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.

Attendees

Directors:

- Pablo Breuer
- Jim Cabral (Role: Secretary)
- Bret Jordan (Vice-Chair)
- Jason Keirstead
- Vasileios Mavroeidis
- Daniel Riedel (Treasurer)
- Daniel Rohrer
- Omar Santos
- Daniella Taveau
- Jay White

Regrets:

- Gershon Janssen (Chair)

Staff Present:

- Jim Cabral (Role: Interim Executive Director)
- Jamie Clark
- Kelly Cullinane
- Jane Harnad
- Cathie Mayo-Figenbaum
- Mary Beth Minto
- Rita Petti

Agenda

Meeting Commencement and Administrative Formalities

- **Welcome, roll call**
  Gershon was unable to attend this Board meeting, so Bret chaired the meeting in his absence. Bret opened the meeting and conducted the roll call, confirming a quorum was present.

- **Agenda Review**
  Bret reviewed the agenda and no objections were raised. Jim took a few moments to introduce Rita Petti, OASIS' new Director of Business Development and Partnerships, to the Board.

- **Approve Minutes from the 16 January 2025 Board meeting**
  Jim moved to approve the minutes, Omar seconded. There were no comments or objections for unanimous consent. The minutes were approved.

General and Business Updates
- **General Updates and announcements:**
  Bret read an update from Gershon, in which he noted two successful OASIS events - the staff F2F and the Annual Awards Ceremony. Gershon also noted Carol's impact on OASIS and thanked Jim for completing several important tasks as Interim ED. He noted that the Board Committees are going well and invited the Board to discuss them further in early March. Gershon will reach out to all directors about the ED resolution. Lastly, Gershon noted that an OOEF meeting would take place on Monday, 24 February.

  Bret noted the proposed dates for upcoming Board meetings, and if anyone has concerns about these times to contact Bret, Jim, or Gershon. The proposed dates for Q3/2025:
  - Thu 17 July 2025, 1-3 PM Eastern
  - Thu 28 August 2025, 1-3 PM Eastern
  - Thu 18 September 2025, 1-3 PM Eastern

- **Executive Director Report:**
  Jim discussed Rita's contributions to the BD team and the Board BizDev efforts thus far.

  Jim noted that many security improvements are underway, including enforcing MFA on our applications (focusing on staff for now, but possibly members as well.) Bret noted that he would prefer that OASIS consider adopting tokens /passkeys.

  Jim discussed developing an AI use policy for staff, projects, and members; conversations are ongoing and Jamie is leading these discussions. The Board can expect something to review soon.

  Jim noted the impact of new U.S. federal policies and the growing disruption caused by Executive Orders, some of which could affect OASIS members, and noted that these developments may present opportunities for OASIS to take a leadership role in certain initiatives.

  The proposed schedule for the 2025 Board of Directors Election Schedule, with 6 board seats up for the regular yearly election:
  - 31st March - BoD Nominations opened
  - 25th April - Last day for member questions to the candidates
  - 2nd May - Nominations close 21:00 hrs, 9:00pm US EST (UTC-4). Nominated Candidates required to confirm acceptance before this deadline.

- 9th May - BoD Ballot opened for 6 seats.
- 9th June - Elections closed 21:00 hrs, 9:00pm US EST (UTC -4)
- 19th June - New Board seated at virtual Board meeting

Jim raised the idea of forming a nomination committee, noting that participation would be voluntary. The nomination committee would be in charge of interviewing and finding candidates, as well as answering questions about what it means to be a director. Bret suggested that the Board take a strategic approach in recruiting directors and noted that the bylaws updates could potentially impact this election schedule. Jason emphasized the importance of publishing the election schedule as soon as possible to attract a strong slate of candidates. Bret noted that 6 seats are up for election and who would plan to seek re-election.

- **Standards Development Update:**
  Kelly discussed a number of CoSAI updates, including the AI use policy and the upcoming whitepaper deliverables at the end of February and in early March. Kelly noted that the new Workstream 4 was approved by the PGB, and Workstream 3 was renamed to "AI Security Risk Governance" to better reflect the group's work.

  Kelly shared the news that OASIS drafted a response to NIEMOpen's sex/gender usage in spec; the SATIS TC is requesting a template for begin its first work product; the new Data Provenance TC's call for participation begins soon and their first meeting will be at the end of March. She announced that the publishing backlog is nearly cleared out.

- **Business Development Update**
  Rita shared Q1 performance and stressed the importance of renewal efforts. She also talked about the project pipeline and potential new projects. Rita plans to dig into a project opportunity development plan and BD tools, resources, and asset development to improve the member experience. Daniel Rohrer mentioned that there may be some UX issues that could help improve membership and engagement.

- **Marketing and Events Update**
  Jane shared a recap of the F2F meeting in January and provided links to the recent Awards Ceremony as well as links to many upcoming events. Jane provided a recap of recent blog posts, press releases, and social media output, and announced a proposed date for the AGM on 21 May.

Finance & Operations - BOARD EXEC SESSION (*all staff departed the meeting for this session*)
- December 2024 Operations Report
  - December 2024 slides
  - December 2024 Operations Report
  - Financial Review Update

Bylaws Amendment
- Jamie noted that the Board meeting folder contains documents updated from the Governance Committee versions and January 2025 updates, with proposed changes to Bylaws for member review (both the directors' and members' versions) along with the proposed FAQ.

- Proposed draft resolution:
  - "RESOLVED, that the Board approves a member review period for the current draft of proposed Bylaws amendments, as presented to the Board, with the modifications made at the Board's February 20th meeting, as a proposed successor for the version previously balloted in October 2024, which passed but was subsequently withdrawn by the Board to give members more time to consider the matter.

  - RESOLVED, that the review shall open on an appropriate members' list on or before 2/24/2025, and remain open for about 30 days, closing on or about 3/24, with the intent that the Board will review its feedback and decide no later than its April meeting whether to proceed with a formal member amendment ballot.

  - RESOLVED, that if the Board chooses to submit the amendment to a new member ballot, it intends to do so during the April / May timeframe, so that, if successful, the amendment may take effect in time to govern the 2025 regular Board elections."

  Omar motioned to accept the bylaws amendment as stated. Jay and Daniel Rohrer seconded. There were no objections to unanimous consent and the motion passed.

  Jamie asked the Board to review the document, which would be sent to the membership on 26 Feb for 30 days, closing around 1 April. The board will review all feedback, and any changes would be based on member feedback. The board would get the official member ballot in May, in time for the 2025 election cycle. Jim and Bret suggest waiting until the next Board meeting to approve the Board Election schedule.

OASIS Board Committee Updates
- Process Board Subcommittee Update
  Bret has been working on an Update on new OASIS Template for Committee Specification Drafts, Committee Specifications, and OASIS Standards. Feedback from membership review has been very positive, with members providing valuable comments and suggestions. The updated template will be up for approval at the 20 March Board meeting. The subcommittee has looked at the technical report template and other documents will follow.

- Product Board Subcommittee Update
  The focus of the subcommittee is to address OP and TC product offerings and make sure they're sustainable, improve the value of membership levels, and review and address foundations. The next meeting is Thursday, 27 February. The tentative schedule:
    - Get approval on direction at March 20th board meeting
    - Work through details by May 2025

- - - Membership public review May/June 2025
- Technology Board Subcommittee Update
  Jim mentioned that several non-directors have accepted the invitation to participate. The committee met 1/23 and 2/13 and agreed on several principles:
  - Focus on the needs of current and future projects to improve member experience.
  - Archive closed projects publicly in mostly static, sustainable formats (e.g. HTML) to limit on-going support requirements.
  - Consolidate solutions in each platform to improve UX consistency and reduce support requirements.
  - Invest in industry-leading, extensible COTS or preferably open source to facilitate support & integrations.
  - Integrate and automate solutions to improve member UX and reduce manual workflows.
  - The next Committee meeting is 2/27.

  Bret and Jim asked the Board to participate in the back to back meetings of the Product Board Subcommittee and the Technology Board Subcommittee on 27 February.

Organizational Health - Board Executive Session (*Participants: Board Directors + Executive Director)*

Bret thanked the staff for their participation and requested that they exit the meeting for a directors-only Executive Session.

Any Other Business

At the next Board meeting we need more time for organizational health and KPI discussion.

In addition, it was suggested to move the finance section to the end so that all "board exec session" content is together.

Adjournment

The meeting was adjourned at 3:00pm ET.

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Resolutions:

Resolution 2025-2-20.01
The Board resolves to approve the Executive and Public minutes of the 16 January 2025 Board meeting.

Resolution 2025-2-20.02
The Board resolved the following:

- ○ "RESOLVED, that the Board approves a member review period for the current draft of proposed Bylaws amendments, as presented to the Board, with the modifications made at the Board's February 20th meeting, as a proposed successor for the version previously balloted in October 2024, which passed but was subsequently withdrawn by the Board to give members more time to consider the matter.

- ○ RESOLVED, that the review shall open on an appropriate members' list on or before 2/24/2025, and remain open for about 30 days, closing on or about 3/24, with the intent that the Board will review its feedback and decide no later than its April meeting whether to proceed with a formal member amendment ballot.

- ○ RESOLVED, that if the Board chooses to submit the amendment to a new member ballot, it intends to do so during the April / May timeframe, so that, if successful, the amendment may take effect in time to govern the 2025 regular Board elections."