Minutes - OASIS Board of Directors Meeting

Held 12 October 2010 and 15 October 2010, Brussels (F2F).

OASIS Board approved Public minutes.

Thanks to IBM for providing the teleconference bridge.

12 October 2010

Directors in Attendance:

- Peter Brown, Chairman
- Claus von Riegen, Vice Chairman
- Frederick Hirsch, Secretary
- Bob Freund
- Mike DeNicola
- Tony Giroti
- Dave Ings
- Paul Lipton
- Jeff Mischkinsky
- Charles Schulz

Directors Regrets:

- Jim Hughes, Treasurer and Finance Committee Chair

Staff in Attendance:

- Greg Carpenter
- Carol Cosgrove-Sacks
- Laurent Liscia
- Scott McGrath
- Pim van der Eijk

Other in Attendance:

- Bart Hanssens, FEDICT, Belgian Ministry of IT
- Anne Lehouck, EU Commission Directorate General for Enterprise

1. Welcome, Agenda Review

Peter Brown, the Chair, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Peter Brown, the Chair, convened the meeting at 9:40 CEST, noting that a quorum was in attendance. Eight directors and Laurent Liscia were present when the meeting convened. The meeting agenda was reviewed and approved.

2. Overview of FEDICT

Bart Hanssens introduced FEDICT to the OASIS Board including the work of FEDICT on e-gov and open standards, including OASIS ODF and OIC TCs.

<Jeff Mischkinsky, Charles Schulz joined the meeting>

3. Minutes Approval

RESOLUTION 2010-10-12.01, Approve the minutes from 2010-09-16 as distributed on 2010-09-16 by Frederick Hirsch.

Approved unanimously

See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201009/msg00036.html.

4. Open Action Review

This section records action item status. There are 7 action items listed.

Actions from 3 February 2010

ACTION: 2010-02-03.2: Process Committee to provide FAQ and template for proposed Process revision.
Status: completed.
Note: This is related to ACTION 2010-02-03.1. Posted,
http://www.oasis-open.org/committees/process-faq.php.

Actions from 26 May 2010

ACTION: 2010-05-26.1: Process Committee and Member Section Administrator to review all RoPs for Qualified Elector definitions.
Status: open.

Actions from 28 July 2010

ACTION: 2010-07-28.2: Staff to produce and share TC Process FAQ with Board Process Committee in advance of sending to OASIS members.
Status: completed.

Note: Posted, http://www.oasis-open.org/committees/process-faq.php.

ACTION: 2010-07-28.3: Board Governance Committee to propose a Conflict of Interest Policy for the OASIS Board, with initial focus on OASIS Board.
Status: open.

ACTION: 2010-07-29.1: Staff to create confidential mailing list for Board-TAB-Staff discussions.
Status: completed.
Note: See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201010/msg00019.html.

Actions from 28 July 2010

ACTION: 2010-07-29.2: Staff, TAB and Board TAB liaison have a brainstorming session to create a proposal to the Board on the TAB value proposition before the next F2F.
Status: open.

Actions from 16 September 2010

ACTION: 2010-09-16.1: Executive Director to review issues around time bounded employee agreements, review with Staffing Committee and report results to Board at the Board F2F meeting.
Status: completed.
Note: There is no issue with employee at will contract, especially with clarity of limited term engagements.

5. 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 2 resolutions listed for follow-up action.

Resolutions from 28 July 2010

RESOLUTION 2010-07-28.03, RESOLVED: Adopt process-2010-07-20-Rollup-ForBoardApproval.pdf revision of the Process document as distributed by Jeff Mischkinsky on 21 July 2010 to the board-agenda mailing list, with the same effective date as that for the IPR Policy revision, 15 October 2010.
Follow-up Status: completed.

Resolutions from 16 September 2010

6. OASIS Executive Director's Report

Laurent Liscia, Executive Director, provided an update on OASIS. He noted that OASIS moved successfully into new office space and that the new office is an improvement.

Laurent Liscia expressed a concern with possible new TCs not being proposed since the proposers are not yet OASIS members and need to be members before acting as proposers. The Board suggested they be encouraged to become members.

