OASIS MEMBERS ONLY

**OASIS
MINUTES
MEETING OF BOARD OF DIRECTORS
01 March 2001**

A meeting of the Board of Directors of SGML Open, d/b/a OASIS (the "Consortium") took place at 12:00 AM EST on 01 March 2001 via teleconference. The following directors, constituting a majority of the directors then in office and a quorum for the conduct of business, were present and participating throughout the meeting, except as otherwise noted below: Patrick Gannon, Eric Garcia, Alan Hester, Amy Krane, Norbert Mikula, and Robert Sutor. Also present for part or all of the meeting were OASIS staff members Laura Walker, Leo Kraunelis, and Dave Cruikshank of CGM Open. Absent were Directors Bill Smith and Una Kearns.

Patrick Gannon, the Chairman of the Board, presided at the meeting, and Laura Walker, OASIS Executive Director, kept the minutes.

MINUTES

1. Discussion and resolution of TC process/policy and Bylaws. (All)

Walker summarized the current situation:

In July, the Board voted to adopt the TC process recommended by the PAC. Therefore, OASIS does have a TC process.

The Board did not, however, vote to approve revised By Laws because they did not exist at that point in time.

The PAC presented its recommendation in the form of suggested changes to existing Articles of the OASIS Bylaws. Walker was assigned the action item to have counsel review the proposed changes and incorporate those changes into the By Laws. The revised Bylaws were presented to the Board at the 11 October 2000 meeting, along with suggested motions.

Due to mechanical errors in the suggested motions, the Board could not approve the Bylaws. Subsequently, Walker asked counsel to correct the motions and the Bylaws, and presented a corrected and revised version of the Bylaws to the Board via email on 30 October 2000. Walker reminded the Board in this email that they should vote on this matter during the 2 November 2000 conference call. This did not occur.

The conclusion is that while OASIS does have an official TC process/policy, the OASIS Bylaws do not yet contain this process.

It is important to recognize that, even if the TC process were in the By Laws, the Board has the right to intervene as appropriate. The TC process does not require Board involvement, nor does it prevent it.

Discussion

Walker reiterated advice of attorneys on this matter, which is to maintain the separation of the Bylaws and the operational processes and policies of the Consortium. Based on legal advice, Walker recommended that the Board retain existing Bylaws and the technical committee process as separate documents.

MOTION:
Amy Krane moved that the Chair of the Board's Technical Advisory Committee (Norbert Mikula) work with the appropriate OASIS staff (Director of Technical Operations, Karl Best), Technical Committee Chairs or Representatives, and other experts to develop a recommendation for a mechanism by which the Consortium may be provided with architectural guidance on the OASIS technical agenda (within 2-3 weeks).
2ND BY: Eric Garcia
VOTE: Unanimous

MOTION:
Bob Sutor moved that the Board retain the existing Bylaws, which do not include the Technical Committee process (specifically, proposed articles 14 and 15 submitted by the PAC) and further moved that the OASIS policy on Technical Committee processes remain in effect as adopted by the Board on 21 July 2001, as a separate document.
2ND by: Amy Krane
VOTE: Unanimous

[Amy Krane left the call]

MOTION:
Bob Sutor moved that in order to allow time for proper review of proposed work, architect oversight, liaison activities and consideration of work done in the United Nations and elsewhere, the OASIS Board of Directors place a temporary moratorium on the creation of any new technical committees related to current or expected continuing work on ebXML, until after further review with the ebXML Executive Committee, consideration of the proposal that will be submitted by the TAC and a public announcement of OASIS direction and plans for continuing the ebXML work.
2ND by: Eric Garcia
VOTE:
Yeas: 4
Nays: 1
Abstentions: 1

AI: Best to coordination a conference call between Gannon, Mikula, Best, Bosak, Smith and Glushko.

XML.ORG

Walker to ask Kraunelis to distribute revised plan electronically, and follow up with Directors as appropriate. XML.ORG Phase I is authorized; Phases II-III subject to review at April. Board meeting

At 1:25PM, Bob Sutor moved to adjourn meeting.
2ND by: Eric Garcia
Yeas: unanimous