Meeting Logistics

Venue
The meeting was conducted in person.

Facility & Teleconference Bridge
Thanks to Anish Karmarkar and Oracle providing the meeting facilities.

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

DAY 1 (Thursday 13 October)

Directors Present:
- Jim Cabral
- Nima Dokoochaki
- Gershon Janssen (chair)
- Anish Karmarkar
- Jason Keirstead
- Daniel Riedel
- Duncan Sparrell
- Altaz Valani

Staff Present:
- Francis Beland
- Jamie Clark
- Chet Ensign
- Carol Geyer
- Scott McGrath
- Cathie Mayo

Absent
- Jeremy Allison
- Ross Gardler
- Bret Jordan

1. Welcome, Roll call, Agenda
The meeting had a quorum.
Gershon welcomed the directors and reviewed the agenda. There was no discussion, and no objections to approval. The agenda was approved.
2. Review and approval of meeting minutes

Gershon asks if the Directors are ready to approve meeting minutes for 20 September 2022. Duncan reviewed the one comment he made on the minutes but did not request changes.

Duncan moved to approve the minutes. Altaz seconded. There was no further discussion of the minutes. There were no objections to approval. The minutes were approved.

3. Finance Committee

Scott reviewed the finances in executive session.

4. Succession Planning

Francis recapped the need for and challenge of succession planning. Discussion on the importance of continuity of culture, process, and legacy. No actions taken.

5. OASIS Strategic Direction

Francis led discussion on short-term strategy - the next 18 months. He noted the need to elevate our brand.

Francis also noted that OASIS needs to stand for something: We are neutral is not a message that resonates with customers. No actions taken.

6. ED Incentive Compensation Plan

Gershon led the Board in discussion in Directors-only session.

7. OASIS Open Europe Foundation

Gershon presented slides providing status updates and possible next steps for the OOEF entity along with a recap of current problems. There was discussion. Gershon proposed to re-discuss tomorrow and vote on a course of action.

8. Proposal for Code of Conduct

Chet reviewed the draft documents presented to the Board. There was discussion. Suggestions were made to address inconsistencies and redundancies between the documents and then review tomorrow.

DAY 2 (Thursday 14 October)
9. Welcome
Gershon reviews the day’s agenda.

10. OASIS’ Strategic Direction (cont’d)
Francis led discussion continued from yesterday. What short term strategy do we want to implement? What new verticals do we want to target?

Discussion of revenue targets and new verticals. Discussion of how we would pursue that growth.

11. 2023 Budget Forecast Discussion
Daniel and Scott reviewed the latest forecast and the assumptions document.

Cathie discussed 2023 expense increases and revenues. She noted that the forecast will be much more detailed and will include the sales forecast pipeline.

Scott explained how the budget will proceed and when the board will need to be involved. Cathie noted that we have 7-8 months operating cash on hand.

12. OASIS and other standards bodies
Jamie led discussion on OASIS strategy with regards to other standards bodies, an update on the submission of STIX and TAXII to ITU, and an overview of our liaisons and their value. He noted the importance of these relationships as the standards landscape in the EU changes.
13. Value of being a Board Member
Gershon introduced the topic. Directors shared the benefits of Board membership to them and their companies. Discussed things we can do to celebrate our Board members and elevate the value of membership.

14. Business Development Initiatives
Francis discussed industry areas he is approaching. Where they start projects with us, we can announce them with partners at industry events and piggyback on their press.

15. Delegation of responsibilities
Duncan moved that the Board resolve to delegate responsibility for executing agreements, contracts, and payments from the elected President to the Executive Director. Daniel seconded. There was no further discussion. No objections were made. The motion was approved unanimously.

16. OOEF motion
Altaz moved with regards to the OASIS Open Europe Foundation (OOEF), the board resolve to support the continued operation of the foundation and request for the next step:
(a) for the officers of the OOEF Board of Directors to call for a Board meeting in which the OOEF Board is to review the status of the organization and the continued interest of individual Directors to be a member of the Board
(b) for the OOEF Board of Directors to review and elect officers from their midst to be in compliance with its statutes
(c) to form an OASIS Open ad-hoc Board committee with participation of selected OOEF Board members and OASIS Open staff members with the objective of designing a plan for the future of OOEF, to be brought to the Board in Q2/2023.

Duncan seconded the motion.

There was no further discussion. No objections were raised. The motion was approved.

17. Code of conduct
Gershon moved that the Board approve the Code of Conduct policy version 10/13/2022, effective immediately. Duncan seconded the motion.

There was no further discussion. No objections were raised. The motion was approved.

18. AOB
The Board thanked Anish for hosting the meeting.
19. Meeting Adjourned

**Resolutions**

**Resolution 2022-10-13.01**


**Resolution 2022-10-13.02**

Motion made in executive session

**Resolution 2022-10-13.03**

Motion made in executive session

**Resolution 2022-10-14.01**

The Board resolves to delegate responsibility for executing agreements, contracts, and payments from the elected President to the Executive Director.

**Resolution 2022-10-14.02**

With regards to the OASIS Open Europe Foundation (OOEF), the board resolves to support the continued operation of the foundation and request for the next steps:
(a) for the officers of the OOEF Board of Directors to call for a Board meeting in which the OOEF Board is to review the status of the organization and the continued interest of individual Directors to be a member of the Board
(b) for the OOEF Board of Directors to review and elect officers from their midst to be in compliance with its statutes
(c) to form an OASIS Open ad-hoc Board committee with participation of selected OOEF Board members and OASIS Open staff members with the objective of designing a plan for the future of OOEF, to be brought to the Board in Q2/2023.

**Resolution 2022-10-14.03**

The Board resolves to approve the Code of Conduct policy version 10/13/2022, effective immediately.