Minutes of OASIS Board of Directors meeting, held 21-22 January 2014 at Huawei Technology's offices in Santa Clara, CA (Public)

Directors in Attendance:
- Jim Hughes, Chair
- Frederick Hirsch, Vice Chair
- Gershon Janssen, Secretary
- Mike DeNicola, Treasurer
- Peter Brown
- Martin Chapman
- Dave Ings
- Dawn Jutla
- Paul Lipton
- Sanjay Patil
- Zhexuan Song

Staff in Attendance:
- Laurent Liscia
- Scott McGrath

Others Joining by Teleconference:
- Jamie Clark

DAY ONE

1.   Welcome and Adoption of Agenda

Jim Hughes, Chair, presided at the meeting. Gershon Janssen, Secretary, took the minutes.

The Chair called the meeting to order and took roll call. With all members in attendance, the meeting was quorate.

One additional item was added to the agenda:

- Mike DeNicola on Member Section Policy

The amended draft agenda was adopted.

2.   Approval of Minutes

The minutes of the Board meeting of 17 December 2013 were approved.

3.   Open Action Review

The following Action Items were scheduled for discussion in this agenda and **closed** at this meeting:

#0060   Peter Brown (as chair of the Governance Committee) to provide feedback to the Board on items to consider from the Duane Morris legal presentation, such as Audit Committee responsibilities and term limits.

#0061   Laurent Liscia / Jamie Clark to update the liaison web page with names, both showing incoming and outgoing liaisons. Notify all named individuals that their name will be published.

#0063   Laurent Liscia / Jamie Clark to look into who maintains existing PAS submissions to ISO JTC 1 from an OASIS perspective.

#0064   Peter Brown (as chair of the Governance Committee) to explore issues around contributions that go into other organizations such as ISO JTC 1, and the way in which we handle liaisons with those external organizations.

4. Executive Director's Report

Laurent Liscia, CEO and Executive Director, elaborated on the January 2014 Executive Director's Report, highlighting various elements of the sales process and their effectiveness, resourcing and TC administration. The Board engaged in a discussion on possible other means and tools that might be used in the sales process, providing input to Laurent.

The Board thanked Laurent for the Executive Director's Report.

5. Culture Mapping Exercise

Laurent Liscia, CEO and Executive Director, led the session.

Based on Culture Surveys that involved Staff, Board and Members at large, an analysis of the OASIS culture, strengths, weaknesses and differentiators has been consolidated into the Culture Reference document.

Laurent presented the results and explained how the different outputs fit together, inviting Board members to study the report in detail and provide feedback to Laurent directly on the board-plus list.

Laurent will drill down into mission, vision and tactics, feeding the internal paper on OASIS Strategy futures. Next steps will be presented at the March 2014 Board meeting.

6. Staffing Committee Report

Jim Hughes, Chair Staffing & Compensation Committee, reported and led the discussion.

In Executive Session

7. Finance Committee Report

Mike DeNicola, Treasurer, reported and led the discussion.

In Executive Session

8. Governance Committee Report

Peter Brown, Chair Governance Committee, reported and led the discussion.

- Update on Liaison Policy and procedures

  Peter reported on the outcome of the Governance Committee work on this topic. A new draft FAQ was prepared by Jamie Clark, providing guidance on key issues with respect to the Liaison Policy. After final review of the current draft, the Governance Committee will bring the FAQ to the March 2014 Board meeting before publishing it.

The Board liked the FAQ and suggested to consider ways to create clarity between the policy and the related FAQ and level of detail between the two documents. An option might be to have a very short and clear policy and accompanying explanatory document, such as an FAQ, explaining the policy in detail. Any changes to the policy should be discussed with the Board Process Committee, who is owner of the Liaison Policy.

Action Item #0064 - Peter Brown (as chair of the Governance Committee) to explore issues around contributions that go into other organizations such as ISO JTC 1, and the way in which we handle liaisons with those external organizations - was completed and closed.

- Audit Committee - requirements and proposals

Peter reported on the outcome of the Governance Committee discussion on this topic. OASIS has an external auditor which provides for sufficient coverage; from that perspective there is no requirement to have a separate Audit Committee.

Action Item #0060 - Peter Brown (as chair of the Governance Committee) to provide feedback to the Board on items to consider from the Duane Morris legal presentation, such as Audit Committee responsibilities and term limits - was completed and closed.

