

**Minutes of the OASIS Governing Board, held at Documentum, Pleasanton, CA
on Wednesday, 20 March 2002**

Attendees:

<u>Directors</u>	<u>Position</u>
Colin Evans	Director and Board Chair
Norbert Mikula	Director and Board Vice-Chair
Patrick Gannon	Director and interim President/CEO
Jim Hughes	Director and Secretary/Treasurer
Christopher Kurt	Director
Una Kearns	Director
Simon Nicholson	Director
Michael Weiner	Director

Others Present

Karl Best OASIS Director of Technical Operations

- 1. Opening and Agenda Approval.** Colin Evans called the meeting to order at 8:38 am and the announced agenda was approved.

[Patrick Gannon was excused from the meeting at this point, as he was a candidate for the CEO interviews.]
- 2. CEO Candidate Interviews.** Following an orientation session, the board and Karl separated into three subteams – financial, technical and strategy – and conducted round-robin interviews of the three candidates that were presented by the Staffing Committee. Subsequently, the entire board (less Patrick) and Karl interviewed the three candidates individually, both to address general questions and to give the candidates an opportunity to present questions to the board. Karl then provided his comments to Colin, and left the meeting. Following the interviews, the board met in closed session to discuss the candidates and decide on a course of action. The board concluded by agreeing to adjourn this meeting to a subsequent telephone meeting the following Friday, March 22, and continue discussions at that time.

[Patrick Gannon and Karl Best rejoined the board meeting.]
- 3. Financial Report.** Patrick presented the February Financial Report, which was circulated to the board in written form on 19 March 2002. Key points were that 85% of the March renewals and 100% of the April renewals are expected; Q1 looks on target for overall revenue; G&A Overhead costs are low because of

how the budget was spread across the 3 expense categories; and we need to consider having a clear bad debt report.

Resolution 020320-01. Following a discussion of the need for an audit, it was decided to rename the Finance Committee to the “Finance and Audit Committee”, request the committee to complete an annual audit for 2001, and schedule a report back to the board as soon as possible. Funding for the audit will have to come from some unspecified portion of the 2002 budget.

4. **IPR Actions.** Jim presented a report of the IPR subcommittee investigating changes that might be needed to the OASIS IPR Policy.

Action Item 020320-03. It was decided that a Process document, as a companion to the Policy document, was needed, and the IPR subcommittee was requested to work on this, as well as a Frequently Asked Questions document. It was also noted that member companies should be formally bound to comply with the IPR Policy, and the subcommittee should investigate the proper way to ensure this. As much as possible, the subcommittee was encouraged to reuse IPR discussions from other standards bodies and not craft new policies or procedures.

The board then discussed the status of the XrML TC proposal, which involved the use of a trademarked name in a TC title and the use of encumbered contributions in a proposed specification. Patrick noted that the LegalXML Member Section might have similar issues on the use of trademarked words in specification or TC titles.

Action Item 020320-04. Karl and Patrick were asked to continue research towards a potential OASIS policy on the use of trademarked names in TC specifications and committee names, and report back at the next board meeting.

5. **Previous Minutes, Action Items and Secretary Comments.** Previous minutes were approved:

Resolution 020320-02. Resolved unanimously: That the minutes of the 21 February 2002 Board meeting are approved.

6. **Chair/Vice Chair Discussion.** As both the current OASIS Chair and Vice-Chair are now from one company (Intel), the board will continue this discussion in the next meeting. There was not time in this meeting for a discussion.

7. **Lease Issue.** Patrick presented documentation outlining the current options for moving. Move and furniture costs have not yet been determined;

approximately an additional \$11K rent will be needed in the budget for a good property. The current landlord might let us stay several months longer if needed. It will take 2 months to establish a new T1 line. Further information will be provided as discussions continue.

8. **Technical Architects and the TAB.** The board discussed the process and openings for the TAB, and noted that there were no nominations for one of the Technical Architect positions identified by Management. It was decided that we would not actively recruit for the Technical Architect positions and discuss this at a later board meeting.
9. **Annual Report.** Patrick noted the requirements of Bylaws Article 7, sections 6 and 7, which require the company to send all Members an Annual Report by the end of April. The Finance and Audit Committee will prepare the report.
10. **Next Meetings.** The next meetings are:
 - Telephone meeting, 8-11 am PDT, Monday, April 15.
 - Telephone meeting, 11-1 pm PDT, Thursday, May 16.
 - In-person regular board meeting on Thursday, 6 June, location TBD.
11. **Adjournment.** At 6:50 pm, Colin adjourned the meeting until 3 pm PST on Friday, March 22, when the board would discuss the CEO interviews.



Jim Hughes
Secretary