

1 **Minutes of the OASIS Board of Directors**
2 **June 3, 2005**

3
4 Held via teleconference

5
6 **Directors in Attendance**

7 John Borrás
8 Ed Cobb, Vice Chairman
9 Mike DeNicola, Treasurer
10 Patrick Gannon, OASIS President and CEO
11 Bob Glushko
12 Frederick Hirsch
13 Jim Hughes, Chairman
14 Chris Kurt, Secretary
15 Michael Weiner
16 Jeff Mischkinisky

17
18 **Guests in Attendance**

19 Jamie Clark, OASIS Director of Standards Development
20 Scott McGrath, OASIS Membership Director

21
22 **Regrets**

23 Eduardo Gutentag
24

25 **1. Welcome, Goals and Agenda Review**
26

27 Jim Hughes convened the meeting at 10:03 am Pacific time. The meeting was quorate
28 with nine of the eleven Directors in attendance. John Borrás and Eduardo Gutentag were
29 not present when the meeting convened.

30
31 The meeting agenda was reviewed and approved without modification.
32

33 **2. Review and Approval of Previous Minutes**
34

35 The minutes of the previous Board meeting were presented for approval.
36

37 **RESOLUTION 2005-06-03.01:** RESOLVED, that the minutes of the April 27,
38 2005 Board of Directors minutes are approved as amended. Passed unanimously.
39

40 The list of open action items were reviewed and discussed. The status of each open item
41 as reported by Patrick Gannon is recorded below.
42

43 **AI 2005-04-27.01:** Patrick/Jim and the Finance Committee to look into Member
44 Section expense reimbursement and report back at the next Board meeting.
45 [see Agenda Item #6]
46

47 **AI 2005-04-27.02:** Adoption Committee to review and revise referral guidelines
48 to update the criteria for 3rd party service providers - clarifying that service
49 providers may not provide products in the area they are testing. Updated
50 guidelines are due for review and approval next meeting.
51 [Adoption Services Committee has not met to approve revisions.]
52

53 **AI 2005-04-27.03:** Jamie Clark to set up an archived email alias for OASIS
54 member communications to the Board. Due before the next meeting.
55 [Staff in process of implementing, will be carried forward to the next meeting.]
56

57 **AI 2005-04-27.04:** Jamie Clark to add Board members to the Chairs email
58 distribution list. Due before the next meeting.
59 [Exact status needs more discussion.]
60

61 **AI 2005-04-27.05:** The Finance Committee will consider the question of Director
62 subsidies and make a recommendation to the Board at its next meeting. This
63 question should also be considered by the Strategy Committee.
64 [see Agenda Item #6. The strategy committee has not discussed this item.]
65

66 **AI 2005-04-27.06:** Patrick Gannon to invite Member Section leadership to
67 provide input to the Strategy Committee. Due before next meeting.
68 [On hold pending revision of key Strategic Goals. See Agenda Item #7]
69

70 **AI 2005-04-27.08:** Strategy Committee to provide a summary of the OASIS
71 Strategy documents for member publication.
72 [See Agenda Item #7]
73

74 **AI 2005-04-27.09:** Ed Cobb, Bob Glushko and Patrick Gannon to discuss
75 outreach needs with Carol Geyer and report back to the Board at the next meeting.
76 [Due to travel schedules, the Outreach Team discussion will be held in June.]
77

78 **3. Approval of the revised LegalXML RoP**

79
80 <John Borrás joined the meeting during this discussion>

81
82 Patrick Gannon presented a revised LegalXML RoP for review and approval. The
83 requested change was to add a representative of the American Bar Association to the
84 Member Section Steering Committee.
85

86 **RESOLUTION 2005-06-03.02:** RESOLVED, that the LegalXML Rules of
87 Procedure are revised to add subsection 1.(b)iii., as documented in the May 10,
88 2005 draft, to add a representative of the American Bar Association to the
89 Steering Committee.

90 **RESOLUTION 2005-06-03.02a:** (to amend) to delete section 2c from the
91 RoP. Motion to amend passed by 7-1-2 vote.
92 Amended main motion passed unanimously.

93

94 Member section web pages should denote how the steering committee members are
95 selected. For example, the pages should indicate whether the member is at-large,
96 appointed, or as a designated representative of a TC.

97

98 **4. Review of IPR Policy Rollout**

99

100 <Scott McGrath joined the meeting for this discussion.>

101

102 Scott McGrath reported that Membership Agreement completion is taking longer than
103 expected for a number of members. The combination of a strict interpretation of the
104 transition policy and the difficulty in completing paperwork quickly is forcing members
105 to lose their membership for the period between their renewal date and when their
106 internal paperwork is complete.

107

108 Patrick recommended that staff be allowed to grant a 90 day grace period for paperwork
109 completion. The Board was supportive of this approach.

110

111 **AI 2005-06-03.01: (Patrick) Work with staff to implement an exception process**
112 **to handle automatic 90 extensions for membership paperwork. Due as soon as**
113 **possible.**

114

115 **5. TC Process Committee**

116

117 Jamie Clark reported on the progress of the TC Process Committee. The committee has a
118 list of updates that were deferred from the IPR transition discussions and additional
119 clarifications resulting from implementing the new IPR policies.

120

121 **6. Finance Committee Status**

122

123 Patrick Gannon presented the April Operations Report. Net income YTD is ahead of plan.
124 Other aspects of the report were discussed among the Directors.

125

126 Re-forecast options for the remainder of 2005 was presented and discussed.

127

128 Mike DeNicola reported on the committee's investigation of whether Directors from non-
129 profits or similar organizations could be reimbursed for their Board meeting expenses,
130 and/or whether Member Section are able to reimburse similar expenses for their members.

131

132 The Tax consultants did not identify issues with this type of program within the Board or
133 a Member Section. No formal policy for this was put forward, though this is a type of
134 expense that a Member Section would be authorized to have.

135

136 A proposal for Directors was not presented.

137

138 **7. Strategy Committee Report**

139

140 Frederick Hirsch reported that the Committee is working on a summary document for the
141 organization's strategy prior to the next OASIS Board F2F meeting.

142

143 Frederick developed a four-bullet summary of the current strategic thinking and
144 requested feedback from the Directors. It is also possible that the committee will propose
145 an update to the OASIS mission for discussion and approval during the July Board
146 meeting.

147

148 Patrick Gannon reported that the Singapore regional office negotiations are ongoing, and
149 that this discussion could serve as a model for other discussions, such as a Korea regional
150 office.

151

152 **8. Election Status**

153

154 Patrick Gannon reported on the status of Director and TAB elections. There are eight
155 candidates for the five Board positions. There are eight candidates for the four TAB
156 positions.

157

158 **9. Next Meetings**

159

160 In the event of a tie in the election, a special Board meeting will be held on Monday, June
161 27 at 8:00 am pacific time (this is rescheduled from the previous plan for June 24). The
162 next Board meeting is July 27-28 in Billerica.

163

164 **10. Adjourn**

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166 The meeting adjourned at 12:16 pm Pacific Time.

167

168

169 Respectfully Submitted

170

171 Christopher Kurt

172 Secretary

173