

Minutes - OASIS Board of Directors Meeting

Held 6 March 2008, by teleconference 11-12 PT.

OASIS Board approved Public minutes.

6 March 2008

Directors in Attendance:

- Eduardo Gutentag, Chairman
- Ed Cobb, Vice Chairman
- Mike DeNicola, Treasurer and Finance Committee Chair
- Peter Brown
- Bob Glushko
- Michael Winters
- Jeff Mischkinsky
- Claus von Riegen

Directors Regrets:

- Frederick Hirsch, Secretary
- Paul Knight

Staff in Attendance:

- No staff attended this meeting.

1. Welcome, Agenda Review

Eduardo Gutentag, the Chairman, presided at the meeting, and Peter Brown took minutes on behalf of Frederick Hirsch, the Secretary. Mr. Gutentag convened at 11:04 am PT, noting that a quorum was in attendance. Eight directors were present when the meeting convened. The meeting agenda was reviewed and approved.

2. Minutes Approval

The minutes were not available for approval at this meeting.

3. Review Open Actions and Resolutions

Actions from 7-8 February 2008

ACTION 2008-02-07.1: Search Committee to bring back set of parameters and alternatives at the next Board meeting.

Status: open.

ACTION 2008-02-07.2: Eduardo to discuss details of Bylaws changes with Andy Updegrave.

Status: open.

Note: Eduardo spoke with Andy regarding how to progress Bylaws change.

ACTION 2008-02-07.4: Jamie Clark to provide Strategy Committee suggested best practices derived from OGC.

Status: open.

ACTION 2008-02-07.5: Jamie Clark to provide Strategy Committee information about where we should focus OASIS liaison activities, e.g. which organizations.

Status: open.

ACTION 2008-02-07.6: Jamie Clark to provide Board with update to Liaison Status report.

Status: open.

ACTION 2008-02-08.1: Staff to summarize how they will make authoritative versions and cross references operational.

Status: open.

ACTION 2008-02-08.2: Mary McCrae to provide Board with planned date for posting conformance guidelines produced by the TAB.

Status: open.

ACTION 2008-02-08.3: Scott McGrath to review and summarize disclosure requirements for OASIS annual report.

Status: open.

Note: There was been discussion on this but no resolution. Should be dealt with at meeting on 20th March.

ACTION 2008-02-08.4: Eduardo Gutentag to talk with OASIS legal counsel regarding possible modification to the OASIS Bylaws to require filling a Director vacancy when there is a minimum of six months possible remaining term for the Director and holding a special election as soon as possible.

Status: open.

Actions from 28 February 2008

ACTION: 2008-02-28.1: Ed Cobb and Frederick Hirsch to draft agenda for Board F2F meeting and 20 March Board teleconference.

Status: open.

Note: Eduardo to convene an executive committee meeting to discuss this.

ACTION: 2008-02-28.2: Jeff Mischkinisky to draft statement regarding distinction of Job Description and recruiting communication.

Status: completed.

Note: This item is now considered moot in light of other progress.

Resolutions from 1 December 2007

RESOLUTION 2007-12-01.07, RESOLVED: That the Consortium approves the Memorandum of Understanding between IUCN and OASIS, dated 29 November 2007, IUCN-OASIS MOU 2007-11-29.pdf. (as amended)

Status: open.

Note: Patrick Gannon signed MoU and sent to IUCN on 5 December 2007. IUCN reviewed and would like modification to add text similar to the OASIS membership agreement stating that OASIS will notify them of changes to the IPR policy and them the 60 days to terminate membership. An updated draft will be provided to OASIS shortly.

Resolutions from 7-8 February 2008

RESOLUTION 2008-02-08.3, RESOLVED: That the OASIS Board of Directors approves and adopts the Rules of Procedure for the OASIS Telecommunications Services Member Section as reviewed by the Board, except with the deletion of lines 72 and 73, effective 1 March 2008.

Status: open.

RESOLUTION 2008-02-08.4, RESOLVED: Approve update to TC Process as distributed by Jeff Mischinsky on 1 February, effective immediately except with an effective date of 1 March in order to give staff time to implement operational changes.

Status: completed.

RESOLUTION 2008-02-07.6, RESOLVED: That the OASIS Bylaws should be modified to provide that no OASIS employee or consultant may be a member of the OASIS Board of Directors.

Status: open.

RESOLUTION 2008-02-08.9, RESOLVED: That the OASIS Bylaws shall be modified to increase the number of elected directors to 11 and remove the automatic Presidential membership.

Status: open.

4. Chairman of the Board update on OASIS Status

Eduardo Gutentag summarized the status of OASIS, in his role as acting President. A preliminary pass on Bylaws change review has been done. He will look at this again, make sure it addresses concerns expressed by Directors and then obtain OASIS legal counsel review.

He explained the continued distinction between President and Executive Director, and underlined that it was merely a coincidence of timing that we are now moving to 11 elected Directors, as required if the new Executive Director is not to be an ex-officio director.

He still needs to consult with Andy Updegrave on roles and responsibilities of officers, and role of President. The current Board proposal does not change number of directors (which would require an approved change by the membership) but only on the 11th place being also elected.

Eduardo Gutentag concluded by underlining once again how impressed he has been by the atmosphere and professionalism amongst staff.

ACTION 2008-03-06.1: Eduardo Gutentag to check to see how Bylaws should be modified in a manner that does not require that the President is designated also as "CEO".

ACTION 2008-03-06.2: Finance Committee should review (and increase) amount of money set aside in budget for legal work.

5. Search Committee Update

Michael Winters reported that the Search Committee, together with Administaff, has been examining a number of web sites for advertising the Executive Director post and that Administaff is currently conducting a review of comparable Executive Director salaries.

Michael Winters agreed to adopt minor changes proposed by the Board.

ACTION 2008-03-06.3: Search Committee to continue work with Administaff on salary review, getting job adverts posted, and salary range to be considered.

ACTION 2008-03-06.4: Carol Geyer to ensure that OASIS web site is kept up to date with news on the job vacancy and description and add information on and link from, site front page when ready.

RESOLUTION 2008-03-06.1, RESOLVED: To approve the job description as distributed by Michael Winters on 4 March 2008 with the change of "documentation" to "publications" in that notice.

Approved unanimously

The description is available from <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00012.html>.

6. Adjourn

The meeting adjourned at 11:53 am PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors