

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

Held 16 December 2010 by teleconference, 9-11 PT.

OASIS Board approved Public minutes.

Thanks to IBM for providing the teleconference bridge.

## **16 December 2010**

### **Directors in Attendance:**

- Claus von Riegen, Vice Chairman
- Jim Hughes, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Bob Freund
- Mike DeNicola
- Tony Giroti
- Paul Lipton

### **Directors Regrets:**

- Peter Brown, Chairman
- Dave Ings
- Jeff Mischkinsky
- Charles Schulz

### **Staff in Attendance:**

- Greg Carpenter
- Laurent Liscia
- Scott McGrath

## **1. Welcome, Agenda Review**

Claus von Riegen, on behalf the Chair Peter Brown, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Claus von Riegen, on behalf the Chair Peter Brown, convened the meeting at 9:00 PT, noting that a quorum was in attendance. Six directors and Laurent Liscia and Scott McGrath were present when the meeting convened.

The Board agreed to add discussion of continued use of WS-I name and logo at the end of the agenda. The Board also agreed to move the Executive Committee report later and to move the Governance agenda item earlier.

## 2. Minutes Approval

RESOLUTION 2010-12-16.01, Approve the v2 minutes from 2010-11-18 as distributed on 2010-11-30 by Frederick Hirsch.

Approved unanimously

See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201011/msg00035.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.

### Actions from 28 July 2010

**ACTION:** 2010-07-28.3: Board Governance Committee to propose a Conflict of Interest Policy for the OASIS Board, with initial focus on OASIS Board.

**Status:** open.

**Note:** Plan is to provide item for February F2F.

**ACTION:** 2010-07-29.2: Staff, TAB and Board TAB liaison have a brainstorming session to create a proposal to the Board on the TAB value proposition before the next F2F.

**Status:** completed.

**Note:** See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201012/msg00013.html>.

Planning for discussion at F2F in February

### Actions from 12 October 2010

**ACTION:** 2010-10-12.1: Staff to provide SWOT analysis on OASIS-wide annual meeting.

**Status:** completed.

**Note:** See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201012/msg00012.html>.

Planning for discussion at F2F in February

### Actions from 18 November 2010

ACTION: 2010-11-18.1: Finance Committee to add more detail to the 2011 budget on expense categories, including G & A expense category (lines 16-18).

Status: completed.

Note: Included in 2011 Budget provided for approval.

A new action item was added during the action review:

ACTION 2010-12-16.1: Frederick Hirsch to include TAB, Annual meeting and Governance Conflict of Interest policy on February F2F agenda.

## **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 12 October 2010**

RESOLUTION 2010-10-15.05, RESOLVED: The Board commit the Strategy Committee charter development to the Strategy Committee, to state that it is specifically responsible for maintenance of the OASIS Strategy document, and provide advice to the Executive Director from time to time as requested, and to perform tasks as referred by the OASIS Board of Directors from time to time as related to strategy and goals.

Follow-up Status: completed.

Note: Strategy Committee discussing item.

### **Resolutions from 18 November 2010**

RESOLUTION 2010-11-18.01, RESOLVED: Approve the v3 minutes from 2010-10-12 F2F (12/15 October 2010) as distributed on 25 October 2010 by Frederick Hirsch.

Follow-up Status: completed.

Note: Posted, see <http://www.oasis-open.org/board/minutes-2010-10-12.pdf>.

RESOLUTION 2010-11-18.02, RESOLVED: Add A item to agenda for TAB Charter

Follow-up Status: completed.

RESOLUTION 2010-11-18.03, RESOLVED: Adopt updated TAB charter, as provided on board-agenda list, 12 November 2010.

Follow-up Status: completed.

Note: See <http://www.oasis-open.org/committees/tab/charter.php>.

RESOLUTION 2010-11-18.04, RESOLVED: Change June 2011 teleconference to 9 June 2011, 9-11 PST  
Follow-up Status: completed.

## 5. Finance Committee Report

RESOLUTION 2010-12-16.02, Enter Executive session.

Approved unanimously

The Board of Directors entered Executive Session.

The Board of Directors finished Executive Session.

The Board has approved the 2011 Budget dated 8 December 2010.

RESOLUTION 2010-12-16.05, The Board expresses its thanks to Cathie Mayo and Scott McGrath for their detailed and excellent work on the 2011 budget.

Approved unanimously

The Finance Committee will discuss how many months of operating cash the OASIS organization needs going forward.

The Board discussed the urgency of the Information Security Policy as well as comments received related to this document and the desire for it to be applicable for all OASIS members and to avoid a mis-interpretation of OASIS being US-centric. The Board discussed approving this document specifically for Massachusetts law and working to create an internationally focused policy in addition.

MOTION 2010-12-16.06, Approve Information Security Policy as distributed on 2010-12-03, to be effective once Document Retention and Destruction policy as been approved by the OASIS Board.

Draft motion - no vote held

RESOLUTION 2010-12-16.07, Call the question

Motion approved [5-1-0]

MOTION 2010-12-16.08, Approve Information Security Policy as distributed on 2010-12-03, to be effective once Document Retention and Destruction policy as been approved by the OASIS Board.

Motion failed [2-5-0]

See <http://lists.oasis-open.org/archives/board-agenda/201012/msg00002.html>.

The Board discussed whether to refer this to the committee to revise and widen the scope of the policy or approve the policy as proposed to meet the specific original requirements. It may take time to produce one or more policies appropriate to various regions internationally.

**ACTION 2010-12-16.2: Finance Committee to incorporate minor updates from Scott, clarify the problem statement of policy, draft response to comment raised.**

Motion raised again by party that voted no

MOTION 2010-12-16.09, Approve Information Security Policy as distributed on 2010-12-03, to be effective once Document Retention and Destruction policy as been approved by the OASIS Board.

Motion failed [3-4-0]

*<Paul Lipton left the meeting>*

## **6. Strategy Committee Report**

Laurent Liscia provided rationale for dissolving the strategy committee as the Board at large discusses and approves strategy and directs the Executive Director on execution, who also provides the Board with status reports.

**RESOLUTION 2010-12-16.10, The Strategy Committee be dissolved.**

**Approved unanimously**

**ACTION 2010-12-16.3: Laurent Liscia to remove upcoming Strategy Committee meetings from Kavi and notify groups.**

## **7. OASIS Executive Director's Report**

*<Greg Carpenter joined the meeting>*

Laurent Liscia, Executive Director, provided an update on OASIS in his executive report (see also <http://lists.oasis-open.org/archives/board-agenda/201012/msg00003.html>) . He noted that he distributed the Executive Director report to the membership, providing additional detail to make it understandable and not including staff reports. The Board discussed whether the distribution list is appropriate or a wider list should be used, possible topic for February F2F on how to communicate with members.

Greg Carpenter provided an update on the Kavi migration project, noting that the discovery process is complete and no show-stoppers have been found (See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201012/msg00015.html> for Kavi Migration status update). Migration of data is in progress and URI preservation seems to be working acceptably. An approach to enabling OASIS applications has been found, by replicating Kavi metadata for those applications, greatly simplifying the technical approach by eliminating the complexity of many custom

APIs. Drupal can be used for committee pages as well as many other aspects of the site, enabling a common consistent approach.

Laurent Liscia noted that OASIS worked with the contractors to determine worst case estimates giving the estimates credibility.

## 8. Process Committee Report

No discussion

## 9. Governance Committee Report

The Board deferred this item to the February F2F.

## 10. WS-I Trademarks and Logos

The Board discussed members showing WS-I logos to indicate compliance for products compliant with WS-I profiles. The intent of WS-I was not to impact WS-I member companies using WS-I trademark to indicate compliance. The WS-I trademark is now owned by OASIS and the WS-I member section RoP says that the member section reserves the right to exclusive use of "WS-I", but allowing the use of the logo is not necessarily clear.

OASIS Board members noted OASIS counsel earlier opinion on this issue that pre-existing use of the WS-I logo relies on a license prior to the OASIS transaction that was not invalidated by the transaction. Board members discussed that OASIS may need to clarify use going forward.

**ACTION 2010-12-16.4: Scott McGrath work with WS-I Steering Committee to review issues related to use of WS-I name and logo going forward.**

## 11. Meeting Schedule

The Board discussed the value of having an open meeting in Berlin to allow European members to attend as well as planning to invite members of the German ministry and associations. Claus von Riegen is working on this and welcomes suggestions on who should be invited. He will also share additional logistics information. The Board will review plans for May F2F attendance during the February F2F.

<b>F2F Meetings</b>
F2F, 2-3 February 2011, New York City, hosted by Microsoft, 1290 Avenue of the Americas (near 53rd)
F2F, 4-5 May 2011 Berlin hosted by SAP at the SAP offices in Rosenthaler Strasse 30, 10178 Berlin
F2F, 27-28 July 2011, OASIS Burlington MA office

Teleconference information:

<b>Teleconferences</b>
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20 January 2011, 9-11 PT
No teleconference February 2011
17 March 2011, 9-11 PT
21 April 2011, 9-11 PT
No teleconference May 2011
9 June 2011, 9-11 PT (date updated)
No teleconference July 2011

## 12. Adjourn

The meeting adjourned at 11:00 PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors