1 **Minutes of the OASIS Board of Directors**
2 11 May 2007 – Board Approved
3
4 Held by teleconference. Thanks to Sun Microsystems for Bridge.
5
7 **Directors in Attendance**
8
9 Patrick Gannon, OASIS President and CEO
10 Eduardo Gutentag, Chairman
11 Ed Cobb, Vice Chairman
12 Frederick Hirsch, Secretary
13 Mike DeNicola, Treasurer and Finance Committee Chair
14 Bob Glushko
15 Paul Knight
16 Chris Kurt
17 Jeff Mischkinsky
18 Michael Winters
19
20 **Directors not Present**
21 Claus von Riegen
22
23 **Staff and Guests in Attendance**
25 Scott McGrath, OASIS Staff
26
28 **1. Welcome, Goals and Agenda Review**
29
30 Eduardo Gutentag convened the meeting at 8:03 a.m. PT. Ten directors were present when the meeting
31 convened. The meeting agenda was reviewed and approved.
32
33 **2. Review & Approval of Minutes & Review of Action Items**
34
35 **Review and Approval of Minutes**
36
37 Frederick Hirsch presented the meeting minutes from the 18-19 April 2007 Board F2F meeting for
38 approval and provided an updated status on outstanding action items.
41
42 RESOLUTION 2007-05-11-01, RESOLVED, accept the 18-19 April 2007 Minutes, as
43 previously distributed (v3 posted on 4 May to Board list).
44
46 Passed unanimously.
47
51 **Review of Open Action Items**
52
53 ACTION ITEM 2006-01-25.02: Patrick Gannon to track the IT issues list and import into IT tracking
54 tools when they are available.
55 [Status: Open. IT Infrastructure Committee reviewing issues list.]
56
57 ACTION ITEM 2007-01-24.01: Patrick to inform Board of Member Section transition status at the end
58 of six months.
59 [Status: Open. Due 24 July 2007]

60

ACTION ITEM 2007-01-24.05: IT Infrastructure committee to review and prioritize entire IT status
report, including clarification of closed items.
[Status: Open. Under discussion within IT Infrastructure Committee.]

ACTION ITEM 2007-01-24.07: Carol Geyer to work with TAB to raise visibility of TAB work,
specifically GAP work, to OASIS membership.
[Status: Open. TAB to discuss interest in this, if interested to arrange for Carol to meet with TAB
Member Communications Subcommittee]

ACTION ITEM 2007-01-24.08: TC Process committee to consider (a) the range of final deliverables
produced by TCs and (b) how to avoid standards inflation, producing a recommendation by the August
OASIS Board meeting.
[Status: Open.]

ACTION ITEM 2007-01-25.02: Patrick to update the financial policy in accordance with
RESOLUTION 2007-01-25-02 as amended by RESOLUTION 2007-01-25-02a.
[Status: Open. Finance Policy & Procedures updated and to be provided to finance committee.]

ACTION ITEM 2007-01-25.03: TC Process committee to add issue regarding review of use of the
word "submit" at lines 546, 548, 569, 572, 580 and replacing it with "stored" and making related
editorial adjustments as appropriate.
[Status: Open.]

ACTION ITEM 2007-04-18.01: Staff - make Member Section template available to members. e.g. at
http://www.oasis-open.org/who/policies_procedures.php
[Status: Closed]
This was closed at this meeting. Member Section RoP Template was posted to http://www.oasis-
open.org/who/ms_policy.php

ACTION ITEM 2007-04-18.02 : Staff - Modify Member Section template to indicate that the process
for gaining voting rights needs to be specified in Section 3.
[Status. Closed]
Patrick submitted modified RoP Template to MS-Policy Committee on 18 Apr, which was agreed upon
on 1 May. Revised RoP Template posted on OASIS website.]

ACTION ITEM 2007-04-18.03: Staff - Define operational procedure for designating a primary for
Member Section Qualified Elector.
[Status: Open. Scott & Dee drafting procedures.]

ACTION ITEM 2007-04-18.04: Member section policy committee to reformat the policy so all
requirements related to formation of a Member Section appear in the list titled "The RoP must specify"
in the section "Formation of a Member Section"
[Status: Open. MS Policy Committee to review.]

ACTION ITEM 2007-04-18.05: Member section policy committee to add language to clarify that a
designated qualified elector must be of the same supporting entity as the primary representative who is
making the designation.
[Status. Open. MS Policy Committee to review.]

ACTION ITEM 2007-04-19.01: Patrick Gannon to provide Board Members with a copy of the Directors and Officers insurance policy and the Error and Omissions policy before the next OASIS Board meeting.
[Status: Closed]
This was closed at this meeting. Patrick sent copies on 8 May to the Board list.

ACTION ITEM 2007-04-19.02: Patrick Gannon to bring to Finance Committee a proposal to expand OASIS presence in Asia.
[Status: Open. Patrick to prepare proposal for Business Development staff in Singapore, expect to provide at June Board meeting]

ACTION ITEM 2007-04-19.03: Patrick Gannon to send initial set of 360 questions to Staffing Committee by 11 May.
[Status: Open.]

ACTION ITEM 2007-04-19.04: Staffing committee to review with Patrick the set of questions to be used for the 360 review and report at the June Board meeting.
[Status: Open.]

ACTION ITEM 2007-04-19.05: Member Section Policy committee to review proposed changes for Bylaws Section 3 in Article 12 (Member Section) for next Board meeting.
[Status: Closed]
This was closed at this meeting. The Member Section Policy Committee reviewed changes to the Bylaws and recommended changes. See Patrick's email to Board on 3 May and Agenda Item #4.]

3. Review of Follow-up to Board Resolutions.

Frederick Hirsch summarized status of follow up actions to resolutions approved on the previous Board meetings.

Resolutions from 24-25 Jan 2007:

RESOLUTION 2007-01-24-04: All existing OASIS Member Sections must submit revised Rules of Procedure (RoPs), which conform to the approved Member Section Policy, within six months (24 July 2007).
[Status: Open. LegalXML and CGM Open revised RoPs being developed.]

RESOLUTION 2007-01-24-05: Member Section Policy committee to submit a revised Member Section Policy for the Board F2F in Aug 2007.
[Status: Open.]

RESOLUTION 2007-01-24-07: Emergency Interoperability Member Section Rules of Procedure
[Status: Completed. Steering Committee named.]

RESOLUTION 2007-01-25-05: Proposal for "Draft 1-org-1-vote rule revisions dated 16 January 2007 Marked to show changes FROM cumulative clean-up draft"
[Status: Open. Motion Tabled.]

Resolutions from 18-19 Apr 2007

162 RESOLUTION 2007-04-18-01: Motion to accept the 26 March 2007 Minutes, as previously
163 distributed (v1 posted on 5 March to Board list).
164 [Status: Completed. Minutes posted on 23 Apr.]
165
166 RESOLUTION 2007-04-18-02: Motion to extend the effective date for the completion of TC IPR
167 Mode transition of from 15 April 2007 to 31 May 2007, for the OASIS Business-Centric Methodology
168 (BCM) TC.
169 [Status: Completed. OASIS BCM TC notified by Mary M on 18 Apr.]
170
171 RESOLUTION 2007-04-18-03: Motion to Amend the OpenCSA ROP by adding a new paragraph at
172 the end of Section 3) Rules for Electing Steering Committee Members.
173 [Status: Completed. Revised RoP posted to http://www.oasis-opencsa.org/RoP/.]
174
175 **3. Bylaws revision**
176
177 The Board considered changes to the OASIS Bylaws. The proposed draft included changes to align the
178 the Bylaws with the Member Section Policy, to capitalize "Board", and other revisions regarding use of
179 the term "Executive Director" and delegation of responsibility. The Board discussed the need for more
180 consideration for changes apart from the alignment with the Member Section Policy.
181
182 RESOLUTION 2007-05-11-02, RESOLVED; that the Board of Directors approves the revised
183 OASIS Bylaws which includes changes in Article 12, Section 3 Member Sections to clarify the
184 purpose of Member Sections and align the text with the Board approved Member Section
185 Policy, to remove references to Executive Director, and to make other grammatical editing
186 changes, as shown in the file: "Bylaws 20070511-final.pdf".
187
188 RESOLUTION 2007-05-11-02a, RESOLVED (to amend); Revert the following lines in
189 the PDF to what they were before the edits: 78, 121, 431-433, 514-515, 784-785, 849-
190 850 and 1052.
191
192 RESOLUTION 2007-05-11-02b, RESOLVED (to amend); Replace 431 to 432
193
194 Passed Unanimously.
195
196 Passed Unanimously.
197
198 The Motion as amended reads as follows:
199
200 RESOLUTION 2007-05-11-02, RESOLVED; that the Board of Directors approves the revised
201 OASIS Bylaws which includes changes in Article 12, Section 3 Member Sections to clarify the
202 purpose of Member Sections and align the text with the Board approved Member Section
203 Policy, to remove references to Executive Director, and to make other grammatical editing
204 changes, as shown in the file: "Bylaws 20070511-final.pdf", with the following lines in the PDF
205 reverted to what they were before the edits: 78, 121, 432-433, 514-515, 784-785, 849-850 and
206 1052.
207
208 RESOLUTION 2007-05-11-03, RESOLVED, Table Resolution 2007-05-11-02 as amended by
209 Resolutions (to amend) 2007-05-11-02a and 2007-05-11-02b.
210
211 Motion to Table Passed [6-4-0]

212 **4. Status of Board and TAB elections**
213
214 *<Scott McGrath joined>*
215
216 Scott McGrath reviewed the status of the 2007 Board & TAB annual elections. The Board discussed
217 that if members run for seats unopposed then election should still be run for member votes without
218 changing the rules of the election during the election.
219
220 *<Scott McGrath leaves call>*
221
222 **5. Update on D&O and E&O insurance**
223
224 Patrick Gannon reviewed the status of D&O and E&O insurance and reminded Directors that he sent
225 out updated copies of D&O and E&O policies (8 May 2007, "Progress with D&O Insurance"). The
226 Board asked for additional information regarding legal risks and exposure and expressed concern about
227 the policy renewals.
228
229 **6. Review of topics for next Board Meeting (22 June, 8-10 PT)**
230
231   -   Review & Approve LegalXML Revised RoP [A]
232
235 **7. Wrap-Up and Adjourn**
236
237 The meeting adjourned at 9:09 a.m. PT.
238
239 Respectfully Submitted,
240 Frederick Hirsch
241 Secretary