Meeting Logistics

Venue

The meeting was conducted by teleconference.

Teleconference Bridge

Thanks to Oracle for providing the teleconference bridge.

Meeting Documents

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

Meeting Tool

The Zoom meeting tool was used to present materials and manage the speaker queue.

Attendance

Directors Present:

- Martin Chapman
- Frederick Hirsch
- Gershon Janssen
- Bret Jordan
- Jason Keirstead
- Margaret LaBrecque
- Paul Lipton
- Beth Pumo
- Bruce Rich
- Daniel Riedel

Directors Absent:
- Richard Struse

Staff Present:

- Chet Ensign
- Carol Geyer
- Guy Martin
- Scott McGrath

Minutes

1. Welcome, Agenda Review

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

The Chair called the meeting to order at 1:08PM EDT and took roll call. With 10 of 11 Directors present, the meeting was quorate. The agenda was reviewed and approved as published, with substitution of "Conference of Duties" for "Board Committee Accomplishments".

2. Review of Minutes

Bruce Rich, Secretary, led the discussion.

The minutes from the 28 February special Board meeting were reviewed. Gershon moved to approve as presented. Frederick seconded. The motion was approved by unanimous consent.

The minutes from the 24 March 2020 meeting were reviewed. Bruce moved to approve as presented. Gershon seconded. The motion was approved by unanimous consent.

3. Finance Committee Report

Frederick Hirsch, Treasurer, and Scott McGrath, Chief Operations Officer, led the discussion. The discussion was held in executive session. One motion was recorded.

4. Executive Director Report

Guy Martin, Executive Director, reviewed his first month as the OASIS Executive Director and touched on several topics of interest.

Since assuming the role of Executive Director on 23 March 2020, Guy has met with all but one of the Directors and participated in Board committee meetings, as well as numerous staff meetings. He is excited to be working on merging open source into standards in an intelligent way. He expects OASIS to be a beacon of light for those interested in accelerating standards through open source and those validating open source efforts with a clear path to standardization.

Staff are progressing on establishing an EU entity for OASIS. Gershon has filed the paperwork to initiate the process in the Netherlands. A notary there will need details like a draft charter and so on, so an ad hoc Board committee should convene to assemble the needed materials.

On the IT modernization front, a phased plan is being assembled, the first phase of which will be a modernization of the front-end of the OASIS web presence. An RFP should be circulated to vendors by end of week, and staff are assembling user stories from stakeholders. Furthermore, such stories will need to factor in GDPR considerations, among other privacy concerns.

The rest of the Executive Director's report may be found in the meeting folder.

5. Conference of Duties

Gershon Janssen, Board Chair and OASIS President, led the discussion.

In the absence of an Executive Director, a set of duties had reverted to the Board President. Now that an executive director is onboard, those duties can be conferred on that staff member, per Article 4, Section 9 of the OASIS Bylaws. The full list of duties and the subset being conferred on Guy are listed in the file in the meeting folder at https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67118. Bret moved to approve. Margaret seconded. The motion was passed by unanimous consent.

6. Board Election Update

Scott McGrath, Chief Operations Officer and Election Coordinator, led the discussion.

Nominations are open, and are coming in for processing, so COVID-19 disruption does not seem to have disrupted this process. At this point, seats look to be contested, so Members will have choices.

7. Board Committee Roster Adjustment

Gershon Janssen, Board Chair and OASIS President, led a brief discussion on adding the Executive Director to the Executive, Process, Finance and Audit, and Governance/IPR Committees. Bret moved, Martin seconded, and the motion passed with unanimous consent.

8. Board F2F / Annual Staff Meeting Plans

Gershon Janssen, Board Chair and OASIS President, and Guy Martin, Executive Director, led the discussion. Given the corporate freeze on travel budgets and the ongoing uncertainty of the possibility of holding physical business meetings, the conclusion is that the July Directors meeting will be virtual (with details to follow).

9. Action Item Review

Topic largely omitted due to time considerations, but items 2020-02-06.09 and 2020-03-24.01 have been completed.

The items assigned to "staff/ED" are under review and prioritization.

10. Any Other Business

Guy provided transparency to the Board regarding his remaining contract work for the Linux Foundation.
Guy also noted that OASIS will be applying to join the Open Source Initiative as an Affiliate Member (see https://opensource.org/affiliates/about). This action is in response to suggestions from the OASIS Open Source Advisory Council, in furtherance of Open Projects efforts.
Scott noted that the Annual General Meeting is in the planning process; Board members interested in contributing should send a note to Scott to be included.

11. Adjournment

The meeting was adjourned at 3:03PM EDT.

Outstanding Action Items

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

Action Item 2019-07-24.02 owner: Frederick Hirsch, target: 2020-07-23
Governance and IPR Advisory Committee to take up review of the bylaws, standing rules and committee charters, including potential new membership class(es). Charters have been updated, other work (including modernized bylaws) in progress.
Action Item 2019-07-24.04 owner: staff/ED, target: tbd
Investigate cost-effective tooling to produce report on allocation of staff time to projects
Action Item 2019-07-24.05 owner: staff/ED, target: tbd
Investigate mechanisms to add variance analysis to financial report to more easily see significant changes
Action Item 2019-07-24.06 owner: staff/ED, target: tbd
Proposal to incentivize current and additional Foundational Sponsors
Action Item 2019-07-24.07 owner: Chet Ensign, target: 2020-04-28
Work with TAB for a plan for TAB revitalization/wrapup.
Action Item 2020-02-06.03 owner: Staff/ED, target: tbd
OASIS starting other lines of business
Action Item 2020-02-06.06 owner: Staff/ED, target: tbd
Clarify Board policies vs staff policies.
Action Item 2020-02-06.07 owner: TBA, target: tbd
Appropriate level of detail for minutes.
Action Item 2020-02-06.08 owner: TBA, target: tbd
Appropriate usage of Executive Session for private discussions of the Board.
Action Item 2020-02-06.09 owner: Gershon, target: 2020-04-28, completed
List duties conferred on staff.
Action Item 2020-02-06.10 owner: Governance, target: tbd
Bylaws clarification: President vs ED vs Board Chair.
Action Item 2020-02-06.11 owner: Gershon, external counsel, target: 2020-03-31
Craft response to member request for information.
Action Item 2020-02-06.12 owner: Staff/ED, target: tbd

Branding of OASIS Open vs Open Projects.
Action Item 2020-02-06.13 owner: Process, target: tbd
Resolve OASIS Interoperability Demonstration Policy.
Action Item 2020-03-06.01 owner: Gershon, target: tbd
Track committee accomplishments and attendance.
Action Item 2020-03-24.01 owner: Board, target: 2020-04-28, completed
Comment as needed on the "Notes to Financial Statements" section and ask questions as needed on the rest of the draft "Financial Statements for the Years Ended December 31, 2019 and December 31, 2018".
Action Item 2020-04-28.01 owner: Board/staff, target: 2020-05-26
Virtualize the July F2F.

Resolutions

Resolution 2020-04-28.01

"The Board resolves to approve the Executive and Public minutes of the 28 February 2020 Board meeting minutes, as published in meeting folder: link link https://www.oasis-open.org/apps/org/workgroup/board-plus/documents.php?folder_id=3336"

Resolution 2020-04-28.02

"The Board resolves to approve the Executive and Public minutes of the 24 March 2020 Board meeting minutes, as amended and published in:
Executive: https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/66915/latest
Public: https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/66919/latest"

Resolution 2020-04-28.03

"The Board resolves to approve publication of the 2019 Annual Report at https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67065/latest to members"

Resolution 2020-04-28.04

"The Board resolves to confer the duties as detailed in document 'Confer Duties 28apr2020.pdf' available at https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67118 effective immediately."

Resolution 2020-04-28.05

"The Board resolves to add staff member Guy Martin to the Executive Committee, Finance and Audit Committee, Process Committee and Governance / IPR Committee."

Resolution 2020-04-28.06

"The Board resolves to change the 22-23 July 2020 face-to-face meeting to a virtual / teleconference meeting. Details on structure and duration are to be discussed and shared over the next couple of weeks."