1 **Minutes of the OASIS Board of Directors**
2 11 May 2007 – Board Approved
3
4 Held by teleconference. Thanks to Sun Microsystems for Bridge.
5
7 **Directors in Attendance**
8
9 Patrick Gannon, OASIS President and CEO
10 Eduardo Gutentag, Chairman
11 Ed Cobb, Vice Chairman
12 Frederick Hirsch, Secretary
13 Mike DeNicola, Treasurer and Finance Committee Chair
14 Bob Glushko
15 Paul Knight
16 Chris Kurt
17 Jeff Mischkinsky
18 Michael Winters
19
20 **Directors not Present**
21 Claus von Riegen
22
23 **Staff and Guests in Attendance**
25 Scott McGrath, OASIS Staff
26
28 **1. Welcome, Goals and Agenda Review**
29
30 Eduardo Gutentag convened the meeting at 8:03 a.m. PT. Ten directors were present when the meeting
31 convened. The meeting agenda was reviewed and approved.
32
33 **2. Review & Approval of Minutes & Review of Action Items**
34
35 **Review and Approval of Minutes**
36
37 Frederick Hirsch presented the meeting minutes from the 18-19 April 2007 Board F2F meeting for
38 approval and provided an updated status on outstanding action items.
41
42   RESOLUTION 2007-05-11-01, RESOLVED, accept the 18-19 April 2007 Minutes, as
43   previously distributed (v3 posted on 4 May to Board list).
44
46   Passed unanimously.
47
51 **Review of Open Action Items**
52
53 ACTION ITEM 2006-01-25.02: Patrick Gannon to track the IT issues list and import into IT tracking
54 tools when they are available.
55 [Status: Open. IT Infrastructure Committee reviewing issues list.]
56
57 ACTION ITEM 2007-01-24.01: Patrick to inform Board of Member Section transition status at the end
58 of six months.
59 [Status: Open. Due 24 July 2007]

60

ACTION ITEM 2007-01-24.05: IT Infrastructure committee to review and prioritize entire IT status report, including clarification of closed items.
[Status: Open. Under discussion within IT Infrastructure Committee.]

ACTION ITEM 2007-01-24.07: Carol Geyer to work with TAB to raise visibility of TAB work, specifically GAP work, to OASIS membership.
[Status: Open. TAB to discuss interest in this, if interested to arrange for Carol to meet with TAB Member Communications Subcommittee]

ACTION ITEM 2007-01-24.08: TC Process committee to consider (a) the range of final deliverables produced by TCs and (b) how to avoid standards inflation, producing a recommendation by the August OASIS Board meeting.
[Status: Open.]

ACTION ITEM 2007-01-25.02: Patrick to update the financial policy in accordance with RESOLUTION 2007-01-25-02 as amended by RESOLUTION 2007-01-25-02a.
[Status: Open. Finance Policy & Procedures updated and to be provided to finance committee.]

ACTION ITEM 2007-01-25.03: TC Process committee to add issue regarding review of use of the word "submit" at lines 546, 548, 569, 572, 580 and replacing it with "stored" and making related editorial adjustments as appropriate.
[Status: Open.]

ACTION ITEM 2007-04-18.01: Staff - make Member Section template available to members. e.g. at http://www.oasis-open.org/who/policies_procedures.php
[Status: Closed]
This was closed at this meeting. Member Section RoP Template was posted to http://www.oasis-open.org/who/ms_policy.php

ACTION ITEM 2007-04-18.02 : Staff - Modify Member Section template to indicate that the process for gaining voting rights needs to be specified in Section 3.
[Status. Closed]
Patrick submitted modified RoP Template to MS-Policy Committee on 18 Apr, which was agreed upon on 1 May. Revised RoP Template posted on OASIS website.]

ACTION ITEM 2007-04-18.03: Staff - Define operational procedure for designating a primary for Member Section Qualified Elector.
[Status: Open. Scott & Dee drafting procedures.]

ACTION ITEM 2007-04-18.04: Member section policy committee to reformat the policy so all requirements related to formation of a Member Section appear in the list titled "The RoP must specify" in the section "Formation of a Member Section"
[Status: Open. MS Policy Committee to review.]

ACTION ITEM 2007-04-18.05: Member section policy committee to add language to clarify that a designated qualified elector must be of the same supporting entity as the primary representative who is making the designation.
[Status. Open. MS Policy Committee to review.]

110 ACTION ITEM 2007-04-19.01: Patrick Gannon to provide Board Members with a copy of the
111 Directors and Officers insurance policy and the Error and Omissions policy before the next OASIS
112 Board meeting.
113 [Status: Closed]
114 This was closed at this meeting. Patrick sent copies on 8 May to the Board list.
115
116 ACTION ITEM 2007-04-19.02: Patrick Gannon to bring to Finance Committee a proposal to expand
117 OASIS presence in Asia.
118 [Status: Open. Patrick to prepare proposal for Business Development staff in Singapore, expect to
119 provide at June Board meeting]
120
121 ACTION ITEM 2007-04-19.03: Patrick Gannon to send initial set of 360 questions to Staffing
122 Committee by 11 May.
123 [Status: Open.]
124
125 ACTION ITEM 2007-04-19.04: Staffing committee to review with Patrick the set of questions to be
126 used for the 360 review and report at the June Board meeting.
127 [Status: Open.]
128
129 ACTION ITEM 2007-04-19.05: Member Section Policy committee to review proposed changes for
130 Bylaws Section 3 in Article 12 (Member Section) for next Board meeting.
131 [Status: Closed]
132 This was closed at this meeting. The Member Section Policy Committee reviewed changes to the
133 Bylaws and recommended changes. See Patrick's email to Board on 3 May and Agenda Item #4.]
134
136 **3. Review of Follow-up to Board Resolutions.**
138
139 Frederick Hirsch summarized status of follow up actions to resolutions approved on the previous Board
140 meetings.
141
142 *Resolutions from 24-25 Jan 2007:*
143
144 RESOLUTION 2007-01-24-04: All existing OASIS Member Sections must submit revised Rules of
145 Procedure (RoPs), which conform to the approved Member Section Policy, within six months (24 July
146 2007).
147 [Status: Open. LegalXML and CGM Open revised RoPs being developed.]
148
149 RESOLUTION 2007-01-24-05: Member Section Policy committee to submit a revised Member
150 Section Policy for the Board F2F in Aug 2007.
151 [Status: Open.]
152
153 RESOLUTION 2007-01-24-07: Emergency Interoperability Member Section Rules of Procedure
154 [Status: Completed. Steering Committee named.]
155
156 RESOLUTION 2007-01-25-05: Proposal for "Draft 1-org-1-vote rule revisions
157 dated 16 January 2007 Marked to show changes FROM cumulative clean-up draft"
158 [Status: Open. Motion Tabled.]
159
160 *Resolutions from 18-19 Apr 2007*
161

RESOLUTION 2007-04-18-01: Motion to accept the 26 March 2007 Minutes, as previously distributed (v1 posted on 5 March to Board list).
[Status: Completed. Minutes posted on 23 Apr.]

RESOLUTION 2007-04-18-02: Motion to extend the effective date for the completion of TC IPR Mode transition of from 15 April 2007 to 31 May 2007, for the OASIS Business-Centric Methodology (BCM) TC.
[Status: Completed. OASIS BCM TC notified by Mary M on 18 Apr.]

RESOLUTION 2007-04-18-03: Motion to Amend the OpenCSA ROP by adding a new paragraph at the end of Section 3) Rules for Electing Steering Committee Members.
[Status: Completed. Revised RoP posted to http://www.oasis-opencsa.org/RoP/.]

3. Bylaws revision

The Board considered changes to the OASIS Bylaws. The proposed draft included changes to align the the Bylaws with the Member Section Policy, to capitalize "Board", and other revisions regarding use of the term "Executive Director" and delegation of responsibility. The Board discussed the need for more consideration for changes apart from the alignment with the Member Section Policy.

RESOLUTION 2007-05-11-02, RESOLVED; that the Board of Directors approves the revised OASIS Bylaws which includes changes in Article 12, Section 3 Member Sections to clarify the purpose of Member Sections and align the text with the Board approved Member Section Policy, to remove references to Executive Director, and to make other grammatical editing changes, as shown in the file: "Bylaws 20070511-final.pdf".

RESOLUTION 2007-05-11-02a, RESOLVED (to amend); Revert the following lines in the PDF to what they were before the edits: 78, 121, 431-433, 514-515, 784-785, 849-850 and 1052.

RESOLUTION 2007-05-11-02b, RESOLVED (to amend); Replace 431 to 432

Passed Unanimously.

Passed Unanimously.

The Motion as amended reads as follows:

RESOLUTION 2007-05-11-02, RESOLVED; that the Board of Directors approves the revised OASIS Bylaws which includes changes in Article 12, Section 3 Member Sections to clarify the purpose of Member Sections and align the text with the Board approved Member Section Policy, to remove references to Executive Director, and to make other grammatical editing changes, as shown in the file: "Bylaws 20070511-final.pdf", with the following lines in the PDF reverted to what they were before the edits: 78, 121, 432-433, 514-515, 784-785, 849-850 and 1052.

RESOLUTION 2007-05-11-03, RESOLVED, Table Resolution 2007-05-11-02 as amended by Resolutions (to amend) 2007-05-11-02a and 2007-05-11-02b.

Motion to Table Passed [6-4-0]

212 **4. Status of Board and TAB elections**

213

214 *<Scott McGrath joined>*

215

216 Scott McGrath reviewed the status of the 2007 Board & TAB annual elections. The Board discussed
217 that if members run for seats unopposed then election should still be run for member votes without
218 changing the rules of the election during the election.

219

220 *<Scott McGrath leaves call>*

221

222 **5. Update on D&O and E&O insurance**

223

224 Patrick Gannon reviewed the status of D&O and E&O insurance and reminded Directors that he sent
225 out updated copies of D&O and E&O policies (8 May 2007, "Progress with D&O Insurance"). The
226 Board asked for additional information regarding legal risks and exposure and expressed concern about
227 the policy renewals.

228

229 **6. Review of topics for next Board Meeting (22 June, 8-10 PT)**

230

231   -   Review & Approve LegalXML Revised RoP [A]

232

235 **7. Wrap-Up and Adjourn**

236

237 The meeting adjourned at 9:09 a.m. PT.

238

239 Respectfully Submitted,

240 Frederick Hirsch

241 Secretary