

## **Meeting Logistics**

### **Venue**

The meeting was conducted by teleconference.

### **Teleconference Bridge**

*Thanks to Gershon Janssen 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
- Jason Keirstead
- Beth Pumo
- Bruce Rich
- Daniel Riedel

### **Staff Present:**

- Jamie Clark
- Guy Martin
- Scott McGrath

### **Directors Absent:**

- Bret Jordan
- Richard Struse

## **Minutes**

### **1. Welcome, Roll Call**

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

The Chair called the meeting to order at 10:03AM EDT and took roll call. With 7 of 9 Directors present, the meeting was quorate. The agenda was reviewed and approved as published.

### **2. Background, Summary and Q&A on EU Entity**

Gershon Janssen, Chair, led the discussion.

A number of documents appear in the Board Plus folder for this meeting, including an unofficial English translation of the Dutch Stichting formation document, an FAQ, a background PDF on Dutch Stichtings, a biography for one of the candidate Stichting Directors, and two draft resolutions. The first resolution dealt with the formation of the Stichting and the second named three “natural persons” to the initial Stichting Board. There was text in the drafted first resolution that “contemporaneously” linked it to the second.

A Stichting will be an independent entity under Dutch law. The OASIS Board has the authority to name the Stichting’s Board of Directors, and suspend or remove said Directors, but the Stichting is still legally independent. The finances of the Stichting (originally zero) will be separate from OASIS and will not be reported on the OASIS 990. It will be important that the “Stichting OASIS Open Europe” (the formal name for the EU entity) be perceived as distinctively European so as to attract EU projects and related funding.

The original second resolution would have named three people to the Stichting’s Board of Directors, but it seemed useful to hold off on this motion until candidates are informed more comprehensively as well as allow for more time to recruit additional candidates.

### **3. Review of Initial Officer/Directors**

This review was pre-empted by the decision to decouple the formation of the Stichting and the naming of the initial Stichting Officers/Directors. The officers/directors will be named by a resolution of the OASIS Board of Directors at a later date.

### **4. Vote on Creation of a Not-for-profit EU Entity**

Gershon Janssen, Chair, led the discussion.

With a minor edit to the first resolution to decouple the naming of officers/directors from the formation, Beth Pumo moved to approve the formation, Daniel Riedel seconded, and the motion to create the new entity (see Resolution 2020-07-15.01) passed by unanimous consent.

### **5. Any Other Business**

Gershon Janssen, Chair, led the discussion.

No additional topics were brought up.

## 6. Adjournment

The meeting was adjourned at 11:05AM EDT.

## Resolutions

### Resolution 2020-07-15.01

“WHEREAS, the Board of Directors of OASIS Open, a not-for-profit corporation organized under the laws of the State of Pennsylvania ("OASIS"), on the basis of the recommendations, reports and the advice of management and counsel has determined that the creation of a not-for-profit independent Stichting (Foundation) under Dutch law, with appropriate relationships to OASIS, will further OASIS’ global public service purposes of hosting, creating, promoting, and supporting collaboratively-developed technical specifications, code, methods and protocols;

WHEREAS, the structure of the Stichting will provide to OASIS the right to nominate and approve appointments, suspensions, and dismissals of the officers/directors of the Stichting, and the right to approve any amendments to the Stichting’s governance articles; and

WHEREAS, in order to complete and record the documents that create the Stichting, OASIS also must supply add the names of initial nominated officers/directors;

THEREFORE, NOW BE IT:

RESOLVED, that the management and officers of OASIS are authorized to take the necessary steps to form a Stichting organized under the laws of the Netherlands (the "Stichting") with the name **Stichting OASIS Open Europe**, in the form described in the draft notariële akte (Deed of Incorporation) and the statuten (Articles of Association) contained therein (the “Articles”), which have been provided by OASIS’ Dutch corporate counsel, van Doorne N.V., to the Board as an unofficial English translation of the Deed of Incorporation and available at <https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67418>. The official and final Deed of Incorporation will be filed in the Dutch language as required by applicable law; the English translation as provided is substantially accurate in all relevant ways.

RESOLVED, that the OASIS Board of Directors will approve a slate of OASIS’ nominees as the initial officer/directors of the Stichting by a separate Resolution.

RESOLVED, that the management of OASIS is directed, and the representatives of OASIS appointed as Stichting officer/directors are requested, not to approve any amendments or changes to the Stichting Articles without the advance approval of this Board of Directors by resolution;

RESOLVED, that the management of OASIS is authorized and directed to enter into an administrative services contract with the Stichting, in such form as may be advised by counsel, wherein OASIS staff may provide accounting and administrative management services for the Stichting, and will provide periodic reporting of the operations and finances of the Stichting that will be shared with the OASIS Board of Directors.

RESOLVED that the officers, directors and management of OASIS are authorized and directed, in the name of OASIS, to execute and deliver the foregoing instruments, and such additional instruments, documents and government filings, and take all such other steps, as may be necessary, convenient or appropriate to implement the foregoing resolutions.”