

Minutes - OASIS Board of Directors Meeting

Held 17 March 2011 by teleconference, 9-11 PT.

OASIS Board approved Public minutes.

Thanks to IBM for providing the teleconference bridge.

17 March 2011

Directors in Attendance:

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

Directors Regrets:

- Frederick Hirsch, Secretary

Staff in Attendance:

- Greg Carpenter
- Laurent Liscia
- Scott McGrath

1. Welcome, Agenda Review

Peter Brown, the Chair, presided at the meeting, and Jim Hughes took minutes on behalf of Frederick Hirsch, the Secretary. Peter Brown, the Chair, convened the meeting at 9:05 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

RESOLUTION 2011-03-17.01, The minutes from the 2-3 February 2011 F2F as distributed on 2011-03-01 by Frederick Hirsch were approved as written.

Approved unanimously

See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201103/msg00003.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.

Note: Process Committee provided comment to TC Admin, work not completed before change of TC Admin. Robin Cover is reviewing this. This item is carried forward to the next meeting.

Actions from 2 February 2011

ACTION: 2011-02-02.2: Scott McGrath to update Document Retention and Destruction Policy for posting and post.

Status: completed.

Note: See http://www.oasis-open.org/who/policies_procedures.php.

ACTION: 2011-02-02.3: Claus von Riegen to distribute position paper by German organizations (DIN, BITKOM) on industry consortia recognition to OASIS Board.

Status: completed.

Note: See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201102/msg00082.html>.

ACTION: 2011-02-02.4: Claus von Riegen to propose goals for joint sessions

Status: completed.

Note: See <http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201102/msg00100.html>.

ACTION: 2011-02-02.5: Jamie Clark to share summary of guidance and copy of WS-I adoption agreement to the WSI Member Section Steering Committee mailing list.

Status: completed.

Note: See <http://www.oasis-open.org/apps/org/workgroup/ws-i-sc/email/archives/201102/msg00004.html>.

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 2 February 2011

RESOLUTION 2011-02-02.01, RESOLVED: Approve the minutes from 2010-12-16 (v2) as distributed on 2011-01-13 by Frederick Hirsch.

Follow-up Status: completed.

Note: See <http://www.oasis-open.org/board/minutes-2010-12-16.pdf>.

RESOLUTION 2011-02-02.03, RESOLVED: Approve information security policy with change to employee acknowledgment form replacing "information security program" with "information security policy"

Follow-up Status: completed.

Note: See posted policy, http://www.oasis-open.org/who/policies_procedures.php.

RESOLUTION 2011-02-02.04, RESOLVED: Approve Document Retention and Destruction Policy as distributed by Paul Lipton on 8 December

Follow-up Status: completed.

Note: See posted policy, http://www.oasis-open.org/who/policies_procedures.php.

RESOLUTION 2011-02-02.05, RESOLVED: Enter Executive Session

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. Legal XML RoP Update

Scott McGrath reported that the LegalXML Member Section was considering two changes to their RoP: (a) deleting a reference to American Bar Association participation as ABA was no longer an OASIS Member; and (b) reducing the number of required Steering Committee members to 3, as this is consistent with the Member Section Policy and the number of candidates standing for election to the SC. Once the new SC is seated, they will discuss these items and return to the Board to formally amend their RoP.

7. Conflict of Interest Policy

Approval of Conflict of Interest Policy, see

<http://lists.oasis-open.org/archives/board-agenda/201101/msg00004.html>.

The board discussed the definition of "family" as used in this policy, particularly as it might relate to use of the same term in other policies; it was agreed that the topic would be discussed further in the Governance Committee.

The topic of "applicable state/federal law" was briefly raised, and it was agreed this could be explored further in the Governance Committee.

RESOLUTION 2011-03-17.02, The Conflict of Interest Policy as posted for this topic was approved.

Motion approved [8-0-1]

8. OASIS Executive Director's Report

Scott McGrath, in the absence of Laurent Liscia, Executive Director, provided an update on OASIS. Peter Brown noted that the Executive Director will notify the board directly in the future when he is on vacation for more than several days. Jim Hughes noted that the comments on anticipated New Revenue will be discussed in the upcoming Finance Committee meeting.

The Executive Director's Report is posted at

<http://lists.oasis-open.org/archives/board-agenda/201103/pdf00003.pdf>.

<Greg Carpenter joined the meeting>

9. Kavi 5 Migration Report

Greg Carpenter provided an update on the Kavi 5 Migration, noting the transition to the ws00 server and expected time schedules. As reverse proxies are being used, TCs can be moved incrementally. A notice to all members will be posted, and careful attention paid to insure minimal impact to TC activities. As navigation depends on the shadow database, some time lag will be noticed when links are followed for moved items.

The Kavi 5 Migration Report is posted at

<http://www.oasis-open.org/apps/org/workgroup/staff-board-tab/email/archives/201103/msg00003.html>.

<Peter Brown, Greg Carpenter left the meeting>

As Peter Brown left the meeting, Claus von Riegen, Vice Chairman, became the Chair pro tem.

10. Finance Committee Report

Jim Hughes reported that the Finance Committee would meet in the following week to consider the February Operations Report. There were no questions raised on the January Operations Report or other Financial matters. The audit authorization letters have been signed and the Audit is expected to close in April.

<Charles Schulz joined the meeting>

11. Process Committee Report

Jeff Mischkin reported that no new issues need to be discussed in this board meeting; the committee continues to meet and discuss maintenance issues. The issue concerning changes to the Member Section Policy is still being developed by staff and will be submitted to the committee soon.

12. Governance Committee Report

Paul Lipton reported on committee status, noting that the next meeting would be held at the end of March. Clarification was asked on an annual process of confirming the antitrust guidelines have been read, and Scott McGrath agreed to look into this.

At this point it was recognized that a TAB Report was not on the agenda; it was agreed to add a new agenda topic (with no action) at the conclusion of the meeting.

13. IPR Committee Report

There were no items to report as the committee has not met and has no open action items.

<Laurent Liscia joined the meeting>

14. AGM

No AGM webinar is currently planned, see

<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201103/msg00013.html>. Proposal for discussion

<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201103/msg00005.html>.

Laurent clarified that the proposed November date for a regional meeting in San Francisco is November 10, 2011, at the Spotlight on Cloud conference. Jim Hughes noted that a series of regional, face-to-face "mixers" might not satisfy the Bylaws requirement for an annual meeting of members, which would normally happen in one place. Tony Giroti asked that staff consider positive/negative aspects of past meetings to insure meeting quality is kept high. Jeff Mischkin asked that some consideration of a technical Symposium be considered, as this would draw more members than a "mixer" or AGM.

ACTION 2011-03-17.1: Scott McGrath to take appropriate actions to insure an Annual Report is provided to members as required by the Bylaws. Providing notification of a web-accessible Annual Report is an acceptable resolution.

ACTION 2011-03-17.2: Scott McGrath to provide plans for an Annual Member Meeting which will satisfy the Bylaws requirements. Board members requested early distribution of the draft agenda for comment before it is published, and recognition of successful past practices.

ACTION 2011-03-17.3: Laurent Liscia to develop staff plans for a Symposium and/or regional meetings for further board discussion. Draft agendas are requested to clarify expectations at these meetings.

15. Berlin F2F

The agenda for the Berlin F2F was noted, including plans related to Member Sections. Directors were asked to keep the evening of the first day, May 4, 2011 open for a reception and/or dinner; Laurent will look into inviting local OASIS members to a reception; the 3 external guests will also participate in the evening. Laurent will also look into whether an announcement of the board meeting should be sent to local OASIS members, in case they would like to observe the public portions.

Guests have been confirmed by Claus von Riegen, see

<http://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201103/msg00014.html>.

16. Board and TAB election planning

The proposed 2011 election schedule was posted at

<http://lists.oasis-open.org/archives/board-agenda/201103/msg00006.html> and it was noted that several Directors had responded back with editorial comments to Scott. There were no further questions on the proposed schedule, and Scott will now proceed to implement it.

17. TAB Report

Dave Ings reported on two issues raised in TAB meetings.

No response had been received to TAB comments on the Kavi 5 migration plans, and TAB asked to know if there was any policy change prohibiting direct communication with the migration team, and the status of the response. Laurent confirmed that there was no policy preventing communication, and a response to the TAB comments would be provided right away.

ACTION 2011-03-17.4: Scott McGrath to insure a response to TAB comments on Kavi 5 Migration is provided right away.

Dave Ings noted a second issue concerning policies would be forthcoming by email, but was not ready for discussion today.

18. Meeting Schedule

Planned upcoming meeting schedule.

F2F Meetings
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
21 April 2011, 9-11 PT
No teleconference May 2011
9 June 2011, 9-11 PT (date updated)
No teleconference July 2011

19. Adjourn

The meeting adjourned at 11:00 PT.

Respectfully Submitted,

Frederick Hirsch

Secretary, OASIS Board of Directors