Draft Minutes of OASIS Board of Directors meeting, held 21-22 October 2014, New York, NY (Public)

Directors in Attendance:
- Frederick Hirsch, Vice-Chair
- Gershon Janssen, Secretary
- Mike DeNicola, Treasurer
- Peter Brown
- Martin Chapman
- Dave Ings
- Dawn Jutla *(by teleconference)*
- Paul Lipton
- Sanjay Patil
- Fang You

Staff in Attendance:
- Laurent Liscia
- Scott McGrath

Others Joining by Teleconference:
- Jamie Clark
- Chet Ensign
- Robin Cover

DAY ONE

1. Welcome and Adoption of Agenda

Frederick Hirsch, Vice-Chair, presided at the meeting. Gershon Janssen, Secretary, took the minutes.

Dawn Jutla joined the meeting by teleconference.

The Vice-Chair called the meeting to order and took roll call. With 10 members in attendance, the meeting was quorate.

The draft agenda was adopted, with some minor modifications to adjust for more efficient use of time.

2. Approval of Minutes

The minutes of the Board meeting of 12 September 2014 were approved.

3. Open Action Review

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

#0068   Staff (and interested Board members) to bring back a report to the October 2014 face-to-face Board meeting on the development of a possible Privacy Policy.

#0069   Laurent Liscia to work with the Board IPR Committee to flesh out the IPR details of the FOSSy proposal and to bring this back to the Board at the October 2014 face-to-face meeting.

#0070   Peter Brown (as chair of the Governance Committee) to investigate the need for a Cybersecurity Board Cmte and to report back to the Board at the October 2014 meeting.

4. Director Resignation

Scott McGrath, COO, reported and led the discussion.

Director Jim Hughes recently decided to retire and resigned from Microsoft as of 15 October 2014. Pursuant to Bylaws Article 3 section 16, he also resigned from the OASIS Board of Directors.

The Board approved unanimously a resolution expressing its appreciation of departing Director Jim Hughes.

Due to this Director vacancy and in accordance to our Bylaws Article 3 section 18, a special election is required. The proposed Board special election schedule was approved.

5. Election of President and Chair

Frederick Hirsch led the session.

As a result of the resignation of Director and Board Chair Jim Hughes, the Board Officer position of President and Chair became available. The Board agreed to an election for the Board Chair position and as a result of that possible other Board Officer positions.

Frederick invited nominations for Board Officer position of President and Chair to be confirmed, added or withdrawn. Only one candidate presented for the post of Chair of the Board, Frederick Hirsch. He was elected by acclamation. He assumed the Chair.

Two candidates presented themselves for the position of Vice-Chair of the Board, Martin Chapman and Sanjay Patil. In the election, following statements from the candidates and a secret ballot, Sanjay Patil was declared elected as Vice-Chair.

Board Directors were then asked to review their membership positions in the Board subcommittees. The Board approved a resolution confirming these elections together with assignments to Board subcommittees.

6. Executive Director's Report

Laurent Liscia, CEO and Executive Director, elaborated on the Q3 Executive Director's Report, highlighting topics Business Development, Sales, Renewals, advocacy work in Europe and China and internal developments, including our outside counsel.

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

7. Finance Committee Report

Mike DeNicola, Treasurer, reported and led the discussion.

In Executive Session

8. Progress on New Initiatives

Laurent Liscia, CEO and Executive Director, reported and led the discussion.

Laurent presented the topic 'Implementing OASIS strategy' (slides), followed by Q&A.

The Board took note of the presentation and thanked Laurent for the report.

9. IPR Committee Report

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

Jamie Clark, OASIS General Counsel, and Robin Cover, Director of Information Services, joined by teleconference.

Frederick reported on IPR Committee progress by presenting a summary of the most recent activities and developments, followed by Jamie who reported on the FOSSy proposal. Robin presented relevant examples from his research in area under discussion.

The Board likes to go ahead with the FOSSy proposal and asked staff to focus more on Business Development and to explore this from the perspectives of different actors, such as the TC chair, the TC member, the TC admin, etc.

The Board agreed to ask Laurent Liscia to work with staff on a next version of the FOSSy proposal and to bring this back to the Board at the February 2015 face-to-face meeting (Action Item #0072).

Action Item #0069 - Laurent Liscia to work with the Board IPR Committee to flesh out the IPR details of the FOSSy proposal and to bring this back to the Board at the October 2014 face-to-face meeting - was completed and closed.

10. OASIS office Update

Scott McGrath, COO, reported.

Scott reported that the office move has been successful and is completed now. Staff is happy with the new office.

11. Organizational Health

Frederick Hirsch, Chair, led the session.

In Executive Session

12. Board-Only Discussion

In Executive, Directors Only, Session

The meeting recessed for the day at 17.00.

DAY TWO

13. Welcome and Agenda Review

Frederick Hirsch, Chair, called the meeting to order at 09.00 hrs.

Dawn Jutla joined the meeting by teleconference.

14. OASIS Policy Maintenance

Frederick Hirsch, Chair, led the discussion.

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

It was noted that information about the approval of a policy document (metadata) is currently missing within the document itself. Adding metadata items 'approver' (who approved the document) and 'approval data' (when it was approved) will be taken care of by Scott McGrath.

Respective owners are requested to provide updates to Gershon prior to the February 2015 Board meeting. An updated document will be sent to the board-plus list a few weeks before the February 2015 Board meeting.

15. IDESG

Scott McGrath, COO, reported and led the discussion.

Scott provided an update on activities and progress. The contract to provide services to IDESG Inc., as approved by the Board at its July 2014 meeting, was executed per mid-September. Services are provided by Paul Knight, Jamie Clark, Don Thibeau and Scott McGrath. Everything is going well so far.

Laurent reminded the Board of the importance of the IDESG work, by pointing out recent developments on NSTIC and therefore IDESG.

16. TAB Charter

Frederick Hirsch, Chair, led the discussion.

The Board held an open discussion to confirm the current TAB Charter.

The Board believes that the TAB has done very good work and is very helpful, though, more clarity is needed on their work plan, status of the work produced, the route for approving that work and the relation between the Board and TAB.

The Board agreed to continue this discussion and ask Peter Brown to bring back a basic proposal to work towards a new TAB proposal / charter (Action Item #0073).

17. OASIS Liaisons Report

Laurent Liscia, Executive Director, led the session.

Jamie Clark, OASIS General Counsel, joined by teleconference.

- Quarterly Liaison Report

    Jamie discussed the Quarterly Liaison Report with the Board.

    The Board noted that this was a good and very informative report and thanked Jamie for it.

Based on the discussion on liaisons the Governance Committee was tasked with an action item to review how liaisons are organized across committees with organizations that have large responsibilities (Action Item #0074).

18. TAB Report

Gershon Janssen led the discussion.

Chet Ensign, as member of the TAB, joined and provided the Board with a status report on recent TAB activities, noting that the TAB has moved forward on the items presented at the July meeting, such as the review of the Conformance guidelines, the structural review of first public reviews of CSDs and CNDs, and tracking and classification of Public Review comments to try to get to meaningful conclusion which might help TC editors and chairs. Since July, the following specifications have been reviewed in their first Public Review: EDXL Tracking of Emergency Clients Registry Exchange, Electronic Trial Master File (eTMF), Service Metadata Publishing (SMP), XML Interchange Language for System Dynamics (XMILE) and WS-Biometric Devices.

The Board asked if a current list of activities / work plan is available and can be shared before the November 2014 Board meeting.

The Board took note of the presentation and thanked Chet for the report.

19. Privacy Policy

Scott McGrath, COO, reported and led the discussion.

Jamie Clark, OASIS General Counsel, joined by teleconference.

As a result of a discussion at the April 2014 Board meeting regarding the possible need to develop a privacy policy, Staff and interested Board members took an action item to investigate the question "Should there be an OASIS privacy policy?".

Based on first draft staff work, it is suggested that we pursue this and work towards a first draft for discussion. It was suggested to contact our privacy TCs to review possible OASIS application of their

methods or part of it and to get some help with scoping and workload estimation for a 'privacy policy' exercise.

The Board agreed to ask Staff (and interested Board members) to bring back a proposal to the February 2015 face-to-face Board meeting on a Privacy Policy for OASIS (Action Item #0075).

Action Item #0068 - Staff (and interested Board members) to bring back a report to the October 2014 face-to-face Board meeting on the development of a possible Privacy Policy - was completed and closed.

20. Cybersecurity Report

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

Jamie Clark, OASIS General Counsel, joined by teleconference.

As a result of a discussion at the July 2014 Board meeting regarding the possible need for a Cybersecurity Board Committee, the issue of "Do we need a Cybersecurity policy?" was evaluated. The top-level conclusion is that it would be worthwhile, though, we want to approach this from a business risk perspective. As such a risk assessment is already available, though outdated, the first step is to revisit / update it and as a next step advise on the need for a Cybersecurity policy based on the outcome of the assessment.

The Board agreed to ask Peter Brown (as chair of the Governance Committee) to revisit the risk assessment associated with the changes in IT / outsourcing, etc. and advise on the need for a Cybersecurity policy to the Board based on the assessment outcome (Action Item #0076).

Action Item #0070 - Peter Brown (as chair of the Governance Committee) to investigate the need for a Cybersecurity Board Cmte and to report back to the Board at the October 2014 meeting - was completed and closed.

21. Member Section Report

Scott McGrath, COO, led the session.

Scott McGrath provided the Board with an update on Member Sections.

All Member Section Steering Committee Elections have been completed. The elections were executed according to the new Member Section Policy.

Member Section OpenCSA has been without activity for quite some time and therefore has been formally closed. TCs associated with this Member Section will also be reviewed and, if found inactive, closed.

22. Upcoming OASIS Events

Laurent Liscia, Executive Director, walked through the list of upcoming OASIS Events, highlighting the Watering Hole sessions, which are in support of the Interoperate Newsletter. Support and participation is welcomed.

The Board discussed the considerations for holding a Board meeting in Europe or China. Often the duration of the Board meeting is too short to warrant for long distance travel. Connecting a Board meeting to a large event might be something that could help, though, such a connection in only considered useful if there are goals beyond the meeting or if it's part of a program with specific goals. This guidance is believed to be useful for exploring possible face-to-face options in China.

The Board agreed to ask Laurent Liscia to bring back a proposal which explores a possible face-to-face Board meeting in China for autumn 2015 (Action Item #0077).

23. Schedule of Future Meetings

10 November 2014, Teleconference   6am-8am PT / 9am-11am ET / 15.00-17.00 CET / 22.00-00.00 CST
16 December 2014, Teleconference   6am-8am PT / 9am-11am ET / 15.00-17.00 CET / 22.00-00.00 CST
3-4 February 2015, Face-to-Face, US, West Coast, Bay Area
2 March 2015   6am-8am PT / 9am-11am ET / 15.00-17.00 CET / 22.00-00.00 CST
27 April 2015   6am-8am PT / 9am-11am ET / 15.00-17.00 CET / 21.00-23.00 CST
15 June 2015   6am-8am PT / 9am-11am ET / 15.00-17.00 CET / 21.00-23.00 CST
29-30 July 2015, Face-to-Face, US, Burlington, MA (OASIS offices)

24. Any Other Business

No other business.

25. Adjourn

The Board thanked IBM for providing the meeting facilities.

The meeting adjourned at 15.30.

Respectfully submitted, 4 November 2014

Gershon Janssen, OASIS Board Secretary

Approved Resolutions

RESOLUTION 2014-10-21.01
"Board resolved to approve minutes of the meeting held on 12 September 2014, available at:
Executive:
https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/54267
Public:
https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/54268"

RESOLUTION 2014-10-21.02
"Board expresses its appreciation to Jim Hughes for his contribution to OASIS as member of the Board."

RESOLUTION 2014-10-21.03
"Board resolved to approve the Board special election schedule as proposed in document '2014 Board Special Election Process draft 2014-10-17' available at https://lists.oasis-open.org/archives/board-plus/201410/msg00017/2014_Board_Special_Election_Process_draft_2014-10-17.pdf."

RESOLUTION 2014-10-21.04
"In accordance with OASIS bylaws Article 4 Section 1, the Board resolved that the following individuals are hereby elected to the office or position indicated in the list 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.

- Chair of the Board and OASIS President: Frederick Hirsch
- Vice-Chair of the Board: Sanjay Patil
- Secretary: Gershon Janssen
- Treasurer: Mike DeNicola

Composition and Chairs of Board Committees:
- Executive Committee: Frederick Hirsch (chair), Sanjay Patil, Gershon Janssen, Mike DeNicola
- Finance and Audit Committee: Mike DeNicola (chair), Frederick Hirsch, Gershon Janssen, Sanjay Patil
- Staffing and Compensation Committee: Frederick Hirsch (chair), Mike DeNicola, Gershon Janssen, Dawn Jutla, Paul Lipton
- Process Committee: Martin Chapman (chair), Dave Ings, Gershon Janssen, Paul Lipton, Sanjay Patil
- IPR Committee: Frederick Hirsch (chair), Martin Chapman, Dave Ings, Dawn Jutla, Paul Lipton, Sanjay Patil, Fang You
- Governance Committee: Peter Brown (chair), Martin Chapman, Mike DeNicola, Gershon Janssen, Fang You
- Board liaison to TAB: Gershon Janssen"