

Minutes - OASIS Board of Directors Meeting

Held 17 September 2009 by teleconference, 8-10 PT.

OASIS Board approved Public minutes.

Thanks to IBM for providing the teleconference bridge.

17 September 2009

Directors in Attendance:

- Peter Brown, Chairman
- Bob Freund, Vice Chairman
- Jim Hughes, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Mike DeNicola
- Eduardo Gutentag
- Bob Glushko
- Dave Ings
- Paul Knight
- Paul Lipton

Directors not Present:

- Jeff Mischkin

Staff in Attendance:

- Laurent Liscia

1. Welcome, Agenda Review

Peter Brown, the Chair, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Peter Brown, the Chair, convened the meeting at 8:05 PT, noting that a quorum was in attendance. Ten directors and Laurent Liscia were present when the meeting convened. The meeting agenda was reviewed and approved.

Peter Brown suggested the Governance Committee charter be included with the Governance Committee agenda item, and that edits to the Interop Demonstration Policy be either added to the agenda at end of meeting or discussed at the next meeting.

2. Minutes Approval

RESOLUTION 2009-09-17.01, Approve the v2 public and confidential minutes from 2009-07-30 as distributed on 9 September 2009 by Frederick Hirsch.

Approved unanimously

3. Open Action Review

This section records action item status. There are 12 action items listed.

Actions from 30 July 2009

ACTION: 2009-07-30.1: Staff to update accounting policy to reflect RESOLUTION-2009-07-30.04.

Status: completed.

Note: Changes provided by Staff to Finance Committee, pending review.

ACTION: 2009-07-30.2: Laurent Liscia to work with The Open Group to add appropriate disclaimers to "Navigating the SOA Open Standards Landscape Around Architecture" white paper.

Status: completed.

Note: Revision posted, see http://www.oasis-open.org/committees/download.php/33412/W096_09-07.pdf.

ACTION: 2009-07-30.3: Jamie Clark to distribute completed IPR Policy FAQ with the Board and to provide to members before before 4 August 2009.

Status: completed.

Note: FAQ distributed to OASIS Board IPR sub-committee on 18 June 2009.

ACTION: 2009-07-31.1: Governance Committee to review alignment of STV voting and Bylaws

Status: completed.

Note: Added to Governance Committee work items.

ACTION: 2009-07-31.2: Governance Committee to review issues associated with vote thresholds in Board and TAB elections

Status: completed.

Note: Added to Governance Committee work items.

ACTION: 2009-07-31.3: Laurent Liscia to consult with staff and to report on whether the current interop guidelines are working and to propose any necessary changes.

Status: completed.

Note: Proposed changes submitted.

ACTION: 2009-07-31.4: Laurent Liscia to confirm staff appointments to the various committees before the next Board meeting.

Status: completed.

Note: Laurent Liscia sending update to Board-Plus mailing list.

ACTION: 2009-07-31.5: Scott McGrath to ensure correct charters are on the Board committee pages as well as the committee charter summary page, including dates. This action has a dependency on further Board action on Board sub-committee charters.

Status: open.

ACTION: 2009-07-31.6: Laurent Liscia and Peter Brown to confirm October F2F venue, logistics and dates before 1 September 2009. Peter Brown noted that registration is needed for the 14 October World Standards Day.

Status: completed.

ACTION: 2009-07-31.7: Laurent Liscia to confirm venue for F2F 3-4 February and 28-29 July 2010

Status: open.

Note: Action reassigned from Peter Brown to Laurent Liscia.

ACTION: 2009-07-31.8: Staff to propose date(s) for the AGM in 2010 and report back to the Board by the next Board meeting.

Status: completed.

Note: Date will be April 27 and 28, 2010. Note that at this point these dates can't be set in stone: there may be unforeseen circumstances that might force us into adjusting the schedule by a day or two - the completion of the audit report is one such variable

ACTION: 2009-07-31.9: Executive Committee to add approval of e-gov RoP to agenda of next Board meeting

Status: completed.

Note: Draft RoP provided by Staff

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 22 resolutions listed for follow-up action.

Resolutions from 30 July 2009

RESOLUTION 2009-07-30.01, RESOLVED: Approve the minutes from 2009-05-19 as distributed on 5 June 2009 by Frederick Hirsch.

Follow-up Status: completed.

Note: Posted, see <http://www.oasis-open.org/board/minutes-2009-05-19.pdf>.

RESOLUTION 2009-07-30.02, RESOLVED: That the Board approves the Rules of Procedure for the OASIS Blue Member Section, placed in the Board's document repository under the name OASIS-Blue-RoP-Clean-Jul10-2009.pdf by Eduardo Gutentag on July 10, 2009

Follow-up Status: completed.

Note: Web site remains to be launched.

RESOLUTION 2009-07-30.03, RESOLVED: Add A item to agenda for vote on approval authority.

Follow-up Status: completed.

Note: Completed at meeting.

RESOLUTION 2009-07-30.04, RESOLVED: The Board delegates approval authority to open and close financial accounts to the Finance Committee subject to a unanimous vote and approval by the Treasurer and President. RESOLUTION 2009-07-30.04a (to amend), remove "to the Finance Committee subject to a unanimous vote and"

Follow-up Status: completed.

Note: Paperwork has been completed and received by banks.

RESOLUTION 2009-07-30.05, RESOLVED: Adopt as effective 1 September 2009 the updated TC Process as distributed by Jeff Mischkinsky on 9 July 2009, "process-2009-07-03-Clean.doc" RESOLUTION 2009-07-30.05b (to amend), Change reference from Section 3.3 to Section 3.2 in section 3.5 item (c)

Follow-up Status: completed.

Note: Posted.

RESOLUTION 2009-07-30.06, RESOLVED: Add A item to agenda for staffing bonus.

Follow-up Status: completed.

Note: Completed at meeting.

RESOLUTION 2009-07-30.07, RESOLVED: Board approves Laurent Liscia giving bonus of 5% based on last year's annual compensation to all OASIS Staff before 30 September 2009. RESOLUTION 2009-07-30.07c (to amend), Replace "5%" with "up to 5%"

Follow-up Status: completed.

RESOLUTION 2009-07-31.01, RESOLVED: The Board thanks Michael Winters for his contributions to OASIS as a Board member over the last eight years.

Follow-up Status: completed.

RESOLUTION 2009-07-31.02, RESOLVED: The Board thanks Claus von Riegen for his contributions as an OASIS Board member.

Follow-up Status: completed.

RESOLUTION 2009-07-31.03, RESOLVED: Formally install David Ings and Paul Lipton as Board Directors.

Follow-up Status: completed.

RESOLUTION 2009-07-31.04, RESOLVED: Add A item to agenda related to publication of election results

Follow-up Status: completed.

Note: Completed at meeting.

RESOLUTION 2009-07-31.06, RESOLVED: Publish numerical election results of future Board and TAB elections.

Follow-up Status: completed.

Note: Noted by Staff.

RESOLUTION 2009-07-31.07, RESOLVED: The Board thanks Eduardo Gutentag for his work on behalf of OASIS as Chairman of the Board.

Follow-up Status: completed.

RESOLUTION 2009-07-31.08, RESOLVED: Close the Outreach Committee.

Follow-up Status: completed.

RESOLUTION 2009-07-31.09, RESOLVED: Close the ad hoc Interop Demo Guidelines Committee

Follow-up Status: completed.

RESOLUTION 2009-07-31.10, RESOLVED: that the following individuals are hereby elected to the office or position indicated in the table below, each to serve until he or she resigns or is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Follow-up Status: completed.

RESOLUTION 2009-07-31.11, RESOLVED: Add A item to agenda to revise OASIS Board Executive Committee Charter

Follow-up Status: completed.

