**OFA XWG Meeting**

**Mar 14, 2019**

**10am Pacific Time**

1. Roll Call: Participants in **bold**

Board Members:

**At-Large / Harold Cook**

Broadcom / Eddie Wai

**Cray/Paul Grun**

**HPE / John Byrne**

Huawei / Daqi Ren

IBM / Bernard Metzler

**Intel / Divya Kolar**

Jump Trading / Christoph Lameter

LLNL / Matt Leininger

Mellanox / Gilad Shainer

**NetApp / David Dale**

**Oak Ridge / Scott Atchley**

**Red Hat / Doug Ledford**

Sandia / Mike Aguilar

Others In Attendance

**OFA/Jim Ryan**

1. Opens, Agenda Bashing
   1. 3/21/19 Board Meeting is postponed for one week until 3/28/19
2. Approve minutes from 2019\_0307 XWG meeting

A motion to approved the minutes from 7 March was made by: Doug. The motion was seconded by Scott.

1. Bylaws
   1. XWG / Board Review process
      1. Clarified articles are approved by the XWG by simple majority, must be passed by Board by a 2/3 majority
      2. There was relatively short notice for materials reviewed at this meeting. While the Bylaws team will try to do better, there were no objections voice at the meeting
   2. Review drafts for Articles 6, 7, 8 – See JimR’s email of 3/13/19

# Article 6: Financial Administration and Recordkeeping: Approved as written

## Section 6.1 Fiscal Year

The fiscal year of the Corporation shall be January 1 – December 31.

## Section 6.2 Checks and Notes.

The Corporation may contract with an external Business Services Provider (BSP) which will be responsible for managing accounts payable and accounts receivable and bank accounts. The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation and shall have the duty and power to keep and be responsible for all funds of the Corporation. A contract BSP may maintain financial records under the direction of the Treasurer. Additional necessary documents may be provided to the BSP for their records, such as signed Membership Agreements.  A contract BSP may directly support the annual budgeting process and provide detailed, monthly financial reports including budget vs. actual to the Treasurer.  Under the direction of the Treasurer, a BSP may provide tax filings, including, specifically, those required to maintain the Corporation’s non-profit status under California State law for California Nonprofit Mutual Benefit Corporations. A BSP will provide financial information upon request and will perform an independent audit at the request of the Corporation.

## Section 6.3 Maintenance of Corporate Records; Reports; Inspection

The Corporation shall keep records of Board proceedings and actions, corporate records such as its Certificate and Bylaws, records of its contractual relationships, andrecords at its principal office. Subject to reasonable confidentiality requirements, any member shall have the right to inspect these records upon request.

Article 7: Indemnification and Insurance: Approved as written

## Section 7.1 No Liability for Debts of Corporation.

To the maximum extent permitted by applicable law, no Director or any of the Members shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

## Section 7.2 Waiver of Personal Liability.

The liability of Directors of this Corporation for monetary damages shall be waived and limited to the fullest extent permissible under California law.

## Section 7.3 Indemnification.

The Corporation shall indemnify Directors to the fullest extent permissible under California law.

## Section 7.4 Insurance for Corporate Agents.

Except as may be otherwise provided under provisions of law, the Board may approve a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including Directors and employees or other agents of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under these Bylaws or provisions of law.

# Article 8: Amendments: Approved as written

Except as otherwise prohibited by law or in these Bylaws, these Bylaws may be amended by a two-thirds vote of the Board.

1. First Preview – Strawman proposal for the Interop program

* Paul presented the attached
* Paul explained he was using the Workshop as a forcing function, wanting to use it drive some decisions
* This is not a proposal at this point, rather a straw man to simulate conversation
* Doug spoke up in favor of what was Paul was discussing, in general and specifically with exploring notions of connecting program participation with membership levels. The idea could be to make testing something the OFA funds out of membership dues
* Doug envisions the new proposed testing as far more transparent and less confusing, leading to better test results, actually very high-level value

Motion to adjourn: Doug