

Meeting Logistics

Venue

Oracle
6 Van de Graaff Drive,
Burlington, MA,01803

Meeting Documents

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

Attendance

Current Directors Present:

- Martin Chapman
- Frederick Hirsch
- Jenny Huang
- Dave Ings
- Gershon Janssen
- Paul Lipton
- Beth Pumo
- Bruce Rich
- Richard Struse

Staff Present:

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

Apologies received:

- Dawn Jutla
- Monica Palmirani

New Directors Present:

- Margaret LaBrecque
- Jenny Menna
- Jim Cabral (by phone, days 2 and 3)

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, with minor revisions to the running order.

As outgoing Director (and Secretary) Dave Ings would only be present on Day 1, Gershon and Laurent expressed the Board's thanks for his service over the years. Time was also taken to welcome incoming directors Margaret LaBrecque and Jenny Menna. Although they could not yet vote on Day 1, the Board invited them to participate in the discussions.

2. Approval of Minutes

The motion to approve the draft minutes of both the 22 May 2018 and the 26 June 2018 Board meetings were moved by Richard and approved by unanimous consent.

It was suggested that minutes be drafted for the 20 June Directors-only meeting. As that meeting was in executive session, only the basic details will be documented. Gershon and Dave took this work item.

3. Foundation in a Box Business Strategy

Laurent Liscia, Executive Director, reviewed market conditions and trends that motivated OASIS involvement in this endeavor, as well as the basic design of the proposal, including why a Series LLC approach was chosen.

4. Foundation in a Box Proposal Review 1, 2, 3

The Board agreed that the proposed review topic would be held in executive session.

5. Business Development Update

Carol Geyer, Chief Development Officer, and Jane Harnad, Manager of Events, reviewed recent business development and conference activities and results. RSA was a success, with front-row booths for both the KMIP Interop Demo and the CTI Interop Showcase. The early responses to Borderless Cyber in October look promising. However, new membership revenue was very weak through the first half of the year. In July, OASIS broke the monthly new revenue record by launching a US Privacy TAG to ISO/PC 317. This unexpected windfall brightened the first half financial picture (but it's still not new "member" revenue).

Agenda Details – Day 2

1. Welcome, Agenda Review

Gershon Janssen, Chair, presided at the meeting. Bruce Rich, Secretary, took the minutes.

More time was allocated to work through the Foundation in a Box proposal to continue to advance the proposal. Accordingly, many anticipated agenda items were reordered or postponed to a later date.

Gershon proposed a motion to recognize outgoing Directors Jenny Huang, Dave Ings, Dawn Jutla and Monica Palmirani for their service to the Board. The motion was approved by unanimous consent.

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: Bruce Rich

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: Margaret LaBrecque
- 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, of:

- The review of the May operations report.
- The review of the June operations report.
- The review of a revised (as of 2Q) year-end forecast

4. Foundation in a Box Proposal Review (continued from day 1)

The Board agreed that the proposed review topic would be held in executive session. Most other topics were deferred to accommodate progress on this review.

5. Organizational Health & Board-Only Discussion

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

Agenda Details – Day 3

1. Welcome, Agenda Review

Gershon Janssen, Chair, presided at the meeting. Bruce Rich, 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 regarding their roles and responsibilities. (This item was deferred from its published agenda time on day 2.)

3. Foundation in a Box Proposal Approval

Jamie reviewed the amended proposal and some minor edits were made in real-time.

Richard proposed a motion to adopt the amended Resolution 2 and the referenced amended Operating Rules. The motion was approved with one abstention. See the Approved Resolutions section, below.

5. Future Meetings Review

Gershon Janssen, Chair, led the discussion. No conclusions were arrived at in the time that remained before adjournment, other than that there will likely be NO meeting in August.

6. Any Other Business

The Board expressed its appreciation to Martin for providing such an excellent facility for our use. The meeting was adjourned shortly after 12:00 PM.

Outstanding Action Items

All outstanding action items are grouped together here for ease of reference. However, some of these action items will be reviewed elsewhere in the agenda as part of other discussions.

Action Item 2018-03-07.01 owner: Martin Chapman, target: 2018-10

Board Process to consider whether an Open Project can take up the ownership and editing of a published final deliverable after its TC has closed. In other words, can an OP take on maintenance of a TC produced final deliverable?

Action Item 2018-07-18.01 owner: Gershon Janssen, target: 2018-9

Record minutes for the Directors-only telecon of 20 June 2018

Approved Resolutions

Resolution 2018-07-18.01

“Board resolves to approve the Executive and Public minutes of the May 22, June 12, and June 26, 2018 Board meetings, as published (respectively) at:

<https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/63280/latest> and
<https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/63281/latest>”

<https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/63282/latest> and
<https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/63283/latest>”

<https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/63334/latest> and
<https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/63335/latest>”

Resolution 2018-07-18.02

“Board resolves to express its appreciation for outgoing Directors Jenny Huang, Dave Ings, Dawn Jutla and Monica Palmirani for the contributions to OASIS as members of the Board.”

Resolution 2018-07-18.03

"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: Bruce Rich
- 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: Margaret LaBrecque (Chair),
 - Governance Committee: Frederick Hirsch (Chair),
- and with committee membership as photographed on the whiteboard."

	FinCom	staffing	Process	IPR	Governance	Partnership	
Cabra	M	M	M				
Chapman		M	C	M	M		
Hirsch	C			M	C	M	
Janssen	M	C	M		M	C	
LaBrecque				C	M		
Lipton		M		M			
Manna	M	M					
Puro	M		M	M			M
Rich	M	M	M		M		
Struss	M	M			M		

m = member
c = chair-vote

Note: a text transcription of the committee composition is available at: <https://lists.oasis-open.org/archives/board-plus/201807/msg00069.html>

Resolution 2018-07-18.04

“WHEREAS, the Board of Directors of the Corporation, on the basis of recommendations, reports and advice of management, has determined that the Host LLC established to host distinct Foundations, which will operate only within defined operational, financial and prudential controls, applicable to itself and all of its Foundations;

THEREFORE, NOW BE IT:

RESOLVED, that the Operating Rules for the Host LLC and prospective Foundations hosted by it are hereby adopted, in the form agreed by the Board as draft version 7.0 at its meeting on July 20, 2018 (“Operating Rules”);

RESOLVED, that the management of the Corporation shall make periodic reports to this Board on the operations and results of the Host LLC and any Foundations it hosts; and that management's projections and reports for those operations and results shall be included as appropriate in the reports of the Corporation, and may be consolidated with those of the Corporation in external reporting as appropriate, subject to the guidance of the Corporation's auditors and counsel; and

RESOLVED, that the Authorized Representatives of the Corporation are authorized and directed, in the name of the Corporation, to execute such additional instruments, documents and certificates, and take such additional actions as may be necessary, convenient or appropriate to implement the above resolutions.”