Minutes - OASIS Board of Directors Meeting

Held 30-31 July 2008 F2F.

OASIS Board approved Public minutes.

Location:

Held at Nortel Networks at 600 Technology Park Drive in Billerica. See http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200807/msg00043.html.

Board of Directors: Room 1C61

30 July 2008

Thanks to Nortel for providing the teleconference bridge.

Directors in Attendance:

- Eduardo Gutentag, Chairman
- Ed Cobb, Vice Chairman
- Mike DeNicola, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Peter Brown
- Bob Glushko
- Paul Knight
- Jeff Mischkinsky
- Claus von Riegen
- Michael Winters

Directors Regrets:

- None.

Newly Elected Directors in Attendance:

- Bob Freund

Newly Elected Directors Regrets:

- Jim Hughes

Staff in Attendance:

- Laurent Liscia
- Jamie Clark
- Carol Geyer
- Cathy Mayo
- Scott McGrath
- Mary McRae

- Neil Schelly

1. Welcome, Agenda Review

Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Eduardo Gutentag, the Chairman, convened the meeting at 9:00 ET, noting that a quorum was in attendance. Nine directors and Bob Freund, Laurent Liscia, Scott McGrath were present when the meeting convened. The meeting agenda was reviewed and approved.

2. Minutes Approval

RESOLUTION 2008-07-30.01, Approve the minutes from 2008-07-17 as distributed on 18 July 2008 by Frederick Hirsch.

Approved unanimously

See http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200807/msg00022.html.

3. Open Action Review

This section records action item status. There are 6 action items open.

Actions from 1 May 2008

ACTION: 2008-05-01.2: Process Committee to make proposal related to transfer of uncommitted Member Section funds to general fund on annual basis.
Status: open.
Note:

ACTION: 2008-05-01.5: Outreach committee to review issues and criteria related to free memberships.
Status: completed.
Note:

ACTION: 2008-05-01.6: Ad hoc committee to report back to the Board no later than the next F2F with a proposal on process rules related to submission of OASIS standards to external bodies.
Status: completed.
Note:

ACTION: 2008-05-02.2: Staff to provide the Strategy Committee with a set of pricing proposals for OASIS memberships and Strategy Committee to review those proposals.
Status: completed.
Note:

<Jamie Clark joined the meeting>

Actions from 26 June 2008

ACTION: 2008-06-26.1: Scott McGrath to mark links to the IPR Transition Policy and IPR Transition FAQ as legacy.

Status: completed.
Note:

Actions from 17 July 2008

ACTION: 2008-07-17.1: Eduardo Gutentag to implement resolution 2008-07-10.3.
Status: completed.
Note:

4. Open Resolution Review

This section records the follow-up status for resolutions, for example the posting of approved minutes and policies or the follow-up actions required of a resolution. There are 5 resolutions requiring follow-up action.

Resolutions from 1 December 2007

RESOLUTION 2007-12-01.07, RESOLVED: That the Consortium approves the Memorandum of Understanding between IUCN and OASIS, dated 29 November 2007, IUCN-OASIS MOU 2007-11-29.pdf. (as amended)
Follow-up Status: open.
Note:

New action:

ACTION 2008-07-30.1: Scott McGrath to distribute IUCN MoU reflecting amendments made when approved by the OASIS Board of Directors.

<Jeff Mischkinsky joined the meeting>

Resolutions from 10 July 2008

RESOLUTION 2008-07-10.3, RESOLVED: That, pursuant to Section 10 of Article IV of the Bylaws, the Board of Directors hereby directs the Chairman of the Board, as acting President in accordance with Section 7 of Article IV of the Bylaws, to delegate to Laurent Liscia, OASIS Executive Director, such duties as they may mutually agree on an interim basis (including, without limitation, the authority to execute in the name of the corporation, such contracts or other instruments which may from time to time be authorized by the Board), effective immediately and without further notice, and in all cases with such duties to be exercised under the oversight and the supervision of the President and the Board. Rescind the previous approved resolution 2008-06-26.02 and replace with this approved resolution.
Follow-up Status: completed.
Note:

RESOLUTION 2008-07-10.4, RESOLVED: Rescind RESOLUTION 2008-06-26.3 and replace with the following: That the Board of Directors hereby (a) authorizes Laurent Liscia, OASIS Executive Director, immediately and until further notice, to be a signatory on behalf of the organization, the same check signing and financial authorities previously granted to the President, (b) adopts all such forms of resolutions as may be required by any bank or other depository of the organization's funds, as if set forth here in full, to effect such authorization, and (c) authorizes and directs the Secretary to execute and deliver on behalf of the organization all such Secretary's Certificates of votes and signature cards on behalf of the organization as may be needed to carry out the intention of this resolution.

Resolutions from 17 July 2008

5. Amended CGM MoU

Approval of an amended MoU on CGMOpen 1.2, see http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200807/msg00039.html.

RESOLUTION 2008-07-30.02, Approve amended CGMOpen 1.2 MoU Annex, as distributed by Eduardo Gutentag on 24 July 2008, with "JBC-Draft" removed.

Motion approved [7-1-2]

6. IPR Committee Report

Ed Cobb reviewed recent work related to IPR for informational documents - new definitions have been added. The IPR policy is flexible enough to allow patent and/or copyright protection for documents. The Process Committee can take this further. One change that was deferred is to require earlier disclosure. Other additional possible work is additional IPR modes - requiring non-assertion covenants for participation in TC. This could possibly achieve a committee that would not require members to explicitly request licenses. The Board discussed issues related to non-assertion covenants, and issues related to disclosure including penalties associated with non-disclosure.

RESOLUTION 2008-07-30.03, The Board would like to thank Ed Cobb for his service as IPR Committee Chair.

Approved unanimously

<Steve Bratt joined the meeting>

7. W3C Meeting

Steve Bratt, W3C CEO, joined the OASIS Board to discuss cooperation and collaboration between the two organizations. Issues related to the OASIS XRI vote were discussed, especially the need for improved communication. The Board noted that the W3C TAG and OASIS XRI groups are now having discussions about technical issues.

Steve Bratt provided an update on possible W3C work in Web Services, noting the potential overlap of W3C WS-Eventing and the OASIS Web Services Base Notification Standard (the associated TC is now closed). Eduardo Gutentag noted that this type of communication should go through the OASIS W3C AC Representative who is Jamie Clark. This communication has occurred.

Steve Bratt and the Board noted that organizations are not always aware of work in other organizations, hence an additional need for communication.

WebCGM was a specification first done at W3C, then a new version was produced at OASIS. Subsequently an effort was made to also approve it as a W3C Recommendation. This is an example of people choosing to work in two organizations.

The OASIS Board noted that communication is occurring between the W3C and OASIS regarding eGovernment. The W3C is concerned about broad issues related to the web architecture. Jamie Clark noted that he has participated in W3C events to highlight work in OASIS, including OASIS standards making use of RDF. Dr Carol Cosgrove Sacks have been actively communicating with the W3C.

Steve Bratt noted the issue of maintenance of specifications and how to manage IPR commitments related to the original specification and subsequent licensing commitments for revisions. The Board noted that one cannot require license commitments for subsequent versions of a specification from an organization that is no longer participating, but that a charter can include maintenance (but then extending the life of that group).

RESOLUTION 2008-07-30.04, The OASIS Board thanks Steve Bratt and the W3C for meeting with the OASIS Board to discuss issues related to communication.

Approved unanimously

Steve Bratt and the Eduardo Gutentag executed the amended CGMOpen 1.2 MoU Annex, with the draft notation removed.

8. Bylaws Review

The Board reviewed possible issues with the Bylaws, including state of incorporation, impact of change of mission statement, improved terminology such as "interested director", and the possibility of the use of Single Transferable Voting for Board elections.

The Board also discussed use of the term President. Currently the Chairman of the Board is also the President, though the President has delegated authority to the Executive Director.

