

# OASIS MEMBERS ONLY

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## **OASIS OPEN MEETING OF BOARD OF DIRECTORS June 12, 2001**

A meeting of the Board of Directors of OASIS Open (the "Consortium") took place at 12:00 AM EDT and 4:00 PM EDT on Tuesday, June 12, 2001, by means of telephone conference call equipment permitting all participants to hear each other throughout the meeting. The following directors, constituting a majority of the directors then in office and a quorum for the conduct of business, were present and participating throughout the meeting: Patrick Gannon, Norbert Mikula, Una Kearns and William Smith. Also present for part or all of the meeting were Laura Walker and Leo Kraunelis, of the Consortium, and Jennifer Eilers, of Lucash, Gesmer & Updegrave.

Patrick Gannon, the Chairman of the Board, presided at the meeting, and Ms. Eilers kept the minutes.

Mr. Gannon reminded the Board that this meeting was being held to discuss the proposed restructuring of the Advisory Committee on XML.org (ACXO) and the XML.org sponsorship program, as presented at the last meeting.

Since most of the directors had not received the proposed documentation relating to the restructuring of ACXO due to a technical error, the meeting was adjourned and scheduled to reconvene at 4:00 PM EDT.

Upon reconvening, Leo Kraunelis, General Manager of XML.org, presented the documentation (which is on file with the Consortium's corporate records). There was then general discussion regarding the proposed restructuring and the Board's continued involvement regarding the administration of the XML.org sponsorship program.

There was consensus that the proposed documents were not ready for approval and that changes should be made to set certain "fixed" XML.org sponsorship benefits, allow only one seat on the ACXO per sponsor and remove "benefits" over which the Consortium has no control.

In response to a question about the taxability of sponsorship dues, Laura Walker, Executive Director of the Consortium, stated that the Consortium's tax and accounting advisors have reviewed the dues and that some amounts are taxable.

At this point, Norber Mikula left the meeting. There being no quorum for the conduct of the meeting, the meeting was adjourned.

Although no formal action was taken by the Board after adjournment, some members of the Board continued general discussion regarding the sponsorship documents.

Jennifer Eilers  
Secretary of the Meeting