Minutes - OASIS Board of Directors Meeting

Held 27 July 2011 to 28 July 2011 Burlington, MA (F2F).

OASIS Board approved Public minutes.

Thanks to IBM for providing the teleconference bridge.

27 July 2011

Directors in Attendance:

- Peter Brown, Chairman
- Jim Hughes, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Bob Freund
- Mike DeNicola
- Tony Giroti
- Dave Ings
- Paul Lipton
- Jeff Mischkinsky
- Charles Schulz (by teleconference)

Directors Regrets:

- Claus von Riegen, Vice Chairman

Newly Elected Directors in Attendance in Attendance:

- Abbie Barbir
- Sanjay Patil

Staff in Attendance:

- Greg Carpenter
- Jamie Clark
- Robin Cover
- Carol Cosgrove-Sacks
- Chet Ensign
- Barbara Erbes
- Jane Harnad
- Paul Knight
- Laurent Liscia

- José Márquez
- Scott McGrath
- Cathie Mayo
- Dee Schur
- Pim van der Eijk

TAB Members in Attendance:

- Martin Chapman
- Jacques Durand

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 9:15 ET, noting that a quorum was in attendance. Nine directors and Abbie Barbir, Jamie Clark, Chet Ensign, Laurent Liscia, Scott McGrath, Sanjay Patil were present when the meeting convened. The meeting agenda was reviewed and approved.

The updated v2 agenda was approved.

2. Minutes Approval

   RESOLUTION 2011-07-27.01, Approve the minutes from 9 June 2011 as distributed on 9 June 2011 by Frederick Hirsch.

   Approved unanimously

See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201106/msg00014.html.

3. Open Action Review

This section records action item status.

Actions from 26 May 2010

ACTION: 2010-05-26.1: Process Committee and Member Section Administrator to review all RoPs for Qualified Elector definitions.
Status: open.
Note: Process Committee provided comment to TC Admin, work in progress.

Actions from 17 March 2011

ACTION: 2011-03-17.3: Laurent Liscia to develop staff plans for a Symposium and/or regional meetings for further board discussion. Draft agendas are requested to clarify expectations at these meetings.
Status: completed.
Note: See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201107/msg00004.html and http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201107/msg00010.html.

Actions from 4 May 2011

ACTION: 2011-05-05.3: Martin Chapman and David Ings to provide proposal to the Board for the July 2011 meeting on the TAB role and proposals for moving forward with the TAB.
Status: open.

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.

Resolutions from 9 June 2011

RESOLUTION 2011-06-09.01, RESOLVED: Approve the minutes from 4-5 May 2011 as distributed on 5 May 2011 by Frederick Hirsch.
Follow-up Status: completed.
Note: Posted, see http://www.oasis-open.org/board/minutes-2011-05-04.pdf.

5. Board Standing Rule Review

<Charles Schultz joined the meeting>

RESOLUTION 2011-07-27.02, Rescind Board Standing Rule 2010-02-03, effective immediately.

RESOLUTION 2011-07-27.02a (to amend), replace current standing rule 2010-02-03 with "Members SHOULD announce their intention to run for board officer positions a minimum of two weeks before the election."

Motion approved [9-0-1]

RESOLUTION 2011-07-27.02b (to amend), "Members" with "Members who will be eligible to run"

Motion approved [6-3-1]

Motion approved [9-0-1]

The motion as amended and approved reads: Board Standing Rule 2010-02-03 is replaced with "Members who will be eligible to run SHOULD announce their intention to run for board officer positions a minimum of two weeks before the election."

6. Finance Committee Report

The Board of Directors entered Executive Session to discuss Finance Committee Report.

The Board of Directors finished Executive Session to discuss Finance Committee Report.

7. OASIS and EU Standards

<Carol Cosgrove-Sacks, Pim van der Eijk, Carol Geyer joined the meeting>

Dr Carol Cosgrove-Sacks noted that in proposed EU legislation that selected fora and consortia and their outputs will be recognized, including OASIS, IETF and W3C. Details are in the slides, see http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201107/msg00091.html. OASIS is achieving recognition that it has been working towards. The Board and Staff discussed the benefits related to this, including bringing new work to OASIS.

<Carol Geyer, Carol Cosgrove-Sacks left the meeting>

Pim van der Eijk provided an update on EU activities, providing facts that OASIS is becoming an increasingly European organization (e.g. increasing from 13% in 2000 to 31% in 2008 in Europe). See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201107/msg00097.html.

ACTION 2011-07-27.2: Laurent Liscia to provide AFNET legal agreement to Finance Committee for review

Large scale e-government pilots in Europe provide OASIS a number of opportunities.

<Pim van der Eijk left the meeting>

<Charles Schultz left the meeting>

9. OASIS Executive Director's Report and Strategy Discussion

<Carol Geyer joined the meeting>

• Dee Schur

Laurent Liscia, Executive Director, provided an OASIS Executive Director's report, see http://lists.oasis-open.org/archives/board-agenda/201107/msg00004.html. He noted that some new work that will be starting at OASIS. OASIS has stopped its relationship with Chang Feng Alliance as of 1 July 2011 - work is underway to find an alternative business development relationship. CESI is the leading organization in China, so it may make sense to go for political relationship with CNIS that is not number one and may be more willing to work with OASIS. The Executive Director and Board discussed OASIS strategic issues.

<Charles Schultz joined the meeting>

The Board discussed Strategy, aspects of further activity in China and India and other international opportunities such as Israel.

11. AGM Update

The Board reviewed plans for the AGM to be held this evening, including the slides (see http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201107/msg00092.html). The number of attendees is expected to be about twice the attendees of last year.

13. Staff Reports

< Greg Carpenter, Martin Chapman, Robin Cover, Jacques Durand, Barbara Erbes, Jane Harnad, Paul Knight, Cathie Mayo, José Márquez, Dee Schur, Pim van der Eijk joined the meeting>

Staff provided updates on OASIS activity, see http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201107/msg00096.html. Carol Geyer provided an update on Communications, TC activity and increasing membership in existing OASIS TCs. Chet Ensign provided an update on TC Administration activity, including statistics on the large number of open tickets and the turn around time for TC requests. He noted that OASIS Staff is working to improve this situation, and Board members noted that TC editors should also produce higher quality inputs. Chet Ensign noted that TC Admin is working to reduce the backlog and analyzing the system to determine improvements to reduce turn around time.

Board members thanked Chet Ensign and Staff for their hard work to analyze and improve the processing of TC Admin requests.

Barbara Erbes provided an update on OASIS membership renewals (see slides), Cathie Mayo on OASIS financial activities, Jose Márquez on the OASIS web site, and Scott McGrath on the recent membership survey.

14. Governance Committee Report

< Greg Carpenter, Martin Chapman, Robin Cover, Jacques Durand, Chet Ensign, Barbara Erbes, Jane Harnad, Paul Knight, Cathie Mayo, José Márquez, Dee Schur Pim van der Eijk left the meeting>

<Charles Schultz left the meeting>

Paul Lipton provided a report on the Governance Committee, reviewing the various work items of the committee. Work under consideration is listed in the Governance Committee agenda, see http://www.oasis-open.org/apps/org/workgroup/board-governance/event.php?event_id=30598.

RESOLUTION 2011-07-27.04, The Board and Staff thank Paul Lipton for his contributions to the OASIS Board.

15. IPR Committee Report

Bob Freund reported on the IPR committee status, noting that no issues have been received since the last IPR Policy revision.

16. TC Process Update

Jeff Mischkinsky presented an update to the TC Process in order to clarify the maintenance process, see the redline http://lists.oasis-open.org/archives/board-agenda/201107/msg00005.html.

RESOLUTION 2011-07-27.05, Adopt updated TC process as provided by TC Process Committee effective 15 August 2011.

RESOLUTION 2011-07-27.05a (to amend), ADD a new definition: "Maintenance Activity" shall have the meaning defined by such term in the OASIS IPR Policy.

Approved unanimously

Approved unanimously

17. Recess

The meeting recessed at 16:30 ET.

28 July 2011

Directors in Attendance:

- Peter Brown, Chairman
- Jim Hughes, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Abbie Barbir
- Bob Freund
- Mike DeNicola
- Dave Ings
- Jeff Mischkinsky
- Sanjay Patil
- Charles Schulz (by teleconference)
- Tony Giroti

Staff in Attendance:

- Robin Cover
- Chet Ensign
- Barbara Erbes
- Carol Geyer
- Laurent Liscia
- Jose Marquez
- Scott McGrath
- Pim van der Eijk

TAB in Attendance:

- Martin Chapman

Duane Morris, OASIS External Legal Counsel in Attendance:

- Stephen M. Honig
- Tony Fitzpatrick
- Robert Fineman

18. Open Session: Welcome, Agenda Review

Peter Brown, the Chair, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Peter Brown, the Chair, resumed the meeting at 8:15 ET, noting that a quorum was in attendance. Eleven directors and Jamie Clark, Robin Cover, Martin Chapman, Chet Ensign, Laurent Liscia, Scott McGrath, Robert Fineman, Tony Fitzpatrick, Stephen M. Honig were present when the meeting convened. The meeting agenda was reviewed and approved.

19. Installation of new Directors and Appreciation for Departing Directors

Abbie Barbir and Sanjay Patil were installed as directors.

RESOLUTION 2011-07-28.01, The Board expresses its appreciation to Claus von Riegen for his contributions to OASIS as a Board member.

Approved unanimously

20. Additional Staff Reports

Jamie Clark provided an update on liaison relationships of OASIS with other organizations, see http://lists.oasis-open.org/archives/board-agenda/201107/msg00003.html. He noted the importance of NTSIC and the importance of OASIS to this effort.

21. Board Director Risks and Responsibilities Orientation

Stephen Honig of Duane Morris OASIS external legal counsel provided the Board an orientation related to board governance and risks and responsibilities associated with serving as a Director on the OASIS Board. Duties of Boards are the same for non-profits and profit companies, including the Duty of Care and Loyalty. The first indicates active attention and participation, the second acting in the interest of OASIS. The legal view of how Board of Directors work have changed over the last decade given the emergence of Sarbanes-Oxley requiring reporting. The Dodd-Frank act in 2010 also increased disclosure requirements. The revised IRS form 990 is a detailed report of financial and other operations. It has a checklist related to corporate governance.

Stephen Honig noted that the Caremark standard requires the Board to ensure that the management of the corporation provides appropriate supervision. First, make sure management has established systems to ensure proper operation of staff and operations; second that Board inquires time to time that systems are adhered to.

Stephen Honig suggested handing Enterprise risk management (ERM) may require a Board committee to review work across business silos. Risk management should be a formal agenda item and reviewed periodically, including reports from management (once a year probably adequate).

Stephen Honig noted that OASIS has a conflict of interest policy, and should note that on the 990 form going forward. He also indicated that having an ethics policy is important and that it is good that the OASIS Governance Committee is working on this.

Stephen Honig suggested that OASIS have a written whistleblower policy. OASIS is already doing what is required to a large degree, so it is reasonable to create the policy. This policy may be applicable to those outside of the organization as well as members of the organization.

D&O insurance covers the organization and individual director liabilities. If it has a limit, must cover cost of claim and cost of defense and payment of damages. Two questions - are appropriate risks covered and is the amount sufficient? Stephen Honig suggested reviewing this with underwriter and carrier. Tail coverage is important to enable making claims for earlier events; this is an item to check about this coverage. Individual directors may ask for enhanced Side-A coverage from the D & O insurer if they wish additional coverage. Many standard personal umbrella policies may also offer director coverage, but require disclosure. Directors may also obtain portable board coverage.

Stephen Honig summarized the recommendation of the need for an ethics policy, whistleblower policy and practice of Board review of 990. He will send a sample policy.

Stephen Honig commented on the Bylaws and noted a change regarding running meetings according to Roberts Rules might be appropriate to not require strictly running according to those rules. He noted the OASIS anti-trust policy possibly should explicitly outline those items that are of concern (e.g. pricing etc) and also note EU anti-trust law. What would be reasonable to list bullets for US, also for EU, and also reference contacting OASIS Internal Counsel with concerns.

Privacy considerations could be included in the ethics and anti-trust policy.

Board members were provided the "Not for profit Board member handbook", see
http://www.grantthornton.com/staticfiles/GTCom/Not-for-profit%20organizations/Board%20member%20handbooks/

The Board found the External Counsel session useful and considered having an annual session perhaps rotating with insurance agent, auditors and external counsel.

<Robert Fineman,Tony Fitzpatrick,Stephen M. Honig left the meeting>

22. Election of Officers and Committee Assignments

The Board held an election for Board Chair - with candidates Peter Brown, and Bob Freund. Bob Freund was elected 7-4.

The Board held an election for Board Vice-Chair with single candidate Frederick Hirsch. Frederick Hirsch was elected 11-0.

The Board held an election for Board Secretary - with candidates Peter Brown and Abbie Barbir. Peter Brown was elected 9-2

The Board held an election for Treasurer - with candidate Jim Hughes. Jim Hughes was elected 11-0.

RESOLUTION 2011-07-28.02, 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.

Approved unanimously

OASIS Officer and Board Committee assignments for 2011-2012 are as follows: (agenda lists active 2010-2011 assignments):

Board Positions	
Chairman	Bob Freund
Vice Chairman	Frederick Hirsch
Secretary	Peter Brown
Treasurer	Jim Hughes
Executive Committee	Chair of Board: Bob Freund, Vice Chair of the Board: Frederick Hirsch, Secretary: Peter Brown, Treasurer: Jim Hughes
Finance and Auditing Committee	Jim Hughes (chair), Mike DeNicola, Frederick Hirsch, Jeff Mischkinsky, Dave Ings, Sanjay , Peter Brown
IPR Committee	Bob Freund (chair), Abbie Barbir, Jeff Mischkinsky, Dave Ings, , Jim Hughes, , Frederick Hirsch, Sanjay, Charles
Staffing and Compensation Committee	Bob Freund (chair), Abbie Barbir, Jim Hughes, Tony Giroti, Mike DeNicola, Peter Brown
Process Committee	Jeff Mischkinsky (chair), Bob Freund, Frederick Hirsch, Jim Hughes, Dave Ings, Sanjay Patil, Mike DeNicola

Governance Committee	Tony Girotti (chair), Abbie Barbir, Jim Hughes, Bob Freund, Frederick Hirsch, Sanjay Patil, Peter Brown, Charles Schultz

RESOLUTION 2011-07-28.03, Dave Ings appointed Board representative to the TAB.

Approved unanimously

Bob Freund presided as Chair for the remainder of the meeting.

23. Member Section Review and RoP Approval

<Andreas Moravec (Deutsche Börse AG), Angus Telfer (INETCO Systems Ltd.), Ram Jeyaraman (Microsoft) joined the meeting>

The Board discussed the AMQP Member Section Rules of Procedure submitted for approval. Board members questioned the size of the member dues allocation - proposers noted that this is intended to be a cap but that the expectation is that a lower level of funding will be needed. The Board also questioned the size of the steering committee, asking if is too large to be manageable.

<Charles Schultz left the meeting>

RESOLUTION 2011-07-28.04, Board approves the amended AMQP Member Section Rules of Procedure (AMQP Member Section Rules of Procedure R1 2011-7-26.pdf) submitted 28 July 2011, effective August 10th, 2011

MOTION 2011-07-28.04a (to amend), Reduce cap to 20%

Motion failed [4-4-3]

Motion approved [7-2-2]

See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201107/msg00094.html

<Andreas Moravec (Deutsche Börse AG), Angus Telfer (INETCO Systems Ltd.), Ram Jeyaraman (Microsoft) left the meeting>

24. Kavi 5 Migration Report

<Greg Carpenter, Jose Marquez joined the meeting>

Greg Carpenter reviewed the Kavi 5 migration project, noting a plan to go live at end of August with the updated system. The Board asked about testing backups.

<Chet Ensign joined the meeting>

Next steps include rationalizing the OASIS IT management, updating the OASIS CRM system, and working to automate aspects of TC Administration. Rationalizing IT includes using single versions of software for example.

<Greg Carpenter, Jose Marquez left the meeting>

25. TAB

<Martin Chapman, Jacques Durand joined the meeting>

Martin Chapman gave an update on TAB activity, see slides http://www.oasis-open.org/apps/org/workgroup/staff-board-tab/email/archives/201107/msg00000.html. The TAB noted that it would be good to provide an indication of issue resolution to thoese who enter issues on the web site feedback form. Consideration of the 15 day second review when extensive changes to content is made will be considered in the Process Committee.

26. Process Committee Report

Jeff Mischkinsky provided an update on the Process Committee activity, noting the issue list and soliciting new issues see http://lists.oasis-open.org/archives/board-agenda/201107/msg00005.html.

The Board reviewed the PAS submission process, identifying the issue of who representes OASIS in the JTC 1 Ballot Resolution Meeting, how feedback is handled, and whether there are any IPR issues. Use of the OASIS comment mechanism might be an issue since that implies a license obligation. Such issues may require discussion related to the Liaison Policy, TC Process and IPR Policy.

RESOLUTION 2011-07-28.05, Abbie Barbir added to Process Committee

Approved unanimously

ACTION 2011-07-28.1: Jamie Clark to frame PAS submission problem statement distributed to Process Committee by 8 August 2011.

<Scott McGrath, Jamie Clark, Martin Chapman, Jacques Durand left the meeting>

27. Staffing and Compensation Committee

The Board of Directors entered Executive Session to discuss Staffing and Compensation Committee.

The Board of Directors finished Executive Session to discuss Staffing and Compensation Committee.

29. Organizational Health Discussion

The Board of Directors entered Executive Session to discuss Organizational Health Discussion.

The Board of Directors finished Executive Session to discuss Organizational Health Discussion.

31. Board-Only Discussion

The Board of Directors entered Executive Session to discuss Board-Only Discussion.

The Board of Directors finished Executive Session to discuss Board-Only Discussion.

32. Meeting Schedule

Plan upcoming meeting schedule, including frequency and schedule of teleconferences and F2F hosting.

ACTION 2011-07-28.2: Abbie Barbir to check on hosting in OASIS Board Florida February 2-3 2012

ACTION 2011-07-28.3: Bob Freund to check with Laurent Liscia on May F2F meeting location

F2F Meetings
F2F, 20-21 October, 2011. New York City, Hosted by Oracle.
F2F, 2-3 February 2012, Florida
F2F, 2-3 May in Europe.
F2F, 25-26 July in Burlington, MA.

Teleconference information:

Teleconferences
No teleconference August 2011
29 September 2011, 8-10 PT
No teleconference October 2011
17 November 2011, 8-10 PT
15 December 2011, 8-10 PT
19 January 2012, 8-10 PT
No teleconference February 2012
22 March, 8-10 PT
No teleconference April 2012
No teleconference May 2012
21 June 2012, 8-10 PT

33. Adjourn

The meeting adjourned at 15:09 ET.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors