

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
- Daniel Riedel

Staff Present:

- Chet Ensign
- Guy Martin
- Scott McGrath
- Jamie Clark
- Carol Geyer
- Jane Harnad

Absent:

- Richard Struse

1. Welcome, Roll call, Agenda

The meeting was quorate.

2. Review and approval of meeting minutes

Review of minutes was tabled.

3. Organizational Health

Executive session.

4. Executive Director Report

Guy presented the Executive Director report to the Board.

5. Unified Membership Agreement

Frederick recapped the goals and progress to date for the Membership Agreement (MA) changes, including review of the removal of the affiliates clause.

There was discussion and questions about the effect of removing the affiliates clause from the MA while it remains in the IPR Policy. The Board reached a consensus that the revised MA can be approved now and questions of the affiliates clause and the IPR Policy can be addressed afterwards.

Jeremy moved resolution #1 on adding Open Project participants to OASIS Open membership. Daniel seconded. Jamie recapped the effect of the resolution. There was no further discussion. No objections to unanimous approval were heard. The motion passed.

Jeremy moved resolution #2 on approving the new MA. Daniel seconded. Martin proposed amending the motion to change the proposed date to April 1st to allow more time for the Governance Committee to investigate the affiliates question. Frederick seconded. There were no objections to so amending the motion, so the amendment was approved.

Gershon asked for objections to unanimous approval. Objection was raised. Gershon called a Roll call vote. 9 yea votes were heard and 1 abstention. The motion passed.

The Board assigned an action item to the Governance/IPR committee to address the questions regarding the affiliates clause and the IPR Policy/Open Project Rules.

6. Finance Committee Report

Frederick and Scott reported in executive session.

7. 2020-2021 Events & Activities

Jane presented a report on events and activities that OASIS engaged in last year. She recounted the impact of the pandemic on events in general and noted that we will have to be prepared to hold events with a hybrid model, part in person and part virtual, in the years ahead. She asked the Board to support us by, among other things, letting us know when they will be involved in events, and supporting cross-promoting.

8. Any Other Business

No other business was raised.

9. 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 2021-01-26.01

WHEREAS, the Bylaws of the Corporation provide that there shall be *“two classes of members, voting and non-voting”*; and that the Board may *“by resolution ... create subclasses within each of the two classes,”* with such *“attributes, qualifications, fees, benefits, and the like”* for each class or subclass as the Board may determine;

AND WHEREAS, the Board wishes to add as voting members of the Corporation those parties who serve either as Project Governing Board Members or Sponsors of OASIS Open Projects;

RESOLVED, that the class of voting members of the Corporation shall be composed of all “Organizational Members” who execute the OASIS Open Membership Agreement for Organizations as well as one or more of its schedules: (a) Schedule A for Technical Committee Participation, (b) Schedule B for Open Project Governing Board Membership, or (c) Schedule C for Open Project Sponsorship.

FURTHER RESOLVED, that each Organizational Member must pay the dues associated with each of the Schedules it enters into and adopts.

FURTHER RESOLVED, that although an Organizational Member may enter into multiple Schedules and participate in multiple activities, but all of which shall entitle the member to only one OASIS Open Organizational Membership.

FURTHER RESOLVED, that the class of non-voting members of the Corporation shall be composed of all “Individual Members” who execute the OASIS Open Membership Agreement for Individuals as well as its Schedule D for Technical Committee Participation.

Resolution 2021-01-26.02

RESOLVED, that the new unified forms of OASIS Open Membership Agreement for Organizations and for Individuals transmitted to the Board on 2021/01/19 are approved, and shall be used to record and evidence all new OASIS memberships on and after 2021/04/01, with such nonsubstantive changes as staff may find necessary or advisable to properly implement it.

RESOLVED FURTHER, that Schedules A and D provided in the new unified forms will be used to record all new Members joining to participate in Technical Committees on and after 2021/04/01; and Schedules B and C provided in the new unified form will be used to record and evidence all new Open Project PGB memberships and sponsorships on and after 2021/04/01.

RESOLVED FURTHER, that existing OASIS Organizational Members as of 2021/04/01 shall be invited, but not required to execute the new unified form; or otherwise OASIS and that member will continue to rely on its existing signed membership agreement on file.

RESOLVED FURTHER, that existing Open Project sponsors and PGB members as of 2021/04/01 will be invited to execute the new unified form, and thereby join the roster of OASIS Organizational Members, at any time after 2021/04/01 (without changing their annual renewal dates for OP participation).

RESOLVED FURTHER, that existing Open Project sponsors and PGB members who have not yet signed the new unified form will be required to sign it, and thereby join the roster of OASIS Organizational Members, upon the annual renewal date for their OP participation occurring in calendar year 2022, with the result that all Open Project sponsors and PGB members shall also be OASIS Organizational Members by 2022/12/31.