Draft Minutes of the meeting of OASIS Board of Directors, held Face-to-Face in New York, 20-21 October 2011

Directors in Attendance:
- Bob Freund, Chairman
- Frederick Hirsch, Vice Chairman
- Peter Brown, Secretary
- Jim Hughes, Treasurer
- Abbie Barbir
- Tony Giroti (Day 2, by teleconference)
- Dave Ings
- Jeff Mischkinsky
- Sanjay Patil

Apologies received from:
- Mike DeNicola

Staff in Attendance:
- Laurent Liscia, Executive Director
- Chet Ensign
- Scott McGrath (by teleconference)
- Cathie Mayo (by teleconference)

Director Not Attending:
- Charles Schulz

Thursday 20 October 2011

1.   Welcome and Adoption of Agenda

Bob Freund, Chairman, presided at the meeting. Peter Brown, Secretary, kept the minutes.

The Chairman called the meeting to order and the Secretary took roll call. With 9 members in attendance, the meeting was deemed quorate.

The meeting agreed to take a short item regarding TAB at the end of the agenda.

2.   Approval of Minutes

The Minutes of the Board meeting of 29 September 2011, were **approved**.

3.   Open Action and Resolution Review

The Board,

- **Closed** the following Action Items:

#0000: Process Committee and Member Section Administrator to review all RoPs for Qualified Elector definitions.
#0001: Martin Chapman and David Ings to provide proposal to the Board for the July 2011 meeting on the TAB role and proposals for moving forward with the TAB.
#0002: Finance Committee to review policy choice of overall maximum allocation of member dues to member sections.
#0007: (RESOLUTION 2011-07-27.02 and 02a) Publish modified standing rule 2010-02-03 to "Members who will be eligible to run SHOULD announce their intention to run for board officer positions a minimum of two weeks before the election."
#0008: (RESOLUTION 2011-07-27.05 and 05c) Publish updated TC process as amended (including addition of "Maintenance Activity" as a new definition.
#0009: (RESOLUTION 2011-09-29.02) Executive Director to release up to $4,000 from currently frozen LegalXML Member Section funding to support travel costs for upcoming Steering Committee meeting.
#0010: Direct Chet and TC Admin to "proceed with caution (but do proceed) with the proposed new operational rules and report to the Process Committee if any formal TC Process issues are raised by the proposed changes."

- **Carried forward** the following Action Items:
None

4.   Additional Action and Resolution Review

No additional actions or resolutions were considered

5.   Strategy

The Chairman introduced the item and the Executive Director spoke to a presentation and his quarterly report on the core themes of "Agility, Simplicity and Improvement". In the ensuing discussion, many comments and questions were raised, including the following:

- Reference to the OASIS process being "lightweight" needs to be tempered and explained in context: lightweight can be viewed as something negative, whereas the key message is agility and simplicity;

- The "competitive landscape" – as seen by other agencies (such as US federal government, EU, etc) – seems to have established a "first tier" of SDOs that consistently includes OASIS, W3C and IETF. All three share the characteristic that they provide essential, key, standards for the information society, although they vary tremendously in terms of their respective business and operational models. Other SDOs, such as OMG, DMTF, OGF, have varying degrees of success in recognition: OMG was the first SDO to achieve PAS submitter status at JTC1 but is perceived as having a (proprietary?) lock on modelling methodology and more recently rules modelling (and in future, possibly also on analytics and decision modelling); DMTF is perceived by some as heavily dominated by specific vendor interests;

- Are there any objective criteria in assessing the value of SDOs? The perceived degree of engineering excellence is one possible criterion, at least implicitly, that can explain the support for some standardization efforts despite otherwise poor governance or process structures (such as IETF);

- The biggest challenge for SMBs/SMEs would seem not to be competition/choice between differing standards or SDOs, but a choice between going with a standardization or ecosystem effort or being left "out in the cold";

- Is the 2007 OASIS Strategy document up-to-date or in need of review (see document)? There is a need to balance risk and rewards in the strategy pursued by the organization;

- Role of the Member Sections: there may need to be further reforms to the funding model in order to make their work more real for members;

- Multi-lingualism and multi-culturalism: although English is the language of choice for nearly all TC work, some TC's need to be careful to be inclusive and sensitive to thet face that many members do not have English as a first language, "processing" of issues may take longer to digest and respond to. This could be an area of work for TAB to examine, including possible guidelines to TC Chairs;

- TC Administration were asked to provide more information about minimum/likely/ideal timelines for a typical TC process, including the timing of the different phases.

Many members expressed satisfaction at this wide-ranging discussion and the value of it at each face-to-face meeting.

6. Finances

Discussed in Executive Session

7. Funding allocations to Member Sections

This item follows up from previous discussions and Action #0002 of the Board (see document).

After detailed discussion, the Board resolved to continue with the current, existing funding model for Member Sections but to seek assurance that, from a tax perspective, the organization is operating according to the rules of its tax-exempt status.

8. TC Administration

Chet Ensign introduced this item (see presentation) and the Board expressed continued satisfaction with progress made in resolving internal process bottlenecks.

9. Staffing and Compensation

Discussed in Executive Session

10. Organizational Health

Discussed in Executive Session

11. Directors-Only Discussion

Discussed in Executive Session

12. Member Sections

The Secretary reported on recent meetings of the LegalXML, eGov and IDTrust Member Sections and on the International Cloud Symposium held the week before outside London, hosted by CA Technologies and co-organized by the IDTrust and eGov Member Sections (see draft report).

The Board discussed a range of issues including:

- Member Section funding: some wait on OASIS staff to put work programs together, whereas the burden is on them to present work and seek approval of any ensuing budget. The Treasurer indicated his intention to remove "earmarked" funds and return any provisionally allocated but un-committed monies back to the OASIS general budget.

- Scope of work: some guidance may be needed for Member Sections regarding non-specification outputs (white papers, etc.). The addition of the "non-standards track" in the technical committee process was intended to address this issue but Member Sections are not explicitly covered by this.

The Board agreed that the Executive Director, the Secretary together with interested Board members should examine existing procedures and issues with a view to report back to the Board with specific proposals.

13. Governance Committee report

Tony Giroti reported and presented current work of the Committee. The Committee had reviewed a number of areas of work and started up on some new items. The Committee sought direction from the Board as to the issues that it should be pursuing as a priority. External Legal Counsel already gave some guidance at the July meeting (see item 21 of minutes of 27 July 2011) that the Board should establish an ethics policy and a whistle-blower policy. In addition, the "990" filing should indicate the existence of a Conflict of Interest Policy. Other areas that are being examined include a Privacy policy (that goes beyond the immediate requirements under Commonwealth of Massachusetts law) and policy regarding EU Anti-Trust rules. The Committee will pursue these priorities and present recommendations back to the Board.

14. Process Committee report

Jeff Mischkinsky reported. The Committee had looked at the results of the recent review of internal TC Administration processes and was very satisfied with the results so far. The Committee would look further at the Member Section qualified elector issue and identify any issues that ought to be brought back to the Board.

The Board also agreed to the proposal that the Committee should examine the consequences of the 2010 TC process changes.

A further issue raised concerned possible guidelines for TC chartering, the role of a convenor in that process and the kick-off of a new TC and the importance of gaining "buy-in" from OASIS member primary representatives.

15. AOB and Meeting Schedule

Although initially approving a motion to meet in Burlington for the February 2012 Board meeting, the Board resolved to hold the meeting of 2-3 February 2012.

The Board agreed that the meeting in Paris, France, in May 2012 should discuss OASIS' relationship with AFNET (and in particular the informal cooperation agreement with them) as well as invite senior officials from the European Commission and European Parliament to discuss progress on the EU 'Standardisation Package'. The next Board call in November would discuss this in further detail.

The Board confirmed the dates for the for the July 2012 meeting as alternative proposals did not achieve consensus.

As a general evaluation of the meeting, the Board welcomed the concentration on strategy.

The Board expressed its thanks to Oracle Corporation for the hosting of the meeting.

The meeting adjourned at 12:03 EDT

Approved Resolutions

RESOLUTION 2011-10-20.01
"Board approves minutes of the meeting held on 29 September 2011 and available at:

2011-10-29-OASIS-board-draft-minutes-confidential-v1.pdf:
http://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/43867
2011-10-29-OASIS-board-draft-minutes-public-v1.pdf:
http://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/43868**"**

RESOLUTION 2011-10-20.02
"Board resolves to continue with the current, existing funding model for Member Sections"

RESOLUTION 2011-10-20.03
"Board resolves to hold its next face-to-face meeting in New York City, 2-3 February 2012"