OFA Board Meeting Minutes
December 15, 2016
11am Mountain

1. Roll Call:
   Board Members:
   - **Cray/Paul Grun**
   - **HPE / Zarka Cvetanovic**
   - **IBM / Bernard Metzler**
   - **Intel / Divya Kolar**
   - **Jump Trading / Christoph Lameter**
   - **LANL / Susan Coulter**
   - **Mellanox / Gilad Shainer**
   - **NetApp / David Dale**
   - **Oracle / David Brean**
   - **Sandia / Chris Beggio**
   - **Unisys / Lilia Weber**

   Also present:
   - **OFA / Jim Ryan**
   - **Mellanox / Bill Lee**
   - **Intel / Paul Bowden**

2. Non-participation in PlugFest
   - Bill Lee request
   - Set up fees and send invitations to six participants
   - Fee structure currently assumes involvement by all participants evenly
   - New fee structure prorates for participants with more products

3. Bylaws
   - Vote on bylaws process
     - Two sets of motions
       - Procedural motion
       - Changes to bylaws
       - **Motion - Add Sandia National Laboratories as Director**
         - Requires 2/3 majority
         - Cray moves
         - LANL seconds
         - No abstentions or objections
         - **Motion adopted**
       - **Motion - process to amend OFA bylaws (slide 9-10)**
         - Cray moves
         - Sandia seconds
         - Friendly amendment – Legal review by OFA counsel to pass/fail
         - Friendly amendment – majority vote
         - No abstentions or objections

- o **Motion adopted**
- **Motion – The BoD shall include two at-large members**
  - o Paul moves
  - o Mellanox seconds
  - o Discussion - Shall the at-large members have voting rights?
  - o Friendly amendment – Gilad – two members have no voting rights
  - o Roll-call vote
    - Cray/Paul Grun - ay
    - IBM / Bernard Metzler - ay
    - Jump Trading / Christoph Lameter - abstain
    - LANL / Susan Coulter - ay
    - Mellanox / Gilad Shainer - ay
    - NetApp / David Dale - ay
    - Oracle / David Brean - ay
    - Sandia / Chris Beggio - ay
    - Unisys / Lilia Weber – ay
  - o **Motion adopted**
- Alternate motion – The BoD shall form an advisory board
- Motion (pending A/L directors) – Structure of board with at-large members - The board shall consist of promotor directors and two at-large directors
  - o Amend and move at next meeting
- Alternate motion (pending A/B) – Structure of board with advisory board
  - o Vote on current Directors changes
4. OFA Budget, Purpose & Priorities – Larger discussion, including but not limited to:
  - o 2017 Conference funding
  - o Membership Levels
  - o Executive Director
  - o Maintainer Support
  - o PlugFest & InterOp Testing
  - o OFED support/maintenance
5. January meeting
  - o Start with funding discussion at next meeting
  - o Hard stop at half-past next meeting
  - o Continue bylaws discussion after funding discussion at next meeting
6. Meeting adjourned