

## **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 Dokoohaki
- 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)**

**Directors Present:**

- Jim Cabral
- Nima Dokoohaki
- 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

**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

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### **Resolutions**

#### **Resolution 2022-10-13.01**

The Board approves the minutes of the meeting of 20 September 2022 in [https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/70427/Board%20Minutes%202022-09-20-\(Executive\).pdf](https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/70427/Board%20Minutes%202022-09-20-(Executive).pdf) and directs staff to load the public versions to the OASIS Board of Directors web page.

#### **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.