

# **Minutes - OASIS Board of Directors Meeting**

Held 3-4 February 2010 F2F, IBM, 590 Madison at 57th, New York.

OASIS Board approved Public minutes.

Thanks to IBM for providing the teleconference bridge.

## **3 February 2010**

### **Directors in Attendance:**

- Peter Brown, Chairman
- Bob Freund, Vice Chairman
- Jim Hughes, Treasurer
- Frederick Hirsch, Secretary
- Mike DeNicola
- Eduardo Gutentag
- Bob Glushko
- Dave Ings
- Paul Knight
- Paul Lipton
- Jeff Mischkinsky

### **Staff in Attendance:**

- Jamie Clark
- Robin Cover
- Carol Geyer
- Laurent Liscia
- Scott McGrath
- Mary McRae

## **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 9:20 ET, noting that a quorum was in attendance. Eleven directors and Laurent Liscia, Robin Cover, Mary McRae were present when the meeting convened. The meeting agenda was reviewed and approved.

The Mojave agenda item will be moved to tomorrow morning.

## **2. Minutes Approval**

RESOLUTION 2010-02-03.01, Approve the minutes from 2009-12-16 as distributed on 2009-12-16 by Frederick Hirsch.

Approved unanimously

See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200912/msg00027.html>.

## **3. Open Action Review**

This section records action item status. There are 3 action items listed.

### **Actions from 13 October 2009**

ACTION: 2009-10-13.1: Laurent Liscia to confirm Burlington MA location for 28-29 July Board F2F meeting.  
Status: completed.

Note: The meeting will be held at the Courtyard Marriott, Burlington.

ACTION: 2009-10-13.4: TAB to provide the OASIS Board of Directors with updated slides clarifying the specific goals of external work areas, to identify which are new and which are ongoing, and to clarify results since the last report to the Board.

Status: completed.

Note: Additional information is needed to clarify past work, current work and planned activities, including expected results. Materials were distributed in advance of the meeting.

### **Actions from 16 December 2009**

ACTION: 2009-12-16.1: Laurent Liscia to implement mailing list needed to implement RESOLUTION 2009-12-16.04, available by mid-January. See

<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200907/msg00051.html>

Status: completed.

## **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. There are 7 resolutions listed for follow-up action.

### **Resolutions from 20 November 2009**

RESOLUTION 2009-11-20.02, RESOLVED: OASIS join FixPL, as an associate liaison member, on a fee-waived basis, with the provisos that (a) only OASIS staff or contractors serve as the primary

representatives of OASIS within FixPL, and (b) no contributions of intellectual property are made by OASIS into FixPL other than in accordance with our OASIS IPR Policy and Liaison Policy.

Follow-up Status: completed.

Note: Waiting for FixPL to complete agreement.

## **Resolutions from 16 December 2009**

RESOLUTION 2009-12-16.01, RESOLVED: Approve the v2 public and confidential minutes from 2009-11-20 as distributed on 2009-12-07 by Frederick Hirsch.

Follow-up Status: completed.

Note: Posted, see <http://www.oasis-open.org/board/minutes-2009-11-20.pdf>.

RESOLUTION 2009-12-16.04, RESOLVED: Adopt proposal to share the agenda and materials as in email <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200907/msg00051.html>

RESOLUTION 2009-12-16.04a (to amend), to begin with February F2F 2010 agenda

Follow-up Status: completed.

## **5. Additional Action and Resolution Review**

The Board of Directors entered Executive Session to discuss Additional Action and Resolution Review.

The Board of Directors finished Executive Session to discuss Additional Action and Resolution Review.

## **6. Process Committee Report**

Jeff Mischkinsky summarized the proposal to change the TC Process to include Committee Notes, also referred to as Informational Documents. See <http://lists.oasis-open.org/archives/board-agenda/201001/msg00011.html>.

MOTION 2010-02-03.02, Adopt the updated TC Process 26 January 2010 version sent by Jeff Mischkinsky with an effective date 1 March 2010.