The Board discussed a concern with the UOML proposed errata and asked that the ED ensure that the TC process is respected fully.

7. Strategy Committee Report

Laurent Liscia provided an Executive Director update on the OASIS Strategy.

Laurent Liscia raised his concern of how to raise the OASIS presence in the world, indicating whether OASIS needs local offices and how to improve our current presence in China (Chang Feng office). Laurent Liscia asked whether having a physical office helps getting new members and noted that having an office enables a bank account to participate in government grants. Laurent Liscia summarized the discussion by indicating that having a local office is not worth the costs.

Laurent Liscia provided an update of the OASIS Strategy Committee and its current charter work.

RESOLUTION 2010-10-12.02, Add A item for Strategy Committee Charter approval to agenda

Motion approved [7-0-3]

MOTION 2010-10-12.03, Approve charter for Strategy Committee as follows: "The OASIS Board Strategy Committee will consider and advise on a wide range of opportunities, ideas, and proposals from the Executive Director. It will also provide advice and recommendations to the Executive Director on how to best execute on Board of Directors approved strategic initiatives and opportunities, realize tactical opportunities, and better perform his duties and obligations.The OASIS Board Strategy Committee will also respond to requests from the OASIS Board of Directors, and may choose to consider proposals from OASIS staff in the execution of its duties. The Strategy Committee may also recommend or create new strategic proposals for consideration by the Board of Directors. All recommendations of the Committee shall be recorded and distributed to the Board of Directors before its meetings."

MOTION 2010-10-12.03a (to amend), To delete all but first and last sentence of proposed charter.

Draft motion - no vote held

Draft motion - no vote held

The Board discussed the value of detail in a charter, and the reasons for having a strategy committee.

8. Green IT Conference Discussion

The Board discussed the Green IT conference (see http://events.oasis-open.org/home/greenit/2010/agenda) and expectations related to the conference. Laurent Liscia noted concerns on the limitations on OASIS as co-sponsor of the conference related to industry outreach. The Board discussed the benefits of the high level visibility related to the participation of the Belgian Vice Prime Minister and Federal Minister of Finance in the conference.

9. Finance Committee Report

<Scott McGrath joined the meeting>

Scott McGrath provided an overview of the August Operations Report, (see http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201010/msg00006.html), noting that the OASIS financial condition remains good despite a slight decrease in new memberships. The OASIS office move has been completed successfully.

<Pim van der Eijk joined the meeting>

Scott McGrath also introduced an update to the Kavi migration financial forecast (see http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201010/msg00010.html).

10. Kavi 5 Migration Report

<Greg Carpenter joined the meeting>

Greg Carpenter provided an update on the Kavi Migration project (see slides http://lists.oasis-open.org/archives/board-agenda/201010/msg00001.html, minor correction on slide 4, should state 5/16/2011). Board members expressed concern about adequate testing, both of the future system and the data migration between systems, and the need to include testing as an additional design deliverable. Greg Carpenter responded to the Board that having two simultaneous systems (current and future system) with parallel updates in use is not possible due to technical issues Greg Carpenter would like to see the TAB work on usability and automation of URI testing.

Greg Carpenter reiterated that ths is a project to upgrade Kavi and not to introduce new features (which will be deferred).

<Greg Carpenter, Scott McGrath left the meeting>

11. EU ICT Standards Legislation Update

<Carol Cosgrove-Sacks, Anne Lehouck joined the meeting>

Anne Lehouck from the European Commission, Directorate General for Enterprise informed the Board about the progress regarding EU reform on ICT standards legislation. She noted a reorganization affecting standardization which is moving to Directorate C, the regulatory directorate as opposed to a technical directorate. She noted that work on the ICT whitepaper continues and is moving forward. The committee submitted it yesterday, advising EU Commission to recognize specifications from ICT consortia that meet the criteria outlined in the paper, including transparency and inclusiveness. Discussion will continue related to IPR transparency and accountability.

Anne Lehouck also mentioned the Digital Agenda and Innovation plans and the relationship to standardization. The topic of ex ante declarations, continuity of obligations and alternate business models are on a possible list for 2011, but discussion of IPR will be held at a workshop in 22 November. Guidelines for referencing standards in procurement planned for 2011.

<Anne Lehouck left the meeting>

The Board and Staff continued discussions related to EU standardization.

<Carol Cosgrove-Sacks, Pim van der Eijk left the meeting>

<Charles Schulz left the meeting>

12. OASIS Symposium/Training Plans

The Board also discussed whether to conduct an OASIS Symposium/Training Session in the spring of 2011, in conjunction with a face-to-face OASIS Annual Meeting.

ACTION 2010-10-12.1: Staff to provide SWOT analysis on OASIS-wide annual meeting.

This action includes various possibilities, such as AGM only, AGM in conjunction with anotehr conference or other OASIS events.

13. 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.

14. Member Section Discussion

RESOLUTION 2010-10-12.06, Add A items related to Legal XML member sections

Approved unanimously

RESOLUTION 2010-10-12.07, The Board revise the RoP for the Legal XML Member Section to remove dues allocation.

RESOLUTION 2010-10-12.07a (to amend), Add the words, "effective immediately."

Motion approved [8-1-0]

Approved unanimously

The motion as amended reads: "The Board revise the RoP for the Legal XML Member Section to remove dues allocation effective immediately."

RESOLUTION 2010-10-12.08, Prohibit Legal XML member section from making any further spending commitments until they have convinced the Board that they are a going concern."

RESOLUTION 2010-10-12.08a (to amend), add "as of 15 October 2010" before "until" in the previous notice.

Approved unanimously

RESOLUTION 2010-10-12.08b (to amend), change 15 October to 13 October

Motion approved [6-2-2]

Approved unanimously

The motion as modified reads "Prohibit Legal XML member section from making any further spending commitments as of 13 October 2010 until they have convinced the Board that they are a going concern."

ACTION 2010-10-12.2: Laurent Lisca to notify the Legal XML member section of these decisions.

15. Board-Only Discussion

The Board of Directors entered Executive Session to discuss Board-Only Discussion.

The Board of Directors finished Executive Session to discuss Board-Only Discussion.

16. Recess

The meeting recessed at 20:00 CEST.

15 October 2010

Directors in Attendance:

- Peter Brown, Chairman
- Claus von Riegen, Vice Chairman
- Frederick Hirsch, Secretary
- Bob Freund
- Mike DeNicola
- Tony Giroti
- Dave Ings
- Paul Lipton
- Jeff Mischkinsky

Directors Regrets:

- Jim Hughes, Treasurer and Finance Committee Chair
- Charles Schulz

Staff in Attendance:

- Laurent Liscia

Other in Attendance:

- Mohammed Kammachi, Belgian Federal Ministry of Finance
- Arnaud Martens, Belgian Federal Ministry of Finance
- Adil Nachit, Belgian Federal Ministry of Finance

17. Resume

Peter Brown, the Chair, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Peter Brown, the Chair, resumed the meeting at 9:00 CEST, noting that a quorum was in attendance. Eight directors were present when the meeting convened. The meeting agenda was reviewed and approved.

18. Strategy Committee Charter

The Board resumed discussion of the following motion and amendment from the previous session:

MOTION 2010-10-12.03, Approve charter for Strategy Committee as follows: "The OASIS Board Strategy Committee will consider and advise on a wide range of opportunities, ideas, and proposals from the Executive Director. It will also provide advice and recommendations to the Executive Director on how to best execute on Board of Directors approved strategic initiatives and opportunities, realize tactical opportunities, and better

perform his duties and obligations.The OASIS Board Strategy Committee will also respond to requests from the OASIS Board of Directors, and may choose to consider proposals from OASIS staff in the execution of its duties. The Strategy Committee may also recommend or create new strategic proposals for consideration by the Board of Directors. All recommendations of the Committee shall be recorded and distributed to the Board of Directors before its meetings."

MOTION 2010-10-12.03a (to amend), To delete all but first and last sentence of proposed charter.

RESOLUTION 2010-10-15.01, Call the question on MOTION 2010-10-12.03a

Motion approved [7-1-0]

MOTION 2010-10-15.02, Approve MOTION 2010-10-12.03a

Motion failed [1-6-1]

MOTION 2010-10-15.03, Call the question on MOTION 2010-10-12.03

Motion failed [5-3-0]

< Tony Giroti, Laurent Liscia joined the meeting>

The Board discussed the purpose of the strategy committee and the charter, including questions regarding involvement of the entire Board as well as the time frame of work in the strategy committee.

RESOLUTION 2010-10-15.04, Call the question

Approved unanimously

RESOLUTION 2010-10-15.05, The Board commit the Strategy Committee charter development to the Strategy Committee, to state that is specifically responsible for maintenance of the OASIS Strategy document, and provide advice to the Executive Director from time to time as requested, and to perform tasks as referred by the OASIS Board of Directors from time to time as related to strategy and goals.

Motion approved [5-1-3]

RESOLUTION 2010-10-15.06, Michael DeNicola, and Bob Freund be added to the Strategy Committee.

Approved unanimously

19. Follow-up on Green IT with Belgian Federal Ministry of Finance

<Mohammed Kammachi, Arnaud Martens, Adil Nachit joined the meeting>

The Board and Belgian Federal Ministry of Finance discussed the conference. They noted satisfaction with the conference and how it will help progress Ministry work related to ICT. Important messages were conveyed to

the government participants. The conference underscored the importance of open standards for the future after initial work. The OASIS Board expressed its appreciation to the Belgian Federal Ministry of Finance for its forward-looking initiatives and hosting of the OASIS Board meeting. The Belgian Federal Ministry of Finance thanked the OASIS Board for its cooperation.

<Mohammed Kammachi, Arnaud Martens, Adil Nachit left the meeting>

The Board reviewed the conference and follow up actions.

20. OASIS Board Discussion on Green IT and EU ICT

The Board noted that it is not a lobbying organization but is active in promoting OASIS standards work and its open standards.

21. Process Committee Report

Jeff Mischkinsky provided an update on Process Committee status, noting that the Committee will defer additional changes to the process for six months. Additional work remains regarding maintenance activities and approved errata as well as primary approval for statements of use. See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201010/msg00016.html.

22. IPR Committee Report

Bob Freund noted that no IPR committees will be held unless necessary, due to the fact that recent work on the revision to the IPR policy is complete. Issues raised in the IPR Committee around IPR disclosures, their format and processing, have been delegated to the Process Committee for consideration.

23. Staffing and Compensation Committee

Peter Brown reported on the Staffing Committee indicating that a meeting will be scheduled in advance of the next Board meeting.

24. TAB

David Ings noted that an update on the TAB has been provided to the Board and that as TAB liaison he plans additional discussion with the TAB.

25. Member Section Review

Peter Brown noted that there are no member section reports to discuss at this meeting, and that it might make sense for the Board to review Member Section activity on individual basis and over various meetings.

26. Governance Committee Report

Paul Lipton provided an update on the Governance Committee activities. Work continues on an OASIS anti-trust policy review as well as a document retention and destruction policy.

27. Meeting Schedule

The Board discussed meeting planning and the possibility of cancelling teleconferences if there is no substantive business. Teleconferences are needed if there is active committee work requiring discussion or decisions, or if there are exception reports related to finance or operations requiring discussion. F2F meetings enable detailed discussion on a regular basis, review of activities and planning.

ACTION 2010-10-15.1: Peter Brown to review possibility of rescheduling the 16 June teleconference if it does not work for other Board members.

Planned upcoming meeting schedule.

F2F Meetings
F2F, 2-3 February 2011, New York City, hosted by Microsoft, 1290 Avenue of the Americas
F2F, 4-5 May 2011 Berlin hosted by SAP at the SAP offices in Rosenthaler Strasse 30, 10178 Berlin
F2F, 27-28 July 2011, OASIS Burlington MA office

Teleconference information:

Teleconferences
18 November 2010, 9-11 PT
16 December 2010, 9-11 PT
20 January 2011, 9-11 PT
No teleconference February 2011
17 March 2011, 9-11 PT
21 April 2011, 9-11 PT
No teleconference May 2011
16 June 2011, 9-11 PT
No teleconference July 2011

28. Adjourn

The meeting adjourned at 15:00 CEST.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors