

Minutes of the COIN-OR Foundation, Inc.
Strategic Leadership Board Conference Call
2006 Oct 5

1 Scheduled Agenda

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

1. Approval of past minutes
2. Proposal to change official address of the corporation
3. Proposal to change legal paperwork requirements
4. Proposal to approve expenditures for conference banner and logo work
5. Review candidates for board positions
6. Set up meeting time at INFORMS

2 Minutes of the Meeting

Present: Bob Fourer, Lou Hafer, Brady Hunsaker, Bjarni Kristjansson, Ted Ralphs, Matt Saltzman. A quorum was present.

The President was present and presiding. Meeting called to order at 10:08 AM.

2.1 Approval of past minutes

Lou Hafer moved to accept the minutes for the board meetings of 2006 April 20 and 2006 June 27. The motion was adopted.

2.2 Proposal to change official address of the corporation

[See the proposal in the appendix.]

The motion was adopted.

2.3 Proposal to change legal paperwork requirements

[See the proposal in the appendix.]

Discussion of the proposed changes.

Some concerns over whether any additional documentation is required beyond the CSOL in general. Consensus that we do not need additional requirements in the policy, but that it is appropriate for us to follow up whenever there is doubt about the accuracy of the CSOL. Procedures for this follow up may be added to the accompanying procedures document in the future.

Brady Hunsaker moved to amend the proposal by striking all but the first sentence of the last paragraph. The motion was adopted.

The motion as amended was adopted.

2.4 Proposal to approve expenditures for conference banner and logo work

Matt Saltzman moved that the Board authorize payment of \$950 to DK Design for logo artwork and banner design. The motion was adopted.

2.5 Review candidates for board positions

Brady Hunsaker nominated Lou Hafer for the SLB.

Brady Hunsaker will contact Kevin Furman about his interests for this year and the future.

Discussed some of the other people who may be future candidates.

Discussed the possibility of an advisory board that would meet infrequently, formed of some illuminaries in the field who may be less excited about the more frequent meetings of the board.

Action item: The Secretary will contact nominees for the SLB and TLC to confirm that they are willing to serve and to solicit bios.

2.6 Set up meeting time at INFORMS

Meet with the boards: Tuesday Keynote slot: 3:10-4:00 PM.

Action item: The Secretary will send an email to the board lists.

2.7 Next meeting

The Secretary will solicit info for a possible change to our meeting time.

Next unofficial meeting will tentatively be next week.

The meeting was adjourned at 11:00 AM.

3 Summary of Resolutions

- Lou Hafer moved to accept the minutes for the board meetings of 2006 April 20 and 2006 June 27. The motion was adopted.
- Proposal to change the official address of the corporation was adopted without amendment. It appears in the appendix.
- Proposal to change legal paperwork requirements was adopted in the following amended form:

Resolved: The Repository Management Policy be amended as follows:

In Appendix B, the Owner's Confirmation of Licensing is deleted.

In the list in Section 4.1, item 3 is changed from:

Before a new project can be accepted into the repository, the contributor must submit a Statement of Ownership and Licensing for approval, together with a Confirmation of Licensing or equivalent documentation from each legal owner.

to

Before a new project can be accepted into the repository, the contributor must submit a Statement of Ownership and Licensing for approval.

- Matt Saltzman moved that the Board authorize payment of \$950 to DK Design for logo artwork and banner design. The motion was adopted.

4 Summary of Action Items

- Action item: The Secretary will contact nominees for the SLB and TLC to confirm that they are willing to serve and to solicit bios.
- Action item: The Secretary will send an email to the board lists concerning the meeting time at the INFORMS conference.

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

A Proposal to Change the Official Address of the Corporation

Resolved: The name and address of the resident agent is changed from:

Andrea B. Gillespie 409 Washington Ave., Suite 314 Towson MD 21204

to:

Andrea B. Gillespie 40 York Road, Suite 300 Towson MD 21204

Resolved: The principal office of the Company is changed from:

COIN-OR Foundation, Inc. c/o Andrea B. Gillespie 409 Washington Ave.,
Suite 314 Towson MD 21204

to:

COIN-OR Foundation, Inc. c/o Andrea B. Gillespie 40 York Road, Suite
300 Towson MD 21204

B Proposal to Change Legal Paperwork Requirements

Resolved: The Repository Management Policy be amended as follows:

In Appendix B, the Owner's Confirmation of Licensing is deleted.

In the list in Section 4.1, item 3 is changed from:

Before a new project can be accepted into the repository, the contributor must submit a Statement of Ownership and Licensing for approval, together with a Confirmation of Licensing or equivalent documentation from each legal owner.

to

Before a new project can be accepted into the repository, the contributor must submit a Statement of Ownership and Licensing for approval. If there are owners who have not explicitly granted the contributor a license that is compatible with the proposed project license, then additional documentation is required. This documentation should indicate that the owner knows about and approves of the contributor's submission. For example, if a contributor's employer is also an owner, then a letter or email from a supervisor would satisfy this requirement.