

Minutes - OASIS Board of Directors Meeting

Held 22 December 2008 by teleconference.

OASIS Board approved Public minutes.

22 December 2008

Thanks to Freeconference.com for providing the teleconference bridge.

Directors in Attendance:

- Eduardo Gutentag, Chairman
- Jim Hughes, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Peter Brown
- Mike DeNicola
- Bob Freund
- Bob Glushko
- Paul Knight
- Jeff Mischkinsky, Vice Chairman
- Michael Winters

Directors Regrets:

- Claus von Riegen

Staff in Attendance:

- Laurent Liscia
- Cathie Mayo
- Scott McGrath

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 8:00 PT, noting that a quorum was in attendance. Seven directors and Laurent Liscia were present when the meeting convened. The meeting agenda was reviewed and approved.

2. Minutes Approval

<Bob Freund joined the meeting>

[RESOLUTION 2008-12-22.01, Approve the minutes from 2008-11-13 and 2008-11-14 as distributed on 2008-11-17 by Frederick Hirsch.](#)

[Approved unanimously](#)

See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00056.html>.

3. Open Action Review

This section records action item status.

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.

Note: The Finance Committee has reviewed this topic and will provide feedback to the Process Committee.

Actions from 23 October 2008

ACTION: 2008-10-23.4: Paul Knight to convene a meeting with Jim Hughes and Laurent Liscia to review staff compensation issues and impacts on the budget for 2009.

Status: completed.

Note: Meeting not held due to scheduling issues, budget presented for approval at this meeting.

Actions from 13 November 2008

ACTION: 2008-11-13.1: Neil Schelly to provide hardware requirements proposal in order to run OASIS Kavi systems in virtual environment, including memory and disk requirements.

Status: completed.

Note: Proposal provided to staff, but under revision to include RAID array. This action replaced with new ACTION 2008-12-22.1.

ACTION: 2008-11-13.2: Laurent Liscia to investigate IDTrust member section situation regarding transparency, minuting and process management.

Status: completed.

Note: Laurent Liscia noted that he believes there is no reporting problem. Dee is a month behind on minuting and will bring minutes up to date, sending to both steering and member section list. OpenCSA is an exception in that they are the only Member Section that does not use the steering committee list, but only the Member Section list. Dee points out that the Steering Committee list is readable by Member Section members, just not by the public at large. She also points out that the Steering Committee list is mostly for section management news rather than general information. Dee argues that there is no transparency issue. Budgeting is reported with financial reports.

ACTION: 2008-11-13.3: Laurent Liscia to provide draft member section reporting template to Process Committee.

Status: open.

Note: Dee Shur noted that this is not a good idea since member sections provide detailed minutes and this would provide less information. Board members noted desire of executive summary suitable for the Board. May need to reconcile need for this action with minutes of the last F2F.

ACTION: 2008-11-13.4: Staff to post April 2006 TAB charter.

Status: completed.

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

ACTION: 2008-11-14.2: Staff to update TC web page templates to include pointers to available tools.

Status: completed.

Note: Templates updated, but web pages not updated since difficult. TCs are informed individually of new templates.

ACTION: 2008-11-14.3: TAB to review tools and suggest how to ease adoption and use by TCs, such as by suggesting default configurations.

Status: open.

ACTION: 2008-11-14.4: Laurent Liscia to send OASIS org chart to Board list.

Status: completed.

Note: See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00057.html>.

ACTION: 2008-11-14.5: Laurent Liscia to provide a proposal related to the funnel paper.

Status: open.

ACTION: 2008-11-14.6: Staff to publish revised Staffing Committee charter.

Status: completed.

ACTION: 2008-11-14.7: Bob Freund to arrange hosting in Boston for 5-6 February 2009.

Status: completed.

ACTION: 2008-11-14.8: Claus von Riegen and Jeff Mischinsky to review hosting possibilities for the F2F 19-20 May 2009.

Status: open.

During the action item review, the Board added the following new action item to replace ACTION 2008-11-13.1:

ACTION 2008-12-22.1: Laurent Liscia to report to the Board on progress towards virtualization based on assessment of hardware and software requirements.

4. Additional Open Action Review

The Board of Directors entered Executive Session to discuss Additional Open Action Review.

The Board of Directors finished Executive Session to discuss Additional Open Action Review.

5. 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 13 November 2008

RESOLUTION 2008-11-13.01, RESOLVED: Add A Agenda item to add Frederick Hirsch to the Board Finance Committee.

Follow-up Status: completed.

Note: Completed at meeting.

RESOLUTION 2008-11-13.02, RESOLVED: Frederick Hirsch added to Board Finance Committee.
Follow-up Status: completed.

RESOLUTION 2008-11-13.03, RESOLVED: Approve the minutes (v3) from 2008-10-23 as distributed on 2008-10-28 by Frederick Hirsch.

Follow-up Status: completed.

Note: See <http://www.oasis-open.org/board/minutes-2008-10-23.pdf>.

RESOLUTION 2008-11-14.03, RESOLVED: Update Staffing Committee Charter as proposed by Paul Knight on 6 November 2008, changing semicolon on item 4 to a period.

Follow-up Status: completed.

Note: See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200811/msg00038.html> for approved changes.

RESOLUTION 2008-11-14.04, RESOLVED: The Board thanks Bob Glushko for hosting and providing excellent facilities for this meeting.

Follow-up Status: completed.

Note: Completed at meeting.

6. Additional Resolution Review

The Board of Directors entered Executive Session to discuss Additional Resolution Review.

The Board of Directors finished Executive Session to discuss Additional Resolution Review.

7. OASIS Report and Strategy Discussion

Laurent Liscia, Executive Director, provided an update on OASIS and referred to the November executive report, <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200812/msg00014.html>.

He noted risks associated with finances next year and emphasized a need for caution.

8. Finance Committee Report

RESOLUTION 2008-12-22.02, Add A item regarding 2009 Budget Approval to agenda.

Approved unanimously

<Cathie Mayo and Scott McGrath joined the meeting>

The Board discussed the 2009 Budget. Member Section spend down should be completed in 2009. OASIS may have managed net income greater than zero in 2009, but the budget is conservative due to current economic conditions, showing zero net income.

RESOLUTION 2008-12-22.03, The Board approves the 2009 Budget ("Fy2009 Budget for Board Approval -2.pdf") showing \$2,031K Income, 2,129K Expenses; and \$(84)K Total Net Income.

Approved unanimously

See <http://lists.oasis-open.org/archives/board-plus/200812/msg00058.html>.

Jim Hughes discussed the October and November operations reports and work of the Finance Committee. October Operations Report has been finalized with net income \$230K ahead of budget (event revenues and adoption services more than offset membership declines, and 20% savings in G&A overhead); cash on hand doing well. Possible issues with funding the Japanese web site. November Operations Report showed a good month for revenue, led by content management TC. Net income still \$230K ahead of budget, will stay in this area for year end. YTD cancels are ½ of projection. Operating cash still staying above 4 months' expenses. All MS have 2009 spending plans in place. Membership losses noticeable in government agencies. Finance Committee Discussions: completed update of MS Fund retention policy, will now send to Process Committee for action. Will start regular review of Accounting Policies in January. No significant issues requiring Board attention.

<Cathie Mayo and Scott McGrath left the meeting>

9. TAB Vacancy

<Bob Glushko joined the meeting>

RESOLUTION 2008-12-22.04, Add A item regarding TAB vacancy to agenda.

Approved unanimously

The Board discussed whether to appoint a replacement member to the TAB, including related issues of process and fairness.

RESOLUTION 2008-12-22.05, The Board appoints Patrick Durusau to fill the open seat on the TAB vacated by Frank McCabe, for the remainder of the term.

Motion approved [6-2-1]

See <http://lists.oasis-open.org/archives/board-plus/200812/msg00048.html>.

10. TC Admin Appeal

The Board discussed a TC Admin appeal regarding Java package names. The deadline is 7 January 2009. See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200812/msg00021.html>.

Eduardo Gutentag proposed response that OASIS Staff attempt to obtain oasisopen.org domain name, then other possible names, but if this is not successful then org.oasis_open will need to be used. Board members recognized the concerns related to the consistency of TC Admin response and discussed issues related to underscore use in Java and usability. This is the first time OASIS is standardizing a Java package name - the Board discussed this being consistent across OASIS. The possibility of members sponsoring the purchase of a domain name was mentioned.

See <http://www.oasis-open.org/committees/process.php#appeals>.

<Paul Knight joined the meeting>

11. IPR Committee Report

Bob Freund noted that the IPR Committee has a working group draft for a non-assert mode and is planning on additional refinements.

12. Outreach Committee Report

Bob Glushko sent a written report to the Board list that describes the project as it has evolved; it is using del.icio.us syndication to build a network of web resources that interconnects people, issues, standards, and so on. We expect to build the platform and do the "knowledge base" for the first domain, probably identity management, by the end of the spring semester. We then expect to use the platform in courses on "technology and policy" starting in the fall semester to add additional domains. He would appreciate any comments on the methodological or technology approach. See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200812/msg00062.html>.

The Board noted that this is currently a project outside of OASIS, will need to determine how to move this forward at a later time.

13. Staffing and Compensation Committee

Paul Knight provided an update on Staffing Committee.

14. Submissions ad hoc Committee Report

No report.

15. Process Committee Report

No report.

16. Governance Committee Report

The Governance Committee is currently reviewing the OASIS Bylaws in detail. This is an ongoing activity.

17. Upcoming Meeting Schedule

- 22 December 2008, Teleconference
- 22 January 2009, Teleconference
- 5-6 February 2009. F2F, Boston area hosted by Hitachi. Planning to finish at 2 pm on Friday.
- 26 March 2009, Teleconference
- 23 April 2009, Teleconference
- 19-20 May, Paris or in Germany, hosted by SAP.
- 25 June 2009, Teleconference
- 30-31 July, Billerica, hosted by Nortel.

18. Other Business

The Board discussed the proposal for OASIS to join a US Supreme Court Amicus Brief filing concerning the FTC v. Rambus, Inc. (prepared by Andy Updegrave), previously shared on the Board mailing list 16 December (See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/200812/msg00033.html>). Support was expressed on the list and the call and an objection was also discussed. OASIS plans to proceed with joining with no additional Board action.

19. Adjourn

The meeting adjourned at 11 PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors