

## DAY ONE

### Directors in Attendance:

- Bob Freund, Chairman
- Frederick Hirsch, Vice Chairman
- Peter Brown, Secretary
- Jim Hughes, Treasurer
- Abbie Barbir
- Mike DeNicola
- Tony Giroti
- Dave Ings
- Jeff Mischkinsky
- Sanjay Patil

### Directors-elect (observing):

- Gershon Janssen
- Dawn Jutla
- Paul Lipton
- Zhexuan Song

### Staff in Attendance:

- Laurent Liscia
- Scott McGrath
- Jamie Clark
- Carol Geyer
- Chet Ensign
- Greg Carpenter
- Cathie Mayo
- Dee Schur
- Barbara Erbes
- Jose Marquez

### Joining by Teleconference:

- Elysa Jones (Emergency Interop MS)

## 1. Welcome and Adoption of Agenda

Bob Freund, Chairman, presided at the meeting. Peter Brown, Secretary, took the minutes.

The Chairman called the meeting to order and took roll call. With 10 members in attendance, the meeting was quorate. The Chairman introduced and welcomed the newly elected members of the Board, explaining that they would be formally seated as members with voting rights as the first item of business on the second day. In the meantime, he welcomed their active participation.

The draft agenda was adopted.

## 2. Approval of Minutes

The minutes of the Board meeting of 3-4 May 2012 were approved.

## 3. Open Action Review

The Board **closed** the following Action Items (dealt with at the meeting):

#0023: ED to return an improved OASIS Strategy (from the public web page) to the board, by 7 June, for discussion/approval at the June 21 teleconference. It should cover all key strategies, such as Secretariat Services and similar programs

## 4. CEO Report

The CEO, Laurent Liscia, presented his Executive Report, circulated before the meeting. Highlights of this report included:

- Cloud computing continues to be a major target area of work;
- New ventures opening in “Web 2.0” area (such as the recent Portland Digital Exchange event, PDX);
- There was a lull in new TC’s in Q2 but this was offset by very high renewal rates – this will be discussed in further detail as a separate item (Day Two);

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- Emergence of “Big Data” as a growth area for standards. OASIS has a strong ‘brand’ in the areas of security and privacy that are emerging as key issues, even if OASIS is not a security or privacy organization *per se*;
- Discussions are continuing internally around the value of standards (‘as an insurance policy’) for startups, entrepreneurs and venture capital groups;
- Value of membership meetings still pertinent as is social networking.

In the ensuing discussion, a key point concerned ‘where is OASIS to prospect?’ and does it have the necessary tools to do it. The CEO took a new action to report on progress in the area of Big Data.

## **5. Operations, Audit and Financial reports**

### **Partly held In Executive Session**

The Board expressed its continued deep appreciation to the Financial Controller, Cathie Mayo, for her work.

## **6. Process Committee report**

Director of Standards Development and TC Administration, Chet Ensign, and Process Committee Chair, Jeff Mischkinsky, presented the latest ‘roll-up’ revision document of proposed TC Process changes, for Board consideration. This included: allowing ‘non material changes’ to be approved without public review; simplifying rechartering; modifying requirements for statements of use; and some further minor changes. The motion to approve the draft text, circulated on 18 July, was approved unanimously, with effect from 1<sup>st</sup> August 2012.

They also presented the proposed revisions to the Member Section policy document which covered: requirement for annual renewal of member affiliation to a member section; changes to size and composition of steering committees; elections and constituencies; and closure of a section. The motion to approve the draft text, circulated on 18<sup>th</sup> July, was also approved unanimously, with an effective date of entry into force of 1<sup>st</sup> September 2012.

The Board also agreed that staff would supervise any elections and use the same implementing rules as are applied to Board elections, *mutatis mutandis*.

## 7. Staff Reports

The Board received and discussed a number of staff reports:

**Barbara Erbes**, Member Services Coordinator, reported on membership renewal process and outcomes. Against a target renewal rate of 78%, OASIS current renewal rate stands at 83%. She was commended for the excellent efforts and clear presentation.

**Carol Geyer**, Senior Director for Communications and Development, reported on key aspects of the business development strategy and philosophy of the organization, including: note that most members join OASIS with a specific TC in mind; growing number of testimonials on the public web site; forthcoming overhaul of main entry pages to the web site; new events; the introduction of marketing groups to help with adoption and take up of key deliverables and promote work in targeted policy and business areas; the introduction of co-branding other organizations' standards development work.

**Robin Cover**, Director of Information Services, highlighted the "Big Data" tech challenge; the differentiators of OASIS vis-à-vis other standards bodies working in this field; the role played by open source as compared to proprietary solutions; and the idea of a "Big Data Forum".

**Jane Harnad**, Manager of Events, outlined the preparatory work around the proposed second International Cloud Symposium, to be held in October in Washington, D.C. Originally to be hosted by NIST, this will now be held at Microsoft's Chevy Chase facility. She also outlined the "lightning round" talks being prepared for the evening's Annual Meeting of members.

## 8. Strategy

The CEO, Laurent Liscia, introduced this item, including the draft paper circulated and a key set of comments from Board member Mike DeNicola. This was accompanied by a recap of the evolution of work on Strategy. The key question raised by the CEO was "what will OASIS be remember for in ten years' time?" The discussion covered strategic direction, differentiators, organizational relevance, placing OASIS on a Gartner hype curve for standards development, role of Board members and staff, marketing, acquisitions, geographical drivers, and new directions.

## 9. Member Sections

Elysa Jones, from the Steering Committee of the Emergency Interoperability Member Section joined the meeting by teleconference. She gave an overview of the current and planned work of the Member Section, particularly in the area of take up of the Common Alerting Protocol (CAP), such as the Montreal workshop organized together with the eGovernment Member Section. A major concern is the absence of major sponsor of the section but with a hope that the US DHS may join. One recent new area of work concerned tracking of emergency patients (and the impacts of privacy regulations). The Member Section is delighted with the support they receive from OASIS staff.

Jeff Mischkinisky also gave a brief update of the Open CSA Member Section, although the section has not been recently very active.

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The Board raised a question about the relationship between Member Sections and the proposed new marketing groups. Staff will address this.

*The proposed "A" item to approve a change to the Rules of Procedure of the AMQP Member Section (reduction of size of steering committee) is **tabled** until a future Board meeting.*

## 10. Organizational Health

### Held in Executive, Board-member-only, Session

The meeting recessed for the day at 16.25

#### DAY TWO

##### Directors in Attendance:

- Frederick Hirsch, Vice Chairman
- Peter Brown, Secretary
- Jim Hughes, Treasurer
- Abbie Barbir
- Mike DeNicola
- Dave Ings
- Gershon Janssen
- Dawn Jutla
- Paul Lipton
- Sanjay Patil
- Zhexuan Song

##### Staff in Attendance:

- Laurent Liscia
- Scott McGrath
- Jamie Clark
- Chet Ensign
- Greg Carpenter
- Cathie Mayo
- Jose Marquez

##### Others attending:

- Richard Snyder (Duane Morris LLP)

## 11. Welcome and Adoption of Agenda

Frederick Hirsch, Vice-Chair, presided at the resumption of Day 2 of the meeting. Peter Brown, Secretary, kept the minutes. It was agreed to proceed with the introduction from external Legal Counsel, particularly of interest for newly elected members. The Vice-Chair welcomed Richard Snyder, of the legal firm Duane Morris LLP, who gave an overview of fiduciary responsibility of Board members individually and collectively as a Board.

## 12. Installation of New Directors and Appreciation of Departing Directors

Gershon Janssen, Dawn Jutla, Paul Lipton, Zhexuan Song were formally welcomed and installed as Directors.

The Board approved unanimously a resolution expressing its appreciation of departing Directors.

## 13. Election of Officers and Committee Assignments

The Vice-Chair invited nominations to be confirmed, added or withdrawn. Two candidates presented themselves for the position of Chair of the Board and President of the Corporation: Mike DeNicola and Jim Hughes. In the election, following statements from the candidates and a secret ballot, Jim Hughes was declared elected. He assumed the Chair.

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Only one candidate presented for the post of Vice-Chair of the Board, Frederick Hirsch. He was elected by acclaim.

Only one candidate presented for the post of Secretary, Gershon Janssen. He was elected by acclaim.

Only one candidate presented for the post of Treasurer, Mike DeNicola. He was elected by acclaim.

The Board approved a resolution confirming these elections together with assignments to Board committees. Peter Brown agreed to continue to act as Secretary until completion of the minutes of this meeting.

## **14. TC Development and Strategy**

The CEO, Laurent Liscia, returned to the discussion on Strategy, introducing a revised presentation and focussing on TC development. He announced an allocation of \$50K for research on “Big Data”; a further \$25K for events support; and \$25K travel for business development related activity. The budget for the year should be adjusted accordingly.

One new idea being pursued is to prepare a “pitch pack” for venture capital firms (VCs) and startups. Peter Brown agreed to take an action to investigate whether a new TC might be scoped to develop a common standard for business plans to be pitched to VCs.

Other issues discussed included: the value of business analysts not just technology analysts in identifying future work; the role of the TAB and possible “crowdsourcing” from OASIS members; the opportunity to work with VCs and startups (a “speed-dating” symposium highlighting the value of standards in startup work); different or revised membership models (‘super sponsor’ level, single-TC membership).

