Minutes of the OASIS Board of Directors - Final

12 February 2003
Held via teleconference

Directors Present
Patrick Gannon, President and CEO
Colin Evans, Chairman
Christopher Kurt, Secretary
Michael Weiner
Ed Cobb
Laura Walker
Simon Nicholson (arrived after agenda item 5)

Directors Absent
Jim Hughes, Treasurer

Guests Present
Karl Best

1. Call to Order
The Chair called the meeting to order at 10:06 a.m. PST.

2. Approval of Minutes
RESOLUTION 2003021201: Resolved, that the minutes of the January 27, 2003 Board of Directors meeting, as modified below, are unanimously approved.

Discussion/Amendments
> Amendment: Item 3: Approval of Budget clarification
> > Change the 2nd sentence as follows: "member section income is listed as an offsetting expense, so as to not impact the net equity target for 2004", and delete the rest.

> Amendment: Item 5: Member Section Issues
> > Update the last paragraph to indicate that members have not been allowed to join a member section at any time – only at the time of joining, renewal, or foundation of the member section

> Amendment: Item 7: Finance Report
> > The Finance Committee will be meeting to discuss an audit for 2002.

AI 20030212.01 (Chris Kurt) to request presentation material from the TAB before the OASIS Forum. [due in one week]

3. Approval of TAB Conceptual Model
Chris Kurt introduced the conceptual model for approval from the board. Karl Best provided an explanation of some of the details, and answered various questions from the Board.

AI 20030112.02 (Karl Best) to review the conceptual model slides to verify that all the TC names match their formal titles. [due in one week]

RESOLUTION 20030212.02: Resolved, that the board approves the publication of the TAB conceptual model, with updates from Karl Best for consistency, and ongoing updates for new Technical Committees to be added by Karl Best and the TAB.

4. TC Charters and Rules of Procedure

Karl Best presented issues and observations from reviewing the TC charters. It was identified that TCs have made changes that Karl was not notified of, and have added IPR language inappropriately.

The XRI TC will be removing IPR statements from its charter, and Karl will be completing an audit of the other TC charters.

Member Section currently have a moratorium on holding elections until a review of procedures is complete. Concerns included needing clarifications to elect Steering Committees as well as Chairs.

Additional work have been performed to clarify and simplify how OASIS members join a Member Section, and proposals for updated to the bylaws will be provided for review and approval.

Another issue is making clear the distribution of dues into member sections if an OASIS member is a member of more than one member section.

It was observed that the LegalXML TC members have voted to elect members of the steering committee. This would need to change their Rules of Procedure.

Karl distributed a document for review by the Board with proposed solutions to these Member Section issues.

It was observed that a larger strategy discussion needs to be held around the Member Section program.

RESOLUTION 20030212.03: Resolved, that the board approves by (5-0-1) vote changes to the OASIS Bylaws and LegalXML Rules of Procedure as proposed by Karl Best in his document of February 12, 2003.

Relevant text of proposal below:

> 1. Revise the OASIS Bylaws; change Art 12 Sect 3 third paragraph to read
>
> Every member may, at the time it joins or renews its membership in the corporation, **or within 60 days of the creation of a new member section**, join or renew its membership in **that** member section and allocate a portion of the membership fee it pays to the corporation to such member section. The maximum amount any member shall be allowed to so allocate shall be established by the Board of Directors.
>
> 2. Revise the LegalXML RoP
>
> Restrict voting for the steering committee to member section members only; in RoP section 1.b.(i) add the first phrase
>
> **The LegalXML Member Section members in** each OASIS LegalXML Member Section Technical Committee shall elect a member of the Technical Committee to the OASIS LegalXML Member Section Steering Committee.

RESOLUTION 20030212.04. Resolved, that the board unanimously approves vote lifting the moratorium on Member Section elections.

Action Item 20030212.03: (Strategy Committee): Look into the Member Section program and provide recommendations to the Board [due at their convenience]

Action Item 20030212.04: (Patrick Gannon) Solicit input and comment from staff and Directors on Member Section strategy.

5. IPR Subcommittee Report

Michael Weiner provided an update on the IPR Subcommittee, and a general discussion was held on the current status.

Simon Nicholson joined the call during this discussion.

6. ebXML JCC Status
Patrick Gannon presented the status of the ebXML JCC. OASIS representatives are Simon Nicholson, Patrick Gannon, and Karl Best.

The committee discussed submitting the ebXML specifications to appropriate organizations for standardization. ISO was identified as a candidate target.

Action Item 20030212.05: (Board) Note previous action item to review the proposed draft Liaison Policy and provide feedback to Patrick Gannon no later than February 25.

7. Meeting Schedule
The current Board of Directors meeting schedule is as follows:

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Tue. 4 Mar   OASIS AGM meeting & reception
             Marriott Hotel, Santa Clara, CA
             Mission College and Great America Parkway
             7:30 – 9:30 pm Pacific

Wed. 5 Mar   Board F2F Meeting
             Intel office, Santa Clara, CA

Thu. 3 Apr   Board Call
             8am-10am PST

Mon. 5 May   evening - OASIS Members (Europe) meeting, London
Tue. 6 May   Board Meeting, Location TBD, London

Thu. 19 Jun Board Call
             10 am-12 pm PST

Wed. 30 Jul Board Meeting, Location TBD, Billerica, MA
Thu. 31 Jul Board Meeting, Location TBD, Billerica, MA
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8. General Discussion - Staffing
The staff accountant has been hired, and a candidate has been proposed to the staffing committee for the technical position.

Adjournment
The meeting adjourned at 11:49 am PST. The next Board meeting is scheduled for March 5, 2003.

Respectfully Submitted,

Christopher Kurt
Secretary