OASIS MEMBERS ONLY

OASIS OPEN
MEETING OF BOARD OF DIRECTORS
Teleconference
Thursday, 23 August 2001

Attendees:

Directors	Position
Colin Evans	Chairman
Patrick Gannon	Director and interim President/CEO
Jim Hughes	Director and Secretary/Treasurer
Una Kearns	Director
Christopher Kurt	Director
Norbert Mikula	Director

Simon Nicholson	Director
Michael Weiner	Director

Others Present:

Karl Best	OASIS Director of Technical Operations
Lynn Rosenthal	CGM Open
Jennifer Wolcott	Eldil
Jon Bozak	PAC Chairman (for item 4 only)

1. Opening and Agenda Approval. Colin Evans called the meeting to order at 11:10 am. The agenda was approved as proposed.

2. Previous Minutes, Action Items, Secretary Comments.

Resolution 010823-01. Resolved unanimously: That the Minutes of the 9-10 August 2001 Board meeting are approved, with modification to further explain the ebXML Management Committee background and naming in item 9.

Action Items Status from previous minutes:

1. AI 010909-01 - IPR Discussion - tabled to future board meeting.
2. AI 010809-02 - ebXML JCC Conf Call - completed.

3. AI 010809-03 - Mission Statement - pending in Strategy Committee.

The process for discussing sensitive information (such as salary, merger, legal, etc. issues) in the Board is to go into Executive Session for that item and restrict discussion to only Board members and other necessary individuals. Minutes of these sessions will be recorded but kept confidential to the Board. For other than these restricted topics, the Board will continue to post minutes of Board meetings to the member-accessible web site.

3. ebXML Task Team Report. Patrick reported on the team discussions to nominate 3 voting and 2 non-voting members to the ebXML Management Committee (also known as the ebXML Joint Coordination Committee). There was extensive discussion of only allowing OASIS Directors to hold the three voting positions, and of forming an OASIS ebXML Advisory Committee consisting of our JCC representative and other individuals. Part of the team also prepared a draft charter for such an ebXML Advisory Committee, and it was read to the Board. Consideration was also given to having short-term assignments to the JCC because of the intensive workload expected in the next few months.

It was moved and seconded to nominate Una, Norbert and Simon as voting members of the JCC; however, due to time constraints, discussion was cut short and tabled to a Board meeting proposed for August 30 2001 at 12:00 pm PDT. It was also requested that Michael, Patrick, Jim and Colin consider whether they would serve as voting JCC members should the Board continue to restrict voting positions to Board members only.

Action Item 010823-01. Patrick to arrange details for a Teleconference Board Meeting from 12:00 pm to 1:00 pm PDT, called to discuss and resolve appointments to the ebXML Management Committee and an OASIS ebXML Advisory Committee.

4. Process Advisory Committee Report. Jon Bozak joined the Board meeting for this topic, and reported:

- The PAC was formed by board resolution in 11/99.
- The Technical Committee Process is founded on three basic design principles:
    1. unlimited scalability - resources build from bottom up, not top down
    2. public oversight - all TC activities reported in publicly readable forums
    3. market resolution of deep differences
- XML is designed for an unlimited number of market languages, so there is room for many specifications, and there can be several TCs addressing the same space if members wish to have this happen; the two-phase process (individuals approving a TC Specification in their TC; OASIS companies approving a subsequent OASIS Standard in OASIS-wide voting) is a critical process.
- The PAC made the following recommendations to the Board:
    1. The bottom-up process is fine as it is today, is supported by the industry and is a major selling point for OASIS.
    2. The Board always has the right to turn down inappropriate topics; coordination between TCs should use the "Joint TC" process.

3. There is a current problem in articulating and publicizing process, especially the two-phase process. The JTC process should be used more.

4. If the Board wants to directly create new TC, then PAC recommends the Board develop a new "Portfolio Process" with this top-down control and carefully distinguish it from the existing bottom-up process.

5. The Board should carefully consider anti-trust issues if it begins to direct the formation of TCs or initiatives.

6. The PAC has adjourned and recommends the Board dissolve the PAC.

After discussion of these points, it was resolved:

Resolution 010823-02. Resolved unanimously: The Board accepts the PAC report with appreciation for the extensive and thoughtful work done by the committee.

Resolution 010823-03. Resolved unanimously: The Board accepts the recommendation to dissolve the PAC, and notes that when appropriate, the Board may choose to create a new PAC using a similar charter.

Action Item 010823-02. Discussion of the PAC recommendations will be added to the agenda for the September board Face-to-Face meeting, especially as part of the overall Strategy discussions. The Strategy Committee is asked to prepare to lead this discussion.

5. Staffing/Search Committee. Simon reported that the first meeting will be held next Monday, and a report will be ready within a month.

6. Finance Committee. Jim reported:

- A general model for monthly financial summary reporting to the Board is being prepared and will be used in September to report the August finances.
- The 2H01 Forecast presented at the last Board meeting is not consistent with projections from the sales/marketing team; therefore, that Forecast is withdrawn and the original full-year Budget is still effective. A revised full-year Forecast is expected at the beginning of September from staff.
- Current Asset position at present is about $285K in cash and $200K in A/R ($88K is over 60 days due). Attention is being put on converting A/R to cash and increasing revenue through memberships.

7.Strategy Committee. Patrick reported on overall status, and Jennifer presented several slides showing planned progress to create a Strategy for the next 18-24 months, including a report outline. The Board should expect a draft report by September 18 for discussion in the September 25 meeting, with a final report due by October 1.

8. XML.org. Patrick reviewed the preparation of the Sponsor Agreement, noting that it was essentially similar to the existing "SAP Contract". Eliminating the Platinum and Bronze levels reduced the number of Sponsor membership categories. There was discussion of "most favored

nation" clauses and the need to see the Agreement in its final, edited form. As time ran out for further discussion, it was decided to table discussion to the next meeting:

Action Item 010823-03. Discussion of the XML.org Sponsor Agreement will be continued in the Board meeting scheduled for September 30.

9. Closing. There being no further business, the Chair closed the meeting at 1:10 p.m.

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Jim Hughes
Secretary