

1 **Minutes of the OASIS Board of Directors**

2 24-25 January 2007 Final

3

4 Held at IBM Harborview Plaza, West Tampa, Florida

5

6 **Directors in Attendance**

7

8 Patrick Gannon, OASIS President and CEO

9 Eduardo Gutentag, Chairman

10 Ed Cobb, Vice Chairman

11 Frederick Hirsch, Secretary

12 Mike DeNicola, Treasurer and Finance Committee Chair

13 Bob Glushko

14 Paul Knight

15 Chris Kurt

16 Jeff Mischkinsky

17 Claus von Riegen

18 Michael Winters

19

20 **Staff and Guests in Attendance**

21

22 Abbie Barbir, TAB

23 Jamie Clark, OASIS Staff

24 Robin Cover, OASIS Staff

25 Jacques Durand, TAB

26 Carol Geyer, OASIS Staff

27 Hal Lockhart, TAB

28 Scott McGrath, OASIS Staff

29 Mary McRae, OASIS Staff

30 Peter Roden, OASIS Staff

31 Greg Rundlett, OASIS Staff

32 Pete Wenzel, TAB

33

34 **1. Welcome, Goals and Agenda Review**

35 Eduardo Gutentag convened the meeting at 9:02 a.m. ET. Ten directors were present when the
36 meeting convened. The meeting agenda was reviewed and approved as distributed prior to the meeting.

37

38 **2. Review & Approval of Minutes & Review of Action Items**

39

40 **Review and Approval of Minutes**

41

42 Frederick Hirsch presented previous meeting minutes for approval and provided an updated status on
43 outstanding action items.

44

45 **RESOLUTION 2007-01-24.01: RESOLVED**, that the Board approves the public and private
46 minutes of the December 15 2006 Board of Directors meeting as previously distributed.

47

48 Passed unanimously.

49 Noted that minutes through 13 November 2006 are posted on web. Noted that minutes from June 2006
50 do not appear to be posted. Agreed to create Kavi folder to upload confidential (executive session)
51 minutes.
52

53 **Review of Open Action Items**

54
55 ACTION ITEM 2006-01-25.02: Patrick Gannon to track the IT issues list and
56 import into IT tracking tools when they are available.
57 [Status: Open. IT Infrastructure Committee reviewing options with Staff.]
58

59 ACTION ITEM 2006-08-02.01: Robin Cover and staff to report back to the Board
60 on naming convention implementation in 6 months
61 [Status: Open. Due in Feb 2007]
62

63 ACTION ITEM 2006-10-12.02: Patrick Gannon to update the Liaison Status Report
64 to re-sort by active and inactive engagements. Due by January F2F.
65 [Status: Closed. See Agenda Item #5]
66

67 **3. Review of Follow-up to Board Resolutions from 15 Dec Board call.**

68
69 Frederick Hirsch led status review of follow up actions to resolutions approved on the previous Board
70 meetings:
71

72 RESOLUTION 2006-12-15.01: Board minutes of 13 November 2006.
73 [Status: Completed. Posted to Members website.]
74

75 RESOLUTION 2006-12-15.02: OASIS Employee Bonus Policy
76 [Status: Open. To be distributed to Employees in January 2007 as part of roll-out of 2007
77 Department Goals. This is an internal policy that is not posted publicly. Will be reported to
78 employees after 24 January Board F2F]
79

80 RESOLUTION 2006-12-15.03: OASIS 2007 Financial Budget
81 [Status: Completed. Cathie has implemented the budget into OASIS accounting system (MAS-
82 90).]
83

84 RESOLUTION 2006-12-15.04: OASIS Board Standing Rule 2006-12-15.01
85 RESOLUTION 2006-12-15.05: OASIS Board Standing Rule 2006-12-15.02
86 [Status: Open. Need to put on OASIS public policy page.]
87

88 RESOLUTION 2006-12-15.06: OASIS Trademark Recommendations
89 [Status: Open. Staff beginning implementation. Web site updates needed.]

