FINAL – Version 1.1

**Minutes of the OASIS Board of Directors, held by Teleconference
on Thursday, 18 September 2003**

Attendees:

Directors	Position
Colin Evans	Chair
Jim Hughes	Treasurer, Secretary Pro Tem
Patrick Gannon	OASIS President and CEO
John Borras	
Ed Cobb	
Eduardo Gutentag	
Laura Walker	

Others Present

Karl Best	OASIS Vice President

1. Welcome, Goals, and Review of Agenda.

Colin Evans called the meeting to order at 8:05 am PDT, on 18 September 2003. The agenda was reviewed and approved.

2. Review and Approval of Previous Minutes.

Jim Hughes presented the minutes of previous meetings for review and approval.

RESOLUTION 20030918.01: Resolved, that the Board unanimously approves the minutes of the August 27, 2003 meeting.

3. Use of Interim Royalty Free Text in New TC Charters

As one Director was unable to respond to the recent call for Unanimous Action by Written Consent concerning this topic (and the remaining seven Directors agreed with the motion), the board took a unanimous resolution at this scheduled meeting to approve the proposal.

RESOLUTION 20030918.02: WHEREAS, the TC Process revision of 27 August 2003 has effectively removed the option of defining a newly-proposed TC as operating in "Royalty Free" (RF) mode; and WHEREAS, OASIS has received proposals for new TCs which we do not want to impede the timely start-up of these new TCs; RESOLVED that until the Board has approved a revision of the OASIS TC Process that allows a TC proposal to point to RF mode language in the OASIS IPR Policy, and has approved a revised IPR Policy which contains RF mode language to which the TC proposal may point, that proposals for new TCs may optionally include a definition of an RF mode under which the TC will operate, using only the following language in their charter which is currently in use in a number of other existing TC charters:

"In no event shall this Technical Committee finalize or approve any technical specification if it believes that the use, distribution, or implementation of such specification would necessarily require the unauthorized infringement of any third party rights known to the Technical Committee, and such third party has not agreed to provide necessary license rights on perpetual, royalty-free, non-discriminatory terms."

4. Review of Additional Changes to TC Process

TC Process changes will eventually be needed as a result of the IPR Process changes, but for now an important issue is the recent change in the percentage of members required to approve an OASIS Standard – it was recently raised from 10% to 20%. Based on further review of past votes, Management felt this might cause problems in completing votes and proposed the following resolution.

RESOLUTION 20030918.03: The Board unanimously approves the following modifications to the OASIS TC Process (version 27 August 2003), in order to reduce the voting approval level required to approve an OASIS Standard: Section 3(b), "Approval of an OASIS Standard", change "20 percent" to "15 percent" in lines 622, 625, 634 and 635.

The board discussed further improvements in the approved voting process for all activities, such as providing a positive, well-known and understood abstention facility; validating voters (so that official voting lists are correct); and actively reminding voters of the need to vote even if an "abstain" is recorded. Management will review these suggestions.

5. IPR Committee Report

Ed Cobb presented a report on the current status of IPR Committee discussions, covering Membership Agreements, Individual Membership Changes, RAND as a Baseline, Disclosures, RF-mode TCs and Next Steps. John Borras agreed to research issues concerning governmental units signing a Membership Agreement. The Committee is continuing to evolve a draft revision to the IPR Process and will engage counsel for review once the basic policies are agreed. The board will focus its 27 October meeting on what parts of this material will be distributed to the membership for review/comment (and develop a roll-out plan); Board members not in the Committee are asked to forward email comments on today's presentation as soon as possible. The Committee was commended for its work done to date.

6. Process to Fill Expanded Board Positions

39 votes have been received to date on the proposed bylaws amendment; 120 votes are required by 25 September to meet quorum rules (1/3 of membership). Seven respondents have replied to the survey, generally asking for a special board election to fill the seats. Most of the board members are in agreement with this resolution, but it was noted that this action could not start until the members confirm the bylaws changes. It was also noted that any election must carefully denote the term of each elected position, and it would be good to have an enabling resolution to start an election quickly.

RESOLUTION 20030918.04: Resolved, that if the Bylaws Revision resolution concerning expansion of Board Directors is approved by Member vote, OASIS Staff is requested to prepare for and conduct a Special Election to fill the three open Board seats, using a two-week nominating period and a two-week voting period, so that the successful candidates will be able to join the scheduled November Board meeting.

It was also noted that any tie in the election process could be resolved by the Board in the October meeting if schedules are properly arranged.

7. Staffing Committee Report

John Borras reported on recent discussions of the Bonus Policy, and noted this document will be presented for approval in the October meeting. Directors are requested to forward comments on the draft directly to John.

8. Financial Reports

Patrick Gannon reported on the August financial report, which was previously reviewed by the Finance Committee. There were no comments.

9. Review of Draft Translation Policy

Patrick Gannon presented a draft of the translation policy to use when translating official OASIS documents to other languages. It was noted that the legal underpinning for granting licenses to translators needs elaboration (an actual grant needs to be stated somewhere). This document will be presented for approval in the next meeting.

10. Liaison Review

Patrick Gannon provided Liaison Relationship Summary documents for OMA and WS-I. Patrick has negotiated with OMA the "OASIS OMA Co-operation Framework" document, which was reviewed by OASIS legal counsel and Patrick has sent his approval to OMA. OASIS and OMA will not be exchanging membership agreements as part of the Co-operation Framework.

WS-I has said that they won't join OASIS, and management's plan is to join WS-I as an Associate Member provided that an agreement is reached on following the OASIS Media Relations Policy.

11. Adjournment

The meeting adjourned at 10:05 a.m. PDT. The face-to-face meeting in October will run from 9 am – 5 pm PST Monday and 8 am – 12 pm PST Tuesday, 27-28 October, in the Bay Area. Ed Cobb and Eduardo Gutentag offered to search for hosting locations and will respond shortly with availability.

Respectfully Submitted,

Jim Hughes
Secretary Pro-Tem