

Meeting Logistics

Venue

The two-day face-to-face meeting was held at the offices of New Context
717 Market St, San Francisco, CA 94103, USA

Teleconference Bridge

Thanks to Oracle for providing the teleconference bridge.

Meeting Documents

All meeting documents were available to Board members in the Kavi Board Plus workspace.

Meeting Tool

The Zoom meeting tool was used to present materials and manage the speaker queue.

Attendance

Directors Present:

- Martin Chapman
- Frederick Hirsch
- Gershon Janssen
- Bret Jordan
- Jason Keirstead
- Margaret LaBrecque
- Paul Lipton (remote)
- Beth Pumo
- Daniel Riedel
- Bruce Rich (remote)

Staff Present:

- Jamie Clark
- Chet Ensign
- Carol Geyer
- Scott McGrath

Guests:

- Day 1: Executive Director candidates
- Day 2: Richard Sylvan, external legal counsel

Apologies received:

- Richard Struse

Minutes – Day 1

1. Welcome, Agenda Review

Gershon Janssen, Chair, presided at the meeting. Chet Ensign graciously served as scribe, as the Secretary, Bruce Rich, was remote.

The Chair called the meeting to order at 9:09AM PST and took roll call. With 10 of 11 Directors present, the meeting was quorate. As the meeting had been called as a special meeting, the agenda was limited to the draft agenda posted for the meeting.

2. Schedule of future meetings

Gershon Janssen, Chair, led the discussion.

One amendment to the draft schedule was made to move the March 3rd meeting to March 6th. Beth moved to adopt. Frederick seconded. The motion was approved by unanimous consent.

3. Board Ad Hoc Advisory Search Committee Charter

Gershon Janssen, Board Chair, led the discussion.

The draft charter was reviewed. Martin moved to approve the charter. Daniel seconded. The motion was approved by unanimous consent.

4. Executive Director Search Report

Gershon Janssen, Board Chair, led the discussion. The discussion was held in executive session. No motions were recorded.

5. Executive Director Search Interview #1

Gershon Janssen, Board Chair, led the discussion. The discussion was held in executive session. No motions were recorded.

6. Executive Director Search Interview #2

Gershon Janssen, Board Chair, led the discussion. The discussion was held in executive session. No motions were recorded.

7. Executive Director Search Interview #3

Gershon Janssen, Board Chair, led the discussion. The discussion was held in executive session. No motions were recorded.

Minutes – Day 2

1. Welcome, Agenda Review

Gershon Janssen, Chair, opened and reviewed the day's agenda. Chet Ensign graciously served as scribe (for those portions of the day not Board-only), as the Secretary, Bruce Rich, was remote.

2. Legal session

Gershon Janssen, Chair, introduced Richard Sylvan, a lawyer from Duane Morris (OASIS external counsel). The aims of the session were to:

- have a dialogue to better understand matters and receive specific guidance
- engage in a discussion about matters with an expert in the room the guide us
- formulate next steps.

The discussion was held in executive session and board-only. Further, a large portion was held under attorney-client privilege and those minutes are redacted for privilege. Two motions were noted from the discussion that followed.

A brief recess was held, and staff rejoined the meeting.

3. Executive Director Search Decision

Gershon Janssen, Chair, led the discussion. The point of this session was to arrive at a decision. The discussion was held in executive session. One motion emerged from this session.

4. November 2019 Operations Report and December 2019 Operations Report Review

Frederick Hirsch, Treasurer, and Scott McGrath, Chief Operations Officer, led the discussion. The discussion was held in executive session. No motions were recorded.

5. 2020 Forecast and 2020 Budget Approval

Frederick Hirsch, Treasurer, and Scott McGrath, Chief Operations Officer, led the discussion. The discussion was held in executive session. One motion is noted. Frederick expressed the Board's thanks to Scott and Cathie for the detail and clarity of the documents.

6. EU Entity

Scott McGrath, Chief Operations Officer, led the discussion on the proposal to set up a European presence for OASIS Open. This has been discussed at various times in the past, but the staff has updated some of the expense estimates. The Board ran out of time to fully discuss this topic, so Martin moved to extend the February 18th meeting from one hour to two to better accommodate this, as well as the Board to allow documents relating to the EU Entity received up to end of business on Feb. 14th. Gershon seconded. The motion passed with unanimous consent.

7. Foundation-as-a-Service proposed edits to rules

Topic tabled for lack of time.

8. Staff Update

Topic tabled for lack of time.

9. Adjournment

The meeting was adjourned by Gershon Janssen at 17:34 PST.

Outstanding Action Items

All outstanding action items are grouped together here for ease of reference. However, some of these action items may be reviewed elsewhere in the minutes as part of other discussions.

Action Item 2019-07-24.02 owner: Frederick Hirsch, target: 2019-09-17
Governance and IPR Advisory Committee to take up review of the bylaws, standing rules and committee charters, including potential new membership class(es).
Action Item 2019-07-24.03 owner: Gershon Janssen, target: 2019-09-17
New ad-hoc Search Advisory Committee to convene. First order of business is to define charter, obtain Board approval of said definition. The committee has convened, but not yet defined charter.
Action Item 2019-07-24.04 owner: Scott McGrath, target: 2019-08-20
Investigate cost-effective tooling to produce report on allocation of staff time to projects
Action Item 2019-07-24.05 owner: Scott McGrath/Cathie Mayo, target: 2019-08-20
Investigate mechanisms to add variance analysis to financial report to more easily see significant changes
Action Item 2019-07-24.06 owner: Scott McGrath/Carol Geyer, target: 2019-10-22
Proposal to incentivize current and additional Foundational Sponsors
Action Item 2019-07-24.07 owner: Chet Ensign, target: 2019-10-22
Work with TAB for a plan for TAB revitalization/wrapup.
Action Item 2020-02-06.01 owner: Gershon Janssen, target: 2020-02-18
Hire an Executive Director.
Action Item 2020-02-06.02 owner: Gershon Janssen, completed: 2020-02-06
Set Executive Director's initial job description.
Action Item 2020-02-06.03 owner: TBA, target: TBA
OASIS starting other lines of business
Action Item 2020-02-06.04 owner: TBA, target: TBA
Executive Director an Officer.
Action Item 2020-02-06.05 owner: Committee chairs, completed: 2020-02-06
Committee charters as Advisory.
Action Item 2020-02-06.06 owner: TBA, target: TBA
Clarify Board policies vs staff policies.
Action Item 2020-02-06.07 owner: TBA, target: TBA
Appropriate level of detail for minutes.
Action Item 2020-02-06.08 owner: TBA, target: TBA

Appropriate usage of Executive Session.
Action Item 2020-02-06.09 owner: TBA, target: TBA List duties delegated to staff.
Action Item 2020-02-06.10 owner: TBA, target: TBA Bylaws clarification: President vs ED vs Board Chair.
Action Item 2020-02-06.11 owner: TBA, target: TBA Craft response to Cryptsoft.
Action Item 2020-02-06.12 owner: TBA, target: TBA Branding of OASIS Open vs Open Projects.
Action Item 2020-02-06.13 owner: Gershon Janssen, target: TBA Resolve Interop Policy.

Resolutions

Resolution 2020-02-05.01

“Board resolves to adopt the meeting schedule, as published at https://www.oasis-open.org/apps/org/workgroup/board-plus/documents.php?folder_id=3324, with the substitution of Friday, March 6th in place of Tuesday, March 3rd.”

Resolution 2020-02-05.02

“Board resolves to approve the charter of the Ad Hoc Search Committee as described in document available at <https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/66622/latest>”.

Resolution 2020-02-05.03

“Board resolves to create an Executive Director position as an officer of the corporation to run the day-to-day operations of OASIS Open”.

Resolution 2020-02-05.04

“Board resolves to approve the Executive Director job description as that currently posted for the job opening (see <https://www.oasis-open.org/oasis-open.org/jobs>)”.

Resolution 2020-02-05.06

“The Board resolves to accept the 2020 Budget as submitted at <https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/66467/latest>”.

Resolution 2020-02-05.07

“The Board resolves to extend the February 18th meeting from one hour to two, as well as to allow the Board to accept documents relating to the EU Entity received up to end of business on Feb. 14th.”