OASIS Board of Directors – Meeting Minutes (Public) – October 07, 2020

Meeting Logistics

Venue

The meeting was conducted by teleconference.

Teleconference Bridge

Thanks to OASIS for providing the teleconference bridge.

Meeting Documents

All meeting documents were available to Board members in the Kavi Board Plus workspace.

Attendance

Directors Present:

- Jeremy Allison
- Rich Bowen
- Martin Chapman
- Frederick Hirsch
- Gershon Janssen
- Jason Keirstead
- Wende Peters
- Beth Pumo
- Bruce Rich
- Richard Struse

Staff Present:

- Chet Ensign
- Guy Martin
- Scott McGrath
- Carol Geyer

Directors Absent:

- Daniel Riedel

1. Welcome, Roll call, Agenda

Gershon Janssen, Chair, presided at the meeting. Rich Struse, Secretary, recorded the minutes, assisted by Chet Ensign.

With 10 of 11 Directors present, the meeting was quorate.

Gershon welcomed the attendees and reviewed the agenda. Gershon asked if there were any objections to the agenda as amended. None raised objections so the agenda was approved.

2. Administrative matters

Review of Minutes

Rich Struse asked for feedback on the quality of the minutes. Frederick requested changes to the Action Items: removing the coloration; pare the list down to 5 or so items actively being worked on and move the rest somewhere else. He also suggested that AIs should not be listed if they do not have someone assigned to them.

Rich asked for a motion to approve the minutes of Sept. 8 2020. Bruce Rich moved to approve the minutes. Frederick Hirsch seconded. No further discussion. No objections to approval. Minutes unanimously approved.

Update on backlog of Board topics

Gershon reviewed the list of items lining up for action at the November meeting:

- Unified membership agreement
- Bylaws
- Code of Conduct
- Inclusive Language
- 2021 Budget
- Processed comments on policy documents

No action required of Board members at this time.

3. Executive Director Report

Guy Martin presented updates on current OASIS activities.

On general outreach, Guy noted the 2nd Open Matters webinar was held with John Wolpert, TSC chair for the Baseline project, as guest. Guy also presented at the international CAP workshop. Guy will also be speaking at Open Matters this year.

Guy provided an update on the status of the EU entity. The main three members are ready for appointment but the two other candidates from the EU did not get approval from their employers. Recruitment is underway with several candidates now. There is a need to approve the current slate so that the EU can be launched in time for Dr. Carol to announce in December.

Guy provided an update on the progress of the new website. He noted that they will be asking Board members for new head shots for the website.

Finally, Guy updated the Board on the status of RSA 2021. It is now scheduled as both in-person and virtual next May. He noted that we dropped our booth this year because we did not get

enough members to commit. Gershon asks if dropping would hurt our long-term relationship with RSA. Guy will check with Jane but his sense is that it will not.

4. EU Entity initial officers/directors appointment approval

Gershon recapped progress to date. The statutes were approved in July. The remaining step before the entity can be set up is to approve the initial slate of candidates to the board. As discussed earlier, Gershon noted that we want to move forward with the current 3 candidates and add the additional directors later.

Gershon presented the initial slate of Officers/Board members, the draft resolution, and the next steps. Beth Pumo moved to approve the resolution. Wende Peters seconded. There was no discussion. No objections were raised to unanimous approval. Motion approved unanimously.

5. OASIS Office Lease

Scott McGrath reported on the progress made on arranging new office space after current lease ends. The proposal is to license space in a shared office space environment. Scott just received the final agreement today. He notes this will provide us with the necessary space for regular operations at less than half the cost of our current arrangement.

Scott noted that this is a multi-year commitment, so Board approval is needed. The amount requested is approximately $60,000. Scott noted that the Board will need to approve a second motion in November to approve changing our location of business.

Frederick Hirsch moved to approve the motion. Beth Pumo seconded. There was no discussion. No objections were made to unanimous approval. Motion approved unanimously.

6. Governance Committee Report

Frederick updated the Board on the current work of the committee. The committee received member feedback on the proposed changes to the by-laws and Jamie is currently preparing a clean version incorporating the committees proposed changes to address the comments as well as a response to the commenters. The committee plans to present these to the Board in time for action at the November meeting.

Frederick also noted that work is underway on the revised Membership Agreement.

7. Finance Committee Report

The discussion was held in Executive Session.

8. Schedule of future meetings

Gershon reviewed a proposed set of meeting dates for 2021 shared earlier with Board members. Gershon asks for consensus to approve this schedule. No objections were raised.

9. Any other business

No other business was raised.

10. Adjournment

The meeting was adjourned.

Outstanding Action Items

All outstanding action items are grouped together here for ease of reference. However, some of these action items may be reviewed elsewhere in the minutes as part of other discussions.

Board Action Items (Red indicates highest priority):

Action Item 2019-07-24.02 owner: Governance, target: 2020-07-23
Governance and IPR Advisory Committee to take up review of the bylaws, standing rules and committee charters, including potential new membership class(es). Charters have been updated, other work (including modernized bylaws) in progress.
Action Item 2020-02-06.07 owner: TBA, target: tbd
Appropriate level of detail for minutes.
Action Item 2020-02-06.08 owner: TBA, target: tbd
Appropriate usage of Executive Session for private discussions of the Board.
Action Item 2020-02-06.10 owner: Governance, target: tbd
Bylaws clarification: President vs ED vs Board Chair.
Action Item 2020-02-06.11 owner: Gershon, external counsel, target: 2020-07-22
Craft response to member request for information.
Action Item 2020-02-06.13 owner: Gershon, target: Q3/2020
Update to the Interop Demo Policy / Resolve OASIS Interoperability Demonstration Policy.
Action Item 2020-03-06.01 owner: Gershon, target: tbd
Track committee accomplishments and attendance.
Action Item 2020-06-23.01 owner: Staffing Committee, target: July 2020
Execute 90-day ED evaluation.
Action Item 2020-07-22.01 owner: Process, target: tbd
Vulnerability Disclosure Policy and Process.
Action Item 2020-07-22.02 owner: Process, target: tbd
Code of Conduct.
Action Item zzz owner: TBA, target: tbd
Confidentiality Policy.

Staff Action Items:

Action Item 2019-07-24.04 owner: staff/ED, target: tbd
Investigate cost-effective tooling to produce report on allocation of staff time to projects
Action Item 2019-07-24.05 owner: staff/ED, target: tbd
Investigate mechanisms to add variance analysis to financial report to more easily see significant changes
Action Item 2019-07-24.06 owner: staff/ED, target: tbd
Proposal to incentivize current and additional Foundational Sponsors
Action Item 2019-07-24.07 owner: Chet Ensign, target: 2020-04-28
Work with TAB for a plan for TAB revitalization/wrapup.
Action Item 2020-02-06.03 owner: Staff/ED, target: tbd
OASIS starting other lines of business
Action Item 2020-02-06.06 owner: Staff/ED, target: tbd
Clarify Board policies vs staff policies.
Action Item 2020-02-06.12 owner: Staff/ED, target: tbd
Branding of OASIS Open vs Open Projects.

Resolutions

Resolution 2020-10-07.01

The Board resolves to approve the Executive and Public minutes of the 8 September 2020 Board meeting, as published in:

Executive:
https://www.oasis-open.org/apps/org/workgroup/board-plus/documents.php?folder_id=3393

Public:
https://www.oasis-open.org/apps/org/workgroup/board-plus/documents.php?folder_id=3393

Resolution 2020-10-07.02

RESOLUTION OF THE BOARD OF DIRECTORS OF OASIS OPEN

WHEREAS, the Board of Directors of OASIS Open, a not-for-profit corporation organized under the laws of the State of Pennsylvania ("OASIS"), has by resolution authorized the creation of **Stichting OASIS Open Europe**, a not-for-profit independent Stichting (Foundation) under Dutch law; and

WHEREAS, the Statutes of the Stichting provide to OASIS the right (among other things) to nominate and approve appointments of the officers/directors of the Stichting, and the initial

officers/directors must be provided at the time the Stichting's proposed notariële akte (Deed of Incorporation) is made official; and

THEREFORE, NOW BE IT:

RESOLVED, that OASIS nominates and appoints the following persons as the initial officer/directors of the Stichting: Martin Chapman, Gershon Janssen, and Guy Martin; and further gives its consent to Martin Chapman serving as the Chairman of the Stichting, to Gershon Janssen serving as the Treasurer of the Stichting, and to Guy Martin serving as the Secretary of the Stichting.

RESOLVED that the officers, directors and management of OASIS Open Europe are authorized and directed, in the name of OASIS, to execute and deliver any instruments, documents and government filings, and take all such other steps, as may be necessary, convenient or appropriate to implement the foregoing resolutions.

Resolution 2020-10-07.03

RESOLVED, that based on the recommendations and projections of management, and in light of the potential for cost savings, OASIS management is hereby authorized at its discretion, pending its satisfaction with the completion of negotiations with the site owner, to execute and enter into a license agreement of two year duration for shared office space as described to the Board.