Meeting Logistics

Venue

67 South Bedford St, Burlington, MA 01803

Meeting Documents

All meeting documents are available in Kavi, in the Board-Plus documents workspace.

Attendance

Directors Present:

- Martin Chapman
- Frederick Hirsch
- Jenny Huang
- Dave Ings
- Gershon Janssen
- Ram Jeyaraman
- Dawn Jutla (via telecom)
- Paul Lipton
- Monica Palmirani
- Beth Pumo
- Bruce Rich

Staff Present:

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

Apologies received:

- Peter Brown
- Sanjay Patil

Minutes – Day 1

1. Welcome, Agenda Review

Gershon Janssen, Chair, presided at the meeting. Dave Ings, Secretary, took the minutes.

The Chair called the meeting to order and took roll call. With 9 of 11 members present, the meeting was quorate. The draft agenda was adopted as posted.

Gershon observed that outgoing Board members Peter Brown and Sanjay Patil were unable to be present. Gershon then welcomed new Board members Beth Pumo and Bruce Rich to the Board, who formally assumed their directorships at the start of day 2.

2. Approval of Minutes

The motion to approve the minutes of the June 28, 2017 Board meeting was moved by Martin and approved by unanimous consent.

3. Executive Director's Report

Laurent Liscia, Executive Director, reviewed his most recent report to the Board.

Laurent discussed the business and financial challenges OASIS is facing, due to a changing technology standards market, while highlighting the market opportunity that cyber security offers to OASIS.

4. Executives and Officers Insurance Review

As part of action item 2017-03-07.01, insurance consultant Mitch Davis discussed recent and proposed changes to the insurance OASIS carries for its officers and directors.

Mitch outlined the considerations regarding coverage for individuals who wish to serve on the OASIS Board, and he explained the difference between Errors & Omissions and Directors & Officers coverage. He provided his interim report to the Board and will work with Scott McGrath to finish it.

5. TC Admin Update

Chet Ensign, Director of Standards Development and TC Administration, provided an update on TC Admin status and activities. He reviewed the various metrics he tracks to measure TC Admin responsiveness to OASIS members, and he observed that 20% of the TCs generate 80% of the work.

6. Business Development Strategy Update

Carol Geyer and Dee Schur provided an update on new business development activities, while Barbara Erbes reported on membership renewals and Jane Harnad reported on events. (This item was moved up from its published agenda time later in the day.)

Carol and Dee elaborated on the themes of the Executive Director's report, specifically the changing business environment and the challenges it presents to business development. They observed that non-profits are becoming a larger percentage of the OASIS membership and that this has a direct revenue impact. They reviewed the targeted (versus general) marketing techniques OASIS plans to adopt to respond to changing market conditions.

7. IT Strategy Update

Scott McGrath, COO, reviewed proposed changes and upgrades to our IT infrastructure.

Scott outlined the options and the technical considerations. Keeping the membership informed and engaged will be an essential element of any plan.

8. OASIS Strategy Update

Laurent Liscia, Executive Director, provided an update regarding OASIS Strategy.

In particular Laurent covered the positive impact of recent cybersecurity initiatives, and indicated that expanding OASIS' already solid presence in cybersecurity standards is a high priority for OASIS.

Minutes – Day 2

1. Welcome, Agenda Review

Gershon Janssen, Chair, presided at the meeting. Dave Ings, Secretary, took the minutes.

Gershon proposed a motion to recognize outgoing Director Sanjay Patil's service to the Board. The motion was approved by unanimous consent. (Note outgoing Director Peter Brown's service was recognized at the prior Board meeting.)

2. Election of Officers and Committee Assignments

Scott McGrath, COO, conducted the annual election of Board officers and committee chairs.

The following Board members were acclaimed to Board officer positions as follows:

- Chair: Gershon Janssen
- Vice-Chair: Martin Chapman
- Treasurer: Frederick Hirsch
- Secretary: Dave Ings

The following Board members were acclaimed to committee chair positions as follows:

- Executive Committee: Gershon Janssen
- Finance and Audit Committee: Frederick Hirsch
- Governance Committee: Frederick Hirsch
- IPR Committee: Ram Jeyaraman
- Process Committee: Martin Chapman
- Staffing and Compensation Committee: Gershon Janssen

Committee membership is documented in the Approved Resolutions section, below.

3. Finance Committee Report

Frederick Hirsch, Treasurer, led the discussion, held in executive session, and moved up from its published agenda time later in the day, of:

- The review of the June 2017 operations report.
- The impact of the proposed IT enhancements to the 2017 budget.

4. OASIS Certification – What It Is, What It Isn't

Laurent Liscia, Executive Director, and Chet Ensign, Director of Standards Development and TC Administration, reviewed the history and goals of the OASIS certification program.

As a matter of policy, OASIS helps TCs publish interop and self-certification (self-declaration) results but does not provide a formal certification program. It is felt that this is the right approach, given that different TCs have different requirements and practices, and this allows members to evaluate the claims of vendors implementing OASIS standards. Chet and Jamie were asked to consider drafting best practice guidelines, to provide TCs with a palette of choices.

5. TAB Update

Chet Ensign, Technical Advisory Board chair, provided an update on the TAB's activities.

6. TAB Size and Scope Discussion

Chet Ensign, Technical Advisory Board chair, led the discussion.

The Board has from time to time adjusted the role, scope and size of the TAB. It was suggested that the TAB be expanded from its current size of four. The pros and cons of this suggestion were discussed, but a majority of the Board felt that to increase the size so soon after a TAB election would be inappropriate.

It was agreed to revisit this at the next Board F2F, and the Secretary was asked to draft a motion increasing the size of the TAB by 2, for consideration at the next Board F2F.

7. OASIS Interop Policy Discussion

Laurent Liscia and Jamie Clark led the discussion.

This discussion was part of the work required to complete action item 2017-03-07.06.

There was an extended discussion about the appropriate approaches to handling interop participants who don't follow the participation rules for an OASIS interop event. At the conclusion of the discussion it was suggested that the following questions be referred to the governance committee for further study:

1. What can be done about a "bad actor". Do the current interop rules allow discipline or penalty to be imposed, where warranted?
2. Should the enforcement responsibility be transferred from the TC to OASIS?
3. Should the interop event financial model and/or contract be revised?

8. Open Projects Update

Martin Chapman and Ram Jeyaraman, chairs of the Process and IPR committees (respectively) provided a status update on the Open Projects initiative and summarized the remaining work.

Ram reported that the IPR committee is working with the counsels of several Board members to solve the outstanding IPR issues on the critical path for deploying the project.

9. Organizational Health & Board-Only Discussion

Gershon Janssen led the discussion. The discussion was held in executive session.

10. Staffing & Compensation Committee Report

Gershon Janssen led the discussion. The discussion was held in executive session. (This item was moved up from its published agenda time on day 3.)

Minutes – Day 3

1. Welcome, Agenda Review

Gershon Janssen, Chair, presided at the meeting. Dave Ings, Secretary, took the minutes.

2. Annual Legal Presentation

Richard Synder from OASIS's outside counsel Duane Morris provided advice and guidance to new and current Board members on their roles and responsibilities.

3. STIX/TAXXI Trademark Update

Jamie Clark, General Counsel, presented an update regarding the STIX/TAXXI trademarks. The discussion was held in executive session. (This item was deferred from its published agenda time on day 2.)

4. OASIS Policy Maintenance

Due to time constraints, this topic was deferred to a future Board meeting.

5. Strategy Session

Laurent Liscia, Executive Director, with the agreement of the Chair, led an impromptu brainstorming session to build upon "Cloud Software Factory" ideas proposed by Jenny and Paul. The idea will be developed further and a follow-up will be scheduled for the October Board F2F.

6. Future Meetings Review

Board Chair led the discussion, and Paul Lipton reviewed logistics for the next Board F2F.

The following dates were agreed to:

Wednesday September 20, 2017, 1-3 PM ET, Teleconference
October 18-20, 2017, Philadelphia, USA, Face-to-Face
Wednesday November 29, 2017, 1-3 PM ET, Teleconference
Tuesday December 19, 2017, 1-3 PM ET, Teleconference
Tuesday January 30, 2018, 1-3 PM ET, Teleconference
Week starting March 5, 2018, location TBD, Face-to-Face
Tuesday April 24, 2018, 1-3 PM ET, Teleconference
Tuesday May 22, 2018, 1-3 PM ET, Teleconference
Tuesday June 26, 2018, 1-3 PM ET, Teleconference
July 18-20, 2018, Burlington, MA, USA, Face-to-Face

7. Any Other Business

No other business was discussed. The meeting was adjourned at 12:00 PM.

Approved Resolutions

Resolution 2017-07-26.01

"Board resolves to approve the Executive and Public minutes of the June 28, 2017 Board meeting, as published (respectively) at:

https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/61200/latest and https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/61201/latest"

Resolution 2017-07-26.02

"Board resolves to express its appreciation for Sanjay Patil's contributions to OASIS as member of the Board.".
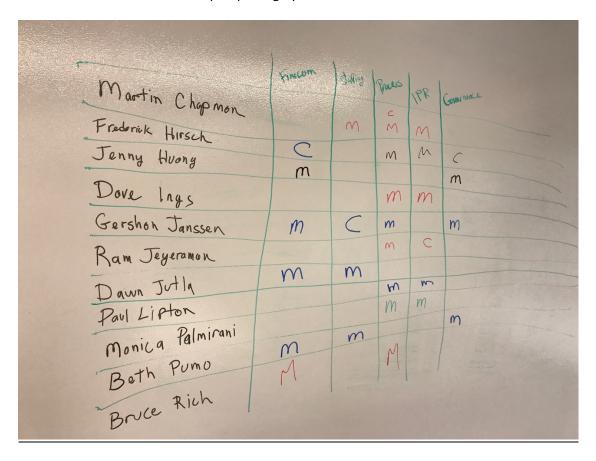
Resolution 2017-07-26.03

"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 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: Gershon Janssen
- Vice-Chair of the Board: Martin Chapman
- Secretary: Dave Ings
- Treasurer: Frederick Hirsch

Composition and Chairs of Board Committees:

- Executive Committee: Gershon Janssen (Chair),
- Finance and Audit Committee: Frederick Hirsch (Chair),
- Staffing and Compensation Committee: Gershon Janssen (Chair),
- Process Committee: Martin Chapman (Chair),
- IPR Committee: Ram Jeyaraman (Chair),
- Governance Committee: Frederick Hirsch (Chair),

and with committee membership as photographed on the whiteboard."

Name	FinCom	Staffing	Process	IPR	Governance
Martin Chapmon			C		
Frederick Hirsch		m	M	M	
Jenny Huong	C / m		m	M	C / m
Dave Ings			m	m	
Gershon Janssen	m	C	m		m
Ram Jeyeramon			m	C	
Dawn Jutla	m	m	m	m	
Paul Lipton			m	m	m
Monica Palmirani	m	m			
Beth Pumo	M		M		
Bruce Rich					

Note: a text transcription of the committee composition is available at:
https://lists.oasis-open.org/archives/board-plus/201707/msg00042.html

Open Action Items

Action Item 2017-03-07.01, owner: Scott McGrath, due: 2017-10-18 (new date)

Scott McGrath to investigate current liability insurance options for Directors and Officers.

Action Item 2017-03-07.03, owner: Gershon, due: 2017-10-18 (new date)

All OASIS policy owners to review their policies and if revisions are required, report back to the Board meeting with a target date for completing the revisions.

Action Item 2017-03-07.06, owner: Gershon Jansen, completed

Gershon Janssen (with staff) to follow-up with Tim Hudson of Cryptsoft to determine next steps regarding Tim's event interop policy recommendations.

Update: As per the minutes, policy questions have been suggested for referral to the Governance Committee.