

Draft Minutes
OEOSC Annual Board Meeting
Monday, February 3rd 2014, 14:00 – 15:30 PST
(Held in conjunction with Photonics West)
Intercontinental Hotel
888 Howard St.
San Francisco, CA 94103
Nob Hill Room

Welcome and Introductions:

Hal Johnson opened the meeting at 14:00 with introductions. In attendance were Hal Johnson (chair), Allen Krisiloff (past chair), Dave Aikens (secretary), Bill Royall (treasurer), Walt Czajkowski (director #2 and APOMA), Donna Howland (director #1), Jeff Endres (director #3), Marla Dowel (NIST and IEEE), and Rick Plimpton (Optimax.) Joe Tipps (chair elect) was the only officer absent; of the eight board members, seven were present. Of the two corporate sponsors, both were present. Of the five trade associations three were present. Quorum was established. In addition, Leonard Hanssen, Dennis Leiner, Gordon Boulton, Chris Svec, Charles Gaugh, Amber Robinson, and Dan Palmari were observing.

Approval of the Agenda:

Marla Dowell moved to adopt the draft agenda. Gordon Boulton seconded the motion, which carried.

Approval of February 4, 2013 OEOSC Board Meeting Minutes:

Allen Krisiloff moved to accept the minutes from the previous meeting, and Marla Dowell seconded; the motion carried.

Financial Review.

Bill Royall presented the Treasurer's report. The treasurer's report is available on the OEOSC website for those interested in the details. Our net was -\$8,107 versus a budget of +\$2,149, for an unfavorable result of \$10,256. This is mitigated by several big checks that are associated with 2013 activities that have not been cashed, and so could not be considered in our fiscal year. Much of the remaining difference is related to the fact that we did not publish 10 standards as planned in 2013, and we sent out our invoices quite late in the year. Ignoring these mitigating factors, we could only sustain this level of loss for six years before running out of cash.

Allen Krisiloff moved we accept the treasurer's report as written. Marla Dowell seconded the motion, and it carried.

Jeff Endres asked if OEOSC had board insurance. Dave Aikens answered that we did not, but we did have bond for those with access to the bank accounts.

Bill Royall explained that he will be taking over the money management responsibility for the corporation, relieving Gene Kohlenberg of this. Gene can be taken off of the bank accounts, and Allen Krisiloff can be added, in order to maintain two signatories at the bank as a precaution. To get the bank accounts changed, he needed a board resolution to this effect. Marla Dowell made the below

resolution, and Rick Plympton seconded it. The resolution passed unanimously.

On motion duly made and seconded, it was:

RESOLVED, that the funds of this corporation remain in its current bank, in the current accounts.

RESOLVED FURTHER, that the treasurer of this corporation is authorized and to establish any new accounts with this bank as necessary and to deposit the funds of this corporation in these accounts.

RESOLVED FURTHER, that any officer, employee, or agent of this corporation is authorized to endorse checks, drafts, or other evidences of indebtedness made payable to this corporation, but only for the purpose of deposit.

RESOLVED FURTHER, that all checks, drafts, and other instruments obligating this corporation to pay money be signed on behalf of this corporation by any of the following:
William Royall or Allen Krisiloff

RESOLVED FURTHER, that the bank is hereby authorized to honor and pay any and all checks and drafts of this corporation signed in this manner.

RESOLVED FURTHER, that the authority hereby conferred remains in force until revoked by the board of directors of this corporation and until written notice of revocation has been received by the bank.

RESOLVED FURTHER, that the Treasurer of this corporation is authorized to certify as to the continuing authority of these resolutions and to complete on behalf of the corporation the bank's standard form of resolution, provided that the form does not vary materially from the terms of the foregoing resolutions.

Legal Updates

Executive Director's Contract

Dave Aikens presented the 2014 Executive Director's report. This was reviewed in order to understand the current state of affairs of our management. The Executive Director's report is available on the website. In summary, Dave explained that we cannot continue to operate as we do, with a part-time executive director who is working full time. When the corporation was set up this way, there was only one task force and activity in on SC. The ASC now has more than 40 voting members, seven task forces, and more than 10 ballot actions a year on standards development. In addition, the organization is now active in the operations of three SC's. Dave proposed a solution of switching the Executive Director over to an hourly position, and splitting the work up between an Executive Director, a TAG Chairman, an ASC secretary, an ASC administrator and a TAG administrator. The board was sympathetic, but would not proceed with the proposal without more details. Dave was asked to write a formal proposal for the restructuring of the corporation, which can consider adding additional administrative staff or other options to get the work done, so that Dave can continue as Executive Director without as much difficulty. In the mean-time, Dave will continue to serve as Executive Director, and we will renew his contract for another year if necessary. Allen Krisiloff moved we extend the Executive Director contract as-is for another year. Bill Royall seconded the motion, and it carried.

Action Dave: Write a new job description for the restructuring of the Executive Director job.

Corporate Status

Dave Aikens reported that our annual report was filed and we remain an Arizona Corporation.

ANSI Agreement

Dave Aikens reported that ISO has changed their rules for delegation of copyright for NAIS standards, and that the pricing of all the standards had changed. We will need to modify the ANSI agreement for NAIS. The exact language and details are not available at this time. Marla Dowell moved that the Executive Director be empowered to negotiate and execute the modifications to the ANSI agreement as necessary to allow us to publish and sell the new standards. Walt Czajkowski seconded the motion, and it carried.

Jeff Endres suggested that perhaps we should document our procedures and processes to simplify the transition to having more people help out in the future. Once something is documented, it is easier to transfer. Dave Aikens was asked to start documenting his procedures that he follows as Executive Director.

General OEOSC Business

Membership Review

Since we did not have a detailed report of payments for OEOSC participation fees, and since our notices went out so late anyway, it didn't make sense to make any changes to the OEOSC membership at this time.

Nominating Committee

Allen Krisiloff presented the findings of the nominating committee. Dave Aikens was nominated as Secretary and Donna Howland was nominated to continue as Director #1. There were no other nominations received, and there were none from the floor. As the slate had only one candidate each, the chairman cast one vote in favor of the slate, electing them by acclamation. The new and returning members were welcomed to the board effective at the end of the meeting.

Appointment of TAG and ASC OP Officers

Bill Royall moved that OEOSC ratify the election of Allen Krisiloff as leader of the TAG, Hal Johnson as ASC OP Chairman, and Walt Czajkowski as Vice-Chairman. Marla Dowell seconded the motion and it carried with three abstentions.

Press Release list and process

Allen Krisiloff announced that he had been working on a press release process with Rick Plympton, and was willing to take on responsibility as press secretary of the corporation. Marla Dowell mentioned that it would be easy to put together an article for OPN; she offered to send Dave Aikens an example that could be a starting point.

Action Allen: Start putting out routine press releases, such as announcements of the formation of TF7, or even electing Donna Howland to the BOD.

Action Dave: work with Marla to publish a paper in Optics and Photonics News about standards.

Relationship with OSA, and other outreach

Dave Aikens announced that we have greatly improved our relationship with OSA. OSA has a new technical representative on the ASC committee, Dave Jenkins of Synopsis, and that they can be restored as a voting member. Dave also said that we were going to be presenting two OEOSC classes at the OSA meeting in Kona; scratch and dig as well as waviness and roughness. Both will need to be shortened to three hours, however.

Rick Plympton suggested that we work with UofA, UofR and UC Irvine to do outreach to the students, perhaps by giving them an overview of the standards word and how OEOSC fits into it, what kinds of standards apply to optics and so forth. Dave Aikens mentioned that he has talked with faculty at both UofR and UofA, but had not closed the deal at either location. Walt also announced Dave would be presenting the Scratch and Dig class at the next annual meeting of APOMA in Tucson in November.

ASC OP status

Hal Johnson said that ASC OP had voted to form a seventh Task Force to deal with laser applications. He also gave a brief summary of the ASC OP status. Since all of the attendees had also attended ASC OP, the standards development reports by task force were skipped. The reader is directed to the ASC OP Business Meeting minutes for a brief summary by task force.

Dave Aikens mentioned that ASC OP is now fairly unwieldy, and it may make sense to split the organization into two different consensus bodies, to simplify the approval of new standards.

Action Dave: write a proposal to split ASC OP into two bodies, if it makes sense to do so.

TAG status

Allen Krisiloff gave a brief summary of the TAG status, and the outcome of the hearing from last year. He said that everything has worked out well, and Charlie Campbell has elected not to appeal to ANSI, so the issue of whether OEOSC had the right and authority to remove him as SC7 leader is settled. The reader is directed to the TAG meeting minutes and annual report for a brief summary by subcommittee.

Next Meeting

Rick Plympton moved that the next meeting be held by teleconference on the 6th of June at 14:00 EDT. Walt Czajkowski seconded and the motion carried.

Adjournment

As there was no further business to come before the Board, Marla Dowell moved we adjourn. Bill Royall seconded, and the motion carried. The meeting adjourned at 15:35.