90 RESOLUTION 2006-12-15.08: Amicus Brief topic an "A" Agenda Item

91 RESOLUTION 2006-12-15.09: OASIS to join Amicus Brief

92 [Status: Patrick & Jamie worked with legal counsel on final OASIS submission to Amicus
93 Brief. Initial submitted draft sent to Board on 15 Dec 2006. Final Amicus Brief sent to Board on
94 15 Jan 2007. Final Amicus brief was submitted.]
95

96 Board noted desire to be updated on status of Amicus brief going forward.

97
98 <Mike DeNicola joined the meeting at 9:20 am ET>
99

100 RESOLUTION 2007-01-24-02: RESOLVED, Add new A agenda item to consider OASIS
101 banking signature motion as Finance Committee Item.

102
103 Passed unanimously.

104
105 The Board welcomed the newly elected Board Director, Mike DeNicola.

106 107 **4. Member Section Policy Committee**

108
109 Patrick Gannon provided an update on the Member Section Policy and Emergency Interoperability
110 Members Section RoP. The Member Section Policy committee has worked for the past year and has
111 produced a Member Section Policy and RoP template.

112
113 RESOLUTION 2007-01-24-03: RESOLVED, that the OASIS Member Section Policy
114 (MemberSection Policy v1-20070117.pdf) is approved.

115
116 RESOLUTION 2007-01-24-03a (to amend): RESOLVED, The MS Policy be modified
117 such that line 162, "by a majority vote of the OASIS Board of Directors" and line 168,
118 "by Two-Thirds Vote of the OASIS Board of Directors", both to be changed to "by
119 resolution of the OASIS Board of Directors".

120
121 RESOLUTION 2007-01-24-03a1 (to table): RESOLVED, Move to TABLE the
122 amendment motion.

123
124 Passed by [10-1-0] vote.

125
126 Discussion of status of member section policy status and concern over additional
127 changes need to improve it. Noted the need for continued revision even if
128 current proposal approved. Discussed need to have additional work by Member
129 Section Policy committee over next six months.

130
131 RESOLUTION 2007-01-24-03a2 (to take off table): RESOLVED, Move to take
132 the amendment motion off the table.

133
134 Passed unanimously.

135
136 Passed unanimously.

137
138 RESOLUTION 2007-01-24-03b (to amend): RESOLVED, The MS Policy be modified
139 such that the phrase “, once OASIS tools support this” at line 119 be removed.

140
141 Discussion – Noted that method of voting is not specified in bylaws. Is RoP required to
142 specify voting mechanisms – discussion of whether this form of voting is required.

143
144 Passed unanimously.

145

146 RESOLUTION 2007-01-24-03c (to amend): RESOLVED, The MS Policy be modified at
147 line 18 such that “1.5” is changed to “1.6 “.

148
149 Passed unanimously.

150
151 RESOLUTION 2007-01-24-03d (to amend): RESOLVED, The MS Policy be modified at
152 lines 46 and 47 (Definition 5), delete “the selection of the steering committee chair”.

153
154 Passed by [10-1-0] vote.

155
156 RESOLUTION 2007-01-24-03e (to amend): RESOLVED, The MS Policy be modified at
157 line 118 to change “should” to “shall”.

158
159 Proposed amendment to allow multi-choice voting that should not require Kavi to
160 implement. If this change is made, OASIS needs to provide explanations and support.

161
162 Passed by [5-4-2] vote.

163
164 Discussion of whether 4.11 conflicts with existing Liaison policy – intent noted that
165 steering committee review occurs before TC proceeds with liaison request in accordance
166 with liaison policy.

167
168 RESOLUTION 2007-01-24-03f (to amend): RESOLVED, The MS Policy be modified
169 at line 337 to change “vote (by simple or special majority) to request submission of an
170 affiliated TC's” to “approve (by simple or special majority vote) an affiliated TC's
171 request for submission of an”.

172
173 Passed unanimously

174
175 Passed by [8-2-1] vote.

176
177 RESOLUTION 2007-01-24-04: RESOLVED, that all existing OASIS Member Sections must
178 submit revised Rules of Procedure (RoPs), which conform to the approved Member Section
179 Policy, within six months (24 July 2007).

180
181 ACTION ITEM 2007-01-24.01: Patrick to inform Board of Member Section transition status at
182 the end of six months (24 July 2007).

183
184 Passed by [9-1-1] vote.

185
186 RESOLUTION 2007-01-24-05: RESOLVED, that the Member Section Policy committee to
187 submit a revised Member Section Policy for the next Board F2F (18 April) .

188
189 RESOLUTION 2007-01-24-05a (to amend): RESOLVED, that the deadline for approval
190 be the August Board F2F (six months).

191
192 Passed Unanimously.
193 Passed Unanimously as amended.

194 No action taken on member section template.

195

196 **RESOLUTION 2007-01-24-06: RESOLVED**, that Michael Winters join the Member Section
197 Policy committee.

198

199 Passed Unanimously.

200

201 If a member section does not conform by the date, then Board will address that issue.

202

203 **RESOLUTION 2007-01-24-07: RESOLVED**, that the Emergency Interoperability Member
204 Section Rules of Procedure ("EI Member Section RoP 2007-01-17-submitted.pdf") is approved.

205

206 <Scott McGrath joins discussion>

207

208 **RESOLUTION 2007-01-24-07a (to amend): RESOLVED**, that at line 25, "and tools"
209 removed from RoP.

210

211 Passed Unanimously

212

213 **RESOLUTION 2007-01-24-07b (to amend): RESOLVED**, that at line 54 change "Up to
214 forty percent (40%)" to "At the discretion of the OASIS Board of Directors up to forty
215 percent (40%)".

216

217 Passed [7-2-2]

218

219 Discussion on size of steering committee, maximum size, and need to maintain odd
220 number of steering committee members.

221

222 Passed [9-1-1]

223

224 <Jamie Clark, Carol Geyer join meeting>

225

226 **5. Finance Committee Reports**

227

228 Mike DeNicola and Patrick Gannon presented the November and December 2006 reports and 2006
229 End of Year Financial Information. The Board noted a benefit of tracking members lost specifically
230 due to acquisitions and mergers.

231

232 **ACTION ITEM 2007-01-24.02: Member services to bring to strategy committee detailed member
233 analysis from 2006 in February 2007.**

234

235 **ACTION ITEM 2007-01-24.03: Strategy Committee to evaluate Associate membership category and
236 provide Board recommendation for continuing to retain this category by June.**

237

238 **ACTION ITEM 2007-01-24.04: OASIS Staff to bring analysis of Member Section deferred revenue
239 related to growth of Member Sections to the finance committee for next Finance committee meeting.**

240

241 **6. TC IPR Transition Status**

242
243 Jamie Clark provided an overview of the status of TC IPR mode transitions. Estimate is that 9 will
244 close, and an additional 6 of 12 that wish to continue might close.

245
246 *<Robin Cover and Greg Rundlett joined the meeting by teleconference>*

247 248 **7. IT Infrastructure Committee**

249
250 Patrick Gannon led a review of IT Infrastructure Issues. Robin and Greg outlined OASIS Tech
251 Services Department 2007 Goals.

252
253 **ACTION ITEM 2007-01-24.05: IT Infrastructure committee to review and prioritize entire IT status**
254 **report, including clarification of closed items.**

255
256 Greg noted that the OASIS library project is progressing now that full time web developer has been
257 hired.

258
259 Eduardo requested increased Board membership in OASIS Board IT sub-committee.

260
261 *<Greg Rundlett left the meeting>*

262 263 **8. Staff Departmental Goals**

264
265 Scott McGrath presented Member Services Department 2007 Goals. Making effort to assist members
266 to work with OASIS effectively.

267
268 *<Hal Lockhart joined the meeting>*
269 *<Pete Wenzel joined the meeting by teleconference>*

270
271 Carol Geyer presented Communications Department 2007 Goals, including hosting the OASIS site in
272 Chinese and supporting all stages of standards lifecycle.

273
274 *<Abbie Barbir, Jacques Durand, Mary McRae joined the meeting by teleconference>*

275
276 *<Topic continued after TAB Review>*

277 278 **9. TAB Review**

279
280 Hal Lockhart presented status on TAB activities and the 2007 OASIS Symposium. The full TAB did
281 not join the F2F in person at this F2F due to the need to have an earlier F2F TAB meeting to work on
282 Symposium since it occurs earlier this year.

283 284 **Symposium 2007:**

285
286 Staff is arranging keynote and logistics, the TAB is arranging technical program. Returning to earlier
287 format, tutorials on Sunday, two days of Symposium, then three days for TC meetings. Offering two
288 tracks this year, in addition adding shorter “mini-talks”.

289

290 Last year there were 66 submissions, 4 tutorials, 3 panels, and 15 presentations. This year there have
291 been 54 submissions, plans for 4-8 tutorials, 3 panels, and 28 presentations. Noted that there have been
292 a rising number of submissions from Asia, but not the EU.

293

294 Presenters are required to provide full set of slides by 16 March.

295

296 **GAP subcommittee:**

297

298 A number of discussions have been held with experts in the areas of security, registry, and content
299 (vertical markup languages) during the past year. Hal gave an overview with material from Pete
300 Wenzel.

301

302 **ACTION ITEM 2007-01-24.06: Staff to bring report on opportunities based on TAB GAP analysis to**
303 **the Board by March 2007.**

304

305 The TAB Quality committee has been split into two committees, a process improvement committee and
306 a member communications committee.

307

308 **ACTION ITEM 2007-01-24.07: Carol Geyer to work with TAB to raise visibility of TAB work,**
309 **specifically GAP work, to OASIS membership.**

310

311 The member communications committee will educate TCs on the value of Committee Specifications.
312 Noted that marketplace also requires education.

313

314 **ACTION ITEM 2007-01-24.08: TC Process committee to consider (a) the range of final deliverables**
315 **produced by TCs and (b) how to avoid standards inflation, producing a recommendation by the August**
316 **OASIS Board meeting.**

317

318 Discussion of whether the TAB can communicate more analysis of the GAP committee work, or
319 actionable recommendations.

320

321 **ACTION ITEM 2007-01-24.09: TAB to provide additional actionable recommendations based on**
322 **GAP activity for the August Board F2F.**

323

324 *<Abbie Barbir, Jacques Durand, Mary McRae leave>*

325

326 **8b Staff Departmental Goals**

327

328 **Business Development Department 2007 Goals**

329

330 Peter Roden presented Business Development Department 2007 Goals. Noted that a major goal is new
331 revenue to OASIS, based on bringing new committees to OASIS.

332

333 *<Peter Roden leaves>*

334

335 **Standards Development 2007 Goals**

336

337 Jamie Clark presented Standards Development 2007 Goals. Two primary goals including supporting

338 our TCs with process rules and finding new TCs.

339

340 <Jamie Clark, Carol Geyer, Hal Lockhart, Scott McGrath leave meeting>

341

342 **10. General Organization Health**

343

344 The Directors held a general discussion of overall organizational health.

345

346 **ACTION ITEM 2007-01-24.10: Patrick to identify methods for conducting a full 360 review including**
347 **staff and board by 26 March.**

348

349 <Patrick Gannon leaves meeting>

350

351 **11. Outside Directors Discussion**

352

353 The outside Directors had their regular governance review of OASIS management, and OASIS legal,
354 regulatory and financial topics.

355

356 **12. Recess**

357

358 The Board recessed for the day at 5:50 pm. ET and reconvened at 8:30 a.m ET on Thursday, 25 January
359 2007. All Directors except Chris Kurt were present when the meeting reconvened. Jamie Clark was
360 present when the meeting reconvened.

361

362 **Directors in Attendance**

363

364 Patrick Gannon, OASIS President and CEO

365 Eduardo Gutentag, Chairman

366 Ed Cobb, Vice Chairman

367 Frederick Hirsch, Secretary

368 Mike DeNicola, Treasurer and Finance Committee Chair

369 Bob Glushko

370 Paul Knight

371 Chris Kurt

372 Jeff Mischkinsky

373 Claus von Riegen

374 Michael Winters

375

376 **Staff and Guests in Attendance**

377

378 Jamie Clark, OASIS Staff

379

380 **13. Review of Agenda**

381

382 The agenda for the day was reviewed and approved with the modification that the Asia PKI Forum
383 MoU and the addition of Scott McGrath as an OASIS signatory as initial items on the agenda for 25
384 January 2007.

385

386 **14. Asia PKI Forum MoU**

387 Patrick Gannon presented the Asia PKI Forum liaison report and outlined the MoU presented for
388 approval.

389
390 RESOLUTION 2007-01-25-01: RESOLVED, that the Memorandum of Understanding
391 between Asia PKI Forum and OASIS is approved with the addition in the document that the
392 English language text is the authoritative version.

393
394 Passed [8-0-2].

395
396 RESOLUTION 2007-01-25-02: RESOLVED, that Scott McGrath be added as OASIS Signatory
397 for various OASIS bank accounts.

398
399 RESOLUTION 2007-01-25-02a (to amend): RESOLVED, that payments over \$25,000
400 require the approval and signature, as appropriate, of the treasurer.

401
402 Passed Unanimously

403
404 Passed Unanimously

405
406 ACTION ITEM 2007-01-25.01: Patrick to provide update of the management backup plan at
407 the April 2007 Board meeting.

408
409 ACTION ITEM 2007-01-25.02: Patrick to update the financial policy in accordance with
410 Resolution RESOLUTION 2007-01-25-02 as amended by RESOLUTION 2007-01-25-02a.

411
412 **15. TC Process Committee Update**

413
414 Jeff Mischinsky provided an update on TC Process committee activities and status. The TC Process
415 committee also thanked Jamie Clark for all his staff support to the TC Process committee.

416
417 Jeff provided an overview of TC Process policy revisions to resolve various issues associated with the
418 current policy, and to incorporate feedback provided by the TAB. Some significant areas of discussion
419 included proposed changes regarding conformance clauses and statements of use, closure of TCs not
420 having a chair for four months, and instituting a period to enable consideration of public review
421 comments.

422
423 <Chris Kurt joined the meeting at 9:00 am ET>

424
425 RESOLUTION 2007-01-25-03: RESOLVED, that the revision to the TC Process provided in the
426 document TC-Process-16Jan07-cleanup.pdf be adopted effective 1 March 2007.

427
428 RESOLUTION 2007-01-25-03a (to amend): RESOLVED, re-insert in section 3.4 paragraph (f)
429 “The Statements of Use presented above.”

430
431 RESOLUTION 2007-01-25-03a1: RESOLVED, Replace “presented above.” with “from
432 at least three organizational members”.

433

434 Proposed but not seconded.
435
436 Passed [8-1-2].
437
438 RESOLUTION 2007-01-25-03b (to amend): RESOLVED, At line 42 Replace “Organizational
439 OASIS Members” with “OASIS Organizational Members”.
440
441 Passed [9-0-1].
442
443 RESOLUTION 2007-01-25-03c (to amend): RESOLVED, at line 157, section 2.2.2 order of
444 items be changed to put optional items to end, e.g. b,c. and d.
445
446 Passed [9-0-2].
447
448 RESOLUTION 2007-01-25-03d (to amend): RESOLVED, Line 183 to insert “Optionally, “
449 at beginning of item i.
450
451 Motion withdrawn.
452
453 RESOLUTION 2007-01-25-03e (to amend): RESOLVED, At line 183 Initial t to be
454 capitalized.
455
456 Passed [8-0-3]
457
458 RESOLUTION 2007-01-25-03f (to amend): RESOLVED, The word “submit “ at lines 546,
459 548, 569, 572, 580 be replaced with “stored” and related editorial adjustments as
460 appropriate.
461
462 Discussion included rationale that submission might mean something different than
463 other uses of submission, as well as suggestion to add as action item to process
464 committee.
465
466 Defeated [3-6-1].
467
468 ACTION ITEM 2007-01-25.03: TC Process committee to add issue regarding review of use of
469 the word “submit “ at lines 546, 548, 569, 572, 580 and replacing it with “stored” and making
470 related editorial adjustments as appropriate.
471
472 RESOLUTION 2007-01-25-03g (to amend): RESOLVED, Strike bracketed text at line 561:
473 “[It is recommended that the conformance clauses constitute short declarative statements.]”.
474
475 Passed [8-0-3].
476
477 RESOLUTION 2007-01-25-03h (to amend): RESOLVED, Add “If applicable,” to beginning of
478 line 557.
479
480 Discussion on whether this removes the requirement for conformance clauses.
481

482 Defeated [2-8-1].
483
484 RESOLUTION 2007-01-25-03i (to amend): RESOLVED, Do not incorporate changes at line
485 629.
486
487 Discussion noted that seven days will enable comments that have been submitted to be
488 considered.
489
490 Defeated [2-8-1].
491
492 RESOLUTION 2007-01-25-03j (to amend): RESOLVED, Strike “rule” from line 65.
493
494 Passed [8-0-3].
495
496 RESOLUTION 2007-01-25-04: RESOLVED, Call the Question.
497
498 Passed [8-1-2].
499
500 Main motion as amended Passed [8-1-2].
501
502 Jamie presented a status update on definition of normative formats for specifications – additional work
503 in TAB and TC Process committee required. May be concluded by April F2F or August meeting
504 depending on progress.
505
506 RESOLUTION 2007-01-25-05: RESOLVED, Adopt the proposal contained in “Draft 1-org-1-vote
507 rule revisions dated 16 January 2007 Marked to show changes FROM cumulative clean-up draft”
508 (TC-Process-16Jan07-cleanup.pdf).
509
510 Discussion regarding impact on OASIS participation, renewals and membership levels and possible
511 additional analysis. Discussed need for effective date later than approval date.
512
513 RESOLUTION 2007-01-25-06: RESOLVED, Table motion.
514 Passed [6-4-1]
515
516 <Ed Cobb leaves the meeting>
517
518 Discussion about analysis and how it might be difficult, especially to quantify opportunity cost of
519 work that is not brought to OASIS due to current rules. Related discussion of impact of Associate
520 Member category on organization. Mention of factors of financial impact, fairness/equity and OASIS
521 reputation.
522
523 ACTION ITEM 2007-01-25.04: Staff to conduct analysis and assessment of risk associated with 1-org-
524 1-vote proposal and provide to the Board, Strategy and Finance committees by the end of February.
525
526 **16. Status of Regional Office Program**
527
528 Patrick Gannon provided a presentation on the status of the OASIS China Office and other potential
529 offices. Interest from Italy and Germany noted.

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17. Future Meeting Planning

26 February, 8-10 am PST
26 March 8-10 am PST
18-19 April F2F
11 May 8-10 am PT
22 June 8-10 am PT
No meeting in July
1-2 August F2F

ACTION ITEM 2007-01-25.05: Scott to provide Board proposed annual election schedule for 26 March Board meeting.

18. Symposium Week Event Planning

The Board discussed the next Face-to-Face Meeting Schedule & Agenda, the use of Open Sessions, and the AGM Schedule.

RESOLUTION 2007-01-25-07: RESOLVED, Hold April F2F meeting in open session apart from Finance, Staffing and Executive sessions.

Passed [9-0-1]

Patrick requested that board members be present Tuesday 17th April evening (5 pm) for the AGM and reception.

Setup at noon on Wed, start at 12:30 on Wed, meet until Thursday until 5 or 6 pm.

19. Board Committee Scheduling

OASIS Board committees updated their schedules.

RESOLUTION 2007-01-25-08: RESOLVED, Claus von Riegen be added to the IT Infrastructure Committee.

Passed unanimously

IT Infrastructure Committee

Alternate weeks starting February 8 at 12:30 PST.

Strategy Committee

Starting February 9, alternate weeks (e.g. next after 9 February is February 23), 10-12 EST, 7-9 PST.
Note that some committee members have TAB meeting conflict on the alternate weeks.

Finance Committee

Each call is 1 hour.
20 February noon PST

578 20 March noon PST
579 16 April 1:30 pm PST
580 18 May noon PST
581 18 June 11 am PST
582 16 July 11 am PST

583

584 [RESOLUTION 2007-01-25-09: RESOLVED, Mike DeNicola be added to the Member Section Policy](#)
585 [Committee.](#)

586

587 [Passed unanimously](#)

588

589 **20. Liaison Status Review**

590

591 Patrick Gannon provided a review of OASIS Liaison Status. Added category for governmental
592 organizations.

593

594 **21. Staff Goals Review**

595

596 The Board discussed actions related to Staff Department Reports.

597

598 **22. Wrap-Up and Adjourn**

599

600 The meeting adjourned at 1:36 p.m. ET.

601

602 Respectfully Submitted,

603 Frederick Hirsch

604 Secretary