Minutes - OASIS Board of Directors Meeting

Held 23 April 2009 by teleconference, 8-10 PT.

OASIS Board approved Public minutes.

Thanks to Sun for providing the teleconference bridge.

23 April 2009

Directors in Attendance:

- Eduardo Gutentag, Chairman
- Jeff Mischkinsky, Vice Chairman
- Jim Hughes, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Peter Brown
- Bob Freund
- Mike DeNicola
- Bob Glushko
- Paul Knight
- Claus von Riegen
- Michael Winters

Staff in Attendance:

- Jamie Clark
- Carol Geyer
- Laurent Liscia
- Cathie Mayo
- Scott McGrath

1. Welcome, Agenda Review

Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Eduardo Gutentag, the Chairman, convened the meeting at 8:07 PT, noting that a quorum was in attendance. Nine directors and Laurent Liscia were present when the meeting convened. The meeting agenda was reviewed and approved.

2. Minutes Approval

See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200904/msg00025.html.

3. Open Action Review

This section records action item status. There are 6 action items listed.

Actions from 5 February 2009

ACTION: 2009-02-05.1: Laurent Liscia to arrange for Board committee charters be placed on the Board page with the list of committees.
Status: open.
Note: See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200903/msg00004.html. Executive Committee charter approved (Resolution 2009-03-26.07).

ACTION: 2009-02-05.2: Laurent Liscia to work with the D & O insurer to make insurance policy more specific regarding "standards-setting" exclusion and seek improvements in the policy.
Status: completed.
Note: See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200904/msg00012.html.

ACTION: 2009-02-06.2: Bill Cox to deliver TAB links and information on Buildings and Energy to the OASIS Board.
Status: completed.
Note: See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200904/msg00002.html. The following public links will reflect the latest revisions:
http://www.oasis-open.org/committees/download.php/31937/Energy%20and%20Buildings%2020090326a.odt and
http://www.oasis-open.org/committees/download.php/31936/Energy%20and%20Buildings%2020090326a.doc.

ACTION: 2009-02-06.3: The TAB to deliver a plan for TAB activities with specific dates and deliverables in advance of the next Board meeting, 26 February.
Status: completed.
Note: A TAB action list was provided to the Board, see
http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200904/msg00008.html. The following Board shared TAB link will reflect the latest revisions:http://www.oasis-open.org/apps/org/workgroup/tab/download.php/31938/TAB%20Actions%2020090402.xl

Actions from 26 March 2009

ACTION: 2009-03-26.1: Executive Committee, Carol Geyer and Laurent Liscia to determine details on how the AGM will be conducted, topics, who will participate and logistics.
Status: completed.

ACTION: 2009-03-26.2: Eduardo to confirm location for Billerica July F2F meeting.
Status: completed.

4. Open Resolution Review

This section records the follow-up status for resolutions, for example the posting of approved minutes and policies or the follow-up actions required of a resolution. There are 8 resolutions listed for follow-up action.

Resolutions from 5 February 2009

RESOLUTION 2009-02-06.03, RESOLVED: The Board adopt the additional non-assert mode text as distributed by Bob Freund on 29 January 2009 and include that in the OASIS IPR policy. RESOLUTION 2009-02-06.03a (to amend), Effective in 90 days RESOLUTION 2009-02-06.03b (to amend), this draft to be reviewed by OASIS legal counsel before the next OASIS board meeting
Follow-up Status: open.

Resolution 2009-02-19: That RESOLUTION 2009-02-06.03 (as amended and adopted) is further amended to have an effective date of 120 days after its adoption on 2009-02-06, rather than 90 days as stated in that resolution.
Follow-up Status: open.
Note: Board action by Unanimous Consent. See
http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200902/msg00059.html.

Resolutions from 26 March 2009

RESOLUTION 2009-03-26.01, RESOLVED: Approve the minutes from 2009-02-05 as distributed on 2009-02-11 by Frederick Hirsch.
Follow-up Status: completed.
Note: Posted, see http://www.oasis-open.org/board/minutes-2009-02-05.pdf. Consent action also posted, see http://www.oasis-open.org/board/consent-action-2009-02-19.pdf.