Note: Completed at meeting.

RESOLUTION 2009-07-31.12, RESOLVED: Delete the word "currently" from the second paragraph of the Executive Committee charter, as in <http://www.oasis-open.org/board/committee-charters/#executive>

Follow-up Status: completed.

Note: Completed during meeting.

RESOLUTION 2009-07-31.13, RESOLVED: The Board commends Hal Lockhart for his four years of service to the OASIS TAB and looks forward to his continued contribution to OASIS.

Follow-up Status: completed.

RESOLUTION 2009-07-31.14, RESOLVED: Paul Knight is elected as the Board TAB liaison.

Follow-up Status: completed.

RESOLUTION 2009-07-31.15, RESOLVED: The Board would like to thank Bill Cox and Toby Considine for co-chairing the TAB during the past year.

Follow-up Status: completed.

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. eGov RoP Approval

The Board discussed issues related to changes in Member Section funding for existing Member Sections, in particular the need for the Member Section policy to be clear on the timing of such changes. The Board also discussed a possible general concern related to policy for member sections without any affiliated TCs having funding.

The Board noted that the eGov RoP has other changes and evaluated the language related to funding in section 6. The Board noted that if a member section plans to seek funding this does not necessarily imply approval of funding.

RESOLUTION 2009-09-17.02, Approve revision of eGov RoP as in PDF "e-gov_ROP_new.pdf" as distributed by Laurent Liscia on 31 July 2009

MOTION 2009-09-17.02a (to amend), Approval not including change to section 6.

Motion failed [0-10-0]

Approved unanimously

See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200907/msg00066.html>.

ACTION 2009-09-17.1: Finance Committee to review issues of Member Section funding status changes on fiscal boundary, including Cathie Mayo and Scott McGrath before October F2F.

ACTION 2009-09-17.2: Laurent Liscia to follow up with e-Gov steering committee regarding approval of the RoP and to clarify procedure and timing of funding requests.

7. Agenda proposal

Review and possibly approve agenda proposal. See

<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200907/msg00051.html>.

The Board discussed this proposal, the practicality and the need, and possible issues of containing discussion for items Board has not discussed. The Board noted efficiency of Board meetings and organization transparency are separate though possibly related.

MOTION 2009-09-17.03, Adopt this proposal to share agenda and materials on member visible list as outlined in proposal.

Draft motion - no vote held

RESOLUTION 2009-09-17.04, Table Motion 2009-09-17.03 until F2F

Approved unanimously

ACTION 2009-09-17.3: Board members to review last six agendas and associated materials with consideration of issues related to publication.

8. OASIS Report and Strategy Discussion

Laurent Liscia, Executive Director, provided an update on OASIS and Strategy. He noted OASIS Blue is progressing well and asked for Board support with this effort.

9. Finance Committee Report

The Finance Committee has been meeting regularly, the July Operations report has been posted, the accounting policy is in progress of being updated, and the bank accounts have been updated.

10. IPR Committee Report

The IPR Committee has been meeting regularly and has a list of ongoing work, including review of the member agreement.

11. Staffing and Compensation Committee

No report.

12. Process Committee Report

No report.

13. Governance Committee Report

Mike DeNicola reported that the Governance Committee is meeting and is reviewing the Bylaws. Mike DeNicola sent a proposed Governance Committee charter for posting.

RESOLUTION 2009-09-17.05, Add A item to agenda for Governance Committee charter approval.

Approved unanimously

RESOLUTION 2009-09-17.06, Approve Governance Committee charter as distributed by Mike DeNicola on 16 September 2009"

RESOLUTION 2009-09-17.06a (to amend), Add word "also" before "advises"

Approved unanimously

Approved unanimously

See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200909/msg00089.html>.

ACTION 2009-09-17.4: Laurent Liscia to update relevant web pages to reflect Governance Committee charter.

14. Adjourn

The meeting adjourned at 10 PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors