# Minutes - OASIS Board of Directors Meeting

Held 18 November 2010 by teleconference, 9-11 PT.

OASIS Board approved Public minutes.

Thanks to IBM for providing the teleconference bridge.

## 18 November 2010

**Directors in Attendance:**

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

**Directors Regrets:**

- Jeff Mischkinsky

**Staff in Attendance:**

- Laurent Liscia
- Scott McGrath
- Mary McRae

## 1. Welcome, Agenda Review

Peter Brown, the Chair, presided at the meeting, and Frederick Hirsch, the Secretary, kept the minutes. Peter Brown, the Chair, convened the meeting at 9:00 PT, noting that a quorum was in attendance. Nine directors and Laurent Liscia, Scott McGrath, Mary McRae were present when the meeting convened.

The Board agreed to add an item to the agenda before "OASIS Executive Director's Report" for the TAB charter, and to follow this with the Governance Committee agenda item, and moving the Kavi agenda item to later. With these changes the meeting agenda was approved.

## 2. Minutes Approval

RESOLUTION 2010-11-18.01, Approve the v3 minutes from 2010-10-12 F2F (12/15 October 2010) as distributed on 25 October 2010 by Frederick Hirsch.

Approved unanimously

See http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201010/msg00048.html.

## 3. Open Action Review

This section records action item status.

### 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.

### Actions from 28 July 2010

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.
Status: open.

### Actions from 28 July 2010

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.
Status: open.

### Actions from 12 October 2010

ACTION: 2010-10-12.1: Staff to provide SWOT analysis on OASIS-wide annual meeting.
Status: open.

ACTION: 2010-10-12.2: Laurent Liscia to notify the Legal XML member section of these decisions.
Status: completed.

ACTION: 2010-10-15.1: Peter Brown to review possibility of rescheduling the 16 June teleconference if it does not work for other Board members.
Status: completed.

## 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.

**Resolutions from 12 October 2010**

RESOLUTION 2010-10-12.01, RESOLVED: Approve the minutes from 2010-09-16 as distributed on 2010-09-16 by Frederick Hirsch.
Follow-up Status: completed.
Note: Posted, see http://www.oasis-open.org/board/minutes-2010-09-16.pdf.

RESOLUTION 2010-10-12.02, RESOLVED: Add A item for Strategy Committee Charter approval to agenda
Follow-up Status: completed.

RESOLUTION 2010-10-12.04, RESOLVED: Table MOTION 2010-10-12.03 until afternoon
Follow-up Status: completed.

RESOLUTION 2010-10-12.06, RESOLVED: Add A items related to Legal XML member sections
Follow-up Status: completed.

RESOLUTION 2010-10-12.07, RESOLVED: The Board revise the RoP for the Legal XML Member Section to remove dues allocation. RESOLUTION 2010-10-12.07b (to amend), Add the words, "effective immediately."
Follow-up Status: completed.

RESOLUTION 2010-10-12.08, RESOLVED: Prohibit Legal XML member section from making any further spending commitments until they have convinced the Board that they are a going concern." RESOLUTION 2010-10-12.08c (to amend), add "as of 15 October 2010" before "until" in the previous notice. RESOLUTION 2010-10-12.08d (to amend), change 15 October to 13 October
Follow-up Status: completed.

RESOLUTION 2010-10-15.01, RESOLVED: Call the question on MOTION 2010-10-12.03a
Follow-up Status: completed.

RESOLUTION 2010-10-15.04, RESOLVED: Call the question
Follow-up Status: completed.


RESOLUTION 2010-10-15.05, RESOLVED: The Board commit the Strategy Committee charter development to the Strategy Committee, to state that it is specifically responsible for maintenance of the OASIS Strategy document, and provide advice to the Executive Director from time to time as requested, and to perform tasks as referred by the OASIS Board of Directors from time to time as related to strategy and goals.
Follow-up Status: open.


RESOLUTION 2010-10-15.06, RESOLVED: Michael DeNicola, and Bob Freund be added to the Strategy Committee.
Follow-up Status: completed.


# 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. TAB Charter

RESOLUTION 2010-11-18.02, Add A item to agenda for TAB Charter

Approved unanimously

*<Charles Schulz joined the meeting>*

Dave Ings noted that revision of charter reflects current operational status of the TAB. See http://lists.oasis-open.org/archives/board-agenda/201011/pdf00001.pdf.

RESOLUTION 2010-11-18.03, Adopt updated TAB charter, as provided on board-agenda list, 12 November 2010.

Motion approved [8-0-2]

# 7. Governance Committee Report

Paul Lipton provided an update on the Governance Committee, noting that first drafts of the Conflict of Interest and Document Retention policies have been completed and are now undergoing review within the committee.

## 8. OASIS Executive Director's Report

Laurent Liscia provided an update on OASIS, noting items he had provided in the Executive Report, including positive points related to the financial health of the organization. The Board discussed feedback from adoption TCs related to changes of the TC Process, and considered reviewing feedback during the February 2011 F2F. The Board noted the rationale for the Process change, including needing appropriate formal representation of OASIS and OASIS TCs, but is interested in listening to member feedback.

The Board also discussed the LegalXML Member Section and noted that additional information supports maintaining the spending freeze. If the LegalXML member section steering committee brings no new information to the Board then the Board may terminate funding or even shut down the member section at the February 2011 meeting. New work could still come to OASIS as new TCs; however they may not need to affiliate with a member section.

## 9. Kavi 5 Migration Report

Laurent Liscia provided an update on the Kavi 5 Migration, noting that the Kavi Corporation and Cloud Four Statements of Work have been signed by both parties. Work on the Discovery Report are underway and are nearing completion - the schedule has slipped by one week for this item. Technical discussions between OASIS and Cloud Four have been completed. No roadblocks have been discovered and Cloud Four has completed a similar project for another customer giving positive indications. The TAB still needs to do additional work related to testing. The Board asked whether further Kavi upgrades will be possible once this current upgrade process is completed without requiring a repeated technical upgrade contract.

## 10. Finance Committee Report

Jim Hughes provided an update on the Finance Committee status. He noted that the Finance Committee has an Information Security Policy draft (see http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201010/msg00036.html) but that it should be approved by the Board in conjunction with the Document Retention Policy being produced by the Governance Committee.

Scott McGrath provided an update on the September operations report - the Board had no questions (see http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201011/msg00002.html). Scott McGrath also presented an introduction to the draft 2011 budget, reviewing assumptions noted in the budget (see http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201011/msg00007.html). The Board reviewed the draft budget at this meeting so that any Board concerns can be raised before the Finance Committee requests approval of the 2011 budget at the December Board meeting.

ACTION 2010-11-18.1: Finance Committee to add more detail to the 2011 budget on expense categories, including G & A expense category (lines 16-18).

Noteworthy is that this budget would use funds retained this year for Kavi upgrade and other projects to enable improvements for the OASIS members.

## 11. Process Committee Report

No discussion.

*<Scott McGrath, Mary McRae, Tony Giroti left the meeting>*

## 12. Staffing & Compensation Committee

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

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

## 13. Meeting Schedule

Planned upcoming meeting schedule. Peter Brown reviewed the scheduling of the June 2011 conference call, noting that two Board members could not attend on the 16 June but all Board members have indicated that they can attend on 9 June.

RESOLUTION 2010-11-18.04, Change June 2011 teleconference to 9 June 2011, 9-11 PST

Approved unanimously

| F2F Meetings |
| --- |
| F2F, 2-3 February 2011, New York City, hosted by Microsoft, 1290 Avenue of the Americas |
| F2F, 4-5 May 2011 Berlin hosted by SAP at the SAP offices in Rosenthaler Strasse 30, 10178 Berlin |
| F2F, 27-28 July 2011, OASIS Burlington MA office |

Teleconference information:

| Teleconferences |
| --- |
| 16 December 2010, 9-11 PT |
| 20 January 2011, 9-11 PT |
| No teleconference February 2011 |
| 17 March 2011, 9-11 PT |
| 21 April 2011, 9-11 PT |
| No teleconference May 2011 |
| 9 June 2011, 9-11 PT (updated) |
| No teleconference July 2011 |

## 14. Adjourn

The meeting adjourned at 11:00 PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors