

Minutes - OASIS Board of Directors Meeting

Held 10 July 2008 by teleconference.

OASIS Board approved Public minutes.

10 July 2008

Thanks to Freeconference.com for providing the teleconference bridge.

Directors in Attendance:

- Eduardo Gutentag, Chairman
- Ed Cobb, Vice Chairman
- Frederick Hirsch, Secretary
- Bob Glushko
- Paul Knight
- Jeff Mischkinsky
- Michael Winters

Directors Regrets:

- Mike DeNicola, Treasurer and Finance Committee Chair
- Claus von Riegen

Directors not Present:

- Peter Brown

Staff in Attendance:

- Laurent Liscia

1. Welcome, Agenda Review

Eduardo Gutentag, the Chairman, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Eduardo Gutentag, the Chairman, convened the meeting at 11:05 PT, noting that a quorum was in attendance. Six directors were present when the meeting convened. The meeting agenda was reviewed and approved.

2. Minutes Approval

<Paul Knight joined the meeting>

MOTION 2008-07-10.01 : Approve the minutes (v3) from 2008-06-26 as distributed on 8 July 2008 by Frederick Hirsch.

Draft motion - no vote held.

See <http://www.oasis-open.org/apps/org/workgroup/board/email/archives/200807/msg00005.html>.

The Board deferred approval of minutes from 26 June until the next meeting, pending revision based on comment during this meeting.

RESOLUTION 2008-07-10.02 , RESOLVED : Add A item to agenda to approve revised resolutions reflecting legal review

Approved unanimously

RESOLUTION 2008-07-10.03 , RESOLVED : That, pursuant to Section 10 of Article IV of the Bylaws, the Board of Directors hereby directs the Chairman of the Board, as acting President in accordance with Section 7 of Article IV of the Bylaws, to delegate to Laurent Liscia, OASIS Executive Director, such duties as they may mutually agree on an interim basis (including, without limitation, the authority to execute in the name of the corporation, such contracts or other instruments which may from time to time be authorized by the Board), effective immediately and without further notice, and in all cases with such duties to be exercised under the oversight and the supervision of the President and the Board.

RESOLUTION 2008-07-10.03a (to amend): Rescind the previous approved resolution 2008-06-26.02 and replace with this approved resolution.

Approved unanimously

Approved unanimously

RESOLUTION 2008-07-10.04 , RESOLVED : Rescind RESOLUTION 2008-06-26.3 and replace with the following: That the Board of Directors hereby (a) authorizes Laurent Liscia, OASIS Executive Director, immediately and until further notice, to be a signatory on behalf of the organization, the same check signing and financial authorities previously granted to the President, (b) adopts all such forms of resolutions as may be required by any bank or other depository of the organization's funds, as if set forth here in full, to effect such authorization, and (c) authorizes and directs the Secretary to execute and deliver on behalf of the organization all such Secretary's Certificates of votes and signature cards on behalf of the organization as may be needed to carry out the intention of this resolution.

Approved unanimously

3. Review Executive Session Actions and Resolutions

The Board of Directors entered Executive Session to discuss Review Executive Session Actions and Resolutions.

The Board of Directors finished Executive Session to discuss Review Executive Session Actions and Resolutions.

4. Review Open Actions and Resolutions

4.1. Open Action Review

This section records action item status. There are 8 action items open.

Actions from 1 May 2008

ACTION: 2008-05-01.2: Process Committee to make proposal related to transfer of uncommitted Member Section funds to general fund on annual basis.

Status: open.

ACTION: 2008-05-01.5: Outreach committee to review issues and criteria related to free memberships.

Status: open.

Note: The Outreach Committee met and will be sharing a summary with the Board. Bob Glushko is doing additional research on this topic.

ACTION: 2008-05-01.6: Ad hoc committee to report back to the Board no later than the next F2F with a proposal on process rules related to submission of OASIS standards to external bodies.

Status: open.

Note: A proposal is underway, committee is still meeting.

ACTION: 2008-05-02.2: Staff to provide the Strategy Committee with a set of pricing proposals for OASIS memberships and Strategy Committee to review those proposals.

Status: open.

Note: This item is specifically about dues associated with the current categories.

Actions from 19 June 2008

ACTION: 2008-06-19.1: Eduardo Gutentag to communicate these two resolutions to Staff, so Staff can implement the appropriate changes. Staff also to update the policy page to list policies in alphabetical order.

Status: completed.

Actions from 26 June 2008

ACTION: 2008-06-26.1: Scott McGrath to mark links to the IPR Transition Policy and IPR Transition FAQ as legacy.

Status: open.

ACTION: 2008-06-26.2: Scott McGrath to update the TC Process page to reflect the approved updated TC Process document as distributed as well as incorporating the additional change to update the definition ordering.

Status: open.

ACTION: 2008-06-26.3: Scott McGrath to communicate to Dee Schur that this motion was approved.

Status: open.

4.2. 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 requiring follow-up action.

Resolutions from 1 December 2007

RESOLUTION 2007-12-01.07, RESOLVED: That the Consortium approves the Memorandum of Understanding between IUCN and OASIS, dated 29 November 2007, IUCN-OASIS MOU 2007-11-29.pdf.

(as amended)

Follow-up Status: open.

Note: Still waiting for IUCN response to updated MoU which was sent to them. Will discuss how to proceed at July F2F.

Resolutions from 26 June 2008

RESOLUTION 2008-06-26.1, RESOLVED: Approve the minutes from 2008-06-19 as distributed on 20 June 2008 by Frederick Hirsch.

Follow-up Status: completed.

Note: Posted, see <http://www.oasis-open.org/private/2008-06-19-oasis-board-minutes-approved.pdf>.

RESOLUTION 2008-06-26.02 , RESOLVED : That the Board of Directors directs the Chairman of the Board to delegate on Laurent Liscia, OASIS Executive Director, all the Duties of President specified in Section 6 of Article 4 of the Bylaws, effective immediately and until further notice.

Follow-up Status: completed.

Note: See RESOLUTION 2008-07-10.03 from this meeting.

RESOLUTION 2008-06-26.3, RESOLVED : That the Board of Directors authorizes Laurent Liscia, OASIS Executive Director, to be a signatory on behalf of the organization, subject to the control of the Board, effective immediately and until further notice.

Follow-up Status: completed.

Note: See RESOLUTION 2008-07-10.04 from this meeting.

RESOLUTION 2008-06-26.4, RESOLVED: Approve updated TC Process as distributed by Jeff Mischkinsky on 18 Jun 2008.

Follow-up Status: open.

Note: Staff posting of revised TC Process required.

RESOLUTION 2008-06-26.5, RESOLVED: Update TC Process to place the definitions in the appropriate alphabetical order with the correct numbering.

Follow-up Status: open.

RESOLUTION 2008-06-26.6, RESOLVED: Approve a modification to the IDTrust Member Section RoP to replace the text "All seats on the IDTrust MS Steering Committee will be filled through annual elections. The length of the term for each Steering Committee member shall be two years." with "The OASIS IDTrust Steering Committee will consist of an odd number of members, each serving a two-year term. For consistency of management, terms are staggered and elections will be held annually." in item (c), "The rules for electing new Steering Committee Members."

Follow-up Status: open.

5. Chair's Report

RESOLUTION 2008-07-10.05 , RESOLVED : Enter executive session

Approved unanimously

The Board of Directors entered Executive Session to discuss the Chair's report.

The Board of Directors finished Executive Session to discuss the Chair's report.

6. Executive Director Performance Criteria

<Laurent Liscia left the meeting>

Eduardo Gutentag introduced the Action Plan for the Executive Director, Laurent Liscia, that was distributed previously. Laurent Liscia was involved in the creation of this plan. The Board discussed the action plan that includes the creation of a strategic plan including an operational plan, business development plan, and financial plan.

RESOLUTION 2008-07-10.06 , RESOLVED : Add approval of action plan as A item.

Approved unanimously

RESOLUTION 2008-07-10.07 , RESOLVED : Approve action plan for Executive Director as distributed on 8 July 2008.

Approved unanimously

7. Adjourn

The meeting adjourned at 12:05 PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors