

Meeting Logistics

Venue

The meeting was conducted virtually.

Teleconference Bridge

Thanks to Gershon Janssen for providing the teleconference bridge.

Meeting Documents

All meeting documents are available to Board members in the HigherLogic Board Plus workspace.

DAY 1 - Wednesday, 2 October

Directors Present:

- Pablo Breuer
- Jim Cabral (Secretary)
- Gershon Janssen (Chair)
- Bret Jordan (Vice-Chair)
- Jason Keirstead
- Vasileios Mavroeidis
- Daniel Riedel (Treasurer)
- Daniella Taveau

Staff Present:

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

Absent:

- Daniel Rohrer
- Omar Santos
- Jay White

Agenda

Meeting Commencement and Administrative Formalities

- **Welcome, roll call**
Gershon welcomed the directors and took the roll call. The meeting had quorum.
- **Agenda Review**
Gershon reviewed the agenda. Bret moved to approve the agenda, Jim seconded. There was no discussion and no objections to approval. The agenda was approved.
- **Approve Minutes from the 22 August Board meeting**

Jim moved to approve the minutes from the 22 August 2024 Board meeting. Pablo seconded. There were no comments or objections. The minutes were approved.

General and Business Updates

- Gershon welcomed Naji Jackson to the OASIS staff and Naji introduced herself to the group. Kelly shared details about Naji's role supporting CoSAI.
- Gershon provided several updates: he thanked the staff for a successful AGM, acknowledged ongoing IT support issues, urged everyone to vote on the Bylaws ballot, and emphasized the importance of Committee participation, highlighting the need for more involvement in the BizDev Committee. Gershon shared that the European MultiStakeholder platform reports from Jamie were available and noted that the Board would need to discuss European priorities, which will be added to the next board meeting agenda. Gershon mentioned that Duane Morris, external legal counsel, is being consulted on the Foundation business and the matter will be discussed soon.
- Standards Development Update:
Kelly provided an update on TC activities: (committee specification drafts, public reviews, and the new SATIS TC) and mentioned that the new publishing tool is working well. She also provided an update on the newly-launched CoSAI TSC and the Marketing Committee's activities.

Jason asked if CoSAI meetings were public, if people could join the meetings. Kelly mentioned that the TSC launched last week, so there will be news to share soon, once work has started.

Daniel asked how the Board can help support OASIS staff for TC and CoSAI work. The Board discussed the importance of IT tools to support members.

- Business Update:
Carol reviewed where we stand on CoSAI (sponsors, funding) and its continued growth.

Bret asked about CoSAI's success, how it could be replicated, what lessons can be learned, and how OASIS can ensure CoSAI stays successful. Carol explained how the relationships formed and grew. She also noted that AI and security are very important topics, and that higher-priced sponsorship levels helped with revenue.

Carol stressed the importance of the monthly Board BizDev meetings to help support the new project pipeline. The team will need a new person to handle strategic growth when Carol retires in a few months.

Finance & Operations [BOARD EXEC]

HR Review & Discussion [BOARD ONLY]

New Executive Director [BOARD EXEC]

Recess - Day 1

DAY 2 - Thursday 3 October

Directors Present:

- Pablo Breuer
- Jim Cabral (Secretary)
- Gershon Janssen (Chair)
- Bret Jordan (Vice-Chair)
- Jason Keirstead
- Vasileios Mavroeidis
- Daniel Riedel (Treasurer)
- Daniella Taveau

Staff Present:

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

Absent:

- Daniel Rohrer
- Omar Santos
- Jay White

New Executive Director [BOARD EXEC]

Approval of Interim Executive Director

- Daniel moved that, while retaining his positions on the Board and as Secretary, Jim Cabral be approved as an Interim Executive Director for a period of 6 months and to be compensated as a contractor without benefits for up to 32 hours/week. Pablo seconded. The motion passed with unanimous consent.

OASIS Business Lines

- Staff rejoined the call at this time to begin discussions on TCs, OPs, and MSs: The Board had a strategic discussion about updating/aligning our programs/products. Factors discussed included interest levels, sustainability, and the possibility of transitioning to other programs/products.

Jim described the history of the Member Section. Jason would like to take the lessons learned from certain OPs and apply it to future open projects. Bret would like to monitor the OPs.

AI: Jim proposed a new committee, possibly a Product Committee, to continue the discussions related to programs/product offerings. Gershon wanted to get a sense of timing; Jim would like to incubate the new committee in Governance and come up with a charter, possibly handing it off to another committee. Staff involved in this area should participate. Bret would like to set up more frequent meetings on the topic, and Jim agreed to take the lead to organize these meetings.

- Foundation Business:
Cathie discussed the Foundation as a Service (FaaS) business that OASIS is managing, which includes Samvera and the Open Mobility Foundation (OMF). Cathie suggested putting the FaaS offerings on hold for the time being until we clarify our other products.

Bret moved to put on hold the FaaS offerings, and Jim seconded. No discussion and no objections to unanimous consent. Motion approved.

Bret asked for a summary of foundations.

AI: Cathie will prepare a FaaS quarterly report for the Finance Committee and will remove promotional pages on FaaS.

Bret would like to propose holding off on process committee meetings for now, and will follow the lead of the Governance committee meeting on the product offerings.

Dues increase and fee structure

- The Finance Committee recommends an annual dues increase for 2025. Daniel confirmed that our dues increases have been tracking the CPI.
- Carol addressed the need to restructure OP dues, recommending that we give members more time before announcing any kind of dues increase. She expressed concerns about the \$2,600 sponsorship level for OPs, noting that companies with fewer than 100 employees should pay more for our high-demand OP products. Jason noted that some OPs would not survive if this dues level is eliminated, even if this is grandfathered in. The Board discussed the influx of smaller companies, noting this should not be an issue, however the need to provide operational support when bringing in these smaller sponsors is often overlooked. Cathie noted that we have smaller companies participating in OPs at this level now, and there are concerns about whether these companies' dues (at the \$2,600 level) will be able to support future needs.

Gershon suggested moving this discussion to another meeting so that more Board members could be in attendance to make the decision and contribute to the conversation. Daniel asked for a deadline to communicate a price increase to members. Carol would like to see a decision on the small OP category in the next two weeks.

AI: Gershon to plan a short 30-min meeting in the next 10 business days to take a resolution on the dues increases and fee structures.

Adjournment – Gershon adjourned the meeting at 3:05pm ET.

Resolutions:

Resolution 2024-10-02.01

The Board resolves to approve the Executive and Public minutes of the 22 August 2024 Board meeting.

Resolution 2024-10-02.02

Motion made in Executive session

Resolution 2024-10-02.03

Motion made in Executive session

Resolution 2024-10-03.01

The board resolves to put on hold the active offering of the product Foundation as a Service until we redefine how we want to move forward with this product. We do this by taking down the public pages promoting the offering on this product from our website. When doing so, staff will make sure any links from remote pages will remain working. The product will remain available and operational.

Resolution 2024-10-04.01

The board resolved that, while retaining his positions on the Board and as Secretary, Jim Cabral be approved as an Interim Executive Director for a period of 6 months and to be compensated as a contractor without benefits for up to 32 hours/week.

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 2024-10-03.01**

Owner: Jim

Jim proposed a new committee, possibly a Product Committee, to continue the discussions related to programs/product offerings. Gershon wanted to get a sense of timing; Jim would like to incubate the new committee in Governance and come up with a charter, possibly handing it off to another committee. Staff involved in this area should participate. Bret would like to set up more frequent meetings on the topic, and Jim agreed to take the lead to organize these meetings.

- **Action Item 2024-10-03.02**

Owner: Cathie

Cathie will prepare a FaaS quarterly report for the Finance Committee and will remove promotional pages on FaaS.

- **Action Item 2024-10-03.03**

Owner: Gershon

Gershon to plan a short 30-min meeting in the next 10 business days to take a resolution on the dues increase and fee structure.

- **Action Item 2024-10-03.04**

Owner: Gershon

Gershon to negotiate a subcontractor agreement with Jim Cabral as Interim Executive Director for a period of 6 months.