The key issue, according to the CEO, is for the organization to stay ‘ahead of the curve’, encouraging organizations to standardize early in their work (*cf* ISO/IEC ‘Incubator’ projects).

## **15. TAB Report**

Martin Chapman, Chair of the Technical Advisory Board (TAB), presented an overview of the TAB work over the previous year, its objectives and targets met, as well as work projections for the coming year.

The Board agreed to proceed with a special election to fill the current vacancy on the TAB.

The Board appointed Board member, Zhexuan Song, as Liaison with TAB and made a vote of thanks to Dave Ings for his work in this function.

## **16. Staff Reports (continued)**

The Board continued its consideration and discussion of staff reports:

**Greg Carpenter**, Director of Technology, reported on current concerns regarding IT infrastructure and Q3 priorities, including support for Member Section sub-sites and possible LDAP support. He also indicated the continued danger posed by a catastrophic hardware or software failure of any of the core

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systems in absence of dedicated systems administrator. The Board expressed concern and tasked the CEO to draft a risk mitigation plan and report urgently to the Board.

**Jamie Clark**, General Counsel, reported on the state of OASIS liaisons with external organizations and to possible issues regarding the process for submission of OASIS work to *de jure* standards bodies.

**Chet Ensign**, Director of Standards Development and TC Administration, reported on TC Administration, with a focus of moving the team's (perceived) role from 'enforcer' to 'enabler'; coupled with moves to simplify and streamline the process; and the need to examine the process for handling external comments to TC draft deliverables. The Board applauded the continued excellent progress in work being done.

## **17. Calendar of Board Meetings**

After discussion, the Board agreed to move its next face-to-face meeting forward in order to coincide with the International Cloud Symposium. The Board meeting will be held on Friday 12<sup>th</sup> October 2012.

## **18. Any Other Business**

The Board returned to the issue of Strategy, also raised during the elections and composition of committees. It agreed to establish an ad-hoc group to charter and scope the work of a Strategy Committee and report to the next Board meeting. The ad-hoc group consists of the CEO, Mike DeNicola, Peter Brown, Dawn Jutla, Paul Lipton, and Sanjay Patil.

## **19. Adjourn**

The meeting adjourned at 15.00 EDT.

Respectfully submitted, 6 August 2012

Peter F Brown, (retiring) OASIS Secretary

## Approved Resolutions

### RESOLUTION 2012-07-25.01

**“The Board approves the minutes of the meeting held on 3<sup>rd</sup> and 4<sup>th</sup> May 2012 and available at:**

Confidential (including executive session):

<http://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/46429>

Public:

<http://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/46430>”

### RESOLUTION 2012-07-25.02

**“Board approves the revisions to the TC Process as agreed by the Process Committee at its meeting of 17 July 2012 and available at:**

<http://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/46616>”

### RESOLUTION 2012-07-25.03

**“Board approves the revisions to the Member Section policy document as agreed by Process Committee on 17 July 2012 and available at:**

<http://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/46617>”

### RESOLUTION 2012-07-25.04

**“Board expresses its appreciation to Bob Freund, Tony Giroti, Jeff Mischkinsky, and Charles Schultz for their contribution to OASIS as members of the Board and to Bob and Jeff for serving as officers.”**

### RESOLUTION 2012-07-25.05

**“In accordance with OASIS bylaws Article 4 Section 1, the Board resolves that the following individuals are hereby elected to the office or position indicated in the table 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.**

Chairman of the Board and President	Jim Hughes
Vice-Chairman of the Board	Frederick Hirsch
Secretary	Gershon Janssen
Treasurer	Mike DeNicola
Executive Committee	Jim Hughes (chair), Frederick Hirsch, Gershon Janssen, Mike DeNicola
Finance & Audit Committee	Mike DeNicola (chair), Jim Hughes, Frederick Hirsch, Gershon Janssen, Abbie Barbir, Zhexuan Song, Paul Lipton
Governance Committee	Abbie Barbir (chair), Jim Hughes, Gershon Janssen, Peter Brown, Dawn Jutla
IPR Committee	Frederick Hirsch (chair), Jim Hughes, Abbie Barbir, Dave Ings, Dawn Jutla, Sanjay Patil, Zhexuan Song
Process Committee	Sanjay Patil (chair), Jim Hughes, Frederick Hirsch, Gershon Janssen, Abbie Barbir, Peter Brown, Dave Ings, Paul Lipton
Staffing and Compensation Committee	Jim Hughes (chair), Frederick Hirsch, Mike DeNicola, Abbie Barbir, Dawn Jutla, Paul Lipton, Zhexuan Song

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