

Directors in Attendance:

- Jim Hughes, Chair
- Frederick Hirsch, Vice Chair
- Gershon Janssen, Secretary
- Mike DeNicola, Treasurer
- Peter Brown
- Abbie Barbir (*by phone*)
- Dave Ings
- Dawn Jutla (*by phone*)
- Paul Lipton
- Sanjay Patil (*by phone*)
- Zhexuan Song (*by phone*)

Staff in Attendance:

- Laurent Liscia
- Scott McGrath
- Jamie Clark
- Robin Cover
- Chet Ensign
- Barbara Erbes
- Carol Geyer
- Jane Harnad
- Paul Knight
- José Marquez
- Cathie Mayo
- Dee Schur

Directors-elect (observing):

- Martin Chapman

Others present:

- Ashok Malhotra

DAY ONE

1. Welcome and Adoption of Agenda

Jim Hughes, Chair, presided at the meeting. Gershon Janssen, Secretary, took the minutes.

The Chair called the meeting to order and took roll call. With 11 members in attendance, the meeting was quorate.

Abbie Barbir, Dawn Jutla, Sanjay Patil and Zhexuan Song joined the meeting by teleconference.

The draft agenda was adopted.

The Board agreed that directors-elect are allowed to be present in executive sessions and speak before their formal installation.

2. Approval of Minutes

The minutes of the Board meeting of 30 May 2013 were approved.

3. Open Action Review

The following Action Items were scheduled for discussion in this agenda and **closed** at this meeting:

- #0044 Jamie Clark to complete the Liaisons Report with names and send it to all named individuals for review and confirmation.
- #0046 Jamie Clark to work with TC Admin to map all TC level liaisons.
- #0053 Gershon Janssen to send the output of the ETSI CSC Privacy & Security Task Group to the Board.
- #0054 Jamie Clark to propose a 'Software Notice and Licensing' disclaimer to include with deliverables, and / or additional proposal for IPR Policy.
- #0055 Frederick Hirsch to report back to the Board with initial feedback on Executable Code Issues at

the July 2013 meeting.

- #0056 Gershon Janssen to send updated OASIS Policy Maintenance document to the Board.
- #0057 Sanjay Patil to explore and consider adding text on Privacy Assessments to section 2.18 of the OASIS TC process.
- #0058 Scott McGrath to map what liaisons have what memberships and voting rights in OASIS but OASIS does not enjoy the same right in the other organization – report back to the Board that these situations are appropriate.

4. Executive Director's Report

Laurent Liscia, CEO and Executive Director, elaborated on the Q2 2013 Executive Director's Report, highlighting OASIS' current relevance to the standards landscape through further recognition in Europe, the US and China, trend changes with respect to our membership, progress on strategy developments, and Business Development results.

Laurent thanked the Board for their inputs on the Culture Mapping Exercise and explained the scope will also include TC chair inputs. More details on the results of the Culture Mapping Exercise will be presented at the October 2013 Board meeting.

5. Finance Committee Report

Mike DeNicola, Treasurer, reported and led the discussion.

In Executive Session

6. IPR Committee Report

Frederick Hirsch, Chair IPR Committee, provided the Board with a status update and led the discussion.

- Proposed changes to IPR Policy

The work method of rolling up changes was explained: IPR changes can impact our Members (as reviews are required), so instead of doing small and frequent changes to the IPR Policy, we will collect changes and only incorporate larger groups of changes into the IPR Policy on a more infrequent basis. A regular roll-up of changes into a new draft keeps the Board apprised of work in the IPR Committee.

The current draft IPR-Policy-2013-0718-IPRcomm-clean.pdf includes updates to the long liability disclaimer and clarification to the use of short disclaimers.

The Board approved the new revision of the draft IPR Policy.

Action Item #0054 - Jamie Clark to propose a 'Software Notice and Licensing' disclaimer to include with deliverables, and / or additional proposal for IPR Policy - was completed and closed.

7. Process Committee Report

Frederick Hirsch, Vice-Chair, provided the Board with a status update and led the discussion.

- TC Process change to clarify process to clarify second vote on OASIS Standard to address negative comments

Frederick elaborated on the proposed changes to the TC Process.

The Board approved the update to the TC Process, effective immediately.

- Liaison Policy amendment regarding submissions – removed requirement for additional interoperability demo

Frederick elaborated on the proposed changes to the Liaison Policy. This topic was previously discussed in our 1 May 2013 Board meeting, see <https://www.oasis-open.org/board/minutes-2013-05-01.pdf>.

The Board approved the update to the Liaison Policy, effective immediately.

- Proposed addition to TC Process regarding Keyword Directives

Frederick elaborated on the proposed addition to the TC Process. The Board discussed the proposal and decided it was not ready for approval at this time. The Process Committee will continue to discuss this topic.

- Privacy

Frederick updated the Board on the progress the Process Committee made: a Privacy Assessment Proposal was discussed and a draft FAQ was reviewed. Further work is currently in progress.

Action Item #0057 - Sanjay Patil to explore and consider adding text on Privacy Assessments to section 2.18 of the OASIS TC process – was completed and closed.

8. Staff Reports

Laurent Liscia, Executive Director, lead the session. The Board received and discussed a number of Staff Reports:

- **Barbara Erbes**, Member Services Coordinator, reported on membership renewal process and outcomes. Against a target renewal rate of 78%, OASIS current renewal rate stands at 71%. She was commended for the excellent efforts and clear presentation.
- **Carol Geyer**, Senior Director for Communications and Development, also reported on behalf of **Robin Cover**, **Jane Harnard** and **Dee Schur** on key aspects of the business development strategy, noting: most members join OASIS with a specific TC in mind; we had a strong Q1 due to the PKCS11 TC; more than half of new revenue comes from leads the Board brings forward; work on OASIS co-

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branded standards and pitching of co-branded TCs; upcoming events such as OASIS ICS co-hosted with the EuroCloud Congress and the OASIS20 Dinner Gala.

9. Deliberate Appeal-001

Jim Hughes, Chair, lead the session.

In Executive Session

10. Staffing Committee Report

Jim Hughes, Chair of the Staffing Committee, reported and led the discussion.

In Executive Session

11. Organizational Health

In Executive Session

12. Board-Only Discussion

In Executive, Directors Only, Session

The meeting recessed for the day at 16.30.

DAY TWO

13. Welcome and Agenda Review

Jim Hughes, Chair, called the meeting to order at 08.30 hrs.

Dawn Jutla and Zhexuan Song joined the meeting by teleconference.

14. Installation of new Directors and Appreciation for Departing Directors

Martin Chapman was formally welcomed and installed as Director.

The Board approved unanimously a resolution expressing its appreciation of departing Director Abbie Barbir.

15. Legal Presentation

Jim Hughes welcomed Richard Snyder of the legal firm Duane Morris LLP, who gave an overview of fiduciary responsibility of Board members individually and collectively as a Board.

The Board asked the Governance Committee to provide feedback to the Board on items to consider from the Duane Morris legal presentation, such as Audit Committee responsibilities and term limits (Action Item #0060).

16. Election of Officers and Committee Assignments

Jim Hughes led the session.

Jim invited nominations for Board Officers to be confirmed, added or withdrawn. Only one candidate presented for the post of Chair of the Board, Jim Hughes. He was elected by acclamation.

Only one candidate presented for the post of Vice-Chair of the Board, Frederick Hirsch. He was elected by acclamation.

Only one candidate presented for the post of Secretary, Gershon Janssen. He was elected by acclamation.

Only one candidate presented for the post of Treasurer, Mike DeNicola. He was elected by acclamation.

Board Directors were then asked to volunteer for chair and membership positions in the board subcommittees, and a table of assignments was prepared. The Board approved a resolution confirming these elections together with assignments to Board subcommittees.

17. OASIS Work Products

Frederick Hirsch reported and led the discussion.

Jamie Clark provided the Board with an introduction to the topic of new work products, highlighting the main points from the supporting documents OASIS_Executable_Code_intro.pdf and Examples of alternative types of deliverables.pdf.

Peter Brown added to the discussion by explaining the pattern / catalog / pick & mix approach as outlined in document 2013-07-30 - What do we want next from TGF.pdf.

As a next step, it is staff's recommendation to go out to the membership and ask them for feedback through a survey. Robin Cover and Chet Ensign talked about the outset of the survey. It should touch on key questions and solicit feedback from TCs on their perception. Robin Cover did research on possible new, real needs in terms of business development and suggests doing some more research that feeds into this survey.

The Board supports the idea of a survey with a future focus. Whether or not to include non-members in such a survey is a Business Development decision. Surveying is often considered an art; the Board

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encourages staff to think about getting external help. The Board suggests to setup an informal discussion group in which others can participate to help. Peter Brown, Frederick Hirsch and Paul Lipton expressed their interest in participation; staff will prepare and execute the survey.

Action Item #0055 - Frederick Hirsch to report back to the Board with initial feedback on Executable Code Issues at the July 2013 meeting – was completed and closed.

18. MoU with CESI

Laurent Liscia, Executive Director, led the session.

Laurent explained the background and terms of the CESI MoU. It is expected that the MoU will be signed within 2 months.

The Board approved the CESI MoU.

19. OASIS Liaisons Report

Laurent Liscia, Executive Director, led the session.

- Quarterly Liaison Report

Jamie Clark discussed the Quarterly Liaison Report with the Board.

The Board asked Laurent Liscia / Jamie Clark to update the liaison web page with names, both showing incoming and outgoing liaisons, and to notify all named individuals that their name will be published. (Action Item #0061).

Action Item #0044 - Jamie Clark to complete the Liaisons Report with names and send it to all named individuals for review and confirmation – was completed and closed.

Action Item #0046 - Jamie Clark to work with TC Admin to map all TC level liaisons. – was completed and closed.

- Outcome of Action Item #0058: Map liaisons, memberships and their voting rights

Scott McGrath explained that in the member-by-member review two members were identified whose liaison was initiated before we had the Associate Member category, which required that we identify the organization in the membership. Those members were given Contributor AGA memberships which appropriately recognized the organization as member, but provided benefits of organizational voting rights which was not necessary as part of the liaison. This will be adjusted at the time of annual membership renewal.

Action Item #0058 – Scott McGrath to map what liaisons have what memberships and voting rights in OASIS but OASIS does not enjoy the same right in the other organization – report back to the Board that these situations are appropriate. – was completed and close.

20. IT Migration Plan Progress Update

Scott McGrath, COO, reported and led the discussion.

Scott McGrath updated the Board on the status and progress of the IT Migration plan.

The Board thanked Scott McGrath, Greg Carpenter and José Marquez for their great work.

21. Member Section Report

Scott McGrath, COO, led the discussion.

- CGM Update

|| In Executive Session

22. Staff Reports

Laurent Liscia, Executive Director, lead the session. The Board received and discussed a number of Staff Reports:

- **Chet Ensign, Robin Cover** and **Paul Knight** provided an update on TC Administration. TC administration is at a steady state with real-time processing of service requests. All service levels are meeting their targets. Strategic Objectives have been defined to keep improving and meeting TC needs.
- Laurent Liscia reported on behalf of **Carol Cosgrove-Sacks** and **Pim van der Eijck** on the European Work. The importance of the MSP was highlighted.
- Laurent Liscia reported on behalf of **Allison Shi** on the Chinese Work. Main achievement is the MoU with CESI. It is expected that specifications will come to OASIS and we will use it as a trial to bring other specifications to international fora.

23. Update on ETSI CSC

Gershon Janssen reported and led the discussion.

Gershon provided the Board with an update on the Cloud Standards Coordination activities in Europe, for which ETSI leads the secretariat. Gershon participates in Cloud Standards Coordination activities on behalf of OASIS.

The Board found the update useful and will schedule this topic for the October 2013 Board meeting for further discussion.

Action Item #0053 - Gershon Janssen to send the output of the ETSI CSC Privacy & Security Task Group to the Board – was completed and closed.

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24. TAB

Martin Chapman reported and led the discussion.

Martin provided the Board with an update on TAB activities over the last period. Zhexuan Song was TAB liaison in the last year and will maintain this role.

The Board took note of the information.

25. TAB Charter

This item was deferred to the October 2013 Board meeting.

26. Upcoming OASIS Events

Laurent Liscia, Executive Director, walked through the list of upcoming OASIS Events highlighting that Board members are encouraged to attend or participate in OASIS organized or sponsored events.

27. Schedule of Future Meetings

17 September 2013, Teleconference, 13:00-15:00 ET
22-23 October 2013, Face-to-Face, Canada, Halifax Day 1: 9:00-17:00, Day 2: 9:00-17:00 Atlantic Time
19 November 2013, Teleconference, 12:00-14:00 ET
17 December 2013, Teleconference, 12:00-14:00 ET
21-22 January 2014, Face-to-Face, US, West Coast (Bay Area)
18 March 2014, Teleconference, 13:00-15:00 ET
24-25 April 2014, Face-to-Face, US, East Coast
03 June 2014, Teleconference, 13:00-15:00 ET
30-31 July 2014, Face-to-Face, US, Burlington, MA (OASIS offices)

28. Any Other Business

Board members reviewed the meeting and suggested the following for future meetings:

- Share materials used at the meeting early for the benefit of remote participants.
- Board package input was good and focused; timing of the agenda was good; elections went very well.
- If updated Board packages are sent, use a base package and follow-up diff package method for easy handling by Board members. No resend of documents which are not changed.
- Don't assume all Directors have the same background, so when mentioning names, provide title, organization, etc. if possible.
- Suggestion to have 1-2 hour topical /themed brainstorm session. Laurent is happy to facilitate such a session. For the next Board F2F meeting plan such a slot on the first day in the afternoon.

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- Keep things simple – no video conferencing facilities or on-screen presence tools should be required to use when participating in the Board meeting. However, improvement of the audio quality for better voice communications between the Board room and remote participants is recommended.

29. Adjourn

The meeting adjourned at 15.10.

Respectfully submitted, 9 September 2013

Gershon Janssen, OASIS Board Secretary

Approved Resolutions

RESOLUTION 2013-07-30.01

“Board resolves to approve minutes of the meeting held on 30 May 2013, available at:

Executive:

<https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/50099>

Public:

<https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/50100>”

RESOLUTION 2013-07-30.02

“Board resolves to approve the update to the IPR-Policy-2013-0718-IPRcomm-clean.pdf in a new Board consolidated IPR Policy proposed change draft.”

RESOLUTION 2013-07-30.03

“Board resolves to approve, effective immediately, an update to the TC Process as attached in TC-Process-v3.0-WD02-clean.pdf.”

RESOLUTION 2013-07-30.04

“Board resolves to approve, effective immediately, an update to the Liaison Policy as attached in liaison-policy-on-submissions-PROPOSED CHANGES -july-2013.pdf.”

RESOLUTION 2013-07-30.05

“Board expresses its appreciation to Abbie Barbir for his contribution to OASIS as member of the Board.”

RESOLUTION 2013-07-30.06

“In accordance with OASIS bylaws Article 4 Section 1, the Board resolves that the following individuals are hereby elected to the office or position indicated in the table below, each to serve until he or she resigns or is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Chairman of the Board and President	Jim Hughes
Vice-Chair of the Board	Frederick Hirsch
Secretary	Gershon Janssen
Treasurer	Mike DeNicola
Executive Committee	Jim Hughes (chair), Frederick Hirsch, Gershon Janssen, Mike DeNicola
Finance & Audit Committee	Mike DeNicola (chair), Frederick Hirsch, Jim Hughes, Gershon Janssen, Zhexuan Song
Governance Committee	Peter Brown (chair), Martin Chapman, Mike DeNicola, Jim Hughes, Gershon Janssen, Dawn Jutla, Paul Lipton
IPR Committee	Frederick Hirsch (chair), Martin Chapman, Jim Hughes, Dave Ings, Paul Lipton, Sanjay Patil
Process Committee	Sanjay Patil (chair), Peter Brown, Martin Chapman, Frederick Hirsch, Jim Hughes, Dave Ings, Gershon Janssen, Dave Ings, Paul Lipton
Staffing & Compensation Committee	Jim Hughes (chair), Mike DeNicola, Frederick Hirsch, Gershon Janssen, Dawn Jutla, Zhexuan Song
Board liaison to TAB	Zhexuan Song

”

RESOLUTION 2013-07-30.07

“Board resolves to approve the MoU with CESI as attached in MoU+CESI+OASIS_20130702_draft_clean.docx.”