

Meeting Logistics

Oracle Building 14
6 Van de Graaff Drive
Burlington, MA,01803

Teleconference Bridge

Thanks to Oracle for providing the teleconference bridge.

Meeting Tool

We used the Lucid meeting tool to present some materials, but for this Board meeting we did not use the tool to capture minutes.

Meeting Documents

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

Member Reception

There was an OASIS Member Reception on Wednesday July 24th in Burlington, MA .

Attendance

Current Directors Present:

- James Cabral (first day only)
- Martin Chapman
- Frederick Hirsch
- Gershon Janssen
- Jason Keirstead
- Margaret LaBrecque (remote)
- Paul Lipton (remote)
- Beth Pumo
- Bruce Rich
- Richard Struse

Newly-elected Director Present:

- Daniel Riedel

Apologies received:

- Bret Jordan

Staff Present:

- Jory Burson
- Jamie Clark
- Dr Carol Cosgrove
- Chet Ensign
- Carol Geyer
- Jane Harnad
- Paul Knight
- Cathie Mayo
- Scott McGrath
- Mary Beth Minto
- Dee Schur
- Pim van der Eijk

Minutes – Day 1

1. Welcome, Agenda Review

Gershon Janssen, Chair, presided over the meeting. Bruce Rich, Secretary, took the minutes.

The Chair opened the meeting and took roll call. With 8 of 11 Directors present at the opening of the meeting, the meeting was quorate. The agenda was adopted as posted with minor adjustments in timing and sequence.

Time was also taken to welcome incoming Director, Daniel Riedel, of New Context Services, Inc. Although not yet able to vote, Daniel was invited to participate in the ensuing discussions.

2. Approval of Minutes

Bruce Rich, Secretary, briefly reviewed the minutes of the June 25 Board meeting. The motion to approve the minutes was made by Frederick Hirsch and approved by unanimous consent.

3. Perspectives on the Bylaws

Bruce Rich, Secretary, presented and led a discussion on the current OASIS bylaws. This session was Board-only and thus in executive session. No motions were recorded, but an action item was logged for the Governance Advisory Committee.

4. OASIS Leadership Discussion

Gershon Janssen, Board Chair, led a discussion on characteristics of a future OASIS “captain of the ship”. This session was held in executive session. No motions were recorded.

5. New Staff Introductions

Scott McGrath, Chief Operating Officer, and Carol Geyer, Chief Development Officer, introduced Jory Burson (Open Source Program Manager), Mary Beth Minto, Community Engagement Coordinator, and Mackenzie O’Hare, UNH accounting intern, to the Board.

6. Staff Updates on Business Development and Events

Carol Geyer, Chief Development Officer, Jory Burson, Open Source Program Director, and Jane Harnad, Events Manager, provided an update on current business items.

The first half look-back:

- Hired an open-source manager
- Formed an Open Projects Advisory Council
- Formally announced Open Projects in May
- Launched first Foundation-in-a-Box, the Open Mobility Foundation (<https://www.openmobilityfoundation.org/about/>)
- Started the Privacy TAG
- Held 2 interoperability demos, participated in 3 conferences

- Began migration to the new CRM

Overall, as new projects drive the most revenue, the paucity of TC starts means that most revenue is coming in through other avenues.

The second half look-forward:

- TC recruiting

New prospects may include MQTT-Sensor Networks, JSON Abstract Data Notation (JADN), Collaborative Automated Course of Action Operations (CACAO)

New members in current TCs = 2 for KMIP (+1 for interop demo), 4 for PKCS#11, 2 for CTI and 3 for OpenC2

- Open Projects

Ethereum Interoperability Project coming online

Expect a cyber security project in 2H

Events this year include:

- Open source

OSCon, Black Hat USA, Open Source Summit, Open Core Summit, DevCon, All Things Open, NodeJS

- Emergency Management

HL7 Technical meeting, CAP workshop, IAEM conference, Preparedness Summit

- Security

ICMC 2019 (PKCS#11 interop demo), RSA 2019 & 2020 (KMIP interop demo), FIRST, JHU/APL IACD

- OASIS (co-)sponsored

International Workshop: Data Protection in Real-Time, 9-10 September, University of Oxford

Borderless Cyber USA, 8-10 October, National Press Club, Washington, DC

7. FiaB/Open Project Update

Carol Geyer, Chief Development Officer, updated the Board on marketplace response to the recently-launched Open Projects and FiaB.

The two lines of business have some commonalities and some distinctions. Trying to work through both launches in roughly the same timeframe has forced some changes in the sales process to be more crisp about the possibilities in each segment. The key differentiator seems to be “openness”, as Open Projects are indeed open to all, but FiaB allows whatever ruleset is desired, but demands more involvement from the project participants. The marketplace is hungry for something between the two, so a project that can be controlled by its initiators yet

be “open enough” to attract participation and pass scrutiny by standards bodies that require openness of process and participation (as does the EU).

8. Foundation-in-a-Box Update

Scott McGrath, Chief Operating Officer, updated the Board on the recently-launched FiaB and the lessons learned.

The Open Mobility Foundation launched as per plan in late June. The fees received from initial participants came in higher than expected, so the first OASIS Open Development Foundations series launched with slightly more revenue to OASIS than projected. The amount of staff time necessary to get to launch was higher than anticipated due to the degree of customization required. This calls into question the very name of Foundation in a Box, as “in a box” implies a simplicity/repeatability that is not currently possible.

9. Technical Community Update

Chet Ensign, Chief Technical Steward, and Paul Knight, Document Process Analyst, provided an update on relevant developments in the TC area.

In the past twelve months, OASIS has issued 27 Committee Specifications and seen 8 specifications reach OASIS Standard status. By year-end, staff anticipate 2 new TCs, 2 new Open Projects, 2 more OASIS Standards (one from an Open Project) and 4-6 OASIS standards submitted to ISO/IEC/ITU. Out of the 60 TCs, only 36 remain active. The Member Sections are largely dormant, and their importance diminishes with the reduction in active TCs.

10. Director Appreciation

Gershon Janssen, Board Chair, led the Board in expressing appreciation to departing Director, Jim Cabral, for his contributions in his tenure as an OASIS Board member.

11. Organizational Health

Gershon Janssen, Board Chair, and Scott McGrath, Chief Operations Officer, led a discussion on Organizational Health. This discussion was in execution session. No motions were recorded.

Minutes – Day 2

1. Welcome, Agenda Review

Gershon Janssen, Chair, opened and reviewed the day’s agenda. Bruce Rich, Secretary, took minutes.

2. Installation of New Directors

Gershon Janssen, Chair, welcomed Daniel Riedel to the Board of Directors.

3. Election of Officers and Committee Assignments

Scott McGrath, Chief Operating Officer, conducted the annual election of Board officers and committee chairs, as well as soliciting Board advisory committee membership. An initial pass at

board advisory committees and their chairs was completed, but finalization was deferred until the next day.

The following Board members were acclaimed to Board officer positions as follows:

- Chair: Gershon Janssen
- Vice-Chair: Martin Chapman
- Treasurer: Frederick Hirsch
- Secretary: Bruce Rich

As no nominations were received for President, the Chair will serve as President, so effectively this means that the Board officer positions include:

- President: Gershon Janssen

Each of these officers are Directors so as officers are committing to serve above and beyond the 10% of their time already committed during the Director election process, as well as making all reasonable effort to attend the face-to-face Board meetings (see <https://www.oasis-open.org/board/election-process>).

Gershon Janssen, President and Board Chair, acknowledged his understanding of his presidential duties and responsibilities under Article 4, Sections 6 and 9 of the Bylaws.

The motion to approve the officers was moved by Beth Pumo and approved by unanimous consent.

4. Finance Committee Report

Frederick Hirsch, Finance Committee Chair, led the discussion. The discussion was held in executive session. The following topics were covered. No motions were recorded.

- Review the June operations report.
- Review the newly-minted 2H2019 forecast.
- Review the FiaB actuals to-date against initial forecasts.

5. European Union Update

Dr Carol Cosgrove-Sacks, Senior Advisor, International Standards Policy, and Martin Chapman, Director, provided an update on the evolving EU situation, as well as the Cyber Security Act.

OASIS, through Dr Carol's delegate status to the EU Multi-Stakeholder Platform on ICT Standardization, has enjoyed featured status, along with speaking for other non-EU standards bodies such as the IETF, ECMA and W3C. The British Standards Institute has been an ally in such efforts, but with Brexit looming and a new Commission president and parliament changes, OASIS could use another anchor point in Europe.

Furthermore, with an EU Cyber Security Act in place, the EU now has a certification system in place and OASIS could apply for a seat on the stakeholder group (SCCG) if OASIS were an EU entity.

6. European Entity for OASIS

Scott McGrath, Chief Operating Officer, and Pim van der Eijk, Senior Advisor on Standards, outlined some options for OASIS having a European presence and possible costs and benefits. There are at least three different mechanisms that would enable OASIS to have a European footprint (AISBL, Stichting, Association Declaree). There are some financial and reputational risks, but OASIS may be able to mitigate those as it does with its US subsidiaries. Absent a European presence, OASIS remains unable to qualify for EU grant money, although it is difficult to connect the dots between an OASIS European entity receiving such grant money and any real benefit to OASIS members.

7. Staff Perspective on Organization and Leadership

Gershon Janssen, Board Chair, initiated discussion with Staff to get their perspective on the organization and its leadership.

The staff are interested in having a leader who is a strong presence in the world into which OASIS is heading. This person needs to have an enthusiasm about technology. They need an appropriate level of concern for what happens inside the organization yet remain outward-focused. If OASIS is to be clarifying some of the bylaws et al, ideally this work should be complete before this individual arrives on the scene.

8. Open Project: OASIS Ethereum

Carol Geyer, Chief Development Officer reviewed where the new OASIS Open Project fits into the much larger Ethereum ecosphere. As part of this discussion, Daniel C Burnett, called in to address the board directly with an overview of the Ethereum Improvement Process and its relevance to the larger Ethereum community.

9. General Counsel Update

Jamie Clark, OASIS General Counsel, provided an update on relevant liaison developments that impact OASIS or provide new opportunities/challenges, as well as other pertinent items in the legal realm.

The usual liaison reports are available in the Board-Plus folder for this meeting. Nothing of note was highlighted.

Jamie also discussed his activities in many different areas of the business, mentioning “Sales, Rules, Deals and Tools”. He is often consulted about special requests from prospective OASIS members, TCs, Open Projects, etc, and most recently, he was acting Executive Director for the Open Mobility Foundation.

Jamie does not see any immediate legal threat on the horizon for the next year, and recommends continuing to retain Duane Morris as OASIS external counsel.

10. OASIS TAB

Chet Ensign, Chief Technical Steward, provided an update on the TAB.

There was no election this year for the two open slots, as there were no nominations for these positions. That brings the TAB down to just two individuals, Trey Darley and Jacques Durand.

Although the TAB was able to review more than 20 OASIS specs last year for adequate conformance clauses, this year the TAB is only achieving about half that volume, which tracks with the reduction in active TAB members. Assuming the review reduction is acceptable, there are a few other items (e.g., standards DB completion, master citation list) that the TAB could reasonably complete. Chet took an action item to have the TAB provide a recommendation to the board about possible next steps.

11. Board-Only Discussion

Gershon Janssen, Board Chair, led a board-only reprise on topics that need more Board attention. This session was held in execution session. No motions were recorded.

Minutes – Day 3

1. Welcome, Agenda Review

Gershon Janssen, Chair, opened and reviewed the day's agenda. Bruce Rich, Secretary, took minutes.

2. Staffing and Compensation Advisory Committee Report

Gershon Janssen, Staffing Committee chair, led a discussion of outcomes from Tuesday's Staffing and Compensation Advisory Committee meeting with staff. This session was in execution session. No motions were recorded.

3. Annual Legal Presentation

Richard J Snyder from OASIS's outside counsel Duane Morris provided advice and guidance to new and current Board members regarding their roles and responsibilities. (This item was deferred from its published agenda time on day 2.)

4. Future Meetings Planning

Gershon Janssen, Board Chair, led a brief discussion around planning for future Board meetings. With an executive search likely to commence shortly, it seems reasonable to defer scheduling F2F meetings until that position is filled. An online poll will be issued for additional online Board meetings shortly after the conclusion of this meeting.

5. Any Other Business

Jamie Clark, OASIS General Counsel, was given an action item to initiate a discussion on the Board-Plus list about membership agreement modifications to permit Open Project sponsors to qualify as OASIS organizational members.

Martin Chapman moved to add Bret Jordan's name to the 2019 Board Process Advisory Committee, and the motion was approved unanimously.

Martin Chapman moved to establish a Board Search Advisory Committee chaired by the President with a charter to establish the committee's charter and bring it back to the Board for approval, and the motion was approved unanimously.

Jason Keirstead reviewed a presentation on the need for more Foundational Sponsors, as well as some ideas for motivating more participation at that level. The staff took an action item to come back by October with a plan to address this.

6. Adjournment

The meeting was adjourned at 12:18PM EDT

Outstanding Action Items

<p>Action Item 2019-04-10.01 owner: Jamie Clark, target: 2019-07-24 (completed)</p> <p>Jamie to notify Board when the NDA has lapsed. The notification was delivered via this post from Scott McGrath to the Board-Plus list - https://www.oasis-open.org/apps/org/workgroup/board-plus/email/archives/201907/msg00002.html and confirmed by email from Jamie Clark.</p>
<p>Action Item 2019-05-21.01 owner: Frederick Hirsch, target: 2019-07-24 (completed)</p> <p>Governance Committee to take up bylaw review. This AI was closed, as a larger AI takes its place (see 2019-07-24.02)</p>
<p>Action Item 2019-06-25.01 owner: Scott McGrath, target: 2019-08-20</p> <p>OASIS Board page updates. All recent public Board minutes have been posted, new directors added, affiliations are correct, but not all officers identified (President, Secretary).</p>
<p>Action Item 2019-06-25.02 owner: Gershon Janssen, target: 2019-07-24 (completed)</p> <p>Convene Staffing committee meetings to discuss “next leader” title and duties. Responsibility transferred to new Search Advisory Committee</p>
<p>Action Item 2019-07-24.01 owner: Frederick Hirsch, target: 2019-08-20</p> <p>Governance Committee and IPR Committee to coalesce, need combined charter.</p>
<p>Action Item 2019-07-24.02 owner: Frederick Hirsch, target: 2019-09-17</p> <p>Governance and IPR Advisory Committee to take up review of the bylaws, standing rules and committee charters, including potential new membership class(es).</p>
<p>Action Item 2019-07-24.03 owner: Gershon Janssen, target: 2019-09-17</p> <p>New ad-hoc Search Advisory Committee to convene. First order of business is to define charter, obtain Board approval of said definition.</p>
<p>Action Item 2019-07-24.04 owner: Scott McGrath, target: 2019-08-20</p> <p>Investigate cost-effective tooling to produce report on allocation of staff time to projects</p>
<p>Action Item 2019-07-24.05 owner: Scott McGrath/Cathie Mayo, target: 2019-08-20</p> <p>Investigate mechanisms to add variance analysis to financial report to more easily see significant changes</p>
<p>Action Item 2019-07-24.06 owner: Scott McGrath/Carol Geyer, target: 2019-10-22</p> <p>Proposal to incentivize current and additional Foundational Sponsors</p>

Action Item 2019-07-24.07 owner: Chet Ensign, target: 2019-10-22

Work with TAB for a plan for TAB revitalization/wrapup.

Action Item 2019-07-24.08 owner: Jamie Clark, target: 2019-08-20

Initiate Board-Plus list discussion of broader OASIS purview for Open Project sponsors

Resolutions

Resolution 2019-07-24.01

"Board resolves to approve the Executive and Public minutes of the June 25, 2019 Board meeting, as published in:

https://www.oasis-open.org/apps/org/workgroup/board-plus/documents.php?folder_id=3274"

Resolution 2019-07-24.02

"In accordance with OASIS bylaws Article 4 Section 1, the Board resolves that the following individuals are hereby elected to the office 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.

- President: Gershon Janssen
- Chair: Gershon Janssen
- Vice-Chair of the Board: Martin Chapman
- Treasurer: Frederick Hirsch
- Secretary: Bruce Rich."

Resolution 2019-07-24.03

"In accordance with OASIS bylaws Article 6, the Board resolves that the following individuals are hereby designated to serve on the Committee indicated in the list below, each to serve until he or she resigns or is removed, or is otherwise disqualified to serve.

- Executive Committee: Gershon Janssen (Chair),
- Finance and Audit Advisory Committee: Frederick Hirsch (Chair),
- Staffing and Compensation Advisory Committee: Gershon Janssen (Chair),
- Process Advisory Committee: Martin Chapman (Chair),
- Governance and IPR Advisory Committee: Frederick Hirsch (Chair),

and with committee membership as photographed on the whiteboard (photo attached below), with the addition of Bret Jordan to the Process Advisory Committee (moved by Martin Chapman, approved unanimously)."

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	Governance		Process		Staffing		Privacy - ad hoc		Search - ad hoc	
	Finance	IPR								
Janssen	m	m	m	c	m	c				
Chapman	m		m/c	m		m				
Hirsch	c	c	o							
Jordan			m							
Keirstead	m									
LeBrecque	m									
Lipton			m							
Pumo		m	m	m	c	m				
Rich	m	m	m	m		m				
Riedel		m				m				
Struse			m			m				

Control

Note: a spreadsheet of Advisory Committee composition is available the Board-Plus folder at: <https://www.oasis-open.org/apps/org/workgroup/board-plus/download.php/65710/latest>.