Minutes of the OASIS Board of Directors
July 27, 2005

Held at the Middlesex Meetinghouse in Billerica, MA

Directors in Attendance
Jim Hughes, Chairman
Ed Cobb, Vice Chairman
Chris Kurt, Secretary
Mike DeNicola, Treasurer
Patrick Gannon, OASIS President and CEO
John Borras
Bob Glushko
Jeff Mischkinsky
Frederick Hirsch
Michael Winters
Eduardo Gutentag

Guests in Attendance
John Jackson, incoming Board Director
Claus von Riegen, incoming Board Director
Jamie Clark, OASIS Director of Standards Development
Rob Figenbaum, OASIS Technology Services Manager
Andy Moir, OASIS Director of Business Development
Cathie Mayo, OASIS Accounting Manager
Scott McGrath, OASIS Director of Member Services
Pim van der Eik, OASIS European Representative
Carol Geyer, OASIS Director of Communications
Patrick Chan, OASIS Asia-Pacific Representative

TAB Members
Pete Wenzel, Chair
Tim Moses
Hal Lockhart
Jishnu Mukerji
Jacques Durand
Chris Ferris
Martin Chapman
Michael Mahan
Tim Stevens
Bill Cox (via teleconference)

1. Welcome, Goals and Agenda Review

Jim Hughes convened the meeting at 9:01 am Eastern time. All Directors were present when the meeting convened.

The meeting agenda was reviewed and approved without modification.

2. Review and Approval of Previous Minutes

Minutes of the previous Board meeting were presented for review and approval.

> **RESOLUTION 2005-07-27.01:** RESOLVED, that the Board approves the minutes of the June 3, 2005 Board Meeting Minutes as modified during the July 27 meeting. Passed unanimously.

3. Adoption Services Guidelines

<Andy Moir joined the meeting for this discussion.>

Patrick Gannon and Andy Moir presented updates to the Adoption Services guidelines for review and approval.

> **RESOLUTION 2005-07-27.02:** RESOLVED, that the Board approves the proposed updates to the Adoption Service Referral Guidelines as modified during the Board discussion. Passed unanimously.

The Directors and Andy Moir discussed conformance testing activity and the current program document draft. Andy will come back to the Board with one or two specific conformance testing programs.

4. Financial Reports

<Cathie Mayo joined the meeting for this discussion.>

Patrick Gannon and Cathie Mayo presented the June OASIS Financial Report. The reports were discussed among the Directors. It was reported that late membership renewals due to Membership Agreement reviews are now back on track.

Adoption services revenue is under budget. This is primarily due to incomplete plans around conformance testing and personal skills activity.

36% of the membership has signed the new Membership Agreements. Renewal notices were not sent out to many Individual members, resulting in a reported drop in members in this category. Scott McGrath is working to resolve this issue.

MOTION 2005-07-27.03a: RESOLVED, that the UDDI member section income is suspended until an acceptable spending plan is received (effective September 1).

RESOLUTION 2005-07-03b: (to amend) that the UDDI TC be put on notice that this action will come into force on September 1... [amendment passed]

RESOLUTION 2005-07-03c: (to amend) that such notice be sent to all Member Section members (in addition to the UDDI Steering Committee). [amendment passed]

RESOLUTION 2005-07-27.03: RESOLVED, that effective September 1, the UDDI member section income will be suspended until an acceptable spending plan is received by the Finance Committee, with notice of such action to be sent to the Member Section Steering Committee and the Member Section members. Motion passed by [6-2-3] vote.

AI 2005-07-27.01: Executive Committee to develop policy for Member Section spending.

AI 2005-07-27.02: Patrick to consult with OASIS Counsel to determine whether action above is allowed by our agreements.

5. IT Infrastructure Plans

<Jamie Clark, Scott McGrath and Rob Figenbaum joined the meeting for this discussion.>

Scott presented a summary of IT projects and current status.

6. Staff Presentations

<Carol Geyer, Andy Moir, Scott McGrath, Pim van der Eijk, Rob Figenbaum and Patrick Chan joined the meeting for this discussion.>

Andy Moir reported on business development activity. Team members were introduced and 2005 results to date and the sales plan for the second half of the year were presented.

