Meeting Logistics

Venue

The meeting was conducted by teleconference.

Teleconference Bridge

Thanks to Martin Chapman for providing the teleconference bridge.

Meeting Documents

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

Attendance

Directors Present:

- Jeremy Allison
- Rich Bowen
- Martin Chapman
- Frederick Hirsch
- Gershon Janssen
- Jason Keirstead
- Wende Peters
- Beth Pumo
- Bruce Rich
- Daniel Riedel
- Richard Struse

Staff Present:

- Jamie Clark
- Carol Geyer
- Chet Ensign
- Jane Harnad
- Guy Martin
- Scott McGrath

Directors Absent:
- Bret Jordan (Day 1)

Minutes – Day 1

1. Welcome, Agenda Review, Welcome New Directors

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

The Chair called the meeting to order at 10:03AM EDT and took roll call. With 8 of 9 Directors present, the meeting was quorate. The agenda was reviewed and approved as published, with the substitution of "Ethereum Project Update" for "Advisory Council Input" and some time slot adjustments on Day 2.

Gershon welcomed the new Directors Jeremy Allison of Google, Rich Bowen of Red Hat and Wende Peters of Bank of America to the meeting and invited them to participate in Day 1 of the meeting in anticipation of them being formally seated on Day 2.

2. Review of Minutes

Bruce Rich, Secretary, led a brief discussion.

The minutes from the 23 June 2020 meeting were reviewed, as well as those from the special board meeting on 15 July 2020. Frederick Hirsch moved to approve both sets as presented. Beth Pumo seconded. The motion was approved by unanimous consent.

3. Executive Director Report, Strategy Update

Guy Martin, Executive Director, led the update.

Guy Martin, Executive Director, briefly touched on several topics of interest.

On the IT modernization front, work is proceeding, with discovery workshops pending and stakeholder interviews to be scheduled. Rollout is still targeted for 4Q2020.

A liaison update shows good social media impact from OSI affiliation, significant impact on the EU Stakeholder Cybersecurity Certification Group, and very timely creation of an OASIS European entity, given the anticipated early EU recovery from COVID-19. In addition, Pim van der Eijk will be taking over from Jamie in participating on the EU taskforce for the European rolling plan, as Jamie will need to take up some compliance work resulting from the formation of the OASIS EU Entity.

Guy then took the Board through the staff's view of a "New Directions" strategy for OASIS. The details may be found in the meeting folder, but at a very high level it consists of a unification of the different "product" lines, where members are members, projects are projects, and work is driven via repository-based workflows. This will be a 2021 work item, and much work is yet to be done, with input from the Board and members.

4. EU Strategy Update

Dr Carol Cosgrove-Sacks, Senior Advisory, International Standards Policy, led the update.

Dr Carol discussed the near-term strategy for European OASIS activities. In short, the strategy consists of:
1. Maintaining OASIS participation in the MSP
2. Setting up OASIS Open Europe
3. Assessing main sources of relevant EU funding
4. Increasing the visibility of OASIS with European Open Source community
5. Researching opportunities regarding Open Data
6. Leveraging OASIS' contact networks.

The new Shichting OASIS Open Europe will be a key element in getting more traction in Europe.

More details may be found in the meeting folder.

5. Pipeline Update

Carol Geyer, Chief Development Officer, briefly touched on several topics of interest.

There were some notable accomplishments in Q1, chief among them being additional OCA sponsors. Then COVID-19 malaise halted further commitments. Although planning has not significantly slowed, spending definitely has. Two more Open Projects are expected, and a handful of other potential items spread across TAG, TC, OP, and FaaS.

The rest of the Chief Development Officer's report may be found in the meeting folder.

6. Committee Dynamics

Gerson Janssen, Board Chair, reviewed the dynamics of the OASIS Board, explaining the critical role that committees play in actually performing most of the work of the Board offline.

7. Action Item Review

Gerson Janssen, Board Chair, reviewed the current list of Action Items in progress. See the Action Items section of this report for more details.

8. Finance Committee Report

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

9. Process Advisory Committee Update

Martin Chapman, Process Advisory Committee Chair, led the discussion.
Current work items for the committee are:
1) Vulnerability Policy and Process
2) Code of Conduct
3) Interoperability Demonstration Policy
The Board had earlier (by ballot) approved updates to the Defined Terms, the Committee Operations Process, the Naming Directives, and the TC Process. A subsequent update to the TC Process and the Committee Operations Process was proposed, with the objective of publishing this to the OASIS community as official updates. Frederick Hirsch moved, Beth Pumo seconded, and the motion passed with unanimous approval.

9. Recess

The meeting recessed at 2:10PM EDT.

Minutes – Day 2

1. Welcome, Agenda Review

The Chair called the meeting to order at 10:03AM EDT and took roll call. With all current Directors present, the meeting was quorate. The agenda was reviewed and approved as

published, with the substitution of "New Project Proposers Brief" for "Advisory Council Input" and some time slot adjustments.

2. Installation of New Directors

The new Directors Jeremy Allison of Google, Rich Bowen of Red Hat and Wende Peters of Bank of America were formally seated on the Board.

3. Officer Election

Scott McGrath, COO, conducted the annual election of Board officers.
The following Board members were acclaimed to Board officer positions as follows:
- Chair: Gershon Janssen
- Vice-Chair: Martin Chapman
- Treasurer: Frederick Hirsch
- Secretary: Richard Struse

This slate of Officers was moved by Gershon, seconded by Frederick, and approved by unanimous consent (see Resolutions).

Scott offered staff support to the Secretary for taking minutes during meetings so that the Board Secretary can focus on participating. Chet Ensign will assist the Secretary in taking and preparing minutes and preparing agendas for future general Board meetings.

4. Annual Director Brief by External Counsel Richard Silfen

Richard Silfen (Duane Morris) briefed directors on their duties and took questions.

Richard remained available for the discussion of the by-laws.

5. Governance Advisory Committee Report

Frederick updated the committee on the by-laws work the committee has been doing and the planned next steps and timeframe. Summary slides may be found in the meeting folder.

Gershon moved that the Board resolves to send the draft Bylaws as prepared by the Governance Committee and available at
https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67464 to the membership for review for a period of 30 days, together with supporting materials to help the membership more easily interpret the changes. Frederick seconded. Discussion about whether we would extend the comment period if needed. Clarification that the 30 days is not a hard stop. No further discussion. The motion was approved by unanimous consent (see Resolutions).

6. Privacy Policy AD Hoc Group Report

Beth Pumo provided background on the work of the Privacy Ad Hoc group with additional input from Jamie Clark, OASIS General Counsel and OASIS Privacy officer. OASIS continues to monitor and confirm compliance with all applicable legal requirements in this area.

6. Strategy Feedback

Guy Martin opened the floor to Directors' questions/comments on the strategy presented yesterday. Board discussed various questions/topics.

Regarding the timing, Guy noted that the new website and the EU entity will keep us busy in 2020. He expects to bring details of the new vision forward in the beginning of 2021.

7. New Project Proposers Brief

Carol Geyer introduced John Wolpert, project leader for the Baseline project, a project in the Ethereum Open Project. John spoke about the project's experience with OASIS. He said the reason they choose OASIS is because of its governance competency and use of modern tooling. The reason they stayed was Jory and Carol who have made the team's experience fantastic.

8. Events Strategy

Jane Harnad, Events Manager, briefed the board on events developments with the RSA conference and upcoming events OASIS is sponsoring and the OASIS swag site. There was also discussion of other events where OASIS may want to present and where board members can help.

9. Board Committee Assignments

Scott displayed the table of committee assignments. Gershon volunteered to chair the first meeting of the committees that did not have a chair assigned in order to get the chair elected.

Gershon moved to approve committee assignments posted by Scott in https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67510/Board%20Committee%20assignments%202020-7-23.pdf. Jeremy seconded. No discussion. The motion passed by unanimous approval (see Resolutions).

10. Organizational Health

11. Adjournment

The meeting was adjourned at 2:58PM EDT.

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.

Board Action Items (Red indicates highest priority):

Action Item 2019-07-24.02 owner: Governance, target: 2020-07-23

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 (including modernized bylaws) in progress.
Action Item 2020-02-06.07 owner: TBA, target: tbd

Appropriate level of detail for minutes.
Action Item 2020-02-06.08 owner: TBA, target: tbd

Appropriate usage of Executive Session for private discussions of the Board.
Action Item 2020-02-06.10 owner: Governance, target: tbd

Bylaws clarification: President vs ED vs Board Chair.
Action Item 2020-02-06.11 owner: Gershon, external counsel, target: 2020-07-22

Craft response to member request for information.
Action Item 2020-02-06.13 owner: Gershon, target: Q3/2020

Update to the Interop Demo Policy / Resolve OASIS Interoperability Demonstration Policy.
Action Item 2020-03-06.01 owner: Gershon, target: tbd

Track committee accomplishments and attendance.
Action Item 2020-06-23.01 owner: Staffing Committee, target: July 2020

Execute 90-day ED evaluation.
Action Item 2020-06-23.02 owner: Board, target: completed

Approve clean baseline for TC Process.
Action Item 2020-06-23.03 owner: Board, target: completed

Review materials for OASIS Open Europe.
Action Item 2020-07-22.01 owner: Process, target: tbd

Vulnerability Disclosure Policy and Process.
Action Item 2020-07-22.02 owner: Process, target: tbd

Code of Conduct.
Action Item zzz owner: TBA, target: tbd

Confidentiality Policy.

Staff Action Items:

Action Item 2019-07-24.04 owner: staff/ED, target: tbd
Investigate cost-effective tooling to produce report on allocation of staff time to projects

Action Item 2019-07-24.05 owner: staff/ED, target: tbd
Investigate mechanisms to add variance analysis to financial report to more easily see significant changes

Action Item 2019-07-24.06 owner: staff/ED, target: tbd
Proposal to incentivize current and additional Foundational Sponsors

Action Item 2019-07-24.07 owner: Chet Ensign, target: 2020-04-28
Work with TAB for a plan for TAB revitalization/wrapup.

Action Item 2020-02-06.03 owner: Staff/ED, target: tbd
OASIS starting other lines of business

Action Item 2020-02-06.06 owner: Staff/ED, target: tbd
Clarify Board policies vs staff policies.

Action Item 2020-02-06.12 owner: Staff/ED, target: tbd
Branding of OASIS Open vs Open Projects.

Resolutions

Resolution 2020-07-22.01

"The Board resolves to approve the Executive and Public minutes of the 23 June 2020 Board meeting minutes as published in:
Executive: https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67362/latest
Public: https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67363/latest
and the Executive and Public minutes of the 15 July 2020 Board meeting minutes as published in:
Executive: https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67451/latest
Public: https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67452/latest."

Resolution 2020-07-22.02

"Board resolves to adopt the additions in TC-Process-v6.0-CPD08-redline and
OASIS-Committee-Operations-Process-v1.0-CPD04-redline, and to make these two documents plus the previously approved defined-terms-v1.0-cpd02 and OASIS-Naming-Directives-05-26-2020
effective from 1 September 2020. For TCs older than 4 years, the new process defined in section 1.10 in TC-Process-v6.0-CPD08-redline must be performed by March 31st, 2021."

Resolution 2020-07-23.01

In accordance with OASIS Bylaws Article 4 Section 1, the Board resolves that the following individuals are hereby elected to the office or position indicated in the list below, each to serve until he or she resigns or is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

- Chair of the Board and OASIS President: Gershon Janssen

- Vice-Chair of the Board: Martin Chapman

- Secretary: Richard Struse

- Treasurer: Frederick Hirsch

Resolution 2020-07-23.02

The Board resolves to send the draft Bylaws as prepared by the Governance Committee and available at
https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67464 to the membership for review for a period of 30 days, together with supporting materials to help the membership more easily interpret the changes.

Resolution 2020-07-23.03

The Board approves committee assignments posted in
https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67510/Board%20
Committee%20assignments%202020-7-23.pdf.