

# OASIS MEMBERS ONLY

**\*\*DRAFT\*\***

## **OASIS OPEN MEETING OF BOARD OF DIRECTORS June 7, 2001**

A meeting of the Board of Directors of OASIS Open (the "Consortium") took place at 12:00 AM EDT on Thursday, June 7, 2001, by means of telephone conference call equipment permitting all participants to hear each other throughout the meeting. The following directors, constituting a majority of the directors then in office and a quorum for the conduct of business, were present and participating throughout the meeting, except as otherwise noted below: Patrick Gannon, Alan Hester, Norbert Mikula, Robert Sutor, Una Kearns and William Smith. Also present for part or all of the meeting were Lofton Henderson, representing CGM Open, Laura Walker, Karl Best and Leo Kraunelis, of the Consortium, and Jennifer Eilers, of Lucash, Gesmer & Updegrave.

Patrick Gannon, the Chairman of the Board, presided at the meeting, and Ms. Eilers kept the minutes.

The first item on the agenda was a review of the status of Inter-Organizational activities. Laura Walker, Executive Director of the Consortium, first spoke regarding W3C, GCA and UN NGO. Regarding W3C, Ms. Walker noted that she is still in conversations with Janet Daly, and that no final agreement had yet been reached.

Regarding GCA, Ms. Walker noted that she expected to meet with David Steinhart and Marion Elledge next week so each group could receive an update on the other group's activities. It appears from ongoing discussions that GCA is interested in entering into a strategic alliance or some other relationship with the Consortium.

Moving on to the UN NGO Application, Ms. Walker informed the Board that the application had been filed, but the Consortium had not received a response yet.

**ACTION ITEM:** Ms. Walker to contact Ray Walker regarding the review process.

Mr. Gannon then reviewed the status of the UN/ECE-ISO-ITU-IEC Joint eBusiness MoU, noting that the Consortium had been provided an MoU. Several directors requested an opportunity to review the proposed MoU prior to moving forward with this item.

**ACTION ITEM:** Mr. Gannon to provide copy of proposed UN/ECE MoU to the directors.

Ms. Walker then introduced the Board to a cross-consortium proposal from HRXML.org. The cross-consortium proposal, being considered by HRXML.org, GCA, OMG and other groups, would sponsor interoperability summits to foster collaboration among standards groups. Some directors expressed a concern about whether these activities would overlap with the activities of UN/CEFACT or other groups with which OASIS already has built valuable relationships. It was agreed that OASIS should move forward with these activities with these concerns in mind.

The next item on the agenda was the Consortium's financial status. Ms. Walker informed the Board that the Consortium had a positive first quarter but that second quarter growth is not proceeding as planned. While expenses have been reined in, membership renewals are lower than expected. Ms. Walker attributed the low renewals to industry consolidation, members going out of business and members having to cut expenses in order to deal with depressed economic factors. Ms. Walker walked through the estimated numbers and noted that the accountants had not yet prepared final numbers.

Ms. Walker was asked what the Consortium is doing to bring in more members this quarter. Ms. Walker explained that, while the quarter is quickly coming to a close, the staff is focusing on development, increasing sales activities and holding staff meetings almost daily to discuss how to increase revenues. Ms. Walker is also working on a proposal for a new dues structure, but a new structure would not go into place until 2002 so would not address immediate concerns.

**ACTION ITEM:** Ms. Walker to obtain and distribute to the Board financial spreadsheets for the year-to-date, through May.

Ms. Walker suggested that the Consortium's controller or CPA be present at the next meeting where financial status was to be discussed to make the presentation and answer questions. The Board agreed.

In the interest of time, Mr. Gannon suggested that the last item on the agenda, the scheduling of the next regular, face-to-face Board meeting, be discussed. The Board decided that that meeting would be held in Billerica, Massachusetts on August 9th and 10th.

The next item on the agenda was an update regarding ebXML. As stated in the agenda, the Consortium must appoint three people to serve as voting members of the ebXML MC and two people to serve as non-voting Technical Expert members of the ebXML MC. Currently, Bill Smith, Patrick Gannon and Bob Sutor are the Consortium's voting representatives, and the Consortium has no Technical Expert representatives. It was noted that, since the Consortium's Technical Committees were still in formation mode, it may be best to wait to appoint the Technical Experts until the TCs are up and running. The Board agreed to wait until the TCs are operating to appoint the non-voting

representatives. The Board also agreed that the existing voting members would remain in those positions and that the Board would revisit the appointments in August.

Ms. Walker recommended that the Consortium notify UN/CEFACT that it intends to announce by the week of June 18th that all of the Consortium's work on ebXML is completed. The Board agreed.

The next item on the agenda was a presentation of the status of the Consortium's TCs:

- Transport Messaging - a call for participation has been made and a meeting called.
- CCPA - a call for participation has been made and a meeting called.
- Reg/Rep - this group has merged with the existing OASIS [Reg Rep] Committee and has already met.
- Security - this group may be rolled into Technical Architecture.
- Conformance Interoperability - a proposal regarding this TC is in progress.

There was general discussion regarding the issuance of a press release(s) relating to the formation and ongoing activities of the TCs and whether the names of participating members should be included in the press releases. At this point, Mr. Sutor left the meeting. After much discussion, it was agreed that the Consortium would issue a press release the week of June 18th, listing the charter members of each TC, for all ebXML-related TCs.

**ACTION** Karl Best to inquire regarding the progress of the Conformance Interoperability TC  
**ITEM:** charter and report back to the Board.

The next item on the agenda was the restructuring of the Advisory Committee on XML.org (ACXO). Leo Kraunelis, General Manager of XML.org, joined the meeting at this time. Mr. Kraunelis explained that the goal of the proposed resolutions relating to ACXO (as distributed to the Board prior to the meeting) was to simplify the committee and more clearly define the committee's activities and policies. It was moved and seconded that the Board discuss the proposed resolutions.

There was much discussion regarding ACXO's current structure and activities and how that would change under the proposed policies. The Board expressed concern about being informed of ACXO's activities, and asked that the chair of the committee effectively communicate those activities to the Board on an ongoing basis. It was determined that this requirement should be included in the committee's policies and procedures.

**ACTION** Mr. Kraunelis to provide ACXO's recommendations of May 3, 2001 to directors requesting  
**ITEM:** it, such recommendations to be discussed by the Board at a later meeting.

After much discussion regarding the proposed policies and procedures, with several directors expressing a desire to have more time to review the materials, the Board voted not to approve the first proposed resolution, which would have dissolved ACXO and replaced it with the "XML.org Advisory Committee". Mr. Gannon announced that, as the first resolution did not pass, there would be no need to vote on the remaining proposals.

It was agreed that the Board would meet at noon (EDT), Tuesday, June 12th to discuss the revised resolutions and policies and procedures regarding ACXO.

ACTION Mr. Kraunelis to forward sponsorship agreement used in the past for XML.org sponsors  
ITEM: and draft agreement for new sponsors.

ACTION Mr. Kraunelis and Ms. Eilers to revise resolutions and policies and procedures based on  
ITEM: Board discussion.

Due to the fact that the meeting had run over the allotted time, discussion regarding agenda item #4 (regarding PAC) was postponed until a later meeting.

The Board was reminded that the next two regular meetings of the Board are scheduled for July 12, 2001 and August 2, 2001.

There being no additional business to come before the Board, upon motion duly made and seconded, it was

RESOLVED: That the meeting be adjourned.

Jennifer Eilers  
Secretary Pro Tem