

Minutes of the COIN-OR Foundation, Inc.
Strategic Leadership Board Conference Call
Friday, 3 December 2004

1 Minutes of the Meeting

The call began at 10:05 AM Eastern Time.

Present: Lou Hafer, Brady Hunsaker, Ted Ralphs, Robin Lougee-Heimer, Matt Saltzman.
A quorum was present.

Election of officers

Previous nominations for officers were

- President: Matt Saltzman
- Treasurer: Ted Ralphs
- Secretary: Brady Hunsaker

Motion by Matt that nominations be closed. Seconded by Brady. Unanimous approval.

Voice vote held to elect the slate of nominees. The slate was elected unanimously.

Conflict of Interest policy

Ted reported on most recent draft of COI policy:

- it is based on IRS sample policy as previously modified by Lou
- added a little more positive language to beginning
- removed focus on exclusively financial conflicts; broadened to be more inclusive language
- made “governing board” language more specific to SLB, TLC, and committees that have the power to make decisions
- disclosure and review must be updated annually

Discussion of questions about the policy, including what may be on the annual disclosures. No decisions made on the specific disclosure form.

Question about paragraph V.B. on compensation. Disagreement about what this paragraph means. This concern may be addressed in a future revision of the policy.

Motion by Brady that we approve the policy as written in Ted’s email. Robin seconded. Unanimous approval. [10:35 AM]

1023 Form

Discussion of remaining 1023 form items. [This item was not on the agenda.]

Lou presented some details that need to be finalized, including Employer Identification Number, contract with INFORMS, history of organization, financials. Public charity status and whether we want a “ruling” now requires consultation with Andrea.

Lou gave a more detailed explanation of public charity status.

Action item: Brady will email link to IRS documents to the list. (Publication 557)

Action item: Matt and Lou will consult with Andrea on Form 1023.

Action item: Brady will consult with Lou on whether an amendment to by-laws necessary.

Action item: Robin will coordinate with Randy on institutional membership.

Standards Discussion

Brady read aloud some items from Leo's email "To be or not to be" from 4 Nov 2004. Observation that the main request seems to be web space/use of infrastructure. Could view the standards as a project within COIN-OR.

There is a question about whether COIN-OR would serve any of the formal roles of a standards setting/keeping body.

Some comments supporting idea that we provide technical support, but leave the formal standards-setting process to other groups, such as OASIS.

An alternative viewpoint expressed that COIN-OR should take a more active role in establishing and maintaining these standards.

The idea was expressed that this sort of standards project is different than a typical COIN-OR project and may require different resources and possibly a different relationship with the TLC.

Consensus that COIN-OR should provide all the infrastructure resources that we currently provide to other projects and would like to continue exploring the best relationship and whether there are other resources we can/should provide in the future.

Action item: Brady and Ted will work to draft a note to the standards group.

Other discussion

Request that we let each other and the community know what we're doing. Discussed some confusion over invitations made to individual SLB members to have COIN-OR sessions at INFORMS 2005.

Robin and Matt reported they received invitations to speak at a Russian open-source event.

Need to have a way to organize ourselves when conferences want COIN-OR to do something. Add to agenda for next week discussion.

Meeting adjourned, 11:24 AM.

2 Resolutions Passed

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

- **Motion** by Matt that nominations for officers be closed. Seconded by Brady. Unanimous approval.
Voice vote held to elect the slate of nominees. The slate was elected unanimously.
 - President: Matt Saltzman
 - Treasurer: Ted Ralphs
 - Secretary: Brady Hunsaker
- **Motion** by Brady that we approve the policy as written in Ted's email. Robin seconded. Unanimous approval. [A copy is attached.]
- **Consensus** that COIN-OR should provide all the infrastructure resources that we currently provide to other projects and would like to continue exploring the best relationship and whether there are other resources we can/should provide in the future. [This was not a formal resolution but a consensus affirmed orally.]

3 Action Items

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Action item: Matt and Lou will consult with Andrea on Form 1023.

Action item: Brady will consult with Lou on whether an amendment to by-laws necessary.

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Action item: Brady and Ted will work to draft a note to the standards group.