

# OASIS MEMBERS ONLY

OASIS OPEN  
MEETING OF BOARD OF DIRECTORS  
Billerica, MA  
Thursday/Friday, 9-10 August 2001

Attendees:

**Directors**

**Position**

Bill Smith Chariman (Outgoing)

Patrick Gannon President

Eric Garcia Director (Outgoing) and Secretary Pro-tem, First day

Una Kearns Director and Secretary Pro-tem, Second day

Norbert Mikula Director

Bob Sutor      Director (Outgoing)

**Others Present:**

Laura Walker      OASIS Executive Director

Karl Best      OASIS Director of Technical Operations

Colin Evans      Incoming Director

Jim Hughes      Incoming Director

Christopher Kurt Incoming Director

Simon Nicholson Incoming Director

Michael Weiner Incoming Director

Leo Kraunelis      General Manager, XML.org

Jennifer Wolcott Eldil

**1. Opening and Agenda Approval.** The meeting was called to order at 8:40 by Bill Smith, who then turned the agenda over to Patrick Gannon. The agenda was approved as proposed.

**2. OASIS Overview.** After introductions, Laura Walker provided an OASIS overview, covering organization, staff, members and general activities.

**3. XML.org Overview.** Leo Kraunelis reviewed the structure and activities of XML.org and the Cover Pages, and the following resolutions were passed:

**Resolution 010809-01.** Resolved unanimously: That the ACXO (Advisory Committee on XML.org) is hereby renamed the "XML.org Advisory Committee" (the "Committee").

**Resolution 010809-02.** Resolved unanimously: That the charter of the XML.org Advisory Committee (the "Committee") shall be to provide general guidance and advice on direction and enhancement of XML.org to the OASIS Board of Directors.

**Resolution 010809-03.** Resolved unanimously: That the Committee shall be subject to the policies and procedures set forth as follows, which may be modified from time to time by the Board of Directors in its sole discretion.

1. Meetings of the Committee shall be governed by, noticed, held and taken in accordance with the provisions of OASIS's Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the Committee and its members for the Board of Directors and its members, except that the time for regular meetings of Committee may be fixed by resolution of the Board of Directors or by the Committee. The time for special meetings of the Committee may also be fixed by the Board of Directors.
2. The Committee shall be made up of members appointed and serving the terms as set forth below (all references to "Sponsors" are references to XML.org Sponsors):
  - Each Premier, Platinum, Gold and Silver Sponsor may appoint one Committee member, to serve a term concurrent with the term of the Sponsor's sponsorship.
  - The General Manager of XML.org will automatically be a member of the Committee, to serve so long as he or she is General Manager of XML.org.

- Bronze and Contributing Sponsors may not appoint representatives to the Committee.

3. The General Manager of XML.org, or in his/her absence a chairperson chosen by a majority of the members present at the meeting, will be Chair of the Committee and will provide the OASIS Board with the minutes of each Committee meeting.
4. The General Manager will effectively communicate to the Board all committee advice and inquiries relating to the mission of XML.org and changes to XML.org that would fundamentally alter its features and/or functionality.
5. Each member of the Committee shall have one vote on all matters that come before the Committee for a vote.
6. Neither the Committee nor any individual member of the Committee in his or her capacity as a Committee member shall have any authority to act for or on behalf of, or to bind, OASIS.

**4. 1H01 Financial Review.** Tom Ruane presented 1H01 Financial Review, including comparative statements and ratios.

**5. Management Changes.** Following a closed discussion among the current and incoming Board members, the Board passed the following resolution.

**Resolution 010809-04.** Resolved unanimously: That the Board accepts Laura Walker's resignation dated August 3, 2001.

**6. PAC and TC Activities.** Karl Best presented a summary of Process Advisory Committee and Technical Committee topics.

**Action Item 010809-01.** The copyright policy and practices for OASIS Technical Committee intellectual property, including proposed submissions to external bodies, will be discussed at a subsequent meeting of the Board or sub-committee of the Board.

**Resolution 010809-05.** Resolved: The Board approves the PAC Recommendations for Changes to the OASIS TC Policy contained in an email from the PAC Chair to the Board Chair dated July 13, 2001, as written. Ayes 5, Nay 0, Abstain 1.

The Board continued discussing the ACXO/XML.org resolutions in Item 3 above.

**Resolution 010809-06.** Resolved unanimously: That, in order to become an XML.org Sponsor or to renew its XML.org Sponsorship for an additional term, such entity shall enter into a standard form sponsorship agreement.

Additional Notes to Resolution 010809-06: Smith requests the standard form agreement be substantially similar to the SAP agreement; Mikula stipulated to remove references which cited the appointment of XML experts and XML.org contributing editors as sponsor benefits; Kearns stipulated that modification of sponsorship levels and benefits is required.

**Resolution 010809-07.** Resolved unanimously: That, in order for an entity to become a Cover Pages Sponsor or to renew its Cover Pages Sponsorship for an additional term, such entity shall enter into a standard form sponsorship agreement in the form designated as Exhibit C in the meeting.

Additional Notes to Resolution 010809-07: Smith stipulated stating the \$40K fee on the first page of the Exhibit, noting a maximum of 5 sponsors and reviewing the old contract. Mikula stipulated the need for an integration plan between XML.org and the Cover Pages.

[At this point, the meeting was adjourned for the day at 6:30 p.m.]

**7. Opening, Second Day.** Bill Smith opened the meeting at 8:40 am and turned over agenda to Patrick Gannon. Laura Walker requested to give a presentation to the outgoing directors. She presented gifts and thanked each of the outgoing directors for their service to OASIS. Patrick Gannon extended his appreciation to outgoing directors, and welcomed in new directors. The Incoming Directors were seated and the new Board of Directors constituted.

**8. Roles & Responsibilities, Election of Officers.** Laura Walker presented a review of the roles and responsibilities of OASIS Directors. Patrick Gannon presided over the election of Officers and assignments to Subcommittees of the Board of Directors. As Patrick has assumed duties as interim CEO, he resigned from the Technical Advisory Committee. Norbert Mikula also resigned from the Technical Advisory committee.

The results of elections are:

- Officers of the OASIS Corporation:
  - President: Patrick Gannon remains as President of OASIS.
  - Secretary and Treasurer: Jim Hughes.

- Board of Directors:
  - Chairman: Colin Evans.
  - Vice-Chair: Norbert Mikula.
  - Executive Committee: Colin Evans, Patrick Gannon, and Jim Hughes, with Norbert Mikula, as Vice-Chair, serving if Colin is not available.
  - Staffing Committee: Simon Nicholson, Christopher Kurt, and Norbert Mikula.
  - Technical Advisory Committee: Michael Weiner, Christopher Kurt and Una Kearns.
  - Finance Committee: Jim Hughes, Simon Nicholson, and Patrick Gannon.
  - Strategy Committee: Patrick Gannon, Norbert Mikula, Christopher Kurt, and Una Kearns

**9. ebXML Management Committee.** The board discussed appointments to the ebXML Management Committee, which consists of representatives from both OASIS and UN/CEFACT and was chartered during the Vienna Conference in May 2001 to coordinate follow-on ebXML team activities. Subsequent to the Vienna meeting, OASIS received a request from UN/CEFACT to rename this group a "Joint Coordination Committee (JCC)" as its main role is in coordination and not management.

**Action Item 010809-02.** Patrick Gannon to schedule a conference call meeting to discuss the three OASIS delegates to the ebXML Joint Coordinating Committee; nominations will then be presented to the OASIS Board of Directors for approval. Patrick is to send the meeting notice to both outgoing and current board members.

**10. Mission Statement.** Laura Walker reviewed the OASIS mission statement with Board.

**Action Item 010809-03.** Patrick Gannon assigned an action item to the Strategy Committee to review the OASIS mission statement and give a proposal for appropriate modifications to the Board.

**11. 2H01 Plan and Strategic Review.** Laura Walker reviewed finances and provided an overview of a revised forecast for June-Dec 2001; however, it was noted that some staff had not participated in preparing the revised forecast. Staff will go back and work further on details of the forecast and resubmit it at a later board meeting.

**Resolution 010809-07.** Resolved unanimously: That a letter be sent to Sovereign Bank to remove Laura Walker and Jonathon Parsons as authorized signers on the OASIS accounts, and to add Patrick Gannon and Jim Hughes as signers on the OASIS accounts.

**12. Board Meeting Schedule.** The board then discussed scheduling for future board meetings, which will be as follows:

- Next OASIS Board conference call meeting will be August 23rd (11am - 1pm PDT). Conference Calls will then be every third Thursday of the month during 11am - 1pm PST/PDT.
- Board Face to Face meetings will be as follows:
  - September 25th, in San Francisco. IBM will host the meeting in their offices.
  - December 4th, at HP Offices in Cupertino.
- The OASIS Annual General Meeting will be held on the evening of Wednesday December 12th at XML2001 in Florida. OASIS Staff will review the feasibility of this date with conference organizers.

**13. Closing.** There being no further business, the Chair closed the meeting at 12:50 p.m.

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Jim Hughes  
Secretary

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