9. Process Committee

The Process committee has a list of open issues related to the Process and is working on those issues.

<Carol Geyer joined the meeting>

RESOLUTION 2008-07-30.05, Amend agenda to add A item regarding process.

Approved unanimously

MOTION 2008-07-30.06, It is the sense of the Board that the approval process and application of the IPR policy shall be the the same for informational documents and specifications.

Draft motion - no vote held

RESOLUTION 2008-07-30.07, Table motion 2008-07-30.06.

Approved unanimously

10. Outreach Committee Report

Bob Glushko reported that he had discussions with academic organizations regarding standards, and that the cost is not the primary issue, but that value is important. He has spoken with Berkeley faculty about committing to creating a portal for navigating standards, the issues and relationships to academic work. This may be using Topic Maps. This would be a Berkeley site, not an OASIS site.

11. Liaison Ad Hoc Committee

Claus von Riegen provided an update from the Board liaison ad hoc committee regarding possible changes to the submission section of the OASIS Liaison Policy . See http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200807/msg00030.html.

The Board suggested establishing criteria for submissions and noted that TCs might not be the only parties to propose submissions. Rather than the President/Executive Director making an arbitrary decision in a political situation, using criteria as the basis for a decision might be more appropriate. The Board started discussing possible criteria such as (a) demonstrated widespread adoption, (b) widespread industry push to have become an international standard, and (c) vote of membership or portion of the membership. A longer term approach might be to strengthen the criteria on OASIS Standards to enable all standards to be suitable for submission to other standards organizations. The Board discussed this in the context of the criteria for advancing standards to other organizations.

One concern with requiring evidence of adoption is that submission to another standards body could increase adoption, and this could be prevented otherwise.

The Board discussed IPR issues related to submissions and whether relevant OASIS members with essential claims should be able to object to moving the work to the other organization. The Board noted that one criterion might be compatible IPR policies. It was noted that IPR obligations remain the same under the IPR policy regardless of a submission decision.

The Board indicated that the focus of this work should be for OASIS Standards and not Committee Specifications or Informational Documents. Additional criteria may apply to OASIS Standards that may be considered.

The Board suggested that the OASIS membership should be notified of submissions as early as possible.

12. Staff Presentation: New Business Development Strategy

Jamie Clark is leading OASIS Business Development initiative. Mary McRae has been promoted to Director of Technical Committee Administration.

Jamie Clark outlined business development priorities and outlined new possible approaches toward sponsorships, pricing, and the benefits offered by OASIS. He discussed the rationale for liaisons and possible new opportunities for OASIS. He noted OASIS strengths in Europe and the legitimacy of OASIS in Europe. The Board discussed issues related to enhancing the OASIS international presence. An OASIS European office may not be necessary to achieve this, but better communication about OASIS and its benefits may be required. The UBL success and European visibility might be an OASIS case study.

The Board and Staff discussed increasing and improving Asian participation within OASIS.

Jamie Clark and Laurent Liscia outlined areas of work in OASIS that might be increased, including telecom, emergency services and verticals. They also discussed new possible areas for standardization.

Staff noted the use of a new CRM tool to systematize relationship management. The Board also noted that Marketing and Standards Participation budgets in organizations might be different, thus approaches where the appropriate budget is used might be helpful. A new approach is to require events to be funded through sponsorship before they are committed.

13. Staff Presentation: Member Services, Administration

Scott McGrath presented approaches toward enhanced operations, including changes to the organizational structure, finances, and tools to support operations. He also noted plans for near term recovery plans as well as longer term disaster recovery. Staff is also planning to replace Kavi and also improve the OASIS document management system.

14. Staff Presentation: Marketing

Carol Geyer described approaches toward increasing OASIS visibility, including new approaches toward the Cover pages, including adding subject tagging. Staff is working to improve the OASIS web site. The Board and Staff discussed possible pricing changes and consideration of requiring members that start a Member Section (or a TC) be limited to Sponsor members. Staff outlined benefits that could be associated with various member categories.

