

Meeting Logistics

Venue

The meeting was conducted by teleconference.

Teleconference Bridge

Thanks to Oracle for providing the teleconference bridge.

Meeting Documents

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

Meeting Tool

The Zoom meeting tool was used to present materials and manage the speaker queue.

Attendance

Directors Present:

- Martin Chapman
- Gershon Janssen
- Bret Jordan
- Paul Lipton
- Beth Pumo
- Bruce Rich

Staff Present:

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

Regrets Received:

- Frederick Hirsch
- Jason Keirstead
- Margaret LaBrecque
- Daniel Riedel
- Richard Struse

Minutes

1. Welcome, Agenda Review

Gershon Janssen, Chair, presided at the meeting. Bruce Rich, Secretary, recorded the minutes.

The Chair called the meeting to order at 1:05PM EST and took roll call. With 6 of 11 Directors present, the meeting was quorate. The agenda was reviewed and approved as published.

2. Review of Minutes

Bruce Rich, Secretary, led the discussion.

The minutes from 18 February were reviewed. Paul moved to approve as posted. Martin seconded. The motion was approved by unanimous consent.

The amended minutes from the 5-6 February 2020 F2F meetings were reviewed. Martin moved to approve as amended. Paul seconded. The motion was approved by unanimous consent.

3. Executive Director Hiring Update

Gershon Janssen, Board Chair, and Scott McGrath, Chief Operations Officer, led the discussion. The discussion was held in executive session. No motions were recorded.

4. January 2020 Operations Report Review

Scott McGrath, Chief Operations Officer, led the discussion. The discussion was held in executive session. No motions were recorded.

5. Open Projects Rules Update

Martin Chapman, Vice Board Chair, led the discussion.

The staff had requested that some ambiguities in the Open Projects rules be clarified. The heart of the matter was clarifying when an ECLA must be submitted, as well as some other minor edits. The Governance and Process Advisory Committees had both submitted some updates, and staff provided a merged version and redlines. As the drafts were not available seven days in advance of the board meeting, a super-majority motion was made to accept the update as a A-list item (Martin moved, Bruce seconded, and the motion passed with unanimous consent). Martin then moved to adopt the updated Rules, Bruce seconded, and the motion passed with one abstention.

6. Board Elections

Scott McGrath, Chief Operations Officer, led the discussion.

A draft of the Board election notice had been circulated at an earlier meeting. After much discussion, Bret moved to adopt the draft, with a revision to the proposed time allocation expected of directors from “approximately 10%” to “at least 10%”, as well as to correct spelling errors. Martin seconded, and the motion passed with unanimous consent.

7. Action Item Review

Gershon Janssen, Board Chair, led the discussion.

The results of the review are reflected in the Action Item section of these minutes.

8. Board Process Advisory Committee

Gershon Janssen, Board Chair, led the discussion. The topic was committee quorum requirements. The bylaws require a majority of directors seated, and the number of directors seated on the committee is not adjusted frequently enough to allow the preponderance of committee meetings to be quorate. A motion was made to designate some directors to be permanent non-voting members, thus preserving their ability to contribute when present but not impede quorum when absent. Martin moved, Bret seconded, and the motion passed with unanimous consent.

9. COVID-19 Guidance

Gershon Janssen, Chair, led the discussion.

Current recommendations by health agencies, as well as actions by other standards bodies were reviewed. A motion for purely voluntary (no-consequence) staff participation in public events/meetings was made by Bret and seconded by Bruce. The motion passed with unanimous consent. Gershon will draft a notice to be sent out by Scott.

10. Any Other Business

Gershon Janssen, Chair, led the discussion.

The following topics are in the pipeline for further Board discussion/assignment to committees:

- Board transparency
- Having Board committee meetings F2F the day before the full Board F2F
- Reduce the number of committees
- Board working high-level strategic issues and managing macro level finances
- Marketing OASIS
- Utilizing untapped resources among OASIS members
- OASIS TC Process diagram

11. Adjournment

The meeting was adjourned at 3:05PM EST.

Outstanding Action Items

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

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| <p>Action Item 2019-07-24.02 owner: Frederick Hirsch, target: 2020-07-23</p> <p>Governance and IPR Advisory Committee to take up review of the bylaws, standing rules and committee charters, including potential new membership class(es). Charters have been updated, other work in progress.</p> |
| <p>Action Item 2019-07-24.04 owner: staff/ED, target: tbd</p> <p>Investigate cost-effective tooling to produce report on allocation of staff time to projects</p> |
| <p>Action Item 2019-07-24.05 owner: staff/ED, target: tbd</p> <p>Investigate mechanisms to add variance analysis to financial report to more easily see significant changes</p> |
| <p>Action Item 2019-07-24.06 owner: staff/ED, target: tbd</p> <p>Proposal to incentivize current and additional Foundational Sponsors</p> |
| <p>Action Item 2019-07-24.07 owner: Chet Ensign, target: 2020-04-28</p> <p>Work with TAB for a plan for TAB revitalization/wrapup.</p> |
| <p>Action Item 2020-02-06.03 owner: Staff/ED, target: tbd</p> <p>OASIS starting other lines of business</p> |
| <p>Action Item 2020-02-06.06 owner: Staff/ED, target: tbd</p> <p>Clarify Board policies vs staff policies.</p> |
| <p>Action Item 2020-02-06.07 owner: TBA, target: tbd</p> <p>Appropriate level of detail for minutes.</p> |
| <p>Action Item 2020-02-06.08 owner: TBA, target: tbd</p> <p>Appropriate usage of Executive Session for private discussions of the Board.</p> |
| <p>Action Item 2020-02-06.09 owner: Gershon, target: 2020-03-24</p> <p>List duties delegated to staff.</p> |
| <p>Action Item 2020-02-06.10 owner: Governance, target: tbd</p> <p>Bylaws clarification: President vs ED vs Board Chair.</p> |
| <p>Action Item 2020-02-06.11 owner: Gershon, Martin, external counsel, target: 2020-03-24</p> <p>Craft response to member request for information.</p> |
| <p>Action Item 2020-02-06.12 owner: Staff/ED, target: tbd</p> <p>Branding of OASIS Open vs Open Projects.</p> |
| <p>Action Item 2020-02-06.13 owner: Process, target: tbd</p> <p>Resolve OASIS Interoperability Demonstration Policy.</p> |
| <p>Action Item 2020-03-06.01 owner: Gershon, target: tbd</p> <p>Track committee accomplishments and attendance.</p> |
| <p>Action Item 2020-03-06.02 owner: Gershon/Scott, target: ASAP</p> |

Board to issue COVID-19 guidance to staff.

Resolutions

Resolution 2020-03-06.01

“Board resolves to approve the Executive and Public minutes of the 18 February 2020 Board meeting minutes, as published in:

Executive: <https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/66742/latest>

Public: <https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/66743/latest>”

Resolution 2020-03-06.02

“Board resolves to approve the Executive and Public minutes of the 5-6 February 2020 Board meeting minutes, as amended and published in:

Executive: <https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/66778/latest>

Public: <https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/66776/latest>”.

Resolution 2020-03-06.03

“The Board resolves to approve the Open Projects Rules update as an A-Item”.

Resolution 2020-03-06.04

“The Board resolves to approve edits to the Open Process Rules as proposed in

[https://www.oasis-open.org/apps/org/workgroup/board-governance/download.php/66772/oasis_open_project_rules_OBGC-plus-OBPC-2020-02-edits-CLEAN%20\(n3%20corr\).docx](https://www.oasis-open.org/apps/org/workgroup/board-governance/download.php/66772/oasis_open_project_rules_OBGC-plus-OBPC-2020-02-edits-CLEAN%20(n3%20corr).docx)”.

Resolution 2020-03-06.05

“Per their request, the Board resolves to reclassify Frederick Hirsch, Paul Lipton, and Richard Struse as permanent non-voting Members of the Process Advisory Committee.”

Resolution 2020-03-06.06

“The Board resolves that until further notice staff participation in public events and meetings is entirely voluntary. Staff have the right to decide whether to participate or not, without consequence, and are encouraged to employ all reasonable measures to ensure their safety.”