

1 **Minutes of the OASIS Board of Directors - Final**  
2 **February 23, 2005**

3  
4 Held via teleconference

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6 **Directors in Attendance**

7 John Borrás

8 Ed Cobb, Vice Chairman

9 Mike DeNicola

10 Patrick Gannon, OASIS President and CEO

11 Bob Glushko

12 Eduardo Gutentag

13 Frederick Hirsch

14 Jim Hughes, Chairman

15 Chris Kurt, Secretary

16 Jeff Mischkin

17 Michael Weiner

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19 **Guests in Attendance**

20 Jamie Clark

21 Carol Geyer

22 Andy Moir

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25 **1. Call to Order, Review of Agenda**

26 Jim Hughes convened the meeting at 8:04am Pacific time. All Directors were in  
27 attendance when the meeting convened except Mike DeNicola.

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29 Additional business for the agenda is a discussion of recent press on the new IPR Policy.

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31 Bob Glushko was welcomed to the Board of Directors.

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33 **3. Review & Approval of Minutes from Dec. 17th Board call.**

34 The minutes of the previous Board meeting were presented for review and approval.

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36 **RESOLUTION 2005-02-23.01: RESOLVED**, that the Board unanimously approves the  
37 minutes of the January 20, 2005 Board meeting as amended during the meeting to clarify  
38 that the meeting adjourned in MDT.

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Action Item Review:

**2005-01-20.01:** Patrick Gannon to update the AGM schedule to add a TAB presentation item. Status: AI remains open.

**2005-01-20.02:** Ed Cobb to update the IPR transition FAQ/material to make clear that 'TC Formation' is when the first meeting happens. AI remains open.

**2005-01-20.03:** Jamie Clark to provide an IPR Policy release plan to the Board. Complete.

**2005-01-20.04:** Patrick Gannon to add stats on member conversion to the new agreements and transitions from Individual to Associate members in future operations reports. Complete.

**2005-01-20.05:** Patrick Gannon to add a table to section 4 of the operations report with revenue and expenses to budget (similar to table 1 in the current report). Complete.

**2005-01-20.06:** Patrick Gannon to develop and distribute a scope statement for the adoption services committee. Complete.

<Mike DeNicola joined the meeting during this discussion>

**3. Officers and Committees**

Officers and Committee Chairs were discussed and reconfirmed by the Board.

**RESOLUTION 2005-02-23.02:** RESOLVED that Mike DeNicola is appointed Treasurer and Chair of the Finance Committee. Passed unanimously.

**RESOLUTION 2005-02-23.03:** RESOLVED that the Board thanks Jim Hughes for his contributions as OASIS Treasurer. Passed unanimously.

**RESOLUTION 2005-02-23.04:** RESOLVED, that the OASIS Board of Directors authorizes Michael DeNicola, acting as Treasurer, to exercise all powers granted (subject to expressed restrictions) regarding any OASIS accounts with any financial institutions authorized by the OASIS Board of Directors. Passed unanimously.

**RESOLUTION 2005-02-23.05:** RESOLVED, that the Board appoints Frederick Hirsch as Chair of the Strategy Committee. Passed unanimously.

The Board assignments are as follows:

Board Positions	2005-02	Comments
Chairman *	<u>Hughes</u>	
Vice Chairman	<u>Cobb</u>	
Secretary *	<u>Kurt</u>	
Treasurer *	<u>DeNicola</u>	
President *	<u>Gannon</u>	
Finance Committee Chair	<u>DeNicola</u>	
Finance Committee Member	<u>Gannon, Gutentag, Hughes, Mischkinsky, Hirsch</u>	Staff = Mayo
Staffing Committee Chair	<u>Borras</u>	

Staffing Committee Member	<u>Cobb, Hughes, Weiner</u>	
Strategy Committee Chair	<u>Hirsch</u>	
Strategy Committee Member	<u>Borras, Gannon, Glushko, Gutentag, Weiner</u>	Staff = McGrath
IPR Committee Chair	<u>Cobb</u>	
IPR Committee Member	<u>DeNicola, Gutentag, Hirsch, Hughes, Kurt, Mischkinisky, Weiner</u>	Staff = Clark, McGrath
TC Process Chair	<u>Clark</u>	Staff
TC Process Member	<u>Gutentag, Hirsch, Hughes, Kurt, Mischkinisky, Weiner</u>	
Adoption Services Chair	<u>Moir</u>	Staff
Adoption Services Member	<u>Borras, Gannon, Hughes, Kurt, Mischkinisky, Glushko</u>	
TAB Board Representative	<u>Gutentag</u>	

\* The Executive Committee consists of the President, Chairman, Vice Chairman, Treasurer and Secretary.

#### 4. CGM Open Asset Transfer Agreement

Steps to complete the CGM Open transfer were presented by Patrick Gannon. The details of the agreement were discussed among the Directors.

**RESOLUTION 2005-02-23.06:** RESOLVED, that the Corporation is hereby authorized to enter into and perform (1) an Asset Transfer Agreement with CGM Open Consortium, Inc. (“CGM”) in substantially the form presented to the board and attached hereto as the “Agreement”, providing for the Corporation’s purchase of the “Assets” (as defined in the Agreement) from CGM (the “Transfer”); and (2) any other documents deemed necessary by the President of the Corporation at the time of entering into the Agreement or thereafter which require execution by the Corporation in connection with the Transfer, including without limitation, an Instrument of Transfer (collectively, the “Ancillary Materials”); and that the President of the Corporation and any officer or officers designated thereby be, and each of them hereby is, authorized to execute, under the corporate seal of this Corporation, and to deliver, the Agreement and the Ancillary Materials, each with such changes thereto as the officer executing same may determine to be necessary or appropriate in the best interest of the Corporation, the execution thereof to conclusively evidence such determination. Passed unanimously.

**RESOLUTION 2005-02-23.07:** RESOLVED, that the officers of the Corporation hereby are, and each of them hereby is, authorized to execute and deliver all such instruments, make all such payments, make all such filings (and any such filings heretofore made are hereby ratified), and do all such other acts and things as in their opinion, or in the opinion of any of them, may be necessary or appropriate in order to carry out the intent and purposes of the foregoing resolutions; and any such actions heretofore taken by such officers or any of them in order to carry out the intent and purposes of the foregoing resolutions are hereby ratified, adopted and affirmed as the act and deed of the Corporation. Passed unanimously.

**ACTION ITEM 2005-02-23.01:** Patrick Gannon to notify the OASIS Board when the transition to OASIS and CGM Open dissolution is complete.

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109 **5. Finance Committee Status**

110 Patrick Gannon presented the January Operations Report. The format of the report has  
111 been updated as requested by the Board in its previous meeting. The specifics of the  
112 report were discussed by the Directors.

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114 <Jamie Clark and Carol Geyer joined the meeting during this discussion>

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116 **6. Review of OASIS Policies IPR Policy Rollout**

117 The status of the OASIS IPR Policy rollout was discussed by the Directors and staff.

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119 Jamie Clark reported that the IPR Policy rollout is on schedule, including the supporting  
120 IT infrastructure for OASIS committees. Areas needing more work are TC Chair  
121 transition documents and the final membership forms.

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123 Jamie Clark will be hosting a series of conference calls for the TC Chairs to help them  
124 understand the transition steps.

125

126 The TC Process committee has been meeting regularly, and is nearing completion of the  
127 process document.

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129 Carol Geyer provided a summary of the launch activities and press activity.

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131 **7. IPR Policy Committee Report**

132 Ed Cobb reported that the committee has not met for the past two weeks.

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134 The committee will be reviewing the other policies for inconsistency with the new IPR  
135 Policy and TC Process.

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137 **8. Adoption Service Committee Status**

138 <Andy Moir joined the meeting during this discussion>

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140 Andy Moir reported that the Adoption Services committee met for the first time  
141 yesterday. The group agreed on its scope, meeting schedule, and next steps for  
142 discussion.

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144 On referral guidelines, OASIS is waiting for information from PingIdentity and Corbit in  
145 order to move forward with Executive Committee review.

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147 **9. Status of Plans for April F2F Meeting & Symposium**

148 The Symposium program has been posted to the OASIS web site. The staff is working  
149 on keynote speakers for the event.

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151 The member reception and AGM will be at 4:45p on Tuesday the 26<sup>th</sup> of April. Board  
152 members are asked to attend and inform Jim Hughes and Patrick Gannon if they are

153 unable to. The Board will meet on the 27<sup>th</sup> from 8a-5p CT with Board dinner, and on the  
154 28th from 8a-3p CT.

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156 **10. Adjournment**

157 The meeting adjourned at 10:01 am PDT.

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159 The next meeting will be a special discussion on February 24<sup>th</sup> at 10:00 am PDT.

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162 Respectfully Submitted

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164 Christopher Kurt

165 Secretary