

Minutes of the COIN-OR Foundation, Inc.  
Strategic Leadership Board Conference Call  
Tuesday, 25 October 2005

## 1 Scheduled Agenda

The call was scheduled to begin at 10:00 AM Eastern Time.

1. Indicate official ends-of-terms for all SLB and TLC directors
2. Decide on a plan for election ballots
3. Short amendment to Corporate Relations to delegate authority
4. Discuss requirements for legal documentation for existing projects
5. Discuss Corporate Membership procedures
6. Discuss Full membership procedures

## 2 Minutes of the Meeting

**Present:** Robin Lougee-Heimer, Brady Hunsaker, Lou Hafer, Laci Ladanyi, and Ted Ralphs. Matt Saltzman joined the call in progress.

**The President was not present at the beginning of the meeting. Meeting called to order at 10:10 AM.**

### 2.1 Indicate official ends-of-terms for all SLB and TLC directors

Lou Hafer moved to adopt the resolution labeled “Resolution specifying ends of terms for directors”. The motion was adopted.

### 2.2 Decide on a plan for election ballots

Discussed whether Robin Lougee-Heimer and Ted Ralphs wanted to be on both ballots for SLB and TLC positions.

### 2.3 Discuss requirements for legal documentation for existing projects

Matt Saltzman joined the call. **This and the following agenda items were inserted into the agenda.**

Discussed whether Contributors Statements of Origins (CSOs) and Owners Confirmation of Licensing (OCLs) should be collected from current projects. Consensus to get CSOs from current projects.

Discussed whether we need to track down prior contributors and get documentation. Some COOs (documentation prior to COIN-OR Foundation) may have been lost. Consensus that we need some documentation. Consensus to try to collect CSOs from everyone and consider exceptions on a case by case basis. Even for current contributors with CSROs we will try to collect OCLs for current projects.

## **2.4 Additional topic: amendment to CSRO, CSO, and OCL**

Matt Saltzman proposed the following resolution:

Resolved, that the Repository Management Policy be amended as follows:

1. The CSRO contain the following additional clause after clause (b), and the existing clause (c) will be relabeled (d):
  - (c) I will not knowingly submit any contribution of which I am not the owner or for which I do not have the owner's permission;
2. The CSRO, CSO, and OCL all have a signature line added.

The motion was adopted.

## **2.5 Decide on a plan for election ballots, continued**

Returned to the original point in the agenda.

Discussed whether Robin Lougee-Heimer and Ted Ralphs wanted to be on both ballots.

Robin Lougee-Heimer would like to serve on the SLB and not the TLC.

Ted Ralphs would like to run for TLC and not SLB.

Ted Ralphs moved that the size of TLC be enlarged to seven members. The motion was adopted.

## **2.6 Short amendment to Corporate Relations to delegate authority**

After brief discussion, no action was taken on this amendment.

## **2.7 Remaining agenda items**

The remaining agenda items will be discussed at an unofficial meeting.

The meeting was adjourned at 11:05 AM.

# **3 Summary of Resolutions**

- Lou Hafer moved to adopt the resolution labeled "Resolution specifying ends of terms for directors". The motion was adopted.
- Matt Saltzman proposed the following resolution:

Resolved, that the Repository Management Policy be amended as follows:

1. The CSRO contain the following additional clause after clause (b), and the existing clause (c) will be relabeled (d):
  - (c) I will not knowingly submit any contribution of which I am not the owner or for which I do not have the owner's permission;
2. The CSRO, CSO, and OCL all have a signature line added.

The motion was adopted.

- Ted Ralphs moved that the size of TLC be enlarged to seven members. The motion was adopted.

This appendix contains material that was distributed to board members prior to the meeting.

## **A Resolution specifying ends of terms for directors**

Resolved, that the current terms of the members of the Strategic Leadership Board and Technical Leadership Council end in the years given below:

2005: Laszlo Ladanyi, Jeff Linderoth

2006: Leo Lopes, JP Fasano

2007: Andreas Waechter

2005: Robin Lougee-Heimer, Ted Ralphs

2006: Lou Hafer, Bjarni Kristjansson

2007: Brady Hunsaker, Randy Kiefer, Matthew Saltzman

## **B Candidates for board elections**

SLB: Bob Fourer, Robin Lougee-Heimer, Ted Ralphs

TLC: Laci Ladanyi, Francois Margot, Kipp Martin, Robin Lougee-Heimer, Ted Ralphs

Decision questions:

Do Robin and Ted want to be on both ballots?

Do we want to enlarge either or both boards?

## **C Amendment to corporate relations policy**

Resolved, that the Corporate Membership and Sponsorship Policy be amended as follows:

- Replace all occurrences of "Corporate Membership Committee" and "Committee for Corporate Membership" with "Corporate Relations Committee".
- In the first sentence of Section 3, change "to Foundation" to "to the Foundation".
- Remove Section 1 and renumber the remaining sections.

## **D Legal document requirements for existing projects**

Current policy requires that contributors all fill out CSROs. New projects must also submit a Contributor's Statement of Ownership (CSO) and each owner listed must submit an Owner's Confirmation of Licensing (OCL).

Decision questions:

Do we want existing projects to submit a CSO and OCL?  
Do we want to try to get CSROs from all past contributors?  
If either answer is yes, whose responsibility will it be?