

Meeting Logistics

Venue

The meeting was conducted by teleconference at 13:00 EDT

Teleconference Bridge

Thanks to Oracle for providing the teleconference bridge.

Meeting Tool

We used the Lucid meeting tool to present materials, but for this Board meeting we did not use the tool to capture minutes. Details will be sent to the Board distribution list separately.

Meeting Documents

All meeting documents were available to Board members in the Kavi Board Plus workspace.

Attendance

Directors Present:

- Jim Cabral
- Martin Chapman
- Frederick Hirsch
- Gershon Janssen
- Bret Jordan
- Margaret LaBrecque
- Paul Lipton
- Beth Pumo
- Bruce Rich

Staff Present:

- Jamie Clark
- Chet Ensign
- Carol Geyer
- Scott McGrath

Apologies received:

- Jason Keirstead
- Richard Struse

Minutes

1. Welcome, Agenda Review

Gershon Janssen, Chair, opened the meeting, and took roll call. With 9 of 11 Directors present, the meeting was quorate. The agenda was adopted as posted, with minor adjustments regarding which items were in Executive Session.

2. Review of Minutes

Bruce Rich, Secretary, briefly reviewed the minutes of the May 21 Board meeting. The motion to approve the draft minutes was moved by Paul Lipton and approved by unanimous consent.

3. Board Election Update

Scott McGrath, Chief Operating Officer, reported the outcome of the Board election. One new Director, Daniel Riedel, was elected. He will be seated on the Board during the July F2F Directors meeting. Four current Directors (Martin Chapman, Jason Keirstead, Beth Pumo, and Bruce Rich) were re-elected for 2-year terms.

4. Staffing Committee Update

Gershon Janssen, Chair of Staffing committee reported on recent progress.

Gershon will convene meeting(s) of the committee. The intent is to have at least two committee meetings before the July F2F to grapple with issues such as the title of the “captain of the ship”, the right balance between domain experience and executive leadership, the appropriate percentages of executive vs visionary responsibility, and key performance measurements, among other pertinent topics.

5. Finance Report

Frederick Hirsch, Treasurer, and Scott McGrath, Chief Operations Officer, reviewed the April and May reports, the 990 disposition, and an initial draft of a forecast update.

The discussion was held in executive session. No motions were recorded.

6. Business Update

Carol Geyer, Chief Development Officer, discussed current status with regards to ongoing business -- opportunities, revenue, new members, etc.

With the formal public announcement of Open Projects last month (<https://www.oasis-open.org/news/pr/oasis-introduces-open-projects-program>), this effort is gaining some traction. Another project has met the sponsorship requirements for launch and should be public soon.

Although the Foundation-in-a-Box operating rules have been visible on the OASIS website for almost a year now (<https://www.oasis-open.org/policies-guidelines/oasis-host-llc-operating-rules-v-7a>), the public announcement of FiaB has been delayed so as to not muddle the Open Projects message. Nonetheless, the first FiaB is launching now, and some details are in the next section of the minutes. More discussions with other groups continue in advance of a public announcement of the FiaB offering at OASIS later this year.

Another ANSI TAG has launched, this one named the Sharing Economy TAG. Although the initial forecast was for only about \$30k in revenue, it launched with 23 organizations participating, and a revenue almost quadruple the forecast. This particular TAG may not expand much further but is a healthy boost to OASIS.

The TC business has been relatively quiet. A new sponsor joined for PKCS#11 and a public interop demo was held for the first time for PKCS#11 at the International Cryptographic Module Conference. Although a KMIP webinar had outstanding community response, no sales have yet resulted from that outreach.

7. Foundation-in-a-Box Update

Jamie Clark, General Counsel, Scott McGrath, Chief Operations Officer, and Carol Geyer, Chief Development Officer, reviewed progress on the first OASIS FiaB.

The first OASIS FiaB candidate, the Open Mobility Foundation has gone public. They clearly identify as a foundation under the OASIS umbrella (see <https://www.openmobilityfoundation.org/about/>). The process to get to this point was not without its lessons-learned, so next time we will have a better idea what the finance package needs to look like, as well as a better estimate of staff time likely to be required to launch.

8. Governance Committee Update

Frederick Hirsch, Governance Chair, reviewed Governance status.

It's been about a decade since the last set of bylaw updates. As such updates would require approval by the OASIS membership, it's desirable to only do what's needed when it's needed but ensure that everything that is essential is included. The list of potential updates includes clarifying the role of the OASIS President vis a vis a new "Executive Director", reducing the number of special elections that are called, and a potential new membership class for Open Project Sponsors. Other items to be considered (that may or may not involve bylaw updates) are the need for clear delineation between Board-approved policies and staff policies, as well as more clarity in documenting responsibility delegation and concomitant accountability and documented follow-up. The Staffing committee will make recommendations to handle the issues of the title of the next OASIS staff leader, as well as the appropriate duties as per current needs and bylaw compliance. The Governance committee will make recommendations to clarify the bylaws regarding "President" (a member-elected Director appointed to office of President) and "Staff Leader/Executive Director" (an employee of the OASIS-Open corporation), as well as other items mentioned above. The Governing Board will select a President at the July meeting (defaults to Chair of the Board). The Board will also review the recommendations of

the two subcommittees to arrive at decisions relative to the potential bylaw revision and staff leader recruitment.

9. Update on US “Entity List”

Scott McGrath, Chief Operations Officer, and Jamie Clark, General Counsel, to discuss ANSI’s letter to the US Department of Commerce’s Bureau of Industry and Security regarding standards activities by individuals employed by companies currently out of favor with the US government.

The discussion was held in executive session. No motions were recorded.

10. TAB Update

Scott McGrath, Chief Operations Officer, and Chet Ensign, Chief Technical Steward, discussed the ongoing loss of momentum in TAB activities.

The TAB has been undergoing an existential crisis in the recent past. One manifestation of the problem is that two TAB positions are opening up in July, but no nominations were received during the nomination period in April/May, so no TAB election was run concurrently with the normal Board of Directors election, and only one query about the missing election was even registered. With a skeleton crew on board, it may be time to repurpose/realign/disband the TAB. Limited time precluded further discussion of this topic at this time.

11. Any Other Business

Gershon Janssen, Chair, reviewed the remaining meeting schedule before the seating of the new Board.

Upcoming Event Schedule
Wednesday June 26, 2019 11AM EDT, Annual General Members meeting via webinar
Wednesday July 24, 2019 6:00 PM EDT, Member/Board/Staff reception, Burlington, MA
Wednesday July 24 - Friday July 26, 2019, Burlington, MA, USA, OASIS Board Face-to-Face

12. Adjournment

The meeting was adjourned at 3:05 PM EDT.

Outstanding Action Items

All outstanding action items are grouped together here for ease of reference. However, some of these action items will be reviewed elsewhere in the minutes as part of other discussions.

Action Item 2019-04-10.01 owner: Jamie Clark, target: 2019-07-24

Jamie to notify Board when the NDA has lapsed. Although the OMF has gone public, the embargo is not yet officially lifted.
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Action Item 2019-05-21.01 owner: Frederick Hirsch, target: 2019-07-24
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Governance Committee to take up bylaw review.

Action Item 2019-06-25.01 owner: Scott McGrath, target: 2019-07-24

OASIS Board page updates.

Action Item 2019-06-25.02 owner: Gershon Janssen, target: 2019-07-24

Convene Staffing committee meetings to discuss “next leader” title and duties.
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Resolutions

Resolution 2019-06-25.01

“Board resolves to approve the Executive and Public minutes of the May 21, 2019 Board meeting, as published in:

https://www.oasis-open.org/apps/org/workgroup/board-plus/documents.php?folder_id=3273”