

1 ***OASIS Board of Directors Meeting - 20 March 2008***

2 Held by teleconference, thanks to BEA for bridge.

3 OASIS Board Public approved Minutes

4

5 **Directors in Attendance:**

6 Eduardo Gutentag, Chairman

7 Ed Cobb, Vice Chairman

8 Mike DeNicola, Treasurer and Finance Committee Chair

9 Frederick Hirsch, Secretary

10 Bob Glushko

11 Paul Knight

12 Jeff Mischkinsky

13 Claus von Riegen

14 Michael Winters

15

16 **Directors Regrets:**

17 None received.

18 **Directors Absent:**

19 Peter Brown

20

21 Staff in Attendance:

22 Scott McGrath

23 ***1. Welcome, Agenda Review***

24 Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the
25 minutes. Mr. Gutentag convened at 8:04 am PT, noting that a quorum was in attendance. Seven
26 directors were present when the meeting convened. The meeting agenda was reviewed and approved.

27 ***2. Minutes Approval***

28 Frederick Hirsch presented minutes from previous meetings for approval.

29 [RESOLUTION 2008-03-20.1: Approve the minutes from 21 February 2008 as distributed on 7 March
30 2008 by Frederick Hirsch.](#)

31 <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00033.html>

32 [Approved unanimously.](#)

33

34 [RESOLUTION 2008-03-20.2: Approve the minutes from 28 February 2008 as distributed on 7 March
35 2008 \(v2\) by Frederick Hirsch.](#)

36 <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00052.html>

37 [Approved unanimously.](#)

38

39 [RESOLUTION 2008-03-20.3: Approve the minutes from 6 March, 2008 as distributed on 7 March
40 2008 \(v2\) by Frederick Hirsch.](#)

41 <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00052.html>

42 [Approved unanimously.](#)

43 **3. Review Open Actions and Resolutions**

44 The Board reviewed open actions and follow-up to resolutions, as summarized by Frederick Hirsch.

45 *Actions from 7-8 February 2008*

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

48 Status: open.

49

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

51 Status: open.

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

53

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

56 Status: open.

57

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

60 Status: open.

61 Note: Some discussion was held but need to determine where to focus activities.

62

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

64 Status: open.

65

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

68 Status: Closed at this meeting. Completed, see <http://www.oasis->

69 [open.org/apps/org/workgroup/board/email/archives/200802/msg00095.html](http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200802/msg00095.html)

70

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

73 Status: Closed at this meeting. Completed, conformance guidelines posted, see <http://www.oasis->

74 [open.org/apps/org/workgroup/board/email/archives/200803/msg00069.html](http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00069.html)

75

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

78 Status: open.

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

81

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

85 Status: open.

86

87

88 *Actions from 28 February 2008*

89

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

92 Status: open, in progress.

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

94

95 *Actions from 6 March 2008*

96

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

99 Status: open.

100

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

103 Status: open.

104

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

107 Status: Closed at this meeting, completed.

108

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

111 Status: Closed at this meeting, completed.

112

113 *Resolutions from 1 December 2007*

114

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

118 Status: open.

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

123

124 *Resolutions from 7-8 February 2008*

125

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

129 Status: open.

130

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

133 Status: open.

134

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

138
139 *Resolutions from 6 March 2008*

140
141 RESOLUTION 2008-03-06.1, RESOLVED: To approve the job description with the change of
142 "documentation" to "publications" in that notice.
143 Status: Closed at this meeting, completed.

144 **4. Revised IPR Policy**

145 Ed Cobb described the latest draft of the IPR Policy distributed to the Board in his email, with a change
146 to allow information documents. (See [http://www.oasis-](http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00061.html)
147 [open.org/apps/org/workgroup/board/email/archives/200803/msg00061.html](http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00061.html)).

148
149 Additional discussion regarding update of disclosure requirement for Draft documents. This will
150 require further discussion. The Board considered dealing with changes for informational document
151 first.

152
153 ACTION 2008-03-20.01: IPR committee to revise IPR Policy draft including changes to enable
154 informational documents at or before the next F2F.

155 **5. Board and TAB Election**

156
157 RESOLUTION 2008-03-20.4: Approve updated Board and TAB election schedule as distributed by
158 Scott McGrath on 7 March 2008,

159
160 RESOLUTION 2008-03-20.4a to Amend with the “??” removed for the dates of July F2F.
161 Approved unanimously.

162
163 The Board discussed the number of candidates to be elected according to the election schedule.

164
165 RESOLUTION 2008-03-20.4b to Amend Change 10 to 11 and remove last sentence in last
166 paragraph in section on the OASIS Board of Directors.
167 Approved 6 for, against 0, abstain 1.

168
169 RESOLUTION 2008-03-20.4c to Amend Change 2nd paragraph of OASIS TAB Section to
170 replace “ten” with “nine”, to read “The TAB consists of nine voting members, eight of whom
171 are elected by the OASIS membership...”. Remove “One representative from OASIS Board of
172 Directors and” and change “serve” to “serves”.
173 Approved unanimously

174
175 <Bob Glushko joined meeting>

176
177 Motion as amended Approved unanimously

178

179 See the email at [http://www.oasis-](http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00045.html)
180 [open.org/apps/org/workgroup/board/email/archives/200803/msg00045.html](http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00045.html).

181
182 MOTION 2008-03-20.5: Adopt STV voting for this election.

183 See <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00054.html>
184 No Second to motion.

185
186 The Board discussed the possibility of STV voting, but noted that it would require more time to
187 implement.

188
189 The Board also plans to discuss the possibility of posting detailed election results.

190 **6. Status on Bylaws Update**

191 Eduardo Gutentag is working on proposed changes to the OASIS Bylaws and plans to report next
192 week.

193 **7. Committee Reports**

194 **7.1. Finance Committee**

195 Mike DeNicola gave an overview of the Operations Report and noted that OASIS net income was
196 positive. The Board expressed concern regarding the plans and budget for the Legal XML Member
197 Section. The Finance Committee reviewed the increase in legal expenses and anticipates that reductions
198 in travel expenses and in executive compensation may offset legal expenses. OASIS planning to
199 change banks to simplify payment mechanisms for international members by allowing wire transfers.

200
201 **ACTION 2008-03-20.02: Finance Committee to review Legal XML expense and budget status.**

202 **7.2. Strategy Committee (including Liaison)**

203 Frederick Hirsch provided status of the Strategy Committee (see [http://www.oasis-](http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00068.html)
204 [open.org/apps/org/workgroup/board/email/archives/200803/msg00068.html](http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00068.html)). Discussions in the
205 committee included the process for contributing work to other organizations, the possibility of Member
206 Section liaisons, process for reviewing the status of existing MoUs and liaison relationships, and
207 increasing academic visibility on the OASIS web site.

208
209 **ACTION 2008-03-20.03: Strategy Committee to provide Process Committee individual issues for**
210 **general proposed process changes related to submitting OASIS work to external organizations.**

211
212 **ACTION 2008-03-20.04: Strategy Committee to provide Eduardo Gutentag with proposed Liaison**
213 **Policy change.**

214
215 **ACTION 2008-03-20.05: Strategy Committee to provide Process Committee with proposed Member**
216 **Section Policy change.**

217 **7.3. TAB**

218 Paul Knight provided an update on TAB status. There are no major issues or concerns at this point.

219 **8. OASIS Status**

220 **8.1. President Update**

221 Eduardo Gutentag, acting as OASIS President, provided an update on OASIS status. Completed tasks
222 have been bank statement reconciliation and a change to report salary changes to Administaff with two
223 people.

224 **8.2. Staff Update**

225 Scott McGrath provided a review on OASIS Staffing issues and noted the high commitment of OASIS
226 staff.

227 **9. Search Committee Update**

228 Michael Winters provided a search committee update. The job description has been placed in three
229 posting sites, been sent in the OASIS news and placed on the OASIS site. A good number of resumes
230 have been received by Administaff who will perform initial phone screening. The Search Committee is
231 reviewing the entire list of candidates as well.

232 **10. Symposium and AGM Planning**

233 Scott McGrath gave an update on Symposium planning. One sponsorship remains that might be filled
234 for Symposium. For AGM will send materials to email list, may have short President's address, and
235 possibly Board Committee Chair presentations and discussion.

236

237 **ACTION 2008-03-20.06: Eduardo Gutentag to initiate dialog with Board Process Finance, Strategy,**
238 **Outreach and TAB Board Members regarding AGM presentations.**

239

240 *<Claus von Riegen left the meeting>*

241 **11. Planning for May 1-2 F2F Board Meeting**

242 Eduardo Gutentag led discussion of F2F planning. The Board discussed whether we need an additional
243 day for search related issues. The search committee should recommend finalists but allow all Board
244 members to also recommend finalists. We will need minimum of two weeks to allow candidates to plan
245 for attending F2F.

246 **12. Adjourn**

247 The meeting adjourned at 10:00 am PT.

248

249 Respectfully Submitted,

250 Frederick Hirsch

251

252 Secretary, OASIS Board of Directors