Minutes - OASIS Board of Directors Meeting

Held 28 July 2010 to 29 July 2010, Billerica Courtyard Marriott, 270 Concord Road, MA (F2F).

OASIS Board approved Public minutes.

Thanks to IBM for providing the teleconference bridge.

28 July 2010

Directors in Attendance:

- Bob Freund, Vice Chairman
- Jim Hughes, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Mike DeNicola
- Bob Glushko
- Dave Ings
- Paul Knight
- Paul Lipton
- Jeff Mischkinsky
- Claus von Riegen

Directors Regrets:

- Peter Brown, Chairman

Newly Elected Directors in Attendance:

- Tony Giroti
- Charles Schulz (by teleconference)

Staff in Attendance:

- Jamie Clark
- Dr Carol Cosgrove-Sacks
- Barbara Erbes
- Carol Geyer
- Laurent Liscia
- Cathie Mayo
- Scott McGrath
- Mary McRae

1. Open Session: Welcome, Agenda Review

Bob Freund, on behalf the Chair Peter Brown, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Bob Freund, on behalf the Chair Peter Brown, convened the meeting at 9:10 ET, noting that a quorum was in attendance. Ten directors and Dr Carol Cosgrove-Sacks, Jamie Clark, Carol Geyer, Tony Giroti, Laurent Liscia, Scott McGrath, Mary McRae, Charles Schulz (by teleconference) were present when the meeting convened.

The agenda was reviewed and the European Report was moved to follow Action and Resolution review.

2. Minutes Approval

RESOLUTION 2010-07-28.01, Approve the minutes from 2010-06-24 as distributed on 2010-06-29 by Frederick Hirsch.

Approved unanimously

See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201006/msg00064.html.

3. Open Action Review

This section records action item status. There are 6 action items listed.

Actions from 3 February 2010

ACTION: 2010-02-03.2: Process Committee to provide FAQ and template for proposed Process revision.
Status: open.
Note: This is related to ACTION 2010-02-03.1.

ACTION: 2010-02-04.2: TAB to provide the OASIS Board with more detail on the decision making process for liaisons going forward.
Status: open.

ACTION: 2010-02-04.3: TAB to provide the OASIS Board additional information on the item "Promulgation of OASIS SOA standards through ISO JTC1".
Status: open.

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.

ACTION: 2010-05-26.2: Staff and Process Committee to review additional changes based on Staff Proposal to provide resolution for next Board meeting.
Status: completed.

ACTION: 2010-05-26.3: Staff to create FAQ for IPR Policy change and to announce IPR change to members sixty days before the effective date.
Status: open.

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. There are 7 resolutions listed for follow-up action.

Resolutions from 18 March 2010

RESOLUTION 2010-03-18.02, RESOLVED: Approve the change to Article 3 Section 17 as proposed by Mike DeNicola in the message sent to the Board on 9 March 2010, to Insert a new sub-paragraph (b) after the unchanged existing sub-paragraph (a) and change the following sub-paragraph designations to (c), and (d) without any changes to the text. The new item (b) is "Eligibility. To be nominated for and serve on the Board of Directors, a person must be a member of the Corporation or an employee, designee or representative of a member of the Corporation." RESOLUTION 2010-03-18.02a (to amend), The change will be proposed for implementation when the Board agrees it has completed the current set of changes to the Bylaws.
Follow-up Status: completed.
Note: Corrected to indicate section 17. Completed at this meeting.

Resolutions from 29 April 2010

RESOLUTION 2010-04-29.09, RESOLVED: The Board approves the change to Article 4 Section 2 of the OASIS Bylaws as proposed in the document ARTICLE 4 Section 2 Revised Proposed Change.pdf. The change will be proposed for implementation when the Board agrees it has completed the current set of changes to the Bylaws.
Follow-up Status: completed.
Note: See http://lists.oasis-open.org/archives/board-agenda/201004/msg00000.html. Completed at this meeting.

Resolutions from 26 May 2010

5. Additional Action and Resolution Review

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

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

6. OASIS in Europe

Carol Cosgrove-Sacks provided an update on OASIS activities in Europe, see http://lists.oasis-open.org/archives/board-agenda/201007/msg00007.html for details.

Carol Cosgrove-Sacks outlined that OASIS Staff is considering participating in European research projects to provide a linkage to standards in those projects, offering an opportunity to generate revenue from European activities. Laurent Liscia noted that this might drive the need for a European OASIS office.

OASIS efforts related to maintenance of OASIS standards can also contribute to OASIS involvement in European activities. OASIS also has a diverse membership, including individuals and small companies as well as large companies.

7. Committee Notes, including IPR and Process policy changes

Follow up with proposed changes to IPR and Process policies.

RESOLUTION 2010-07-28.02, Adopt the IPR Policy distributed 29 June 2010 on the board-agenda list as distributed by Bob Freund with an effective date of 2010-10-15 as previously approved by RESOLUTION 2010-06-24.

Motion approved [9-1-0]

See http://lists.oasis-open.org/archives/board-agenda/201006/msg00003.html.

ACTION 2010-07-28.1: Jamie Clark to produce and share IPR Policy FAQ with Board in July 2010.

RESOLUTION 2010-07-28.03, Adopt process-2010-07-20-Rollup-ForBoardApproval.pdf revision of the Process document as distributed by Jeff Mischkinsky on 21 July 2010 to the board-agenda mailing list, with the same effective date as that for the IPR Policy revision, 15 October 2010.

Motion approved [9-1-0]

Jeff Mischkinsky noted that the changes to the Process reflect many intense months of Process committee work. Changes include two tracks of documents, Standards Track Work Products and Non-Standards Track products (e.g. Committee Notes), an update to the appeals process, simplification of the balloting process and additional clarifications. See http://lists.oasis-open.org/archives/board-agenda/201007/msg00005.html.

ACTION 2010-07-28.2: Staff to produce and share TC Process FAQ with Board Process Committee in advance of sending to OASIS members.

The Board noted that some additional minor Process changes will be made.

Notice to members would be needed by 15 August, given the 15 October effective date. The notice to members will have to note all Board approved changes since the current effective policy, not only the changes approved today.

<Carol Cosgrove-Sacks left the meeting>

<Tony Giroti left the meeting>

<Mary McRae left the meeting>

9. Governance Committee - Bylaws changes

Mike DeNicola introduced changes to the Bylaws, including changes to allow electronic voting.

RESOLUTION 2010-07-28.04, The Board approves the change to Article 3 Section 15 of the OASIS Bylaws to place ", which may be in electronic form," after the phrase "Such written consent or consents" The

change will be proposed for implementation when the Board agrees it has completed the current set of changes to the Bylaws.

Approved unanimously

RESOLUTION 2010-07-28.05, The Board approves the changes to Article 3 Section 1 and Article 3 Section 17(b) of the OASIS Bylaws as proposed in the document Proposed Changes re Multiple Directors.pdf. The changes will be proposed for implementation when the Board agrees it has completed the current set of changes to the Bylaws.

Approved unanimously

Four bylaws changes have been accepted by the Board now: changed section 17 in article 3, 18 March 2010; changed Article 4 Section 2, 29 April 2010; Article 3 Section 15 28 July 2010, and Article 3 Section 1 and Article 3 Section 17(b) 28 July 2010.

The Board discussed that any changes that could impact the rights of members should be included in member review and vote, but electronic voting is a best practice that does not fall in this category.

RESOLUTION 2010-07-28.06, The Board agrees it has completed the current set of changes to the Bylaws and approves the release of all approved OASIS Bylaws changes to the Membership for review and vote.

RESOLUTION 2010-07-28.06a (to amend), to substitute motion with text "Release four changes to Bylaws to be presented to the membership for approval.π

Approved unanimously

Approved unanimously

See http://lists.oasis-open.org/archives/board-agenda/201007/msg00000.html.

10. OASIS Office

Scott McGrath described OASIS office issues and plans for an office move, see http://lists.oasis-open.org/archives/board-agenda/201007/msg00006.html. The expectation would be to move in October.

RESOLUTION 2010-07-28.07, The Board of Directors designates 25b Corporate Drive, Suite 103 Burlington Massachusetts as the corporation's principal office location, effective October 2010. The Corporation also enters into and performs a lease by and between the Corporation as Tenant and MEPT Burlington, LLC as Landlord for the premises located at 25 Corporate Drive, Suite 103, Burlington, Massachusetts, in substantially the form presented at (the "Lease"), and that the Executive Director is hereby authorized and empowered to execute, under the corporate seal of this Corporation, the lease and to perform the transactions contemplated thereby. In addition, the Board of Directors authorizes the Chief Operating

Approved unanimously

11. Organizational Relationships

Bob Freund provided an update on organizational relationships, noting that WS-I has transitioned to OASIS (see http://www.oasis-open.org/news/oasis-news-2010-07-22.php. Mike DeNicola presented an initial check from WS-I to Laurent Liscia, OASIS Executive Director. Board members reported that the WS-I BP and RSP work groups have voted to advance their work to Board Approval Drafts. See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201007/msg00033.html.

<Tony Giroti joined the meeting>

Work remains on the details of the transition. One question is whether WS-I mailing lists will be transitioned to OASIS and be publicly available.

<Charles Schulz left the meeting>

13. Member Section Policy

<Barbara Erbes joined the meeting>

The Board discussed that the current proposal allows Member Section RoP changes. There was discussion of whether it should await additional changes but the Board and Staff agreed that the current changes would be helpful in a timely manner and should not preclude additional subsequent changes. See http://lists.oasis-open.org/archives/board-agenda/201005/msg00009.html and proposed Staff amendment provided in response to ACTION-2010-02-03.7 http://lists.oasis-open.org/archives/board-agenda/201005/msg00005.html.

RESOLUTION 2010-07-28.08, Adopt proposed revision to Member Section Policy as proposed by Policy Committee, as sent by Jeff Mischkinsky on 7 May 2010 (6 May 2010 version 2.5).

Approved unanimously

15. Staff Reports

See http://lists.oasis-open.org/archives/board-agenda/201007/msg00007.html for Staff report presentations.

Scott McGrath provided an update on OASIS operations. He discussed OASIS actions in response to the MA Privacy Policy. He noted that OASIS retains minimal personal information. The Board discussed whether the membership agreement should have a paragraph related to privacy considerations.

<Charles Schulz joined the meeting>

The Board and Staff discussed other possible policies needed, including a Conflict of Interest policy and others. Board members noted that conflict of interest has not been a concern at the OASIS Board, although during WS-I negotiations Board members were careful to disclose any involvement with WS-I.

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.

Scott McGrath discussed the status and benefit of ANSI accreditation of the OASIS standardization process, and the relationship to Smart Grid standards.

<Jeff Mischkinsky left the meeting>

<Charles Schulz left the meeting>

Carol Geyer provided an update on Communications and Development at OASIS and noted that OASIS exceeded Q1 and Q2 new revenue targets. The new IDCloud activity contributed significantly to this. Carol Geyer provided an update on the AGM meeting, held by Webinar which had similar participation to previous years.

Barbara Erbes gave an update on renewals, noting that they have averaged around 80% in first half of the year.

Mary McRae provided an update on Standards Activities at OASIS, noting there have been five new TCs, two closed TCs, nine OASIS standards completed, 30 Committee Specifications and 93 public reviews in the last year. Mary McRae noted various new activities, including training videos, JIRA issue tracking, TAB reorganization, and Forms submission. See http://docs.oasis-open.org/templates/ for various templates and tools for various information.

<Jeff Mischkinsky joined the meeting>

See http://lists.oasis-open.org/archives/board-agenda/201007/msg00007.html.

16. Liaison Report

See http://lists.oasis-open.org/archives/board-agenda/201007/msg00007.html.

Jamie Clark gave an update on OASIS liaison highlights. In the SmartGrid area, Laurent Liscia is now on the NAESB Board of Directors. OASIS continues to have ISO PAS status in JTC1 and also has ARO status. (An Approved Referencing Organization (ARO) allows all of their standards to be referenced by ISO standards without an RER, a Referencing Explanatory Report that allows an ISO standard to reference non-ISO standards.)

OASIS plans to submit WS-Security to ISO following additional maintenance work. A number of OASIS standards may be considered for HL7 health care standards.

RESOLUTION 2010-07-28.09, The OASIS Board of Directors thanks the OASIS Staff for their excellent work this past year.

<Charles Schulz joined the meeting>

17. OASIS Report and Strategy Discussion

Laurent Liscia, Executive Director, noted that OASIS revenue is currently tied to new work. He suggested having an OASIS Board Strategy Committee to comment on proposals from Staff (though Board proposals would also be welcome).

Proposals could include additional staffing to support TCs and/or support Member Sections, as well as collecting information from members to offer better support. Another item is testing.

19. Finance Committee Report

The Board of Directors entered Executive Session to discuss Finance Committee Report.

The Board of Directors finished Executive Session to discuss Finance Committee Report.

20. Staffing and Compensation Committee

The Board of Directors entered Executive Session to discuss Staffing and Compensation Committee.

The Board of Directors finished Executive Session to discuss Staffing and Compensation Committee.

21. Organizational Health Discussion

The Board of Directors entered Executive Session to discuss Organizational Health Discussion.

The Board of Directors finished Executive Session to discuss Organizational Health Discussion.

22. Board-Only Discussion

The Board of Directors entered Executive Session to discuss Board-Only Discussion.

The Board of Directors finished Executive Session to discuss Board-Only Discussion.

23. Recess

The meeting recessed at 18:00 ET.

29 July 2010

Directors in Attendance:

- Peter Brown, Chairman
- Bob Freund, Vice Chairman
- Jim Hughes, Treasurer and Finance Committee Chair
- Frederick Hirsch, Secretary
- Mike DeNicola
- Tony Giroti
- Dave Ings
- Paul Lipton
- Jeff Mischkinsky
- Charles Schulz (by teleconference)
- Claus von Riegen

Staff in Attendance:

- Greg Carpenter
- Laurent Liscia
- Scott McGrath

TAB in Attendance:

- Martin Chapman
- Jacques Durand
- Patrick Durusau (by teleconference)

OASIS Members Observers in Attendance:

- Paul Knight

24. Open Session: Welcome, Agenda Review

Peter Brown, the Chair, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Peter Brown, the Chair, resumed the meeting at 9:00 ET, noting that a quorum was in attendance. Ten directors and Jamie Clark, Paul Knight, Laurent Liscia, Scott McGrath were present when the meeting convened. The meeting agenda was reviewed and approved.

25. Installation of new Directors and Appreciation for Departing Directors

RESOLUTION 2010-07-29.01, The Board thanks Bob Glushko and Paul Knight for their service to the Board.

Approved unanimously

New Directors were installed on the Board.

26. Election of Officers and Committee Assignments

<Jeff Mischkinsky joined the meeting>

The Board held an election for Board Chair - with candidates Peter Brown, and Bob Freund. Peter Brown was elected 6-5.

The Board held an election for Board Vice Chair - with candidates Jeff Mischkinsky and Claus von Riegen. Claus von Riegen was elected 7-4.

Frederick Hirsch was elected Secretary and Jim Hughes was elected Treasurer.

The Board discussed creating a Strategy Committee to give advice to the Executive Director on strategy. The previous Board Strategy Committee disbanded after completing strategic and execution plans, an update to Member dues, and other activities in order to allow Laurent Liscia room to lead. Now that Laurent Liscia has established his OASIS leadership the Board discussed the benefits of re-establishing the Committee with a revised charter.

The Board also discussed the role of the TAB and benefits of OASIS Symposium.

RESOLUTION 2010-07-29.02, Establish a Board Strategy Committee effective immediately with the current charter and a first task of updating the charter.

Approved unanimously

MOTION 2010-07-29.03, The Board mandates the Strategy Committee to have a rotating membership.

Motion failed [1-9-0]

The Board discussed concerns related to continuity, participation of interested parties at will, and the inability to force participation.

RESOLUTION 2010-07-29.04, that the following individuals are hereby elected to the office or position indicated in the table below, each to serve until he or she resigns or is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Approved unanimously

OASIS Officer and Board Committee assignments for 2010-2011 are as follows:

Board Positions	
Chairman	Peter Brown
Vice Chairman	Claus von Riegen
Secretary	Frederick Hirsch
Treasurer	Jim Hughes

Executive Committee	Chair of Board: Peter Brown, Vice Chair of the Board: Claus von Riegen , Secretary: Frederick Hirsch Treasurer: Jim Hughes
Finance and Auditing Committee	Jim Hughes (chair), Peter Brown, Mike DeNicola, Frederick Hirsch, Jeff Mischkinsky
IPR Committee	Bob Freund (chair), Frederick Hirsch, Jim Hughes, Dave Ings, Paul Lipton, Jeff Mischkinsky, Charles Schulz, Claus von Riegen
Staffing and Compensation Committee	Peter Brown (chair), Mike DeNicola, Bob Freund, Jim Hughes
Process Committee	Jeff Mischkinsky (chair), Bob Freund, Tony Giroti, Frederick Hirsch, Jim Hughes, Dave Ings, Paul Lipton
Governance Committee	Paul Lipton (chair), Mike DeNicola, Bob Freund, Tony Giroti, Jim Hughes, Jeff Mischkinsky
Strategy Committee	Laurent Liscia (chair), Peter Brown, Tony Giroti, Frederick Hirsch, Dave Ings, Paul Lipton, Jeff Mischkinsky, Claus von Riegen, Charles Schulz

28. Kavi 5 Migration

<Greg Carpenter joined the meeting>

See http://lists.oasis-open.org/archives/board-agenda/201007/msg00007.html for presentation and related material.

Greg Carpenter noted that the focus of this update is on the the short-term Kavi 5 update, and that the longer term Mojave project is on hold. He outlined the history of the project since May, noting that Kavi has not been able to provide interfaces to OASIS needed to replicate functionality needed by the current OASIS customizations. He noted that Kavi assumes two areas, public and private, with strict differences between the two. One issue is the ability to enable role based access control for non-Kavi applications based on Kavi account and TC membership information.

Greg Carpenter suggested that a decision needs to be made whether to proceed with outsourcing versus in-house development before all technical details can be worked out. Answering various questions in the outsourcing case will require working with Kavi, and incur costs, as well as answering questions as part of doing the development. In-house development could require a increased staffing in OASIS, additional expertise and time. He noted that OASIS operates very lean with few resources to evaluate various options in depth.

He noted that Kavi would not be interested in OASIS modifications at the Kavi site, but is amenable to Cloud Four customizations, acting as a 3rd party integrator partnering with Kavi. OASIS has spoken with John Keith of Cloud Four, the former CTO of Kavi. Discussions with him were positive about creating adapters to enable OASIS functionality.

The alternative of upgrading the current in-house Kavi implementation would require work to understand it and modify it. This would still leave the system with an old Kavi 3 system that is at end of life and not being maintained. An additional issue would be finding the right person to do this work.

Greg Carpenter noted that "Kavi replacement" means different things to different people. To some it means replacing or upgrading the in-house Kavi system, to others it means replacing Kavi completely, with different document management and other features. He suggested which decision would depend on different requirements. Updating to outsourced Kavi 5 does not preclude reviewing other requirements later.

The Board and Staff discussed various project risks, including ongoing support for adapters and the need for contingency planning. Board members asked about sharing best practices with other organizations that use Kavi and asked whether there is a Kavi user group.

Greg Carpenter noted that progressing on an outsourcing solution would address operational concerns as well as allow organizational learning.

> RESOLUTION 2010-07-29.05, Add A item regarding Kavi direction

> Approved unanimously

> RESOLUTION 2010-07-29.06, Support the Staff's recommendation to engage Cloud Four to proceed with outsourced Kavi 5 migration.

> Approved unanimously

<Greg Carpenter, Paul Knight left the meeting>

30. Joint meeting with TAB

<Martin Chapman, Jacques Durand, Patrick Durusau, Kim Goolsby, Mary McRae joined the meeting>

> RESOLUTION 2010-07-29.07, Dave Ings elected Board TAB liaison.

> Approved unanimously

Martin Chapman provided an update on the Board. See http://lists.oasis-open.org/archives/board-agenda/201007/msg00009.html for the slides. A current TAB focus is conformance testing. The TAB has also been reviewing OASIS standards dependencies, creating a Topic Map. In the process they have noticed citation formats vary. The TAB helped drive the Non-Standards document track and the latest draft of the TC Process approved at this meeting.

The External TAB is no longer operational, all TAB work is now the "internal TAB" work. Board members noted that the TAB charter, web site and wiki may require revision to reflect this change.

Martin Chapman noted that with only three TAB members, the TAB will be unable to perform all public reviews, especially since the time period for reviews has been reduced.

Martin Chapman remarked that the TAB has conversations with Staff but there is limited visibility of these interactions to the Board. Martin Chapman and the Board considered creating an OASIS mailing list that includes TAB, Staff, Board, all able to post.

ACTION 2010-07-29.1: Staff to create confidential mailing list for Board-TAB-Staff discussions.

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.

The Board discussed the need for a clear list of functions of the TAB. The Board and TAB discussed issues and approaches related to member interest in joining the TAB.

> RESOLUTION 2010-07-29.08, The Board thanks the TAB for all of its contributions to OASIS
>
> Approved unanimously

<Martin Chapman, Jacques Durand, Patrick Durusau, Kim Goolsby, Mary McRae left the meeting>

31. Member Section Review

Deferred until next meeting.

33. Meeting Schedule

The Board planned upcoming meeting schedule.

ACTION 2010-07-29.3: Laurent Liscia to determine hosting in Brussels for 12 and 15 October 2010

ACTION 2010-07-29.4: Paul Lipton and Jim Hughes to determine hosting F2F 1-2 February or 2-3 February 2011 in New York City, with preference for 2-3 February. If not possible then Paul Lipton to check on Princeton NJ for the same dates.

ACTION 2010-07-29.5: Claus von Riegen to determine hosting in Berlin or Paris 4-5 May 2011

F2F Meetings
12 and 15 October 2010, Brussels in conjunction with Green IT 13-14 October 2010.
1-2 or 2-3 February, New York (or New Jersey), with preference for 2-3 February
4-5 May 2011 Berlin or Paris
27-28 July and OASIS Burlington MA office

Teleconference information:

Teleconferences
No telecon August 2010
16 September 2010, 9 - 11 PT
No telcon October 2010

18 November 2010, 9 - 11 PT
16 December 2010, 9 - 11 PT
20 January 2010, 9 - 11 PT
No telecon February 2010
17 March 2010, 9 - 11 PT
21 April 2010, 9 - 11 PT
No telecon May 2010
16 June 2010, 9 - 11 PT
No telecon July 2010

34. Other Business

None.

35. Adjourn

The meeting adjourned at 15:30 ET.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors