Meeting Logistics

Venue

The meeting was conducted by teleconference.

Teleconference Bridge

Thanks to Martin Chapman for providing the teleconference bridge.

Meeting Documents

All meeting documents were available to Board members in the Kavi Board Plus workspace.

Meeting Tool

The Zoom meeting tool was used to present materials and manage the speaker queue.

Attendance

Directors Present:

- Martin Chapman
- Frederick Hirsch
- Gershon Janssen
- Bret Jordan
- Jason Keirstead
- Margaret LaBrecque
- Beth Pumo
- Bruce Rich
- Daniel Riedel
- Richard Struse

Staff Present:

- Jamie Clark
- Chet Ensign
- Guy Martin
- Scott McGrath

Directors Absent:
None

Minutes

1. Welcome, Agenda Review, Announcements

Gershon Janssen, Chair, presided at the meeting. Bruce Rich, Secretary, recorded the minutes.

The Chair called the meeting to order at 1:03PM EDT and took roll call. With 9 of 11 Directors present, the meeting was quorate. The agenda was reviewed and approved as published. With the July meeting being a virtual one, the usual Staffing Advisory Committee meeting will have to be virtualized as well, so Gershon will poll for a meeting time for that.

2. Review of Minutes

Bruce Rich, Secretary, led the discussion.

The minutes from the 26 May 2020 meeting were reviewed. Gershon Janssen moved to approve as presented. Frederick Hirsch seconded. The motion was approved by unanimous consent.

3. Action Item Review

Gershon Janssen, Chair, led the discussion.

A range of items were covered. The prioritized and sorted lists appear near the end of these minutes.

4. Board Election Update

Scott McGrath, Election Coordinator and Chief Operating Officer, led the update.

The ballot became quorate on the last day of the voting period. Only twelve votes separated the candidate with the highest number of votes from the candidate with the lowest, so it is no exaggeration that "every vote counts". Directors Bret Jordan and Margaret LaBrecque will be leaving the Board. Director Paul Lipton had announced his resignation on June 3. Reelected Board members include Frederick Hirsch, Individual member, Gershon Janssen, Individual member, and Richard Struse of Mitre. New Directors Jeremy Allison of Google, Rich Bowen of Red Hat and Wende Peters of Bank of America will be seated at the July meeting. With a virtual July meeting, "New Director" orientation will be done differently, and Scott, in conjunction with the Executive Committee, will shoulder this responsibility. As has been the custom, external counsel will likely be brought into the July meeting to review Director responsibilities and discuss proper corporate governance, as well as field questions.

5. Executive Director Report

Guy Martin, Executive Director, briefly touched on several topics of interest.

On the IT modernization front, RFPs have been received for a modernization of the front-end of the OASIS web presence. With some amount of back-and-forth in the negotiations, this work is running slightly behind schedule, but still anticipate a 4Q rollout.

Staff (and some Board members) have been utilizing a trial version of Slack in-house for near real-time communication. The trial has gone well, but no firm commitment has yet been made to Slack as part of revamped OASIS infrastructure.

Staff and Board volunteers have been holding meetings to discuss strategies for new business for OASIS. These discussions are ongoing.

The rest of the Executive Director's report may be found in the meeting folder.

6. Finance Committee Report

Frederick Hirsch, Treasurer, and Scott McGrath, Chief Operations Officer, led the discussion. The discussion was held in executive session. One motion was recorded.

7. EU Entity Update

Guy Martin, Executive Director, led the discussion.

Matters are proceeding nicely. The Stichting will be an independent business entity with independent bank accounts and accounting, but its officers will be Directors appointed from the OASIS Open Board. Formation costs will be around USD $10000, and minimum annual costs around USD $5000. The Stichting will contract with OASIS staff for services on an as-needed basis. D&O liability coverage for Directors serving as Stichting officers is under review with insurers.

Draft documents have been posted to the Board Plus folder for this meeting. Directors are expected to review and comment, as a special board meeting is expected to be called for early July to approve the formation of OASIS Open Europe. Staff has a work item to supplement the documents with an FAQ for additional background.

8. Policy Document Updates

Martin Chapman, Policy Advisory Committee Chair, led the discussion.
The TC Policy Advisory Committee has uploaded a package containing several updated documents (Defined Terms, Committee Operations Process, Naming Directives, TC Process). The package is in the Board Plus folder for this meeting, and a two-week ballot has been published for the Board to approve the package. The ballot's passing would mean that these documents would form a clean baseline for further updates before any move to publish to members. The Board is expected to vote and/or comment on the ballot. And the Board expressed thanks to Chet Ensign for a helpful summary of all the changes and the JIRA tickets that document the origins of these updates, as well as to Bret Jordan, who provided the impetus to get this driven to conclusion.

9. New Membership Class Proposal

A draft proposal has been uploaded to the Board Plus folder for consideration. The proposal is to add Open Project Sponsors as a voting class of OASIS members. Discussion was deferred due to lack of time.

10. Committee Notes and Patent Policy

Topic deferred due to lack of time.

11. Any Other Business

Gershon Janssen, Board Chair and OASIS President, led a very brief discussion.

No additional topics were brought up.

12. Adjournment

The meeting was adjourned at 2:58PM EDT.

Outstanding Action Items

All outstanding action items are grouped together here for ease of reference. However, some of these action items may be reviewed elsewhere in the minutes as part of other discussions.

Board Action Items (Red indicates highest priority):

Action Item 2019-07-24.02 owner: Governance, target: 2020-07-23 Governance and IPR Advisory Committee to take up review of the bylaws, standing rules and committee charters, including potential new membership class(es). Charters have been updated, other work (including modernized bylaws) in progress.
Action Item 2020-02-06.07 owner: TBA, target: tbd Appropriate level of detail for minutes.
Action Item 2020-02-06.08 owner: TBA, target: tbd Appropriate usage of Executive Session for private discussions of the Board.
Action Item 2020-02-06.10 owner: Governance, target: tbd Bylaws clarification: President vs ED vs Board Chair.
Action Item 2020-02-06.11 owner: Gershon, external counsel, target: 2020-07-22 Craft response to member request for information.
Action Item 2020-02-06.13 owner: Gershon, target: Q3/2020 Update to the Interop Demo Policy / Resolve OASIS Interoperability Demonstration Policy.
Action Item 2020-03-06.01 owner: Gershon, target: tbd Track committee accomplishments and attendance.
Action Item 2020-06-23.01 owner: Staffing Committee, target: July 2020 Execute 90-day ED evaluation.
Action Item 2020-06-23.02 owner: Board, target: 2020-07-22 Approve clean baseline for TC Process.
Action Item 2020-06-23.03 owner: Board, target: 2020-07-22 Review materials for OASIS Open Europe.
Action Item xxx owner: TBA, target: tbd Vulnerability Disclosure Policy and Process.
Action Item yyy owner: TBA, target: tbd Code of Conduct.
Action Item zzz owner: TBA, target: tbd Confidentiality Policy.

Staff Action Items:

Action Item 2019-07-24.04 owner: staff/ED, target: tbd
Investigate cost-effective tooling to produce report on allocation of staff time to projects
Action Item 2019-07-24.05 owner: staff/ED, target: tbd
Investigate mechanisms to add variance analysis to financial report to more easily see significant changes
Action Item 2019-07-24.06 owner: staff/ED, target: tbd
Proposal to incentivize current and additional Foundational Sponsors
Action Item 2019-07-24.07 owner: Chet Ensign, target: 2020-04-28
Work with TAB for a plan for TAB revitalization/wrapup.
Action Item 2020-02-06.03 owner: Staff/ED, target: tbd
OASIS starting other lines of business
Action Item 2020-02-06.06 owner: Staff/ED, target: tbd
Clarify Board policies vs staff policies.
Action Item 2020-02-06.12 owner: Staff/ED, target: tbd
Branding of OASIS Open vs Open Projects.

Resolutions

Resolution 2020-06-23.01

"The Board resolves to approve the Executive and Public minutes of the 26 May 2020 Board meeting minutes as published in:
Executive: https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67231/latest
Public: https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67234/latest."

Resolution 2020-06-23.02

"The Board resolves to direct staff to file the 2019 OASIS Form 990 as published at https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/67321/OASIS_2019_Form%20990.pdf with the US Internal Revenue Service."