

**Minutes of the OASIS Governing Board, held by Teleconference
on Thursday, 27 June 2002**

Attendees:

<u>Directors</u>	<u>Position</u>
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

- 1. Opening and Agenda Approval.** Norbert called the meeting to order at 9:00 am. This Special Board Meeting is called specifically to address the issue of how to resolve ties in the current OASIS Board elections.
- 2. Resolution of Board Elections.** The bylaws state that the OASIS Membership shall elect the Board of Directors. In the current election with 15 candidates for the four open positions, there is a possibility that there will be ties in voting. The bylaws do not prescribe a particular process for resolution. Given that:
 - the holiday period when many companies are closed,
 - the desire to complete the elections so that elected Directors can plan to attend the next regular board meeting,
 - the current low voting turnout and
 - the possibility of recursive Membership votes if repeated ties are sent to the Membership to resolve,

the board is meeting to resolve the process.

OASIS counsel has advised that since the board has the power to fill any open seats, there is precedent for the board to act in the best interests of the company by quickly resolving ties. The OASIS Executive Committee met prior to this board meeting and has proposed a process to resolve ties through voting by Directors, with special note that Directors that are candidates for election in such a run-off being required to recuse themselves from voting.

After discussion of various possibilities to resolve ties, including returning the decision to the Membership for all run-offs, resolution through Board decision, and the use of "random choice" generators to impartially select among the tying candidates, the Board considered and passed the following motion by a vote of 5 to 2.

Resolution 020627-01: If there are Membership voting ties in the 2002 election of Board Directors, such that the election administrators cannot declare that the four seats are filled, the current Board will meet to resolve the ties.

The board further agreed to have a teleconference on the morning of July 10 2002, for the purpose of resolving any such ties. The Secretary was requested to update the Executive Committee proposal showing the process for resolving ties, and submit it to the Board for their consideration prior to the meeting.

- 3. Closing of the Polls.** As the election administrators have only obtained 50 votes by today, and this number is well short of the 112 votes required to establish quorum in the voting, the Board passed the following motion unanimously.

Resolution 020627-02: If the election administrators have not received 112 qualified votes by the announced close of voting at midnight EDT on 30 June, the administrators are authorized to keep the polls open until such quorum is received, and to announce this activity at the appropriate time.

- 4. Closing.** The meeting closed at 10:00 am.

Respectfully Submitted,



Jim Hughes
Secretary