

Meeting Logistics

Venue

The meeting was conducted in person.

Facility & Teleconference Bridge

Thanks to Gershon Janssen and Reideate providing the meeting facilities.

Meeting Documents

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

Directors Present:

- Jim Cabral (Vice-Chair)
- Gershon Janssen (Chair)
- Bret Jordan* (joined 2nd half of meeting)
- Anish Karmarkar, Ph.D.
- Jason Keirstead
- Vasileios Mavroeidis, Ph.D.
- Daniel Riedel (Treasurer)
- Omar Santos
- Duncan Sparrell (Secretary)
- Altaz Valani
- Jautau “Jay” White, Ph.D.

Staff Present:

- Francis Beland
- Harm Jan van Burg
- Jamie Clark
- Chet Ensign (notetaker)*
- Carol Geyer
- Cathie Mayo
- Scott McGrath

*Remote participation

1. Welcome and opening comments

Gershon welcomed the directors to the face-to-face Board meeting. The meeting had a quorum. There were no objections to recording the meeting Zoom call for purposes of note taking. Recording will be deleted after minutes have been prepared.

2. Agenda approval - Gershon Janssen

Gershon reviewed the agenda. Anish suggested to have a short discussion about the 'NIST RFI USG NSSCET, which was added to the agenda as additional topic. The agenda was approved without objections.

3. Record of Approval of Minutes ballot

Duncan confirmed the Board meeting minutes of the June 14th, 2023, meeting were approved by ballot: <https://www.oasis-open.org/apps/org/workgroup/board-plus/ballot.php?id=3790>
The Board acknowledged the record of approval.

4. Member Projects developments and pipeline

Francis presented an update on the workshops under development for disinformation, circularity labeling (recycling), and fashion and apparel. First is planned for October, then second workshop for November. A workshop on fashion likely next year. The intent is to bring together industry leaders to discuss market failures and open standard targets to address them, generating support for new OASIS projects. The group discussed.

5. Succession planning

Francis presented an update on upcoming staffing changes and plans to manage the transition to the new management team. He explained the complexity of balancing upcoming changes to senior management while continuing to drive business development and support members. The group discussed the changes, how the Board might support in this transition, the need for a communications plan and raised possibilities of getting members more directly involved.

6. NIST RFI USG NSSCET

Anish brought the NIST RFI USG NSSCET to the attention of the Board and asked for views on what sort of role OASIS could take in this RFI (See; <https://www.nist.gov/news-events/news/2023/09/nist-seeks-input-implementation-national-standards-strategy-critical-and>). The group discussed this and other similar initiatives; standards efforts by governments appear to be increasing - OASIS should consider better resourcing for Government Relations. It was agreed that OASIS will review and reply to the RFI by its deadline for response on November 6th.

AI: OASIS staff reply to the RFI by Nov 6.

7. Operations Reports and Forecast

Daniel and Scott presented the Operations Report through August and reviewed the Q3 Forecast for the full year. Daniel highlighted important trends, particularly that OPs have not played out

how we expected. Scott presents the forecast to the end of the year. Francis discussed the plan for addressing the shortfall. Altaz suggested to schedule a discussion about what changes we could implement in our operating model to address revenue generation. There was consensus to better define and track KPIs, to set up an ad-hoc board committee to discuss the operating model and revisit the budget in 6-9 months.

AI: The board will create operating model ad-hoc board committee immediately.

AI: The board will review the budget again in 6-9 months.

8. Benefits of Board service

Duncan facilitated a discussion of the benefits of Board service. Different elements and perspectives were tabled, including election cycles, value for directors and their organizations (if applicable), focus on themes/topics, member group demographics and potential small benefits that may include educational opportunities in organizational governance. There was general consensus that the value of Board membership differs for each member, who should decide for themselves what a Board membership brings them, though, making this sufficiently appealing is a point of attention that we should continue to think about.

9. Staff support for Board committees

Francis led discussion of the proposal for staff members to co-chair standing Board committees. The group discussed. There was consensus that we already have this mechanism in place, though, not use it sufficiently effective in supporting committee chairs. It was decided that no need for any specific action from the Board, other than reminding ourselves to make more explicit use of this support option to effectively run standing committees.

10. Board committees - Members at Large

The Board discussed the proposal to allow members-at-large to be appointed to serve on standing committees.

Through resolution 2023-09-27.01, the Board approved that at the discretion of the committee chair, a Board advisory committee can add members-at-large to that committee as non-voting members, limited to OASIS sponsor level members, subject to a signed NDA.

11. New Board committee - Membership

Francis introduced the topic of creating a new committee for membership growth. The Board discussed and approved the creation of a membership growth Board standing committee. Title for the committee is 'Business Development and Thought Leadership'.

AI: The board will create a membership growth standing board committee immediately.

12. Officer and committee assignments

Gershon turned over the discussion of officer elections and committee assignments to Scott. Scott reviewed the slates for officers and committee assignments.

It was moved that, in accordance with OASIS Bylaws Article 4 Section 1, the Board resolves that the following individuals are hereby elected to the office or position indicated in the list below, each to serve until he or she resigns or is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

- Chair of the Board and OASIS President: Gershon Janssen
- Vice chair: Jay White
- Secretary: Jim Cabral
- Treasurer: Daniel Riedel

The motion was seconded and with no objections to unanimous approval it was approved.
[Resolution 2023-09-27.02]

Also, the Board approved the committee assignments.

The motion was seconded and with no objections to unanimous approval it was approved.
[Resolution 2023-09-27.03]

It was noted that the new Board committees will need to draft their charters for approval at a next Board meeting.

AI: Each new board committee will provide a draft charter at the next board meeting.

13. Board meeting schedule

The group discussed its meeting frequency and meeting length. Consensus was to plan for bi-monthly virtual meetings with a duration of 2 hours, of which is one 2-day face-to-face meeting per year. Francis was asked to find a meeting schedule that works for Board members.

AI: Francis will schedule upcoming board meetings.

14. TC Process - TC Rep approval

Jamie recapped the proposal to change the TC process from requiring primary representative approval to join a TC to requiring that the primary representative be notified. He spoke to the background of the proposal.

The group discussed. Consensus was that this is too significant a change to the process to approve on short notice. Gershon volunteered to organize a discussion among the group to consider possible solutions going forward.

AI: Gershon will organize a group to propose changes to the TC rep approval process.

15. Consent Item #3: Authorized signers

The Board reviewed and approved the authorized signers on its company accounts, through

resolution 2023-09-27.04 and approved appointing another member of staff as manager to the OASIS Open Development Foundation, LLC through resolution 2023-09-27.05.

AI: OASIS staff prepare notifications to the banks of our new authorized signers for signature by the Secretary.

16. New corporate partnership program

Francis presented his proposal for a new corporate partnership program that would enable companies to join OASIS in order to support its vision/mission. The group discussed the proposal and noted possible challenges, stemming from evolving market dynamics, though, encouraged Francis to move forward with the proposal.

AI: Francis will continue elaborating a corporate partnership program.

17. OOEF Update

Harm Jan presented an update on the OOEF and the steps being taken to reorganise its set it up to better align with its objectives. He asked for Board approval to carry on with this process. The Board approved Harm Jan van Burg to move forward with restructuring OOEF through resolution 2023-09-27.06.

AI: Harm Jan van Burg will restructure the OOEF.

18. New supporter program

The item was tabled until the next meeting.

19. Consent Item #1: Approval of 3-year agreement

The item was tabled by the discussion of by-laws changes.

20. Consent Item #2: Activities report

The item was not given any time during the meeting, but since it is already a written report intended to give a brief overview of the accomplished and recent updates on OASIS Open activities in Q1 2023, all directors are invited to read up on its contents and ask any questions on either the board-plus mail list or directly to Francis.

21. Organizational Health (*EXECUTIVE SESSION*)

In executive session, the Directors discussed organizational health.

22. Director-Only Discussion (*EXECUTIVE SESSION*)

In executive session, the Board had general discussion.

23. Any other business

No other business was raised.

24. Adjournment

The meeting was adjourned at 5:30pm Eastern.

Resolutions

Resolution 2023-09-27.01

The Board approved, at the discretion of the committee chair, that a Board advisory committee can add members-at-large to that committee as non-voting members, limited to OASIS sponsor level members, subject to a signed NDA.

Resolution 2023-09-27.02

Anish moved that, in accordance with OASIS Bylaws Article 4 Section 1, the Board resolves that the following individuals are hereby elected to the office or position indicated in the list below, each to serve until he or she resigns or is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

- Chair of the Board and OASIS President: Gershon Janssen
- Vice chair: Jay White
- Secretary: Jim Cabral
- Treasurer: Daniel Riedel

The motion was seconded by Duncan and with no objections to unanimous approval it was approved.

Resolution 2023-09-27.03

Gershon moved that the Board approved the committee assignments.

Daniel seconded the motion and with no objections to unanimous approval it was approved.

Resolution 2023-09-27.04

Gershon moved that the Board of Directors of OASIS Open, a Pennsylvania not for profit corporation, hereby approves as its signatory for all bank and financial accounts, and contracts, each of the following, any one of which may bind the corporation by her or his signature: Francis Beland, executive director; Catherine Mayo-Figenbaum, controller; Gershon Janssen, president; Daniel Riedel, treasurer and until 12/31/2023 Scott McGrath.

Duncan seconded. No objections to unanimous approval. Resolution approved.

Resolution 2023-09-27.05

Gershon moved that the Board of Directors of OASIS Open, a Pennsylvania not for profit corporation, hereby approves and appoints Catherine Mayo-Figenbaum as one of the Managers of the OASIS Open Development Foundation, LLC, a Delaware series limited liability company, a subsidiary company of OASIS replacing Scott McGrath.

Jim seconded. No objections to unanimous approval. Resolution approved.

Resolution 2023-09-27.06

Jason moved that the Board of Directors of OASIS Open agree to the plan of restructuring the Dutch foundation ODEF to be more independent and more “loosely” connected to OASIS Open and as such take the necessary next steps to put this into effect and bring back the formal paperwork to the OASIS Open Board of Directors as soon as they become available and are ready for further handling.

The motion was seconded by Jay and with no objections to unanimous approval it was approved.