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Minutes of Conference Call
of the COIN-OR Foundation, Inc.
Tuesday, 12 October 2004

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1 Minutes of the Meeting

Conference call official start time was 9:30 AM Eastern time.

Informal discussion of by-laws changes suggested by legal counsel (Andrea) as participants joined the call.

9:52 AM: Last participant joined call. **Present were Randy Kiefer, Matt Saltzman, Brady Hunsaker, Lou Hafer, Ted Ralphs, and Robin Lougee-Heimer.** Randy left the meeting at 10:00 AM. Other participants remained until the end of the meeting.

Participants discussed voting issues and records for the by-laws. It was suggested that for board business, keep as careful records as possible, since this business may become contested later. For other voting: handle in policies and procedures.

Some discussion of email voting and other issues.

Acceptance of By-laws

Participants discussed moving some voting details and a method of resolving ties.

Motion to accept by-laws subject to following changes: Second-to-last paragraph of Section 26: moved to Sections 6 and 14. Also make Andrea's editorial changes. Change last paragraph of Section 26 to refer to "For a vote on any question other than election of directors put before the membership..."

[Note: the section numbers above refer to the by-laws document returned from Andrea. Section 6 corresponds to Article III, Section 3; Section 14 to Article IV, Section 3; and Section 26 to Article VI, Section 8.]

Unanimous approval of by-laws as amended by incorporators: Matt, Ted, Lou, Brady. (10:25 AM)

Participants discussed which discussions and decisions to pursue next.

Elections and nominations

Motion by Matt to hold elections at the upcoming INFORMS Conference in Denver for three new members of the Strategic Leadership Board. Unanimous approval of the motion.

Nominations for board members: Ted nominates Robin Lougee-Heimer. Matt seconds. Matt nominates Randy Kiefer. Lou seconds. Lou nominates Bjarni. Ted seconds.

Nominations closed by unanimous vote. Election of directors will occur at Annual Meeting in Denver.

Discussed need to elect a treasurer. Informally Ted has agreed to temporarily serve. Plan to formally elect a treasurer and other officers in Denver.

Other items

Matt will send tax form and we will discuss by email.

Robin gave an update of the move status. Move of repository will occur on Wednesday at 5 PM. Notes to email list before and after. Mailing list move will happen next week. Matt added some technical details about the move.

Discussed write-access needs for contributors prior to INFORMS Denver conference. A concern was expressed that the Technical Leadership Council should make these decisions. Also concerned that code may/will be uploaded without going through the formal procedure that we plan to establish.

Further discussion by all participants of write-access and uploads prior to conference.

Motion by Brady to put in the repository and place on the website all existing projects, mailing lists, existing website, as well as new code for CGL cuts written by IBM employees and Lehigh contributors, new OSI for Mosek, FortMP, SYMPHONY; SYMPHONY, ALPS, and IPOPT rewrite. This code must satisfy procedures to be developed on documentation of code history and technical requirements by Oct 13, 2005.

Second: Lou.

Unanimous approval of the motion. [11:12 AM]

Motion by Brady to grant write access to those who currently have it on the IBM servers, as well as Carl Laird for IPOPT, Yan Xu, and Oktay Gunluk, until such time as the TLC puts in place procedures for approving write access, at which point all contributors must go through the new procedure.

Second: Matt.

Unanimous approval of the motion. [11:15 AM]

Future meetings

Discussion of items for future meetings.

Lou will start email discussion of forming TLC. Matt will post form 1023. Next conference call tentatively scheduled for 1:30-2:30 PM Friday, 15 Oct 2004.

Discussed membership requirements.

Associate membership: Five dollars and email address (preferably more), associate membership for one calendar year. Start now and go through end of 2005. [Note: this was informal consensus and not a formal resolution.]

Institutional membership still uncertain.

Robin reported that some money contributed from IBM for events; recommended that we have some thank-you webpage for this purpose.

Robin reported a "new" source of money from IBM targeted to recruiting for future possibilities targeting students.

Robin will send draft of sheet about associate membership requirements to the list. This sheet will be available at the INFORMS booth.

It was suggested that we make an announcement about existence of COIN-OR Foundation and operating repository and website. Agreed that this should be done, though timing was not formally resolved. [This was informal consensus and not a resolution.]

Tentative items for Friday's meetings: TLC, formal motion on membership, institutional membership, Form 1023 details, agenda for Denver meeting, review move, agenda for users' meeting in Denver.

Meeting ended: 11:34 AM.

2   Resolutions Passed

The following resolutions appear in the minutes and are reprinted here for ease of reference.

- **Motion** to accept by-laws subject to following changes: Second-to-last paragraph of Section 26: moved to Sections 6 and 14. Also make Andrea's editorial changes. Change last paragraph of Section 26 to refer to "For a vote on any question other than election of directors put before the membership..."

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3 Action Items

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- Lou will start email discussion of forming TLC.

- Matt will post form 1023.

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