Draft motion - no vote held

Jeff Mischkinsky noted that the process is streamlined, updated to enable de jure standard submissions, updated the public review process to eliminate the need to decide of substantive changes, and shortened review times. The Committee removed the requirement to have submissions by the 15th of the month, creating uniform TC Admin service times but not imposing a specific date on Committees. The Committee also clarified various aspects of the process. The updated process includes transition rules so that work currently in process may be treated under the old rules. The Board had no issue with these various changes.

The revised Process also includes changes to support informational documents by adding a non-standards work product track. Goals include making it possible for TCs to clearly endorse non-standards materials, and to

provide a process that does not provide incentives to "game the system". Under the proposed revision OASIS would have Committee Specs, Committee Notes and OASIS Standards, all covered by the OASIS IPR Policy as Final Deliverables.

MOTION 2010-02-03.03, Call the question

Motion failed [4-7-0]

MOTION 2010-02-03.04, Call the question

Motion failed [4-7-0]

RESOLUTION 2010-02-03.05, Motion to commit - refer TC Process 26 January 2010 revision to the OASIS Process Committee for OASIS Counsel review, and provision of FAQ and templates.

Motion approved [6-5-0]

ACTION 2010-02-03.1: Laurent Liscia to seek OASIS counsel legal review of proposed Process revision.

ACTION 2010-02-03.2: Process Committee to provide FAQ and template for proposed Process revision.

## **8. Proposed update to Board Standing Rules**

Frederick Hirsch presented a proposed update to the Board Standing Rules related to Board elections of Board officers, see <http://lists.oasis-open.org/archives/board-agenda/201001/msg00005.html>. Frederick Hirsch noted the benefits of increased transparency as well as the giving Board members time to consider candidates by knowing in advance the election roster. The Board discussed possible issues with election of Directors who are not OASIS members, or new Board members (who however get mail list access earlier). The Board suggested that there is no need for a formal indication of support (#2) for such an election.

RESOLUTION 2010-02-03.06, Approve Proposed Board Standing Rule 2010-02-03 as distributed by Frederick Hirsch on 25 January 2010 on the board-agenda mailing list.

RESOLUTION 2010-02-03.06a (to amend), Remove references to Board-Plus list and reword appropriately the Board members duly notified"

Approved unanimously

RESOLUTION 2010-02-03.06b (to amend), Strike item #2 requiring indication of support.

Approved unanimously

Approved unanimously

ACTION 2010-02-03.3: Frederick Hirsch to provide revision of Board Standing rule.

<Robin Cover left the meeting>

<Jamie Clark joined the meeting>

## 9. OASIS Blue RoP

The Board considered a request to approve a change to the OASIS Blue MS Steering Rules of Procedure (RoP). The Board noted that is change could enable the Smart Grid TCs to proceed with affiliation to the OASIS Blue Member Section. See <http://lists.oasis-open.org/archives/board-agenda/201001/msg00002.html> for motion and justification. (The RoP can be found at the following URL: <http://www.oasis-blue.org/RoP>.)

The Board discussed the benefit of having consistent policies by not adding unnecessary material that is already addressed in Member Section Policy.

RESOLUTION 2010-02-03.07, The OASIS Energy Market Information Exchange (EMIX) Technical Committee hereby resolves to respectfully request that the Blue Member Section Steering Committee modify the Blue Member Section Rules of Procedure (RoP) substantially as follows. We believe an affiliation vote will fail if these changes are not made and will succeed if these changes are made. (1) In section (g) delete lines 97-106 and replace with the following text adapted from the eGov MS RoP, Emergency MS RoP, and IDtrust MS RoPs: OASIS Technical Committees may seek to affiliate with the Member Section as provided in the OASIS Member Section Policy and the Blue Member Section will be proactive in seeking such affiliations. Affiliated TCs may choose to operate under any of the IPR modes allowed by OASIS policies, and in language as indicated in their TC charters. (2) In Section (h) delete lines 111-117.

RESOLUTION 2010-02-03.07a (to amend), Delete original main motion and replace it with: Delete lines 97-106 and replace with "No specific provisions apply." and deletion lines 111-117.

Approved unanimously

Approved unanimously

ACTION 2010-02-03.4: Laurent Liscia to notify member section of changes and to arrange update of RoP on web site.

## 10. Board Waiver for the submission of ODF 1.1 to JTC1

Jamie Clark introduced issues related to an update of ODF 1.1 for JTC1 and introduced a request for a waiver of the public interoperability demonstration and the 30 public review period in this case. See <http://lists.oasis-open.org/archives/board-agenda/201001/msg00003.html> for details. The Board asked whether the interoperability tests performed to date effectively meet the interop requirements of policy. Jamie Clark noted that these were met by meeting requirements for the involvement of multiple parties with significant cross membership, and open and visible demonstrations. The Board noted that in this case the intent was met with the interop that was performed, and the material has been available for a long time, not requiring additional public review. The Board discussed that this is work that should have been submitted earlier.

RESOLUTION 2010-02-03.08, On the basis of the fact that interop demonstrations with broad participation did occur and this standard was approved over two years ago, the Board grants waiver a two

provisions of the current liaison policy, the requirement for 30 day review and the requirement for a specific number of interop demonstrations.

Approved unanimously

**ACTION 2010-02-03.5: The President to submit ODF 1.1 to JTC1.**

## **11. Allow TAB to post to board-agenda list**

*<Scott McGrath joined the meeting>*

Paul Knight introduced a motion to allow TAB material to reach the Board in a timely manner by allowing TAB members to post to the board-agenda list. Board members discussed this and noted a better alternative is to allow the TAB Board liaison or OASIS Staff to post on behalf of the TAB. The Board reiterated that only Board members and Staff should be able to post to the list - discussions should be directed to the board-comment list.

MOTION 2010-02-03.09, In addition to Board members and Staff, TAB members may also have write access to the mailing list board- agenda@lists.oasis-open.org .

Draft motion - no vote held

See <http://lists.oasis-open.org/archives/board-agenda/201001/msg00007.html>.

*<Mary McRae, Jamie Clark left the meeting>*

## **13. Finance Committee Report**

The Board of Directors entered Executive Session.

The Board of Directors finished Executive Session.

MOTION 2010-02-03.12, The Operations report be placed into a member accessible directory on Kavi.

Motion failed [2-8-1]

Scott McGrath provided an overview of the OASIS Operations report, noting that renewals and new memberships exceeded expectations. Jim Hughes noted that the Finance Committee has no issues of malfeasance to report to the Board. He also noted that OASIS Staff does not believe any Member Sections funds need to be restored to the OASIS general fund. The next time this will be examined is next November. Scott McGrath noted that Member Section budgets have been submitted. Jim Hughes noted that OASIS has a good cash position, with six months cash. The Board asked whether the auditor has any recommendations regarding maximum cash position.

*<Robin Cover, Carol Geyer, Mary McRae joined the meeting>*

RESOLUTION 2010-02-03.13, The Board notes appreciation to the OASIS Staff on the positive financial results achieved so far.

Approved unanimously

## 14. Staff Reports

OASIS Staff Directors provided reports.

Carol Geyer provided an overview of marketing and business development activities, highlights including webinars before the launch of new technical committees. She noted new TCs, including QUOMOS, WS-Calendar, PMRM, Privacy for the Smart Grid, IDCloud, and BusDox. Details are in the presentation provided to the Board.

The Board discussed Member Section steering committee elections, including Staff overhead related to holding elections and concerns related to filling steering committee seats.

**ACTION 2010-02-03.7: Laurent Liscia to provide a Staff proposal to the Process Committee regarding Member Section steering committees, including the possibility of aligning steering committee size with the size of the member section.**

The Board discussed the question of providing members the opportunity to network without having Symposium. Staff suggested the date of 20 or 21 April for the AGM, to be held as a Webinar.

Scott McGrath provided an overview of OASIS financials, noting a positive financial position, including positive net assets. He also presented information related to a planned web site revision.

Mary McRae provided an update on TC status, noting there are 74 active TCs and seven TCs are expected to close. Three OASIS Standards have been approved, and 9 Committee Specifications. Thirty public reviews have been announced.

Mary McRae presented a proposal to change the TAB composition to four elected positions and four Staff appointed positions. The Board discussed this, noting that if such a change were made, the Board should appoint based on the recommendation from Staff. The Board will consider the TAB.

Jamie Clark presented a liaison report, noting PAS renewal with ISO is in progress. OASIS is a SmartGrid standards panel member.

*<Jamie Clark left the meeting>*

Mary McRae provided an update on TC Admin activities as well as related OASIS Staffing issues.

*<Mary McRae left the meeting>*

## 16. 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.

## **17. Update on Organizational Relationships**

The Board of Directors entered Executive Session to discuss Update on Organizational Relationships.

The Board of Directors finished Executive Session to discuss Update on Organizational Relationships.

## **18. Recess**

The meeting recessed at 18:00 ET.

## **4 February 2010**

### **Directors in Attendance:**

- Peter Brown, Chairman
- Bob Freund, Vice Chairman
- Jim Hughes, Treasurer
- Frederick Hirsch, Secretary
- Mike DeNicola
- Eduardo Gutentag
- Bob Glushko
- Dave Ings
- Paul Knight
- Paul Lipton
- Jeff Mischkinsky

### **Staff in Attendance:**

- Robin Cover
- Harry Levinson
- Laurent Liscia
- Scott McGrath
- Mary McRae

### **TAB in Attendance:**

- Martin Chapman
- Bill Cox
- Jacques Durand



## 19. 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 9:00 ET, noting that a quorum was in attendance. Nine directors and Laurent Liscia were present when the meeting convened. The meeting agenda was reviewed and approved.

## 20. OASIS Report and Strategy Discussion

Laurent Liscia, Executive Director, provided an update on OASIS and OASIS Strategy, see details in the slides <http://lists.oasis-open.org/archives/board-agenda/201002/msg00009.html>. He noted revenue did not meet targets in December and January, so OASIS is carefully controlling spending. Work on a TC Handbook is nearing completion. He noted that 10% of the TCs produce 90% of the revenue. Laurent Liscia indicated that the core business of OASIS is membership.

*<Paul Knight joined the meeting>*

Laurent Liscia discussed progress in China toward harmonization and cooperation. The Board discussed opportunities related to creating a service business language, similar to UBL as well as the possible relationship of OpenID work and OASIS activities.

## 21. IT - Mojave Update

*<Martin Chapman, Robin Cover, Harry Levinson, Scott McGrath, Mary McRae joined the meeting>*

Scott McGrath presented slides about the Mojave project (see <http://lists.oasis-open.org/archives/board-agenda/201002/msg00006.html>) noting that it is important to migrate from the OASIS Kavi implementation to avoid future risks and to provide a better member experience. He noted that many requirements come from Staff since the system has to support internal OASIS operations and support for the OASIS Process. The requirements are being captured using the JIRA tool, so there is not an explicit requirements document.

Scott McGrath noted that the TAB has offered to provide testing for Mojave. The initial focus is on core infrastructure for managing member and group management. Subsequent work will include email list, calendar, issue, versioning. Lots of planning is going into making a smooth transition from the current system.

*<Jacques Durand joined the meeting>*

Extensive Document Management was to be included in the original release of Mojave and is now deferred, though the means to have single and predictable URLs for files will be included in the first release.

The Board expressed concerns about communication about the project, both to the Board, TAB and OASIS membership. Concern was also expressed about plans to defer Document Management and create an interim solution. The Board asked for information on requirements and clarity of the decision making process and status. The Board indicated it would like better understanding of the project. Laurent Liscia noted that Staff wishes to involve the TAB as much as it is willing and able to be involved and promises to communicate better

with the Board. The TAB suggested the need for a OASIS "customer champion" that is not on the Board.

**ACTION 2010-02-04.1: Laurent Liscia to provide the Board with a written summary on the Mojave project status, including milestones, status and clarification of the decision making process.**

*<Paul Lipton joined the meeting>*

## **23. TAB Status and Review**

*<Bill Cox joined the meeting>*

Paul Knight introduced the TAB report, referencing the TAB presentations, including the TAB internal <http://lists.oasis-open.org/archives/board-agenda/201002/msg00003.html> and external <http://lists.oasis-open.org/archives/board-agenda/201002/msg00007.html> presentations.

Bill Cox presented an update on work of the TAB on external activities. The presentation included a note asking for a liaison statement but more detail and information would be needed for the Board to act. The Board expressed the view that providing OASIS standards to other organizations should include the OASIS stakeholders and follow OASIS processes. The Board also noted that presentations should not have urgent requests to the Board in bold lettering without more detail and explanation available to the Board.

Bill Cox noted an offer from Andy Lee to host an OASIS Board meeting in Beijing in conjunction with a possible "International Open Standard Summit". Bill Cox also remarked that Smart Grid Privacy is related to Kantara. Paul Knight noted that slide 10 should have stated "Broad focus on cloud-related issues".

**ACTION 2010-02-04.2: Bill Cox to provide the OASIS Board with more detail on the decision making process for liaisons going forward.**

**ACTION 2010-02-04.3: Bill Cox to provide the OASIS Board additional information on the item "Promulgation of OASIS SOA standards through ISO JTC1".**

Martin Chapman provided an overview of status of TAB internal work, noting that the TAB has been involved with the Mojave project and has raised concerns as discussed earlier. The Board noted that it might be useful to combine related topics on the agenda, for example including Staff liaison discussions with TAB liaison discussions.

## **24. Member Section Status Review**

*<Dee Shur joined the meeting>*

Dee Shur provided an update on Member Section activities, noting that Member Section work is progressing well. The eGov Member Section is having a Steering Committee election. Laurent Liscia provided an update on OASIS Blue, noting that the Steering Committee is coming up to speed. The Board noted its support for the Staff decision to close COSL Member Section.

*<Dee Shur left the meeting>*

## **25. IPR Committee Report**

Bob Freund provided a report on the IPR Committee, noting that the Committee is reviewing approaches toward maintenance work for OASIS Standards where the associated TC has closed. A related issue is member withdrawal from a TC, and how participation obligations can persist with a new maintenance TC. The Board discussed that how maintenance is performed in other organizations might inform an OASIS approach.

## **26. Governance Committee Report**

Mike DeNicola provided an update on the work of the Governance Committee. The Committee is considering four items:

1. whether multiple Board Directors from the same company should be allowed,
2. whether a Director must be an OASIS member,
3. whether Officers must be Board Directors, and
4. whether change of organizational affiliation of a Director should require a Director to take part in a new election to let the members reaffirm their participation.

The Governance Committee continues to work on these topics and proposals and is seeking feedback from Board members on this topic.

The Board briefly discussed the Oracle and Sun merger noting that it is still in progress. Eduardo Gutentag noted that Sun employees continue to work as Sun employees at this point. Eduardo Gutentag also noted that the OASIS membership elected him to the Board knowing of the Oracle-Sun merger at the time of the election.

## **28. 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.

## **29. AGM Planning**

*<Carol Geyer joined the meeting>*

The Board agreed to holding an AGM webinar as last year, with two webinars, with Chair, Treasurer and Executive Director speaking. Carol Geyer indicated date of 20-21 April. Carol Geyer will send out a schedule.

*<Carol Geyer left the meeting>*

## **30. Board and TAB Election Planning**

*<Scott McGrath joined the meeting>*

The Board discussed the Board and TAB election schedule.

RESOLUTION 2010-02-04.01, Enter executive session.

Approved unanimously

The Board of Directors entered Executive Session.

The Board of Directors finished Executive Session.

<Laurent Liscia, Scott McGrath left the meeting>

### 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.

### 33. Meeting Scheduling

Planning upcoming meeting schedule.

<b>F2F Meetings</b>
F2F, 26-27 May 2010, St Helena hosted by Bob Glushko, ending noon on second day.
F2F, 28-29 July 2010, Burlington MA

Teleconference information:

<b>Teleconferences</b>
18 March 2010, 8-10 PT
29 April 2010, 8-10 PT
24 June 2010, 8-10 PT

ACTION 2010-02-04.8: Executive Committee to put July F2F scheduling on the next Board agenda.

### 34. Any Other Business

RESOLUTION 2010-02-04.03, The Board would like to thank Dave Ings and IBM for excellent hosting arrangements.

Approved unanimously

### 35. Adjourn

The meeting adjourned at 15:30 ET.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors