

OASIS MEMBERS ONLY

OASIS, INC.

Minutes of Meeting of Board of Directors

April 11 - 12, 2001

A meeting of the Board of Directors of OASIS, Inc. (the "Consortium") was held at the Marriott Marquis hotel in New York, New York on April 11 and 12, commencing at 12:00 Noon on December 7, 2000.

The following persons, being a majority of the Directors and a quorum for the conduct of business were present either in person or by means of telephone conference call equipment permitting all those participating in the meeting to hear each other throughout the meeting. During the first day of the meeting, the following directors participated during part or all of the meeting: Patrick Gannon, Alan Hester, Norbert Mikula, Una Kearns, and William Smith . On the second day, Robert Sutor joined the meeting, and Ms. Kearns rejoined the meeting at the time indicated below. Also present for part or all of the meeting on both days were Laura Walker, of the Consortium, and Andrew Updegrove, of Lucash, Gesmer & Updegrove LLP. On the second day, Karl Best and Leo Kraunelis, each of the Consortium, and Jeffrey Neuberger, of Brown Raysman Millstein Felder & Steiner LLP, each attended portions of the meeting.

Patrick Gannon, the Chairman of the Consortium, presided at the meeting and Mr. Updegrove kept the minutes. Copies of all materials distributed at the meeting have been filed with the records of the Company.

Mr. Gannon opened the meeting by reviewing and confirming adjustments to the agenda. Ms. Walker then reviewed the recent and current achievements of OASIS and its management, as well as current and future challenges and opportunities. She then left the meeting, and the directors discussed the appropriate terms to offer Ms. Walker in the coming year. Ms. Walker then returned, and the Board and Ms. Walker discussed those terms.

ACTION Vacation rollover/capping policy to be promptly proposed and adopted.
ITEM:

ACTION Come to a decision regarding retention of management consultant to analyze
ITEM: organizational structure and make recommendations.

ACTION Mr. Updegrave to prepare an offer letter formalizing the terms agreed upon by the Board
ITEM: and Ms. Walker.

Discussion then turned to the agenda for the Member Meeting, and Ms. Walker reviewed the slides that she had prepared in support of her presentation and the presentations of other representatives of the Consortium. Discussion followed.

The first day of the meeting was adjourned at 4:40 PM.

The second day of the meeting convened at 9:20, and began with Mr. Best and Sutor updating the Board on the progress of the W3C Web Services Workshop which was occurring simultaneous with the Board meeting. Discussion followed on how the Consortium and W3C could work together in this area.

ACTION Ms. Walker to prepare report of known issues which W3C may have regarding OASIS.
ITEM:

ACTION Face to Face meeting or meetings to be proposed between representatives of the Board
ITEM: and appropriate representatives of W3C.

Discussion next turned to agreeing upon a course of action to move forward with ebXML. Mr. Best presented two alternatives: to propose four or five committees relating to ebXML, or to pick an appropriate number of chairpersons, and request that they work to create appropriate charters for their committees. He also noted that a resolution regarding the committee formation moratorium would need to be agreed upon in the same time frame. Discussion followed.

ACTION Discussion group for each of five committees discussed to be formed to permit Members
ITEM: to give input on and propose charters for such committees.

ACTION Seek endorsement from ebXML Executive and a statement confirming next steps.
ITEM:

ACTION Mr. Sutor to drive process; Mr. Gannon to confirm text.
ITEM:

Mr. Sutor left the meeting at this time, and Mr. Neuberger joined the meeting to participate in a discussion involving a number of questions regarding the Consortium's IPR policy raised by Intel, a potential member. Mr. Mikula and Ms. Walker temporarily left the meeting at this time, and Ms. Kearns rejoined the meeting during the discussion. It was agreed that no changes should be made to the IPR policy in response to these questions.

ACTION Mr. Best or Ms. Walker to communicate the Board's decision to Intel, and encourage
ITEM: Intel to join.

Discussion then turned to the current moratorium on ebXML committee formation, and the steps needed to suspend that moratorium. Mr. Mikula rejoined the meeting during this discussion. The motivations leading to the imposition of the moratorium were reviewed, as well as the actions laid out in the moratorium motion to be taken as preconditions for the lifting of the moratorium. It was acknowledged that not all steps that had originally been called for had been met, but that, with the passage of time and on the basis of actions which had been taken, it would be appropriate to discuss whether alternative steps might be as (or more) appropriate to meet the needs originally contemplated. If it was agreed that those steps were suitable, then it might be appropriate to modify, by vote, the previous requirements which had been laid down as preconditions to the lifting of the moratorium.

Mr. Mikula then reported on actions taken and opinions expressed by Members since the previous board vote. He also made suggestions as to how the process of committee formation should proceed in the future, based upon discussions that he had held with the committee chairs and other interested Members. Specifically, he suggested that the Technical Advisory Committee work with the Process Advisory Committee to recommend a process to the Board for the setting of a technical agenda.

Due to competing time commitments, Mr. Best then briefed the Board on the formation of a new XACML committee, and the Board was supportive of the new committee. Mr. Best then left the meeting, and discussion returned to the topic of committee formation. Upon motions duly made and seconded, the following resolutions were unanimously (except as otherwise provided for below):

RESOLVED: That the Process Advisory Committee and the Technical Advisory Committee recommend a process to the Board for the setting of a technical agenda.

RESOLVED: That upon the submission to Mr. Best of a request for the formation of a Technical Committee he shall compare that request to the requirements of the Consortium's existing Technical Committee Policy, and that he promptly forward a copy of that submission to the Board along with his evaluation of the compliance of that submission to that Policy.

RESOLVED: That pending receipt of the recommendation of the Process Advisory Committee and the Technical Advisory Committee, upon the receipt of a request for formation of a new technical committee and Mr. Best's evaluation of that request, that the Board may vote either to refuse to permit formation of a committee, or to request modifications to the charter of the proposed committee, but that in the absence of any such action within the time period allotted for committee approval under the Consortium's existing technical committee policies, that the proposed committee shall be deemed to have been approved.

[The vote on the preceding resolution was four in favor and one against]

RESOLVED: That the resolutions of the Board taken on March 1, 2001 relating to the imposition of a moratorium on the formation of technical committees and the preconditions to the lifting of that moratorium is hereby superseded by the preceding resolutions.

RESOLVED: That the moratorium on committee formation is hereby lifted.

ACTION ITEM: That Mr. Mikula work with the Process Advisory Committee and the Technical Advisory Committee to create a recommendation of a technical agenda.

Mr. Kraunelis then joined the meeting and delivered a presentation on the status of XML.ORG, highlighting that site's: mission; challenges; new site sections; desired content; format; newsletters; features; and current and hoped for sponsors. He also answered questions regarding the site's operations and goals, and accepted recommendations from the Board.

ACTION ITEM: Promote sponsorships prior to launch of site.

Mr. Smith then read a draft letter that he had prepared for delivery by him on behalf of the Consortium to UN/CEFACT relating to decisions made during the meeting regarding ebXML and requesting an endorsement in response. Minor additions were suggested, and it was the sense of the meeting that the letter was appropriate as so supplemented.

ACTION ITEM: Letter to be sent.

Ms. Kearns then briefly reported on discussions that she had had with an organization in Taiwan and suggested appropriate steps for continuing discussions with that group. Ms. Walker suggested that an additional contact by Ms. should be followed by an evaluation and recommendation by a Consortium staff person. The Board agreed on this course of action.

ACTION Ms. Walker to charge a Consortium staff person to present an overall proposal for
ITEM: supporting affiliated organizations.

Discussion turned to the outstanding officer vacancy, and upon motion duly made and seconded, it was unanimously:

RESOLVED: That Mr. Hester is hereby elected the Secretary and Treasurer, to serve until the next election of directors, or his earlier resignation or removal.

Ms. Walker then gave a brief financial review, noting that expenses in the first quarter were slightly lower than projected and that income was slightly better than projected, with recruiting exceeding projections.

There being no further business to come before the Board, Mr. Gannon adjourned the second day of the meeting at 4:20 P.M.

Andrew Updegrove
Secretary Pro Tem