Pim van der Eijk presented results of OASIS activity in Europe. Dr. Patrick Chan provided a report on his activities in Singapore and Asia (outside Japan).

Carl Geyer reported on the OASIS Communications team and activity over the past year as well as future plans.

Jamie Clark reported on standards development activity. Scott McGrath reported on IT infrastructure and other Member Services activities. The Board discussed issues with the current infrastructure and potential upgrade projects.

7. Strategy Committee Review

Patrick Gannon presented a scholarship program to allow funding of organizations that otherwise would be unable to join OASIS. The proposal was discussed among the Directors and staff. Issues around how such a program would be administered, the potential recipients and fit with OASIS strategy were raised.

> **AI 2005-07-27.03:** All Directors to send comments on the scholarship plan document before close of business on August 3.

Frederick Hirsch presented a strategy summary document for review and approval. There was general agreement that such a document should be released publicly when it is ready. Some Directors expressed concern with the current draft and offered additional feedback and issues for consideration.

> **AI 2005-07-27.04:** All Directors to send comments on the OASIS Strategy Plan document before close of business on August 3.

8. Staffing Committee Report

Michael Winters presented a report of from the Staffing Committee. A meeting was held yesterday (July 26) between staff and Michael (representing the Staffing Committee) to determine what issues currently exist with staff, and how the organization is progressing against issues raised at previous feedback staff sessions.

Michael enumerated the issues raised and some of the responses that he provided to staff.

9. General Organizational Health

A discussion on general organizational health was held. The issue and discussion points list was updated and redistributed.

10. Goodbyes

John Borras and Jim Hughes were thanked for their service on the OASIS Board of Directors and presented with tokens of the Board's appreciation.

11. Outside Directors Discussion

The outside directors had a discussion on additional issues related to the governance and management of the organization in executive session.

12. Recess/Reconvene

The meeting recessed for the day at 6:10 pm and reconvened at 8:31 am on July 28.

In Attendance:

Claus von Riegen
Patrick Gannon
Eduardo Gutentag
Mike DeNicola
John Jackson
Ed Cobb
Chris Kurt
Jim Hughes
Bob Glushko
Jeff Mischkinsky
Frederick Hirsch
Michael Winters

The meeting agenda was reviewed and approved.

13. Installation of New Directors

Patrick Gannon welcomed Claus von Riegen and John Jackson as new members of the Board of Directors. Jim Hughes and John Borras, our two outgoing directors, were thanked for their service on the Board.

> **RESOLUTION 2005-07-27.04:** RESOLVED, that the Board thanks Jim Hughes and John Borras for their service and leadership on the Board of Directors. Passed Unanimously.

14. Officer Elections and Committee Assignments

Elections for Board Officers and committee assignments were held.

2005-2006 Officers and Committee Assignments

Chairman: Eduardo Gutentag
Vice Chairman: Ed Cobb
Secretary: Chris Kurt
Treasurer: Mike DeNicola

Strategy Committee

Chair: Frederick Hirsch
Members: Patrick Gannon, Bob Glushko, John Jackson, Michael Winters, Claus von Riegen

Finance and Auditing Committee

Chair: Mike DeNicola
Members: Eduardo Gutentag, Jeff Mischkinsky, Patrick Gannon

Staffing & HR Committee
Chair: Michael Winters
Members: Ed Cobb, Jeff Mischkinsky

TC Process Committee
Chair: Jamie Clark
Members: Mike DeNicola, Eduardo Gutentag, Frederick Hirsch, Claus von Riegen, Chris Kurt, Jeff Mischkinsky, Michael Winters

IPR Committee
Chair: Ed Cobb
Members: Mike DeNicola, Eduardo Gutentag, Frederick Hirsch, Claus von Riegen, Chris Kurt, Jeff Mischkinsky, Michael Winters

Adoption Committee
Chair: Andy Moir
Members: Patrick Gannon, Chris Kurt, Jeff Mischkinsky, John Jackson

Board Rep to TAB: Frederick Hirsch

15. TC Process Revisions

Jamie Clark opened a discussion of TC Process and issues identified with the most recent changes. The Board started to discuss process updates that would address Chair concerns about good standing requirements. Further discussion on this topic was deferred until after lunch.

16. Liaison Committee Report

Patrick Gannon presented the Liaison Status Report. The standardization effort for WebCGM across W3C and OASIS was discussed. Issues were raised around the possibility of divergent standards being approved by the two organizations and the potential impact of multiple patent policies on implementations.

RESOLUTION 2005-07-27.05: RESOLVED, that it is the sense of the Board that OASIS not proceed with submission of the WebCGM Committee Specification to W3C as proposed. Passed unanimously.

AI 2005-07-27.05: Executive Committee to review Liaison Policy for consistency with convergence goals of the organization.

The OpenDocument specification is planned to be submitted to ISO/IEC JTC1 for approval. Discussions of re-submittal of the latest versions of SAML and XACML with

ITU-T SG-17 are underway. The overall process and 'bar' for spec submission to ISO was discussed.

17. Board Discussion of Items from Staff Review

A discussion of staff reports was held. Of particular concern is the status of IT/infrastructure projects and required investments. Approaches for the Board to support IT projects were discussed.

The Directors also discussed the need for consistency across TCs in terms of process support. If Director participation at OASIS events is desired, it would be helpful if specific requests were made or opportunities were identified.

18. TAB Review

<TAB members joined the meeting for this discussion.>

Pete Wenzel introduced the TAB members and presented the annual status report for this group.

Tim Moses presented the activity of the Gap Analysis Subcommittee. They plan to provide reports on activities that may be candidates for OASIS work to the staff and Board. The relationship between the strategy committee and the TAB was discussed.

Bill Cox presented the work of the Quality Subcommittee. Their focus has been improving overall OASIS processes and supporting resources, such as guidelines, document templates and process TC requirements. The relationship between the TAB and the process for TC Process updates was discussed.

Planning for the 2006 OASIS Symposium will be started tomorrow. Some of the findings from the previous symposium were discussed.

19. Planning of Meetings for next 4 quarters

The Board meeting schedule for the remainder of the year was set.

August 26	7-9 am Pacific
September 30	8-10 am Pacific
November 2-3	F2F - Napa Valley, CA
December 9	8-10 am Pacific
January 25-26, 2006	F2F - Location TBD
August 2-3, 2006	F2F - Billerica, MA

The weeks of April 24 or May 8, 2006 were identified as available for the OASIS Symposium.

20. Finance Committee Recommendations

Additional recommendations to the Board from the Finance Committee were presented by Mike DeNicola.

> **RESOLUTION 2005-07-25.06:** RESOLVED, that the Board requires all Member Section Steering Committees to include expenditures by budget category in their quarterly reports, and to be distributed to all Member Section members. Passed unanimously.
>
> **AI 2005-07-27.06:** Executive Committee to review Member Section Rules of Procedure (or Policies) to require that expenditures by budget category be included in their quarterly reports.
>
> **RESOLUTION 2005-07-25.07:** RESOLVED, that the Executive Committee will pre-approve (with President's budget review) and send notification to the Board of any requests to reimburse expenses for Director travel to Board meetings. Passed by [8-3-0] vote.

21. TC Process Part II

Attendance rules for TC voting rights were discussed a second time. The question will be taken back to the TC Process Committee for resolution.

> **RESOLUTION 2005-07-27.08:** RESOLVED, that the Board delegates to the TC Process Committee the authority to approve a change to the TC Process to address voting rights and good standing rules around the concept of gaining/losing voting rights after two consecutive meetings. Passed unanimously.

22. Member Section Review

Patrick Gannon reported on Member Section activity. Financial status was reported as a part of the Finance Committee reports. The UDDI committee has provided a proposed budget and status report, which were reviewed.

Patrick Gannon will be contacting each of the Member Sections to ensure that quarterly reports are completed on a timely basis.

23. Board Appointed Subordinate Officers

Patrick Gannon presented the option for the Board to appoint non-directors as officers or Board committee members. This topic was discussed among the Board members.

AI 2005-07-27.07: Strategy Committee will further discuss subordinate officers and make a recommendation to the Board.

24: Meeting Wrap-Up and Adjourn

The effectiveness of the meeting and potential areas for improvement were discussed among the Directors.

The meeting adjourned at 2:18 pm Eastern Time. The next Board meeting is by teleconference on August 26 from 7:00 to 9:00 a.m. Pacific Time.

Respectfully Submitted

Christopher Kurt
Secretary