

## **Meeting Logistics**

### **Venue**

The meeting was conducted by teleconference.

### **Teleconference Bridge**

*Thanks to OASIS for providing the teleconference bridge.*

### **Meeting Documents**

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

## **Attendance**

### **Directors Present:**

- Jeremy Allison
- Rich Bowen
- Martin Chapman
- Frederick Hirsch
- Gershon Janssen
- Jason Keirstead
- Wende Peters
- Beth Pumo
- Bruce Rich
- Daniel Riedel
- Richard Struse

### **Staff Present:**

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

### **1. Welcome, Roll call, Agenda**

Gershon welcomed the attendees. Gershon asked if there were any objections to the agenda. No comments, suggestions or additions were heard. Agenda was approved.

With all Directors present, the meeting was quorate.

## **2. Administrative matters**

### ***Review of Minutes***

Rich Struse presented the minutes for the Board meeting of 07 October 2020.

Rich Bowen moved to approve the minutes. Daniel seconded. No further discussion. No objections to approval. Minutes unanimously approved.

### **3. Executive Director Report**

Guy recapped the highlights of the last month including that the new website went live yesterday. The board reacted favorably to the new website design. Guy discussed progress on the “3 buckets of work” strategy and gave a progress report on new projects.

### **4. Finance Committee Report**

The Finance Committee Report was held in Executive Session.

### **5. Introduction Unified Membership Agreement**

Frederick presented an update on the revised Membership Agreement, including addressing questions from previous meetings.

Frederick recapped the drivers behind the change, the structure of the new agreement, and the status of the project. Goal is to have a final draft for approval before the Board at the December meeting. Guy noted that this is a piece of signature legislation that he'd like to see approved this year.

Martin noted that it is important that the agreement works as it does today with TCs; a company only has to sign the OASIS document once and then employees can join projects without having to sign paperwork again. Jason noted that this will cause a major amount of change for most member organizations. Scott confirmed that we are looking for ways to reduce the need for additional legal work at member companies.

The committee discussed the timing and plans for roll out.

Frederick asked that members who want counsel review do so now using the current draft and suggested that we may want to find a way to share this with members.

### **6. Bylaws approval**

Frederick recapped the progress made to date on the Bylaws.

Frederick moved “The Board approves the Board Governance Advisory Committee approved 2020-09-29 after member review Bylaws draft for adoption and distribution for members to vote.” Gershon seconds. There was no further discussion. No objections to unanimous consent were heard. The motion was approved.

Jamie noted that the next step is for this to go to members for a vote. Scott explains how it will be done.

## **7. Code of Conduct**

Martin recapped the background on the Code of Conduct, why the Process Committee took it up and what elements were added. The committee discussed the document and the changes. Daniel recommended that this document be reviewed by a lawyer familiar with this area of the law.

There was discussion about the additions to the Contributor Covenant. The consensus of the board was to have a legal review of the draft.

AI to the Process Committee to produce a red-lined diff vs. the Contributor Covenant and put to a legal review.

## **8. Revisions to OASIS policy documents**

Chet recapped the history of the policy changes and the one outstanding issue.

The Board discussed the comment resolution log for member feedback on proposed policy changes and the main outstanding question about whether or not to keep the requirement that a Full Majority Vote be required to approve a Committee Specification Draft.

The consensus was to roll out the changes as they stand, and keep the question open for this iteration, to address going forward.

Martin moved:

“Whereas the Board received a request to eliminate the TC Process rule requiring a TC to take a Full Majority Vote to approve a Committee Specification Draft, and

Whereas the Board has considered comments made by members, both pro and con, on this question,

Resolved:

Now, the Board resolves to address the request by leaving the rule as it stands in the TC Process.”

Jeremy seconded. There was no further discussion. No objection to unanimous approval was heard. The motion was approved.

Gershon moved: “The Board moves to approve the Comment Resolution Log from the member review of the policy documents with the decisions made in the meeting added to the disposition columns, publish them to the members, and provide explanations and thanks to the commenters. Comment #1 will remain open.”

Martin seconded. There was no further discussion. No objection to unanimous approval was heard. The motion was approved.

Gershon moved:

“The Board moves to publish the revised policy documents and make them effective on December 1st, 2020.”

Martin seconded. There was no further discussion. No objection to unanimous approval was heard. The motion was approved.

AI to Chet to prepare the notification to the members and update the policy documents with the approved changes.

### **9. EU Entity Update**

Gershon and Guy reviewed the status of the Stichting OASIS Open Europe.

Guy addressed the candidates for the Stichting board and the request to increase the number of seats on the board so that all 4 candidates can be seated. Gershon reviewed the proposed edits to the Articles of Association.

Martin moved: “The Board resolves to modify the size of the board of Stichting OO EU from 5 to 7 natural persons, and at the same time the required number of representatives of OASIS Open such that at all times a majority of the officers shall be representatives of OASIS Open.”

Gershon seconded. There was no further discussion. No objection to unanimous approval was heard. The motion was approved.

### **10. Any other business**

No other business was raised.

### **10. Adjournment**

The meeting was adjourned.

## **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 2020-07-22.01 owner: Process, target: tbd**

Vulnerability Disclosure Policy and Process.

**Action Item 2020-07-22.02 owner: Process, 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 2020-11-10.01**

The Board resolves to approve the Executive and Public versions of the 7 October 2020 Board meeting minutes, as published in:

[https://www.oasis-open.org/apps/org/workgroup/board-plus/documents.php?folder\\_id=3402](https://www.oasis-open.org/apps/org/workgroup/board-plus/documents.php?folder_id=3402)

### **Resolution 2020-11-10.02**

The Board approves the Board Governance Advisory Committee approved 2020-09-29 after member review Bylaws draft for adoption and distribution for members to vote.

### **Resolution 2020-11-10.03**

Resolved:

Whereas the Board received a request to eliminate the TC Process rule requiring a TC to take a Full Majority Vote to approve a Committee Specification Draft, and

Whereas the Board has considered comments made by members, both pro and con, on this question,

Now, the Board resolves to address the request by leaving the rule as it stands in the TC Process.

**Resolution 2020-11-10.04**

The Board moves to approve the Comment Resolution Log from the member review of the policy documents with the decisions made in the meeting added to the disposition columns, publish them to the members, and provide explanations and thanks to the commenters. Comment #1 will remain open.

**Resolution 2020-11-10.05**

The Board moves to publish the revised policy documents and make them effective on December 1st, 2020.

**Resolution 2020-11-10.06**

The Board resolves to modify the size of the board of Stichting OO EU from 5 to 7 natural persons, and at the same time the required number of representatives of OASIS Open such that at all times a majority of the officers shall be representatives of OASIS Open.