Minutes - OASIS Board of Directors Meeting

Held 3 April 2008 by teleconference, 11-12 PT (2-3 ET).

OASIS Board approved Public minutes.

3 April 2008

Thanks to BEA for providing the teleconference bridge.

Directors in Attendance:

- Eduardo Gutentag, Chairman
- Ed Cobb, Vice Chairman
- Mike DeNicola, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Bob Glushko
- Paul Knight
- Michael Winters

Directors Regrets:

- Peter Brown
- Jeff Mischkinsky
- Claus von Riegen

Staff in Attendance:

- None

1. Welcome, Agenda Review

Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Mr. Gutentag convened at 11:05 am PT, noting that a quorum was in attendance. Seven directors were present when the meeting convened. The meeting agenda was reviewed and approved.

2. Minutes Approval

RESOLUTION 2008-04-03.1, RESOLVED: Approve the minutes from 27 March 2008 as distributed on 28 March 2008 by Frederick Hirsch.

Approved [6-0-1].

See http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00104.html for draft minutes.

3. Review Open Actions and Resolutions

3.1. Open Action Review

Actions from 7-8 February 2008

ACTION 2008-02-07.2: Eduardo Gutentag to discuss details of Bylaws changes with Andy Updegrove.
Status: completed.
Note: See http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00003.html.

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 2008-02-08.3: 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: completed.
Note: See http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00003.html.

Actions from 6 March 2008

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".
Status: completed.
Note: See http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00003.html.

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

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

Actions from 20 March 2008

ACTION 2008-03-20.02: Finance Committee to review Legal XML expense and budget status.
Status: open.

ACTION 2008-03-20.03: Strategy Committee to provide Process Committee individual issues for general proposed process changes related to submitting OASIS work to external organizations.
Status: completed.
Note: see http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00112.html.

ACTION 2008-03-20.04: Strategy Committee to provide Eduardo Gutentag with proposed Liaison Policy change.
Status: completed.
Note: see http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00112.html.

ACTION 2008-03-20.05: Strategy Committee to provide Process Committee with proposed Member Section Policy change.
Status: completed.
Note: see http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200803/msg00112.html.

3.2. Open Resolution Review

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 2008-02-07.6, 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 2008-02-08.3, 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 2008-02-08.9, 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.

Resolutions from 20 March 2008

RESOLUTION 2008-03-20.1: Approve the minutes from 21 February 2008 as distributed on 7 March 2008 by Frederick Hirsch.
Status: completed.
Note: Posted, see http://www.oasis-open.org/private/2008-02-21-oasis-board-minutes-approved.pdf.

RESOLUTION 2008-03-20.2: Approve the minutes from 28 February 2008 as distributed on 7 March 2008 (v2) by Frederick Hirsch.
Status: completed.
Note: Posted, see http://www.oasis-open.org/private/2008-02-28-oasis-board-minutes-approved.pdf.

RESOLUTION 2008-03-20.3: Approve the minutes from 6 March, 2008 as distributed on 7 March 2008 (v2) by Frederick Hirsch.
Status: completed.
Note: Posted, see http://www.oasis-open.org/private/2008-03-06-oasis-board-minutes-approved.pdf.

RESOLUTION 2008-03-20.4: Approve updated Board and TAB election schedule as distributed by Scott McGrath on 7 March 2008, RESOLUTION 2008-03-20.4a to Amend with the "??" removed for the dates of July F2F. RESOLUTION 2008-03-20.4b to Amend Change 10 to 11 and remove last sentence in last paragraph in section on the OASIS Board of Directors. RESOLUTION 2008-03-20.4c to Amend Change 2nd paragraph of OASIS TAB Section to replace "ten" with "nine", to read "The TAB consists of nine voting members, eight of whom are elected by the OASIS membership...". Remove "One representative from OASIS Board of Directors and" and change "serve" to "serves".
Status: open.

Resolutions from 27 March 2008

RESOLUTION 08-03-27.1, RESOLVED: Approve the minutes from 20 March 2008 as distributed on 26 March 2008 by Frederick Hirsch.
Status: completed.
Note: Posted, see http://www.oasis-open.org/private/2008-03-20-oasis-board-minutes-approved.pdf.

RESOLUTION 08-03-27.2, RESOLVED: Modify RESOLUTION 2008-030-20.4 to change Board and TAB election schedule to start election on 15 April instead of 1 April.
Status: open.

4. Bylaws

Eduardo Gutentag summarized the proposed changes to the Bylaws which were distributed to the Board list on 1 April. He shared the draft with OASIS legal counsel as well as Jeff Mischkinsky and both had no issues with the draft.

RESOLUTION 2008-04-03.2, RESOLVED: Put motion to approve Bylaws on agenda as A item.

Approved unanimously

The Board discussed the draft sent by Eduardo Gutentag (see http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00003.html).

RESOLUTION 2008-04-03.3, RESOLVED: Approve draft Bylaws as distributed by Eduardo Gutentag on 1 April with additional changes of the document date and to add version history changes, as well as replacing the phrase "next regular Directors' election" with "the end of that Director's term".

Approved unanimously

The Board does not believe this materially and adversely affects members and therefore the change can be implemented immediately.

Frederick Hirsch provided a draft change history at http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00007.html. In addition, the following text should be added to the change history: "It also provides that no OASIS employee or consultant may be a member of the OASIS Board of Directors by stating that "no Director may be an interested person"."

5. Search Committee Update

Michael Winters provided an update on the activities of the Search Committee. The Board discussed issues related to the process of receiving candidate information from Administaff.

6. OASIS President Update

Eduardo Gutentag, acting as OASIS President, provided an update. Membership and renewals were satisfactory in March and should be improved in April. A number of the Chinese delegation to the OASIS Symposium, including speakers, were denied visas to the Symposium. Eduardo Gutentag and OASIS Staff are working on this issue.

7. AGM Planning

The Board discussed additional ideas for the AGM meeting, including the possibility of a Board panel with review of activity by Board Committee chairs and a panel discussion. (see http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200804/msg00008.html).

ACTION 2008-04-03.1: Eduardo Gutentag to contact Jane Harnad to see if we have room for a panel of at least Board chairs.

ACTION 2008-04-03.2: Paul Knight to contact TAB to inform them of AGM and TAB chair participation in AGM panel.

ACTION 2008-04-03.3: Ed Cobb will obtain slides from Board Committee chairs as well as the TAB chair at least 24 hours in advance of AGM and provide them on a laptop for presenting.

8. Adjourn

The meeting adjourned at 12:04 am PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors