Meeting Logistics

Venue

The meeting was conducted by teleconference.

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
- Beth Pumo
- Daniel Riedel
- Bruce Rich
- Richard Struse

Staff Present:

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

Minutes

1. Welcome, Agenda Review

Gershon Janssen, Chair, presided at the meeting. Bruce Rich, Secretary, recorded the minutes.

The Chair called the meeting to order at 1:05PM EST and took roll call. With all Directors present, the meeting was quorate. The agenda was reviewed and with one addition (RSA staffing), the agenda was approved.

2. Review of Minutes

Bruce Rich, Secretary, led the discussion.

The minutes from 22 October 2019 were reviewed. Frederick moved to approve as earlier amended. Paul seconded. The motion was approved by unanimous consent.

Several amendments to both the executive and public minutes for the 5-6 February 2020 F2F meetings were requested, so the those amended minutes will be reviewed next meeting.

3. Executive Director Hiring Decision

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

4. RSA Staffing

Gershon Janssen, Board Chair, and Carol Geyer, Chief Development Officer led the discussion.

Given the current uncertainty around the COVID-19 risk in public assemblies, the staff were notified that their participation in events like the KMIP interoperability demonstration at RSA would be entirely voluntary. Staff have the right to decide whether to participate or not, without consequence. No motions were recorded.

5. EU Entity

Gershon Janssen, Board Chair, and Scott McGrath, Chief Operations Officer, led the discussion.

The staff had provided a draft charter, an overview, a timeline and draft statutes in the meeting folder. Directors had provided comments, and those had been incorporated. The next step is to contract for legal review/feedback from legal resources in the Netherlands. Martin moved, Beth seconded, and the motion passed with unanimous approval. As the initial stage will require some iteration, an ad hoc committee was put in place to assist in developing the Stichting statute/charter for Board approval. Martin moved, Gershon seconded, and that motion passed with unanimous approval. Initial members of the ad hoc committee will be Martin, Gershon and Scott.

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

Gershon Janssen, Board Chair, and Carol Geyer, Chief Development Officer led the discussion.

Proposed edits to the Foundation-in-a-Box" materials had been supplied to the board in the meeting's document folder. Directors' input had been incorporated. The net is that "Foundation-in-a-Box" becomes "Foundation-As-A-Service" (no acronyms) and that the document's readability is improved. No substantive changes to the rules themselves were contained in the proposed updates. Frederick moved to adopt, Jason seconded, and the motion passed with unanimous consent.

7. License CC-0 for Open Projects

Gershon Janssen, Board Chair, and Carol Geyer, Chief Development Officer led the discussion.

Materials had been supplied to the board in the meeting's document folder. This update to the Open Projects license list would remove roadblocks for key contributors. Bret moved to approve, Frederick seconded, and the motion passed with unanimous consent.

8. Action Item Review

Gershon Janssen, Board Chair, led the discussion. The results of the review are reflected in the Action Item section of these minutes. As a number of items were referred to the Governance committee, Bret Jordan requested to be added to that committee. Gershon moved, Bruce seconded, and the motion passed with unanimous consent.

9. Board Elections

Gershon Janssen, Chair, and Scott McGrath, Chief Operations Officer, led the discussion. Scott had provided a draft of the schedule for the upcoming annual elections. The draft was accepted without modification. No motions were noted.

10. Staff Update

Gershon Janssen, Chair, led the discussion. The discussion was board-only and held in executive session. No motions were recorded.

11. Adjournment

The meeting was adjourned at 3:12PM

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). Charters have been updated, other work in progress.
Action Item 2019-07-24.03 owner: Gershon Janssen, completed: 2020-02-06 (pending hire) 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, completed: 2020-02-06 Investigate cost-effective tooling to produce report on allocation of staff time to projects. Scott provided staff allocation estimates in the 2020 budget package.
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: Staff/ED, target: TBA OASIS starting other lines of business
Action Item 2020-02-06.04 owner: Board, completed: 2020-02-06 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: Governance/Process, target: TBA Clarify Board policies vs staff policies.
Action Item 2020-02-06.07 owner: TBA, target: tabled Appropriate level of detail for minutes.
Action Item 2020-02-06.08 owner: TBA, target: tabled Appropriate usage of Executive Session.
Action Item 2020-02-06.09 owner: Gershon, target: March 2020 List duties delegated to staff.

Action Item 2020-02-06.10 owner: Governance, target: TBA
Bylaws clarification: President vs ED vs Board Chair.
Action Item 2020-02-06.11 owner: Gershon, Martin, external counsel, target: 2020-02-28
Craft response to Cryptsoft.
Action Item 2020-02-06.12 owner: Staff/ED, target: TBA
Branding of OASIS Open vs Open Projects.
Action Item 2020-02-06.13 owner: Process, target: 2020-02-19
Resolve Interop Policy.

Resolutions

Resolution 2020-02-18.01

"Board resolves to approve the Executive and Public minutes of the 22 October 2019 Board meeting minutes, as published in:
Executive: https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/66647/latest
Public: https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/66646/latest"

Resolution 2019-02-18.02

"The Board resolves to authorize staff to engage professional services necessary to prepare the launch of a Stichting in support of the OASIS mission in Europe".

Resolution 2019-02-18.03

"The Board further resolves to support these activities through an ad-hoc committee to assist in developing the Stichting statute/charter for board approval".

Resolution 2019-02-18.04

"The Board resolves to approve edits to the FIAB Rules as proposed in https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/66677/latest".

Resolution 2019-02-18.05

"The Board resolves to add CC-0 to the list of approved OS licenses under Open Projects Rules."

Resolution 2019-02-18.06

"The Board resolves to add Bret Jordan to the Governance committee."