

Minutes of the OASIS Board of Directors - Final January 20-21, 2005

Held Face-to-Face in Phoenix, AZ at the IBM offices.

Directors in Attendance

John Borrás (via Teleconference)
Ed Cobb, Vice Chairman
Mike DeNicola
Patrick Gannon, OASIS President and CEO
Eduardo Gutentag
Frederick Hirsch
Jim Hughes, Treasurer (and then Chairman)
Chris Kurt, Secretary
Jeff Mischkinisky (via Teleconference)
Michael Weiner

TAB Members and Guests in Attendance

Jamie Clark, OASIS Standards Development Director
Bill Cox, TAB Member
Jacques Durand, TAB Member
Chris Ferris, TAB Member
Mike Mahan, TAB Member
Tim Moses, TAB Member
Tim Stevens, TAB Member (via Teleconference)
Pete Wenzel, TAB Chairman

1. Call to Order, Review of Agenda

Ed Cobb convened the meeting at 8:30 a.m. Mountain time. The meeting agenda was reviewed and approved as previously distributed by Patrick Gannon. No new business or agenda item rescheduling was proposed.

2. Election of Board Chairman

As a result of Colin Evan's resignation, a new Chairman of the Board was elected via secret ballot. Jim Hughes was elected as Chairman by a secret ballot of Directors.

As a result of election to Chairman of the Board, Jim Hughes resigned as Treasurer. Candidates for a new OASIS Treasurer will be considered at the next Board meeting.

3. Review & Approval of Minutes from Dec. 17th Board call.

The minutes of the previous Board meeting were presented for review and approval.

RESOLUTION 2005-01-20.01: RESOLVED, that the Board unanimously approves the minutes of the December 18, 2004 Board meeting.

4. TAB Discussion

Eduardo Gutentag provided an overview of current TAB issues and concerns that should be discussed in the meeting with their representatives. A general discussion about the history and activities of the TAB was held.

<TAB Members joined the meeting at this time.>

The TAB and Board members introduced themselves. Pete Wenzel led a discussion of TAB activities and presented a status report.

Bill Cox is chair of the Symposium Subcommittee. The CFP for the next symposium was extended to January 12, 2005, and generated 46 proposals for the 24 slots scheduled for the event. A first draft of the program has been completed, with an expected final program to be released in early February. Bill Cox provided a summary of topics and tracks that are expected.

<Jamie Clark joined the meeting at this time.>

Tim Moses is chair of the Gap Analysis Subcommittee. This subcommittee is chartered to identify new areas for work in OASIS. Tim reported that the subcommittee is developing a set of processes to work from the current Conceptual Model and communicate with TC Chairs and other industry experts.

Bill Cox is chair of the Quality Subcommittee. The subcommittee is developing naming guidelines and other resources (such as a FAQ template) to support specification development. The subcommittee is also discussing the role of test assertions and guidelines within OASIS.

Pete Wenzel reported on the TC Charter review task force. This group has developed a set of internal guidelines for their charter reviews. Whether and how these guidelines should be shared with the members drafting charter proposals was discussed.

The TAB Participation Requirements Task Force has developed internal procedures to manage participation and contribution commitments.

One issue raised by the TAB members is the lack of visibility of the work, and its impact on the TAB value proposition to its members. The TAB's role in charter reviews, symposium planning and other activities is not readily visible to OASIS members today.

The TAB requested a slot on the AGM agenda to report on its activities. The Board was receptive to this request, and Patrick Gannon will update event plans to include a TAB presentation.

ACTION ITEM 2005-01-20.01: Patrick Gannon to update the AGM schedule to add a TAB presentation item.

Other approaches to increase TAB visibility, such as maintaining credits to this group on OASIS-wide deliverables were discussed.

<TAB Members left the meeting at this time.>

The Board discussed the TAB presentations and next steps. Generally, the Board was very pleased with the committee reports and the general direction of the group. Approaches to increase deliverable visibility, and the ability to increase the amount of communication with Board members was discussed further.

5. Review & approval of Revised OASIS IPR Policy

<Jeff Mischkinsky and John Borrás joined the meeting at this time. >

Ed Cobb presented a status report and summary of IPR Policy Committee activities. Updated drafts of the IPR Policy, Transition Policy and Membership Agreements were distributed to the Board for review and approval. Ed provided a summary of the issues that have been worked through by the committee.

RESOLUTION 2005-01-20.02: RESOLVED, that the Board hereby approves revisions to the OASIS IPR Policy as documented in the January 14, 2005 draft entitled "IPR Policy-Final Board Approval Copy (clean) - January 14, 2005.DOC".

RESOLUTION 2005-01-20.02a: RESOLVED, that the main motion is hereby amended to remove the following text from the January 14 draft.

IPR Policy Section 10.1, lines 342-347 and Section 10.2.1, lines 385-390: "For clarification, nothing in this IPR Policy prevents an Obligated Party from reserving its right to assert its patents defensively against any party (other than its Licensees, which are covered in the prior sentence) that first brings a patent infringement suit against such Obligated Party."

The Motion to amend passed unanimously.

The amended RESOLUTION 2005-01-20.02 is unanimously approved.

6. Review & approval of IPR Transition Policy

Ed Cobb presented the IPR Transition Policy for Board review and approval. Various aspects of the Transition Policy were discussed and clarified.

RESOLUTION 2005-01-20.03: RESOLVED, that the Board unanimously approves the OASIS IPR Transition Policy as documented in the January 14, 2005 draft entitled "OASIS IPR Transition Policy-Final Board Approval Copy (clean) - January 14, 2005.doc", and as amended as follows:

- Add a definition of a TC Transition Effective Date to section 3.9 of the IPR Transition Policy to modify it to read as follows:

"9. If a Transition Approval Ballot passes, the TC shall start operating under the selected IPR Mode **on the TC Transition Effective Date**, which shall be fourteen (14) days after the Approval Notification provided for in section 3.8, and any subsequent change to the IPR Mode must be effected as described in the OASIS TC Process document. The **TC Transition Effective Date** shall also be deemed to be the withdrawal date from that TC for any TC member that has not signed the new Membership Agreement by such date."

- Fix typographical and punctuation errors in the approval draft.

ACTION ITEM 2005-01-20.02: Ed Cobb to update the IPR Transition FAQ to be clear on the time of TC formation.

7. Review & approval of OASIS Membership Agreement Revisions

Ed Cobb presented the OASIS Membership Agreement for Board review and approval.

RESOLUTION 2005-01-20.04: RESOLVED, that the Board unanimously approves the OASIS Membership Agreement as documented in the January 14, 2005 draft entitled "OASIS Membership Agreement-Final Board Approval Copy (clean) - January 14, 2005.doc", and as amended as follows:

- Rename Schedule B to Schedule A, and Schedule C to Schedule B (the approval draft contains no Schedule A).
- Insert "USA" after "Commonwealth of Massachusetts" in Section 8.
- Delete " U.S. federal and state antitrust laws and foreign" from Section 2.3 on antitrust laws.
- Updating URL placeholders to be as follows and contain reference material as indicated:

Section 1.2 URL 1 [Qualifications]: /join/categories/qualifications.php
Qualifications by member category

Section 2.1 URL 1 [Bylaws]: /who/bylaws/index.php
OASIS Bylaws Document

Section 2.2 URL 1 [IPR Policy]: /who/intellectualproperty.php
OASIS IPR Policy

Section 2.2 URL 2 [Board Policies]: /who/boardpolicy.php
IPR Policy
Transition Policy
(no other policies at this time)

Section 5 - URL 1 [AddressOfRecord]: /who/contactus.php
OASIS Address of Record

- Delete placeholder content at the end of Schedule B
- Delete "(If online form, pull down to convert to ISO 3166)" from Country field in Schedule B.
- Delete "http://" from Schedule B
- Delete staff comment from the header in Schedule A

8. Review & approval of OASIS Associate Member level

Patrick Gannon presented a new Associate Member level for Board approval.

RESOLUTION 2005-01-20.05: RESOLVED, that the Board unanimously approves the creating of the Associate Member level as described on page 8 of the January 17, 2005 membership benefit matrix (distributed as "OASIS membership and benefit matrix-05-01-17a.doc"), and as further modified by the Board during its review.

9. Review & approval of OASIS Domain Policy

Patrick Gannon and Jamie Clark presented an OASIS Domain Policy for Board review and approval. The policy was discussed among the meeting attendees.

The sense of the Board was for staff to look at the existing Member Section structure and find enhancements that meet the goals of the Domain proposal without creating a new organizational structure.

10. Review & approval of OASIS Adoption Referral Service Guideline

Patrick Gannon presented Referral Service Guidelines for Board review and approval.

RESOLUTION 2005-01-20.06: RESOLVED, that the Board approves the OASIS Referral Guidelines for Adoption Services, version 0.7a, dated January 17, 2005 and distributed to the Board on January 17, 2005, subject to the following provisions:

- at the end of the first 6 months, a review of the program will be held by the Board
- the Executive Committee will review any service provider contracts
- monthly progress reports will be presented to the Board.

Motion passed 8-1.

11. Status of TC Process Revisions

Jamie Clark reported on the status of the TC Process subcommittee. The committee has made some progress on process changes, but has been blocked somewhat by the IPR committee discussions. The committee has meetings scheduled to bring the process revisions to closure and align it with the approved IPR policy.

The committee hopes to have a version of the Policy for Board review at its next meeting.

12. IPR Policy Rollout Schedule

The rollout schedule for new policies was discussed.

Tentative rollout schedule:

20 Jan. 2005	IPR Policy/Member Agreement/Transition Policy Adoption
7 Feb. 2005	IPR Policy Member Announcement
15 Apr. 2005	IPR Policy Effective Date

Announcement prerequisites:

- Comments on TC Process changes

- Responses to member comments on IPR Policy
- Info on how to count PO days for existing participants
- Supporting collateral (Policy FAQ, Transition FAQ)
- Letter from the President

Effective date prerequisites:

- OASIS tracking system for participation
- Updated TC Process

ACTION ITEM 2005-01-20.03: Jamie Clark to provide an IPR Policy release plan to the Board by Tuesday next week.

<Patrick Gannon and Jamie Clark left the meeting at this time.>

13. Outside Director Discussion

The outside directors held a discussion on any issues and concerns.

14. Recess

The Board recessed for the day at 5:30 p.m. MDT and reconvened at 8:37 a.m. PDT on Friday, January 21.

Directors in Attendance

John Borrás (via Teleconference)
 Ed Cobb, Vice Chairman
 Mike DeNicola
 Patrick Gannon, OASIS President and CEO
 Frederick Hirsch
 Jim Hughes, Chairman
 Chris Kurt, Secretary
 Jeff Mischkin (via Teleconference)
 Michael Weiner

Guests in Attendance

Jamie Clark, OASIS Standards Development Director
 Andy Moir, OASIS Consultant

Regrets

Eduardo Gutentag

15. Review of Agenda

The remaining agenda items were reviewed and accepted. Seven of the Directors were in attendance when the meeting convened.

16. TC Status Report

Jamie Clark presented a status report of Technical Committees. Technical Committees that are at risk were discussed in Executive Session.

<Mike DeNicola joined the meeting during this discussion.>

17. Status of Special Election

Patrick Gannon reported on the status of the Board of Directors special election. As of last evening, two candidates have completed the process of putting in a nomination and supporting material. The deadline for submitting nomination material is today.

18. Liaison Org Status Review

Patrick Gannon reported on Liaison activities over the past period.

- Pim van der Eijk is attending CEN/ISSS meeting in Europe.
- Jamie Clark is participating in the eBusiness MoU and attends its semi-annual meeting.
- Various OASIS Staff members are active in ISO committees, and multiple TCs are considering requests to submit their work to ISO.
- Jamie Clark is planning to follow-up on OASIS Standards submitted to ITU SG17.
- A meeting with UN/CEFACT leadership was held, and Jamie attended their meeting in Washington DC last September.
- An eBusiness repository project has been started within the UNECE TSIED.
- Ed Cobb will be contacting W3C patent policy staff about the updated OASIS IPR Policy.
- Joint activities with IDEAlliance are being planned. OASIS has a day of presentations scheduled at the May XTech event.
- A MoU has been signed with Liberty Alliance. The Liberty testing program for SAML is under discussion in the context of the new OASIS referral program.
- Patrick Gannon and Richard Soley (OMG) met in January.

The Board's attention was called to the eprforum.org web site and incorrect positioning of its relationship to OASIS efforts.

A total of ½ FTE is allocated for participation on Liaison-related activities.

19. Finance Committee

Patrick Gannon presented the most recent Operations Report. For 2004, revenue and income were both approximately 87% of budget. Member renewals were better than expected, while new membership was less than planned for the year.

As of end of year, OASIS had 372 organizational members, adding 19 additional members over the year. The year ended with 282 individual members.

ACTION ITEM 2005-01-20.04: Patrick Gannon to include in future reports statistics on member conversion to the new agreements, and transition from Individual to Associate members.

A member section review/planning discussion with the Board at the April f2f meeting was discussed.

ACTION ITEM 2005-01-20.05: Add a table to section 4 of the report with revenue and expenses to budget (similar to table 1 of the report).

OASIS had 66 Technical Committees at the end of 2004.

20. Review of Staff 2005 Operation Plans

Patrick Gannon presented the 2005 Operations Plans. Patrick provided an update on the OASIS management organization structure and departmental goals.

21. Treasurer Position Discussion

Jim Hughes opened an additional discussion on the open Board Treasurer position. Jim will make himself available to any Directors to talk about the role. Those that are interested should let Jim and Patrick know by the end of next week.

22. Review of Conformance Self-Test Guidelines

<Andy Moir joined the meeting for this discussion>

Patrick Gannon introduced a discussion about development of conformance self-test guidelines. A proposal to create a board committee to help review and provide feedback on the program as it is developed was discussed. Developing a process to incorporate expert resources from the member community was also discussed.

A new board committee will be launched to support investigation/development of self-test guidelines. Initial Adoption Service committee members will be Andy Moir, Patrick Gannon, John Borrás, Jim Hughes and Chris Kurt. The committee Chair will be Any Moir. Jeff Mischkinsky was noted as expressing interest earlier.

ACTION ITEM 2005-01-20.06: Patrick Gannon to develop and distribute a scope statement for the adoption services committee.

23. Action Item Review

The next OASIS Board meetings are scheduled as follows:

February 23 8-10 am Pacific

March 23 8-10 am Pacific

April 26: AGM evening reception approximately 5:00 pm

April 27-28 in New Orleans (8-5 on the 27th, post-lunch departure at 2:00 pm on the 28th)

June 3 10-12 am Pacific

June 24 8-10 am Pacific [placeholder for Board elections]

July 27-28 in Billerica

Jim Hughes will be hosting the Board conference calls through June.

Proposed agenda topics for the April F2F meeting:

- Member section chair presentations/discussions
- Adoption services committee report
- Strategy committee report
- Finance committee report and 2004 audit report
- IPR rollout report
- TAB report

<Jeff Mischkinisky joined the meeting during this discussion>

24. Adjournment

The meeting adjourned at 12:42 MST.

Respectfully Submitted

Christopher Kurt
Secretary