15. Staff Presentation: TC Administration

Mary McRae noted that four new TCs have been started and six more are starting in the next quarter. She outlined some new ideas that could benefit the membership as well as the TC Administrator, including schedule calculations, URI generation and member services chat. The process will also be linked to business development and obtaining member feedback.

<Jamie Clark, Carol Geyer, Laurent Liscia, Mary McRae, Scott McGrath left the meeting>

16. Organizational Health Discussion

The Board of Directors entered Executive Session to discuss Organizational Health Discussion.

The Board of Directors finished Executive Session to discuss Organizational Health Discussion.

17. Recess

The meeting recessed at 17:40 ET.

31 July 2008

Directors in Attendance:

- Eduardo Gutentag, Chairman
- Mike DeNicola, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Peter Brown
- Bob Freund
- Bob Glushko
- Jim Hughes
- Paul Knight
- Jeff Mischkinsky
- Claus von Riegen
- Michael Winters

Directors Regrets:

- None.

Departing Directors in Attendance:

- Ed Cobb, Vice Chairman

Staff in Attendance:

- Laurent Liscia
- Jamie Clark
- Carol Geyer
- Cathy Mayo
- Scott McGrath
- Mary McRae
- Neil Schelly

18. Welcome, Agenda Review

Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Eduardo Gutentag, the Chairman, convened the meeting at 9:00 ET, noting that a quorum was in attendance. Eleven directors and Ed Cobb, Laurent Liscia were present when the meeting convened. The meeting agenda was reviewed and approved.

19. Installation of new Directors and Appreciation for Departing Directors

<Jamie Clark joined the meeting>

Eduardo Gutentag welcomed Bob Freund and Jim Hughes to the OASIS Board and reminded all Board members of their fiduciary duty to OASIS.

The Board expressed thanks to Ed Cobb for his six years service to OASIS as a Board member, four years of Vice Chair.

RESOLUTION 2008-07-31.01, The Board thanks Ed Cobb for his six years of service to OASIS as a Board member and his leadership of the IPR Committee and work as Vice Chair.

Approved unanimously

<Ed Cobb left the meeting>

20. Election of Officers and Committee Assignments

RESOLUTION 2008-07-31.02, The Board thanks Mike DeNicola for his important service as Treasurer.

Approved unanimously

The IT Infrastructure Committee was primarily established to bring the IT infrastructure in alignment with the TC Process, which has been mostly accomplished.

RESOLUTION 2008-07-31.03, Dissolve the IT Infrastructure Committee.

Approved unanimously

The Board discussed the ad hoc liaison committee which has been focused on submissions of OASIS standards to other organizations. This could be called the Submissions ad hoc Committee.

RESOLUTION 2008-07-31.04, Dissolve the Strategy Committee.

Approved unanimously

RESOLUTION 2008-07-31.05, The Board thanks Frederick Hirsch for an excellent job chairing the Strategy Committee.

Approved unanimously

The Board discussed the role of the TAB, and the level of involvement of Board members in the TAB. The Board noted possible TAB work such as changes to the IT infrastructure, reviewing standards for OASIS vote and other activities.

RESOLUTION 2008-07-31.06, that the following individuals are hereby elected to the office or position indicated below, each to serve until he or she resigns or is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

OASIS Officer and Board Committee assignments for 2008-2009 are as follows:

Board Positions	
Chairman	Eduardo Gutentag

Vice Chairman	Jeff Mischkinsky
Secretary	Frederick Hirsch
Treasurer	Jim Hughes
Finance and Auditing Committee Chair	Jim Hughes
Finance and Auditing Committee Members	Eduardo Gutentag, Jeff Mischkinsky, Mike DeNicola.
IPR Committee Chair	Bob Freund
IPR Committee Members	Bob Glushko, Eduardo Gutentag, Frederick Hirsch, Jim Hughes, Jeff Mischkinsky, Claus von Riegen, Michael Winters.
Outreach Chair	Bob Glushko
Outreach Committee Members	Peter Brown, Frederick Hirsch
Staffing and Compensation Committee Chair	Paul Knight
Staffing and Compensation Committee Members	Eduardo Gutentag, Peter Brown, Frederick Hirsch
Submissions ad hoc Committee Chair	Claus von Riegen
Submissions ad hoc Committee Members	Jim Hughes, Paul Knight, Eduardo Gutentag, Michael Winters
Process Committee Chair	Jeff Mischkinsky
Process Committee Members	Bob Freund, Eduardo Gutentag, Paul Knight, Claus von Riegen, Michael Winters , Jim Hughes , Frederick Hirsch
Governance Committee Chair	Mike DeNicola
Governance Committee Members	Bob Freund, Eduardo Gutentag, Frederick Hirsch, Jim Hughes, Jeff Mischkinsky, Claus von Riegen.

Approved unanimously

<Jamie Clark, Laurent Liscia left the meeting>

21. Staffing Committee Report

The Board of Directors entered Executive Session to discuss Staffing Committee Report.

The Board of Directors finished Executive Session to discuss Staffing Committee Report.

22. Strategy Committee Report

<Jamie Clark, Carol Geyer, Laurent Liscia, Mary McRae joined the meeting>

Frederick Hirsch provided an update on Strategy Committee activities and initiated discussion related to the OASIS value proposition and goals. The Board discussed how to measure success in Europe and noted that

this includes having OASIS achieving recognition in Europe, increasing European membership, and bringing work (and members) into OASIS based on European research projects.

23. TAB Report and Joint Session

<Abbie Barbir (Teleconference), Martin Chapman, Toby Considine, Bill Cox, Jacques Durand, Hal Lockhart, Frank McCabe, Mary McRae (Staff) joined the meeting>

The TAB and Board held a joint session. The TAB has discussed the role of the TAB and made suggestions on what the TAB should do. The TAB is also reviewing the TAB charter and plans to provide a charter revision, including items that the TAB can produce without individual Board approvals. (See http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200807/msg00065.html.) One item the TAB mentioned is community development, cross-TC information sharing. The Board and TAB discussed IPR contribution issues related to TAB providing technical feedback to TCs in which TAB members do not participate.

<Scott McGrath left the meeting>

<Neil Schelly joined the meeting>

The Board and TAB discussed the role and effectiveness of the TAB. Discussion included the need for setting appropriate goals and measuring success. Symposium was noted as a major activity of the TAB that was completed. The Board and TAB discussed the importance of having achievable projects and not just open-ended projects.

Staff noted that the time and funding previously used for OASIS Symposium may be used for specialized workshops, roadshows, interops, and sessions at other conferences, to be determined. See http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200807/msg00032.html.

The Board and TAB discussed the OASIS Symposium and noted that although the Symposium has been useful to members and interesting to TAB members, financial issues suggest making a change going forward. TAB members noted that they can help with other events in the future. The Board noted the opportunity costs associated with not having Symposium and noted the benefits of having people meet in person at an OASIS event, having tutorials and TC meetings. Board members noted the benefits of an annual OASIS meeting for the active membership. The Board also discussed alternatives for the AGM such as virtual meetings and noted that Symposium is a benefit for Foundational sponsors.

RESOLUTION 2008-07-31.07, Discontinue the OASIS Symposium series and do not hold an OASIS Symposium in 2009.

RESOLUTION 2008-07-31.07a (to amend), Replace "Discontinue the OASIS Symposium series and do" with "Do"

Motion approved [9-2-0]

Motion approved [9-2-0]

RESOLUTION 2008-07-31.08, The Board thanks the TAB for their work on previous Symposia.

Approved unanimously

The Board noted that there is a Bylaws requirement for an annual OASIS General Meeting. The Bylaws do not mandate that the AGM be F2F. Article 13, Section 2: "The members shall meet annually at a minimum of one (1) time per calendar year for the purpose of transacting business as may come before the membership."