9. Organizational Health

Jim Hughes, Chair, led the session.

In Executive Session

The meeting recessed for the day at 17.30.

DAY TWO

10. Welcome and Agenda Review

Jim Hughes, Chair, called the meeting to order at 09.00 hrs.

Gershon and Jim proposed changes to the agenda to accommodate for all topics. Topic 'ITAC to OECD' is taken off the agenda and the report will be send per email.

The amended draft agenda was adopted.

11. OASIS Policy Maintenance

Jim Hughes, Chair, led the discussion.

The Board reviewed the OASIS Policy Maintenance document, identifying policies to be addressed this year.

Respective owners are requested to provide updates to Gershon prior to the April 2014 Board meeting. An updated document will be sent to the board-plus list a few weeks before the April 2014 Board meeting.

12. IPR Committee Report

Frederick Hirsch, Chair IPR Committee, reported and led the discussion.

Jamie Clark joined by teleconference.

- Approval of a revision to the Trademark Policy

  Frederick explained the changes to the Trademark Policy, highlighting that the proposed changes have no impact on the Membership Agreement and IPR Policy.

  The Board approved the revision to the OASIS Trademark Policy.

- Update on activities

  The IPR Committee currently doesn't have new work on its agenda or underway.

13. OASIS Liaisons Report

Laurent Liscia, Executive Director, led the session.

Jamie Clark joined by teleconference.

- Quarterly Liaison Report

  Jamie Clark discussed the Quarterly Liaison Report with the Board.

  During the discussion the following items were noted:

  - The chart document has been updated with columns 'Strategic Value Trend' and 'Activity Trend', showing a subjective assessment by senior OASIS staff.
  - Staff efforts going into liaison / advocacy efforts are also being determined based on 'strategic value' and 'activity'. If the trend is going down, efforts are directed elsewhere.

  The Board noted that this is a good and very informative report and appreciates the continuous improvements.

Minutes of OASIS Board of Directors meeting, held 21-22 January 2014 at Huawei Technology's offices in Santa Clara, CA (Public)

- Outcome of Action Item #0061: Update the liaison web page with names

  Action Item #0061 - Laurent Liscia / Jamie Clark to update the liaison web page with names, both showing incoming and outgoing liaisons. Notify all named individuals that their name will be published – was completed and closed.

- Outcome of Action Item #0063: Who maintains existing PAS submissions to ISO JTC 1 from an OASIS perspective

  The Board suggested including guidance on PAS submissions to ISO JTC 1 from an OASIS perspective in the FAQ on the Liaison Policy which is already being prepared by the Governance Committee.

  Action Item #0061 - Laurent Liscia / Jamie Clark to look into who maintains existing PAS submissions to ISO JTC 1 from an OASIS perspective – was completed and closed.

14. Board Brainstorm Follow-Up

See '5. Culture Mapping Exercise'. This session was held on the second day to allow for discussions overnight and time was spend to complete the Culture Mapping Exercise discussion during this Board face-to-face meeting.

The Board Brainstorm topics were deferred.

15. Member Section Updates

Scott McGrath, COO, reported and led the discussion.

- CGM Update

  The draft CGM Asset Transfer Agreement is close to signing and closure. The TC has already been closed and the Member Section is bound to close. The last step of the process is to execute the agreement, which transfers out the assets which we agreed to take in in 2005.

  The Board approved for the Executive Director to execute the agreement upon receipt.

16. Board-Only Discussion

In Executive, Directors Only, Session

17. TAB Report

Zhexuan Song, Board TAB liaison, reported and led the discussion.

Zhexuan provided the Board with an update on TAB activities over the last period.

The Board took note of the information and thanked Zhexuan for the report.

18. TAB Charter

Peter Brown led the discussion.

Goal of the session was to confirm the TAB Charter, based on various questions that surfaced over time.

The TAB is an advisory body to the Board, considered doing valuable work with a broad scope. Most recent activities have concerned the review of various draft specifications and providing the respective TC's with valuable input. Both staff and TC Administrators also use the TAB as a sounding board.

The Board suggested gathering more input to have a deeper review on the TAB Charter and referring further work on this to a Board Sub Committee before bringing it back to the Board.

Zhexuan reported that he more often works in China and following TAB activities is becoming difficult. The Board agreed to let the chair of the TAB report to the Board instead of appointing Board TAB liaison.

19. European Topic: Multi-stakeholder Platform

Martin Chapman reported and led the discussion.

Jamie Clark joined by teleconference.

Martin provided an update on the European Commission Multi-stakeholder Platform (MSP), explaining what the MSP does, work done up till now and its rolling work plan. Jamie provided some insights into some of the current topics scheduled for discussion.

The Board found the update useful and would like to receive future updates on this topic.

20. European Topic: Cloud Standards Coordination

Gershon Janssen reported and led the discussion.

Jamie Clark joined by teleconference.

Gershon provided the Board with an update on the Cloud Standards Coordination activities in Europe, for which ETSI leads the secretariat. Gershon participated in the Cloud Standards Coordination activities on behalf of OASIS. Martin provided an overview of the 11 December 2013 wrap-up event which was held in Brussels.

The Board found the update useful. No future updates are expected as these activities have been closed down.

21. Member Section Policy

Mike DeNicola led the discussion.

Mike explained the need to review the current Member Section Policy, which was originally created to support the CGM work coming to OASIS. The current policy has developed over time and needs to be reviewed to simply its procedures and rethink or enable a more lightweight model for Member Sections.

Scott McGrath supported the idea of making various aspects of the Member Section policy more lightweight from a staff perspective.

The Board asked the Process Committee to review the Member Section Policy and bring back a proposal to the Board. (Action Item #0065).

22. Upcoming OASIS Events

Laurent Liscia, Executive Director, walked through the list of upcoming OASIS Events, highlighting that Board members are encouraged to attend or participate in OASIS organized or sponsored events. In particular, the RSA Conference in February 2014 was noted as an important OASIS event.

23. Schedule of Future Meetings

18 March 2014, Teleconference, 13:00-15:00 ET
24-25 April 2014, Face-to-Face, US, New York, NY CA Technologies' offices Day 1: 9:00-17:00, Day 2: 9:00-17:00 ET
03 June 2014, Teleconference, 13:00-15:00 ET
30-31 July 2014, Face-to-Face, US, Burlington, MA (OASIS offices)
12 September 2014, Teleconference, 11:00-13:00 ET
21-22 October 2014, Face-to-Face, US, East Coast
10 November 2014, Teleconference, 11:00-13:00 ET
16 December 2014, Teleconference, 11:00-13:00 ET

24. Any Other Business

• Board Member time commitment

Scott McGrath explains that OASIS has a time commitment requirement for Board Members, which is currently 20% of their time. In the past years, a few qualified candidate Board Members have withdrew their candidacy based on the time commitment requirement.

After discussion it is the Board's sense that lowering the time commitment requirement is not realistic.

Minutes of OASIS Board of Directors meeting, held 21-22 January 2014 at Huawei Technology's offices in Santa Clara, CA (Public)

- Meeting review

  Board members reviewed the meeting and suggested the following for future meetings:

  - The brainstorm sessions seem to be valuable and most effective at face-to-face meetings. The suggestion is to continue (if needed) with brainstorm sessions at future face-to-face meetings only and not schedule new brainstorm topics for teleconference meetings.

25. Adjourn

The Board thanked Huawei Technology for providing the meeting facilities.

The meeting adjourned at 16.55.

Respectfully submitted, 7 February 2014

Gershon Janssen, OASIS Board Secretary

Minutes of OASIS Board of Directors meeting, held 21-22 January 2014 at Huawei Technology's offices in Santa Clara, CA (Public)

Approved Resolutions

RESOLUTION 2014-01-21.01
"Board resolves to approve minutes of the meeting held on 17 December 2013, available at:
Executive:
https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/51812
Public:
https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/51813"

RESOLUTION 2014-01-21.03
"The OASIS Board approves the revision to the OASIS Trademark Policy, OASIS-trademark-policy-20131206-revisions-cleancopy, for immediate publication with updated approval information."

RESOLUTION 2014-01-21.04
"The OASIS Board approves the Execute Director / CEO to execute the CGM Asset Transfer Agreement as presented https://lists.oasis-open.org/archives/board-plus/201401/msg00001/OASIS-CGM_2013_ATA_draft_20140113.pdf upon receipt of the agreement duly executed by CGM Foundation, Inc"