Minutes - OASIS Board of Directors Meeting

Held 26 May 2010 to 27 May 2010 St Helena, CA (F2F).

OASIS Board approved Public minutes.

Thanks to IBM for providing the teleconference bridge.

26 May 2010

Directors in Attendance:

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

Directors Regrets:

- Claus von Riegen

Staff in Attendance:

- Greg Carpenter (by teleconference)
- Laurent Liscia
- Scott McGrath (by teleconference)
- Mary McRae (by teleconference)

1. Welcome, Agenda Review

Bob Freund, on behalf the Chair Peter Brown, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Bob Freund, on behalf the Chair Peter Brown, convened the meeting at 8:37 PT, 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.

RESOLUTION 2010-05-26.01, Approve the (v2) confidential and public minutes from 2010-04-29 as distributed on 3 May 2010 by Frederick Hirsch.

Approved unanimously

See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201005/msg00005.html.

<Peter Brown joined the meeting>

Peter Brown, as Chair, presided over the remainder of the meeting.

2. Open Action Review

This section records action item status. There are 9 action items listed.

Actions from 3 February 2010

ACTION: 2010-02-03.2: Process Committee to provide FAQ and template for proposed Process revision.
Status: open.
Note: This is related to ACTION 2010-02-03.1.

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.
Status: completed.
Note: Proposal sent to board-agenda and on this agenda.

ACTION: 2010-02-04.2: TAB to provide the OASIS Board with more detail on the decision making process for liaisons going forward.
Status: open.

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

Actions from 29 April 2010

ACTION: 2010-04-29.1: Laurent Liscia to provide Board plans for decision making of Mojave project in advance of May Board meeting.
Status: completed.

ACTION: 2010-04-29.2: Laurent Liscia and Peter Brown to draft position paper on Mojave outlining key decision points and areas for Board review; in advance of May F2F.

Status: completed.

Note: See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201005/msg00057.html.

ACTION: 2010-04-29.3: Peter Brown to discuss TAB with Paul Knight and draft position paper; in advance of May F2F.

Status: completed.

Note: Topic discussed during F2F.

ACTION: 2010-04-29.4: Jim Hughes to draft position paper on policy choice related to Informational Documents; in advance of May F2F.

Status: completed.

Note: See http://lists.oasis-open.org/archives/board-agenda/201005/msg00001.html.

ACTION: 2010-04-29.5: Jeff Mischkinsky to draft position paper on policy choice related to Informational Documents; in advance of May F2F.

Status: completed.

Note: See http://lists.oasis-open.org/archives/board-agenda/201005/msg00013.html.

3. 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 10 resolutions listed for follow-up action.

Resolutions from 18 March 2010

RESOLUTION 2010-03-18.02, RESOLVED: Approve the change to Article 3 Section 7 as proposed by Mike DeNicola in the message sent to the Board on 9 March 2010, to Insert a new sub-paragraph (b) after the unchanged existing sub-paragraph (a) and change the following sub-paragraph designations to (c), and (d) without any changes to the text. The new item (b) is "Eligibility. To be nominated for and serve on the Board of Directors, a person must be a member of the Corporation or an employee, designee or representative of a member of the Corporation." RESOLUTION 2010-03-18.02a (to amend), The change will be proposed for implementation when the Board agrees it has completed the current set of changes to the Bylaws. Follow-up Status: open.

Resolutions from 29 April 2010

RESOLUTION 2010-04-29.01, RESOLVED: Claus von Riegen is officially seated on the OASIS Board of Directors and welcomed back.

Follow-up Status: completed.

Note: Completed at meeting.

RESOLUTION 2010-04-29.02, RESOLVED: Claus von Riegen added to the IPR committee roster.
Follow-up Status: completed.

RESOLUTION 2010-04-29.03, RESOLVED: Approve the minutes from 2010-03-18 as distributed on 2010-03-20 by Frederick Hirsch.
Follow-up Status: completed.
Note: Posted, see http://www.oasis-open.org/board/minutes-2010-03-18.pdf.

RESOLUTION 2010-04-29.04, RESOLVED: Approve eGov Member Section liaison agreement with WCO (World Customs Organization)
Follow-up Status: completed.
Note: Counter-signed MOU from the World Customs Organization received, see
http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201005/msg00049.html.

RESOLUTION 2010-04-29.05, RESOLVED: Approve MoU with World Customs Organization as distributed by Jamie Clark on 20 April 2010, see
Follow-up Status: completed.
Note: Counter-signed MOU from the World Customs Organization received, see
http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201005/msg00049.html.

RESOLUTION 2010-04-29.09, RESOLVED: The Board approves the change to Article 4 Section 2 of the OASIS Bylaws as proposed in the document ARTICLE 4 Section 2 Revised Proposed Change.pdf. The change will be proposed for implementation when the Board agrees it has completed the current set of changes to the Bylaws.
Follow-up Status: open.
Note: See http://lists.oasis-open.org/archives/board-agenda/201004/msg00000.html.

RESOLUTION 2010-04-29.10, RESOLVED: Enter executive session to discuss OASIS Finances, more detail may be discussed during May F2F.
Follow-up Status: completed.
Note: Completed at meeting.

4. 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.

5. Member Section Policy

Jeff Mischkinsky reviewed the proposed revision to Member Section Policy and comments that have been received. He noted that he has responded to the various comments to clarify misunderstandings. The Board discussed the comments and policy related to changing Member Section Rules of Procedure.

<Dave Ings, Laurent Liscia, Scott McGrath, Mary McRae joined the meeting>

The Board discussed the topic of good standing for member section members. Board members noted that OASIS has a flexible member section policy model that through the use of RoPs allows member sections to determine the rules appropriate to them. The Board also discussed a Staff proposal regarding filling vacancies.

See http://lists.oasis-open.org/archives/board-agenda/201005/msg00009.html and proposed Staff amendment provided in response to ACTION: 2010-02-03.7 http://lists.oasis-open.org/archives/board-agenda/201005/msg00005.html.

ACTION 2010-05-26.1: Process Committee and Member Section Administrator to review all RoPs for Qualified Elector definitions.

MOTION 2010-05-26.02, Adopt proposed revision to Member Section Policy as proposed by Policy Committee, as sent by Jeff Mischkinsky on 7 May 2010.

Motion withdrawn

ACTION 2010-05-26.2: Staff and Process Committee to review additional changes based on Staff Proposal to provide resolution for next Board meeting.

<Mary McRae left the meeting>

6. IPR Policy Revision

Bob Freund provided a motion and amendment that have been approved by the IPR committee.

The Board discussed the proposed changes to support maintenance and how this would be rolled out. The Board also discussed the need for errata given changes for Maintenance Deliverables, and the need for the Process committee to provide TC Process changes to clarify maintenance.

RESOLUTION 2010-05-26.03, Approve amended IPR policy draft distributed by Bob Freund on 21 May 2010 with an effective date end of July.

RESOLUTION 2010-05-26.03a (to amend), Delete lines 31-35

Approved unanimously

See may2010-ipr-policy-committeechanges-cumulative.pdf in
http://lists.oasis-open.org/archives/board-agenda/201005/msg00008.html.

ACTION 2010-05-26.3: Staff to create FAQ for IPR Policy change and to announce IPR change to members sixty days before the effective date.

ACTION 2010-05-26.4: Process Committee to review errata process in TC Process.

RESOLUTION 2010-05-26.04, Change effective date for IPR policy change (RESOLUTION 2010-05-26.03) to be August 15 2010.

Approved unanimously

7. OASIS Office Relocation

MOTION 2010-05-26.05, Approve OASIS Office relocation plans as proposed in email from Scott McGrath, 19 May 2010.

Draft motion - no vote held

See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201005/msg00028.html.

Staff raised concerns about the current office space and noted that new space was not appropriate since it was smaller than advertised, which is why the motion to approve the plans was withdrawn. The Board expressed concern about the quality of Staff office space.

MOTION 2010-05-26.06, Board authorizes management to obtain appropriate office space within budget.

Motion failed [4-4-2]

RESOLUTION 2010-05-26.07, The Board supports the Executive Director in obtaining improved office space.

Approved unanimously

8. 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.

9. Mojave Project

<Mary McRae joined the meeting>

Laurent Liscia provided an update on the Mojave project. He noted that OASIS has been exploring working with Kavi Corporation to host the the OASIS Kavi system on the current Kavi 5. This would involve porting databases and configuring the system for OASIS. Another question is whether any software customization would also be required. OASIS needs to provide a summary of customization OASIS has made to the system to meet its needs.

The Board discussed the possible up-front costs of conversion as well as monthly operational costs, as well as risks and benefits. The Board also noted that it is important to focus on the high level needs.

The Board noted that as part of the action of reviewing the Kavi approach, Staff might wish to consider the following items: The need for essential features, gap analysis, avoiding non-essential features; aspects of a service agreement including uptime and other requirements; escape clauses (if Kavi discontinues supporting product etc); avoiding cost creep and cost management over long term; and managing change requests.

<Greg Carpenter, Jeff Mischkinsky joined the meeting>

Greg Carpenter, OASIS project manager, noted the need to separate the concern of maintenance of the current system (enabling hosted Kavi 5 to run it) versus designing a long term system with new requirements (Mojave). Greg Carpenter noted that OASIS is now revisiting assumptions of in-house development and operation. Work is progressing in determining requirements, determining completeness and sorting them into those for maintenance versus Mojave.

Board members agreed that the short-term Kavi maintenance project is different than the longer term Mojave project. Staff indicated that information needed for decisions related to Kavi maintenance should be available next week, enabling a decision by the next Board meeting. The Board agreed that a short-term maintenance project was urgent and asked the Executive Director to consider an approach to Kavi Corporation to provide a proof of concept that would demonstrate that platform's suitability for a short-term transfer and stabilisation.

Board members expressed encouragement of the direction Staff is taking and would like to hear a recommendation regarding Kavi maintenance as soon as possible.

<Greg Carpenter left the meeting>

10. Committee Note Proposal

<Robin Cover joined the meeting>

Jeff Mischkinsky gave the Board an update on the Committee Note proposal, noting that the key concern is patent licensing obligations on Committee Notes (and that there is no disagreement on OASIS copyright). Board members noted that obligations are on normative portions. The revised TC Process proposal is at http://lists.oasis-open.org/archives/board-agenda/201001/msg00004.html.

Jeff Mischkinsky provided a position paper, see http://lists.oasis-open.org/archives/board-agenda/201005/msg00013.html. The Board also discussed comments from Jim Hughes, see http://lists.oasis-open.org/archives/board-agenda/201005/msg00001.html.

The Board discussed the possibility of a proposed IPR Policy change to limit the definition of Normative Portion, as given in
http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201003/msg00054.html.

MOTION 2010-05-26.08, Adopt Committee Note proposal from Jim Hughes on 30 March 2010 in
http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201003/msg00054.html

MOTION 2010-05-26.08a (to amend), to substitute Change 1 by removing "developed as a Standards Track Work Product ", and adding to "with such deliverable" the text "and is marked normative".

Draft motion - no vote held

Draft motion - no vote held

In context, the proposal to amend reads "a portion of an OASIS Final Deliverable that must be implemented to comply with such deliverable and is marked normative;".

RESOLUTION 2010-05-26.09, Move to table MOTION 2010-05-26.08

Motion approved [5-2-]

The Board continued this discussion on 27 May, see item 17.

<Robin Cover left the meeting>

11. 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.

12. 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.

13. Recess

The meeting recessed at 18:15 PT.

27 May 2010

Directors in Attendance:

- Peter Brown, Chairman
- Bob Freund, Vice Chairman
- Jim Hughes, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Mike DeNicola
- Bob Glushko
- Dave Ings
- Paul Knight
- Paul Lipton
- Jeff Mischkinsky
- Claus von Riegen

Staff in Attendance:

- Robin Cover (by teleconference)
- Laurent Liscia
- Scott McGrath (by teleconference)
- Mary McRae (by teleconference)

TAB in Attendance:

- Martin Chapman (by teleconference)
- Jacques Durand (by teleconference)

14. Resume

Peter Brown, the Chair, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Peter Brown, the Chair, resumed the meeting at 8:35 PT, noting that a quorum was in attendance. Nine directors and Martin Chapman, Jacques Durand, Paul Knight, Laurent Liscia, Mary McRae were present when the meeting convened. The meeting agenda was reviewed and approved.

15. TAB Report

Martin Chapman provided an update on TAB internal activities as summarized in slides shared with the Board (See http://lists.oasis-open.org/archives/board-agenda/201005/msg00011.html).

Martin Chapman noted that the TAB has produced a draft guidelines document "Conformance, Interoperability and Portability Testing Best Practices" (see http://wiki.oasis-open.org/tab/TestingPolicy), and plans to have a TAB approved draft by the next Board F2F.

Also of note is that the TAB is drafting a best practices document for citations and has been heavily involved in Mojave project activities.

Laurent Liscia provided an update on TAB external activities based on discussions with Bill Cox. Andy Lee has resigned from the TAB, so until the new TAB is seated in July Bill Cox is the only member of the external TAB.

<Martin Chapman, Jacques Durand left the meeting>

16. Board TAB discussion

The Board of Directors entered Executive Session to discuss Board TAB discussion.

The Board of Directors finished Executive Session to discuss Board TAB discussion.

17. Committee Note Proposal (continued)

<Robin Cover joined the meeting>

RESOLUTION 2010-05-27.03, Take MOTION 2010-05-26.08 off the table.

Approved unanimously

MOTION 2010-05-27.04, Adopt Committee Note proposal from Jim Hughes on 30 March 2010 in http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201003/msg00054.html

MOTION 2010-05-27.04a (to amend), to substitute Change 1 by removing "developed as a Standards Track Work Product ", and adding to "with such deliverable" the text "and is marked normative".

Motion withdrawn

Motion withdrawn

The Board reviewed an updated proposal from Bob Freund. See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201005/msg00066.html.

This proposal included changes to the IPR Policy (from the May 21 version approved with amendments on 2010-05-27:

• Proposed change 1 is to change definition of OASIS Deliverable to: "OASIS Deliverable: An OASIS Deliverable is a Committee Specification or an OASIS Standard developed by a Technical Committee within the scope of its charter, produced according to the OASIS Technical Committee Process."
• Proposed change 2: The Board agreed not to adopt this change.
• Proposed Change 3 to TC Process: Add to definition of Committee Note: 'A Committee Note must not be written in such a way as to imply that it contains normative language, however, it is acceptable that portions of a Committee Specification or OASIS Specification may be quoted for purposes of explanation or illustration. If there is any doubt of the appearance of language that might be interpreted as normative it must be clearly marked "non-normative" or "informational". '

• The Board discussed a suggested change to Proposed Change 3: 'A Committee Note must not contain normative portions, however, it is acceptable that portions of a Committee Specification or OASIS Standard may be quoted for purposes of explanation or illustration. '

RESOLUTION 2010-05-27.05, The Board takes the direction to adopt proposed change 1 in conjunction with change 3 with appropriate wording changes.

RESOLUTION 2010-05-27.05a (to amend), Amend to substitute entire motion with new text: "The Board takes the direction to adopt change 1 and change 3 together with appropriate wording changes."

Approved unanimously

Motion approved [9-0-1]

RESOLUTION 2010-05-27.06, Rescind effective date of IPR policy pending resolution of directional motion (RESOLUTION 2010-05-27.05).

RESOLUTION 2010-05-27.06a (to amend), Amend to substitute entire motion with new text: "Make effective date of IPR policy 15 September 2010"

Approved unanimously

Approved unanimously

The IPR and Process committees will hold joint meetings on the regular scheduled meeting schedule.

<Jeff Mischkinsky left the meeting>

18. OASIS Report and Strategy Discussion

Laurent Liscia, Executive Director, provided an update on OASIS noting that business development has been having good results leading to record revenue. He thanked Robin Cover for excellent research. He summarized recent progress by TCs.

In terms of revenue, the leading TC is the IDCloud TC, second CMIS, third WS-Calendar, and fourth is KMIP. New members result primary from Staff effort (86%), then referrals (13%) and finally bluebirds (doing nothing, 3%). Renewals are currently at 87% year to date as measured in dollars.

Laurent Liscia added that he is working on increasing Staff resources and that Kim Goolsby is now a full-time member of OASIS Staff. The TC handbook is progressing.

Laurent Liscia gave an update on liaison activity (see http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201005/msg00065.html.), including many SmartGrid activities. OASIS PAS status has been reaffirmed for five years.

The Board discussed a possible maintenance activity related to WS-Security in conjunction with the PAS submission.

19. Finance Committee Report

Jim Hughes provided an update on Finance Committee status.

The Board of Directors entered Executive Session.

The Board of Directors finished Executive Session.

The Board continued with additional topics not in Executive Session:

Jim Hughes noted that the Finance Committee will consider the need for monthly expense accounting reporting against the Mojave Project financial plan (covering 2010-2011) (See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201005/msg00060.html) once the Mojave Project plan is finished.

20. IPR Committee Report

Bob Freund noted that the IPR Committee plans to review the membership agreement for defined terms and consistency with the IPR policy, as well as working toward completion of the combined IPR and Committee Note proposal.

21. Process Committee Report

Jeff Mischkinsky provided an update on the Process Committee, noting that the focus has been on developing the Member Section Policy covered earlier in the meeting agenda.

22. Governance Committee Report

Mike DeNicola provided a report on Governance Committee status and plans. The Committee has discussed whether the Board can have multiple directors from the same company (or directors from affiliates). The Committee has been discussing what to do when a Board member company affiliation or status changes, a possible need for them to vacate their seat, the possibility of them running for election in the next election, and whether the Board should be able to appoint Directors. Mike DeNicola requested feedback from Board members not on the Committee.

23. Staffing and Compensation Committee

RESOLUTION 2010-05-27.07, Move to Executive Session to discuss Staffing Issues

Approved unanimously

The Board of Directors entered Executive Session.

The Board of Directors finished Executive Session.

24. Other Business

RESOLUTION 2010-05-27.09, The Board thanks Bob Glushko for the excellent hosting arrangements for this F2F.

Approved unanimously

25. Meeting Schedule

The Board planned the upcoming meeting schedule and potential agenda items for the June teleconference, including decisions related to Kavi maintenance, Committee Notes, and possibly Governance.

F2F Meetings
F2F, 28-29 July 2010, Burlington MA

Teleconference information:

Teleconferences
24 June 2010, 8-10 PT

26. Adjourn

The meeting adjourned at 14:50 PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors