

**Minutes of the OASIS Governing Board, held by Teleconference  
on Thursday, 18 July 2002**

**Attendees:**

**Directors**

**Position**

Colin Evans	Director and Board Chair
Norbert Mikula	Director and Board Vice-Chair
Patrick Gannon	Director and 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
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- 1. Opening and Agenda Approval.** Colin called the meeting to order at 11:00 am, and the published agenda was approved.
- 2. Previous Minutes.** The board voted to approve the minutes of the 6 June 2002 and 27 June 2002 Board meetings.
- 3. Unanimous Written Consent Without Meeting.** The secretary noted that a record of the “Unanimous Written Consent without Meeting” regarding adoption of the OASIS Technical Architect Job Description and Management Process was filed on May 13 2002. However, the email voting for this motion was not unanimous, although the board did agree to have this email vote. On a closer examination of bylaws, it was determined that the board needed to reconsider this motion to precisely correct with the bylaws.

The board then unanimously adopted the following motion, with references to the Consent and Exhibits as specified in Resolution 020513-01:

**Resolution 020718-01:** That, effective as of 5/13/02, the Board of Directors approves the implementation and use of (a) OASIS Technical Architect Job Description, in substantially the form attached to the Consent as Exhibit A (the “TA Job Description”), and (b) OASIS Technical Architect Management Process, in substantially the form attached to the Consent as Exhibit B (the “TA Management

Process”); each with such changes as the President of the Consortium may consider desirable and appropriate.

4. **New Member Section.** The board conducted a confidential discussion related to the creation of a new Member Section.
5. **Technical Committee Process Changes.** Proposed changes to the TC Process had been submitted earlier for board review, but Karl asked for more time to consider revisions in the TAC. This topic is moved to the next board meeting.
6. **Audit Status.** Jim reported on the status of the current audit:
  - Jim, Patrick, Madeline and the auditor, Ken Kozikowski met on 12 July. Preliminary findings were reported and a written audit report will be delivered shortly.
  - The auditor offers a “clean opinion” with no modification for “going concern” issues. It was noted that the OASIS liabilities exceed assets, but this is in the area of using member fees on deposit before they are recorded as income and not due to obligations to outside parties. Appropriate notes will be made in the written report.
  - A number of suggestions were made in the areas of policies; accruing commissions; accruing vacations earned; approvals of bad debt; allocation of assets to Member Sections; capitalizing internally developed software and web pages; unrelated business income topics; rent security deposit recording and disposal of equipment, among others. The OASIS team felt this discussion was extremely helpful in organizing the financial reports going forward.
  - The CEO and Treasurer will be signing a normal declaration of representation, and once these papers are prepared with some outstanding requests for information from our counsel’s records, the audit report will be submitted to the board.
7. **June Financial Report.** Patrick presented the June Financial report, showing that the company was on target to achieve the budgeted net income for the year. A revised forecast and fuller discussion will be presented in the next board meeting.
8. **Forum on Security Services.** Karl reported on this joint OASIS/W3C event, to be held in Boston during the first day of the upcoming Web Services 1 Conference on 26 August. Karl is chair of the Program Committee, and papers will be presented on the status of security standards for web services.

9. **Liaisons.** It was decided to defer the discussion of how OASIS selects liaisons to other standards bodies. It will be raised in the next board meeting for a face-to-face discussion.
10. **Agenda for Face-to-Face Meeting.** There was discussion of the topics and agenda for the two-day face-to-face meeting on 31 July - 1 August in Boston.
11. **Closing.** The meeting closed early at 12:45 pm. The chair noted that this was an unusual happening.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "J Hughes", written in a cursive style.

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Jim Hughes  
Secretary