RESOLUTION 2009-03-26.03, RESOLVED: The Board approves a revision to the IPR Policy as submitted by Bob Freund on 20 March 2009. See

http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200903/msg00059.html.
RESOLUTION 2009-03-26.03a (to amend), 1. Resolved to remove the section starting in line 45 with "Includes only those specific portions [...]" and ending in line 53 with "[...] with such optional portions of the deliverable."; 2. Resolved to change "Charter" in line 113 to "charter".; 3. Resolved to change "implementation" in line 228 with "an implementation". ; 4. Resolved to add a blank line after line 257.
RESOLUTION 2009-03-26.03b (to amend), Replace "TC mode" with "IPR Mode" in lines 294 and 301.
RESOLUTION 2009-03-26.03e (to amend), Substitute "delay the effective date of the revised IPR policy for 60 more days" for the text of the main motion
Follow-up Status: open.

RESOLUTION 2009-03-26.04, RESOLVED: Approve revised Member Section Policy as distributed by Jeff Mischkinsky on 17 March 2009.
Follow-up Status: completed.
Note: Posted, see http://www.oasis-open.org/who/ms_policy.php.

RESOLUTION 2009-03-26.05, RESOLVED: The sense of the OASIS Board is for further study of the Single Transferable Vote (STV) system for use of OASIS Board and TAB elections. RESOLUTION 2009-03-26.05f (to amend), add ", including feedback from OASIS Election and Voter Services TC."
Follow-up Status: completed.

RESOLUTION 2009-03-26.06, RESOLVED: The Board approves the OASIS proposal to NIST to create a roadmap for SmartGrid Standards, with a contract value of up to $1.8M.
Follow-up Status: completed.

RESOLUTION 2009-03-26.07, RESOLVED: Approve revised Executive Committee charter, as distributed by Eduardo Gutentag on 17 March 2009.
Follow-up Status: open.
Note: To be posted.

5. Additional Resolution Review

The Board of Directors entered Executive Session to discuss Additional Resolution Review.

The Board of Directors finished Executive Session to discuss Additional Resolution Review.

6. IPR Committee Report

Bob Freund provided the Board with a revision of the IPR policy and the Board discussed comments received from legal counsel. The Board agreed to ask the IPR Committee to review the legal counsel comments.

See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200904/msg00026.html and legal review comments http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200904/msg00041.html.

7. Liaison

<Jamie Clark joined the meeting>

Jamie Clark reviewed the relationship with RosettaNet noting that we do not have a formal MoU and they would like to arrange for OASIS to have a membership with RosettaNet. This would be beneficial for work going forward on messaging for RosettaNet, such as possible use of the ebXML Messaging TC work.

<Carol Geyer joined the meeting>

RESOLUTION 2009-04-23.04, Approve RosettaNet liaison as distributed by Laurent Liscia on 15 April.

Approved unanimously

See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200904/msg00013.html.

Jamie Clark discussed the rationale for a TMF relationship. The Telecom Member Section Steering Committee has approved the draft. The most recent revision of the TMF work register has not yet been shared with the OASIS Board.The Board discussed impact of a delay and noted that a slight delay should not have a significant impact, so the Board decided to postpone this item until the final document is ready for approval. No Director indicated opposition to this TMF work register in principle, but Directors are seeking a document that is ready for approval before taking action.

<Jamie Clark left the meeting>

8. Board Charter Approval

RESOLUTION 2009-04-23.05, Approve updated Submissions Policy Committee charter as distributed by Claus von Riegen on 16 April 2009.

Approved unanimously

See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200904/msg00018.html.

RESOLUTION 2009-04-23.06, Add Finance Committee Charter motion to agenda.

Approved unanimously

RESOLUTION 2009-04-23.07, Approve updated Finance Committee charter as distributed by Jim Hughes on 21 April.

Approved unanimously

See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200904/msg00042.html.

RESOLUTION 2009-04-23.08, Add TAB Committee Charter motion to agenda.

Approved unanimously

<Scott McGrath joined the meeting>

MOTION 2009-04-23.09, Approve updated TAB charter as distributed by Frederick Hirsch on 21 April.

Draft motion - no vote held

See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200904/msg00040.html.

RESOLUTION 2009-04-23.10, Table motion to next meeting.

Approved unanimously

ACTION 2009-04-23.1: Paul Knight to provide Board differences in TAB charter.

9. Election Voting

Jeff Mischkinsky indicated that there is agreement within Staff to change the election process to use Single Transferable Voting (STV). Peter Brown indicated this should be possible to implement simply, noting the possibility of using OpenSTV. Scott McGrath reported that Staff has plan for web page implementation of a system separate from Kavi that can manage input, with output in a form that does not require manual processing, to avoid possible errors. Staff will also need to manage voting to ensure only one vote per organization, but it should be feasible. Scott McGrath indicated that OASIS should be able to explain this to members.

The Board discussed impact on the current election, given that the current election schedule and process have been approved, but that notification is possible since nominations are still open. The current posted process is listed at http://www.oasis-open.org/who/election_process.php.

RESOLUTION 2009-04-23.11, Add voting motion to agenda.

Approved unanimously

RESOLUTION 2009-04-23.12, Direct OASIS Staff to use Single Transferable Voting to calculate election results for the Board/TAB election, effective immediately.

RESOLUTION 2009-04-23.12a (to amend), Direct OASIS Staff to use Single Transferable Vote for elections to the Board and TAB, effective immediately.

Approved unanimously

ACTION 2009-04-23.2: Staff to update election page with Single Transferable Voting, and to correct typo where election page says 5 instead of 6.

10. Finance Committee Report

Jim Hughes presented a report on finances, noting various positives in the latest Operations Report. He requested Board members to indicate what is useful in the TC Status portion before the May Board meeting. A discussion about focus areas may also be necessary in May, given issues with focus area financial support. The Board complimented Staff on progress with renewals. Jim Hughes reported that auditors gave a very positive audit report and noted the high quality of Cathie Mayo's work. Board Directors should also expect an update for discussion of OASIS accounting policies and insurance policy information at the May Board meeting. The OASIS financial forecast through year-end looks good.

11. AGM

Laurent Liscia and Carol Geyer presented plans for the AGM webinar, including specific technologies. VOIP will be used, simplifying international participation. Eduardo Gutentag, Jim Hughes and Laurent Liscia will present at the AGM.

12. Governance Committee Report

Mike DeNicola noted that the Governance Committee has finalized a recommendation for changes to the Bylaws and has provided a redline to Board Members, requesting any comment before 7 May. The Governance Committee plans to bring this to the Board for approval at the May Board meeting. The last paragraph in the document highlights the changes. See
http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200904/msg00036.html.

13. Submissions ad hoc Committee Report

The Submissions ad hoc Committee is working on the topic of submissions appeals and plans to send final draft to Board for approval at the May Board meeting.

14. OASIS Report and Strategy Discussion

ACTION 2009-04-23.3: Laurent Liscia to provide information on TCs that are either inactive or not functioning well to the OASIS Board in advance of the May Board meeting.

Laurent Liscia, Executive Director, provided an update on OASIS. Jamie Clark has shifted his focus to legal and liaison work. Carol Geyer will head Business Development and report directly to Laurent Liscia. OASIS has also added Harry Levinson to the OASIS IT team in Billerica.

Laurent Liscia will share on the Board list a change in guests he recommends the Board meet with at the May meeting.

Laurent Liscia noted an increase in liaison requests and seeks recommendations on how to handle them. The Board suggested Staff will need to review opportunities and narrow them appropriately.

15. Upcoming Meetings

Upcoming meeting schedule:

- 30 April 9:00 PT and 18:00 PT, each one hour.
- 19-20 May, Paris, hosted by SAP, all day each day.
- 25 June 2009, Teleconference 8-10 PT
- 30-31 July, Billerica, hosted by Oracle.

ACTION 2009-04-23.4: Jeff Mischkinsky to provide logistics details for the Billerica F2F.

16. Adjourn

The meeting adjourned at 10:04 PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors