

Meeting Logistics

Venue

The meeting was conducted virtually.

Facility & Teleconference Bridge

Thanks to Gershon Janssen for providing the teleconference bridge.

Meeting Documents

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

Attendance

Directors Present:

- Jim Cabral (Secretary)
- Bret Jordan
- Jason Keirstead
- Vasileios Mavroeidis
- Daniel Riedel (Treasurer)
- Omar Santos
- Duncan Sparrell
- Altaz Valani
- Jay White (Vice-Chair)

Staff Present:

- Francis Beland
- Jamie Clark
- Kelly Cullinane
- Carol Geyer
- Cathie Mayo
- Mary Beth Minto

Absent:

- Gershon Janssen (Chair)

Agenda

1. Welcome, roll call, agenda review

Jay welcomed the attendees and took the roll call. The meeting had a quorum. Jay reviewed the agenda. There were no objections. The agenda was approved.

2. Review and approval of meeting minutes

Jim presented the minutes from the 13 December 2023 Board Meeting. Omar moved to approve the minutes. Duncan seconded. There was no further discussion and no objections. Minutes were approved.

3. December 2023 Operations Report

Daniel discussed the options for the organization moving forward and suggested setting up milestones and actionable plans for each milestone.

Cathie reviewed the December 2023 Operations Report.

4. Financial Review

Cathie and Daniel reviewed the financial status of the organization.

Directors asked which companies joined/left and which TCs/OPs they were in. This info was provided at the end of the Operations Report.

Daniel asked each member of the Board to bring in a new member to OASIS.

Daniel noted that there should be a plan in place that would trigger some event and proposed having a discussion with the Finance Committee (i.e. metrics for the health of the organization, how many months at that level, and the plan for if/when those numbers are/aren't met).

AI: This should be added as an agenda item for the Finance Committee to discuss.

AI: Francis to report on a monthly basis for revenue/expenses to the board

5. Appointment of OODF Board of Managers

Francis discussed the updates that are needed to the managers of the OASIS Open Development Foundation, LLC (OODF), due to staff changes. Dunan mentioned that all managers of the OODF are OASIS employees.

Altaz moved to approve "that the following persons are hereby elected by OASIS (as the sole Member of the Host LLC) to serve as its Managers:

- Francis Beland - chair
- Catherine Mayo-Figenbaum
- Kelly Cullinane
- James Clark"

Daniel seconded. No objections. Motion passed.

6. 2024 Board of Directors Election Schedule

Jay updated the Board on the proposed schedule for the 2024 Board of Directors Election. Jim discussed the options that don't require changes to the bylaws and asked what should be the focus of the next Governance Committee meeting.

Directors discussed the pros and cons of having 6 seats vs 6+1 seats. Duncan moved to change the proposal to "6" rather than "6+1" to go with 10 Board members but the motion was not seconded.

Daniel moved to support the motion as stated in the proposed schedule for the Board of Directors 2024 Election:

- 6 board seats are up for the regular yearly election
- 1 board seat is up for a one-year special election

Jim seconded the motion. No objections, the motion passed. Any other suggestions can be brought to the Governance Committee.

AI: Someone other than Scott needs to come up with the slate of candidates. Add this AI to the Governance Committee agenda.

7. Business Model Committee Update

Altaz presented a plan that discussed key influencers, areas to defend, and future operating models. The plan was well-received and the Board thanked Altaz for his leadership.

AI: Altaz will share the plan with the Board for feedback and then hand over the Operating Model to Francis to implement with the team.

8. Business Development Opportunities Update

Jason and Carol presented bizdev opportunities (including the new Signature Partnership Program, described by Francis as a replacement for the Foundational Sponsor).

Bret suggested that anyone who joins as a SPP should get a Board seat.

The Board discussed the strategy around getting members to join TCs vs OPs.

Jason asked Board members to highlight any interest and make referrals to the bizdev team.

9. Cybersecurity Portfolio Discussion

Francis proposed forming a board ad hoc sub-committee on cybersecurity and AI, to develop a plan for OASIS to maintain a leading position in these spaces.

Jim referred to the precedence of the Member Sections in the past and suggested that there's a lot to learn that could be parlayed into this effort.

Jay volunteered to lead the board ad hoc sub-committee and Duncan and Jason noted that they would also join that committee. Jamie added the need for urgency and emphasized this needs to get off the ground quickly. Board members agreed that the next steps are to set this up.

AI: Jay to put out a Call for Participation for a board ad hoc sub-committee on cybersecurity and AI.

10. OASIS Open Cybersecurity Discussion

Duncan discussed OASIS Open’s cybersecurity practices and the importance of having a cybersecurity plan.

Daniel noted that he’d like to see a plan going forward and noted that OASIS has many members that operate in this space; it might be feasible to reach out to the trusted managed service providers in our network.

AI: Francis and staff will continue to work with the Governance Committee on policies, highlight what we’re missing, and consider going to the market to get a designated CISO.

11. Any Other Business

Jim recapped the Board’s top priorities regarding Governance:

- Administering smooth Board election process
- Updating security policies / addressing cyber concerns
- Bylaws issues (as needed - Jay noted that the board should review the bylaws annually)
- Sustainability - This should be an agenda item for a future Board meeting, the Governance Committee doesn’t need to focus on it.

Daniel and other directors thanked Jay for running the meeting.

12. Adjournment

Resolutions:

Resolution 2024-02-15.01

The Board approved the minutes of the meeting of 13 December 2023.

Resolution 2024-02-15.02

The Board approved the appointment of Francis Beland as Chair, Board of Managers, and Kelly Cullinane, as a Manager of the OASIS Open Development Foundation, LLC, a Delaware series limited liability company, a subsidiary company of OASIS, replacing Chet Ensign.

Resolution 2024-02-15.03

The Board approved the Board of Directors 2024 Election schedule.

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.

Action Item 2024-02-15.01 Owner: Daniel / Finance Committee
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The Finance Committee should discuss a plan that would trigger some event (i.e. metrics for the health of the organization, how many months at that level, and the plan for if/when those numbers are/aren't met).

Action Item 2024-02-15.02

Owner: Francis

Francis to report on a monthly basis the revenue/expenses to the board.

Action Item 2024-02-15.03

Owner: Jim / Governance Committee

Discuss which individuals (other than Scott) who could compile the slate of candidates for the Board election.

Action Item 2024-02-15.04

Owner: Altaz

Altaz will share the business model plan with the Board for feedback and then hand over the Operating Model to Francis to implement with the team.

Action Item 2024-02-15.05

Owner: Jay

Jay to put out a Call for Participation for a board ad hoc sub-committee on cybersecurity and AI.

Action Item 2024-02-15.06

Owner: Francis / Governance Committee

Francis and staff will collaborate with the Governance Committee on OASIS' cybersecurity policies, identifying any gaps, and exploring the option of a designated CISO.