<Abbie Barbir (Teleconference), Martin Chapman, Toby Considine, Bill Cox, Jacques Durand, Hal Lockhart, Frank McCabe, Mary McRae (Staff) left the meeting>

24. IT Committee Report

Laurent Liscia and Neil Schelly discussed issues related to IT with the Board. Kavi not designed for customization and third party integration. OASIS Staff does not believe that the current outsourced Kavi could not be used effectively for OASIS, given the needs of the OASIS. OASIS Staff has analyzed Kavi and notes various areas where it would not be suitable.

<Neil Schelly left the meeting>

25. Finance Committee Report

<Cathie Mayo, Scott McGrath joined the meeting>

Mike DeNicola led discussion of the June Operations report and forecast. (See http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200807/msg00038.html). He noted some improvements and that we are managing closer to budget. The Board discussed renewals, forecasting and cash position.

RESOLUTION 2008-07-31.09, Board of Directors hereby (a) authorizes Jim Hughes, OASIS Treasurer, immediately and until further notice, to be a signatory on behalf of the organization, (b) adopts all such forms of resolutions as may be required by any bank or other depository of the organization's funds, as if set forth here in full, to effect such authorization, and (c) authorizes and directs the Secretary to execute and deliver on behalf of the organization all such Secretary's Certificates of votes and signature cards on behalf of the organization as may be needed to carry out the intention of this resolution.

Approved unanimously

26. Staff Report

Staff presented status reports on activity to date. Carol Geyer noted that the XML.org site has been updated, and focus areas has been created for SAML and is working on another. Symposium was completed successfully. Jamie Clark gave an update on TC Administration. The Board expressed concern related to the increased work for Mary McRae given the importance of maintaining the quality of TC support. Scott McGrath provided an update on operations.

<Laurent Liscia left the meeting>

27. Member Section Reports

<Abbie Barbir (by teleconference) joined the meeting>

Abbie Barbir provided an update on the Telecom Member Section. The Member Section is working to

charter its first TC. He also noted that there will be a workshop on adopting SOA for Telecom in association with Open Standards Forum (See http://events.oasis-open.org/home/forum/2008). An additional member joined OASIS due to this activity.

<Abbie Barbir (by teleconference) left the meeting>

Jamie Clark gave an update on the eGov member section.

Jeff Mischkinsky proved an update on the OpenCSA. OpenCSA has seven TCs and has held its second annual election. The Member Section has a liaison committee to coordinate work among the TCs.

<Carol Geyer, Scott McGrath left the meeting>

28. Board Planning and Logistics

F2F Schedule:

- (1) Nov 13-14 San Helena F2F, hosted by Bob Glushko
- (2) San Juan Puerto Rico, Feb 5-6, hosted by Hitachi
- (3) May 19-20 Paris, hosted by Sun (possibly) or SAP (possibly)
- (4) July 30-31 Billerica, hosted by Nortel

Monthly calls, 4th Thursday every month 8-10 PT Interim calls, 2nd Thursday every month 8-9 PT

Teleconference Schedule:

- 28 August 2008 (monthly) 8-10 PT
- 11 Sept 2008 (interim)
- 25 Sept 2008 (monthly)
- 9 Oct 2008 (interim)
- 23 Oct 2008 (monthly)
- No teleconferences in November 2008.
- 11 Dec 2008 (interim)
- 22 December 2008 (monthly)
- 8 January 2009 (interim)
- 22 January 2009 (monthly)
- No teleconferences in February 2009.
- 12 March 2009 (interim)
- 26 March 2009 (monthly)
- 9 April 2009 (interim)
- 23 April 2009 (monthly)
- No teleconferences in May 2009.
- 11 June 2009 (interim)
- 25 June 2009 (monthly)
- No teleconferences in July 2009.

<Jamie Clark left the meeting>

RESOLUTION 2008-07-31.10, Enter exec session to discuss legal issues.

Approved unanimously

29. Discuss legal issues

The Board of Directors entered Executive Session to discuss Discuss legal issues.

The Board of Directors finished Executive Session to discuss Discuss legal issues.

30. Adjourn

The meeting adjourned at 17:05 ET.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors