**OFA Board Meeting – off cadence**

**May 23, 2019**

**10am Pacific time**

1. Roll Call:

Board Members:

 **At-Large / Harold Cook**

Broadcom / Eddie Wai

**Cray/Paul Grun**

**HPE / John Byrne**

**IBM / Bernard Metzler**

**Intel / Divya Kolar**

Jump Trading / Christoph Lameter

~~LANL / Parks Fields~~

LLNL / Matt Leininger

Mellanox / Gilad Shainer

**NetApp / David Dale**

**Oak Ridge / Scott Atchley**

**Red Hat / Doug Ledford**

**Sandia / Mike Aguilar**

 Others:

**Jim Ryan**

1. Opens, Agenda Bashing
* Under Presidential Directive—Huawei has been placed on a list of companies affected by EAR laws. We need to put Huawei on temporary and immediate suspension until we have time to review the OpenSource legal exemptions with our Legal Counsel.
1. Approve Board minutes from **04/18/19**
* A motion to approved the Board Minutes from 18 April was made by: Doug Ledford (Red Hat). The motion was seconded by John Byrne (HPE).
1. Nominations for Officers (Vice Chair, Treasurer)
* Doug Ledford (Red Hat) made a motion to keep the nominations open until 6 June. Paul Grun (Cray) seconded the motion.
* Vice Chair----Doug Ledford (Red Hat, IBM)
* Treasurer------None, yet.
1. Vote for preliminary approval for Article 4 (Officers), and Article 9 (IPR policy
	1. <https://downloads.openfabrics.org/WorkGroups/board/Bylaws%20Update%20Project/>
* A motion to approve Article 4 of the ByLaws was made by: Mike Aguilar (Sandia). The motion was seconded by Divya Kolar (Intel). The vote was unanimous.
* Article 4: Officers

*Section 4.1 Officers*

*The OpenFabrics Alliance is organized as a 'California Nonprofit Mutual Benefit Corporation' which governs the minimum requirements for Corporate Officers. The current Officer positions of the OpenFabrics Alliance are Chair, Vice-Chair, Secretary, Treasurer. The Board may from time to time appoint other Officers with powers and duties as determined by the Board. Participation in the nomination and voting for Officers shall be limited to Promoter Member organizations. The Officers shall serve without compensation unless otherwise approved by the Board.*

*Section 4.2 Qualifications*

*An Officer must be an employee or contractor to a Promoter Member organization. Any one person can hold only one Officer role at a time. A representative of the Promoter Member organization is called a Director; in the case of an Officer who is not also a Director, such Officer shall not be included for quorum and shall not participate in votes taken by the Board. An Officer who is also a Director retains all the rights and privileges obtaining to any other Director.*

*If an individual serving as an Officer ceases employment with the Promoter Member organization, or if the Board takes action to remove that individual due to loss of Good Standing or for other reasons, the Board shall at its earliest convenience accept nominations and hold an election to fill the remainder of that individual’s term. If a Promoter Member organization loses its Good Standing, any Officer employed by, or contracted to, that Promoter Member Company also loses his or her Good Standing. In that case, the Board shall at its earliest convenience accept nominations and hold an election from among the employees or contractors of the remaining Promoter Member organizations to fill the remainder of that individual’s term.*

*Section 4.3 Term in Office, Nominations, Voting*

*The term of office for all Officers shall be two years with no limit on the number of terms allowed, subject to election to an Officer position. There shall be a call for nominations during the April Board meeting with nominations closing at the end of the May Board meeting. Any given Promoter Member organization may submit only one nominee for each Officer position.*

*Elections for Officers shall be scheduled for the June Board meeting with nominations published as part of the June Board meeting agenda. Elections for Chair and Secretary shall be held in even numbered years; elections for Vice Chair and Treasurer shall be held in odd numbered years. Each Promoter Member organization is entitled to one vote for each Officer position. Votes for each Officer position are held independently. At the conclusion of voting for each Officer position, the nominee with the largest number of votes is declared the winner. In the event of a two or more-way tie for first place, there shall be a run-off vote.*

*Section 4.4 Responsibilities*

***(a) Chair***

*The Chair is responsible for the overall day-to-day operation of the Corporation, and acts as principal for all meetings of the Board and General Member meetings unless that responsibility has been delegated to another.*

***(b) Vice-Chair***

*The Vice Chair shall act in the Chair’s stead on occasions when the Chair is not available.*

***(c) Secretary***

*The Secretary shall be responsible for maintaining the documents of the Corporation including, but not limited to, legal documents related to the Corporation, membership agreements, and executed contracts. The Secretary shall ensure that minutes of Board meetings and General Membership meetings are recorded. The Secretary shall be responsible for maintaining a repository for all such documents, allowing access to these documents as the Board shall direct from time to time.*

***(d) Treasurer***

*The Treasurer is responsible for oversight of the financial condition and affairs of the Corporation, including maintaining the tax, regulatory, and financial records of the Corporation, and for rendering an accounting as required by the Board. The Treasurer is also responsible for disbursing funds as authorized by the Board, as well as managing accounts receivable such as member dues.*

* A motion to approve Article 9 of the ByLaws was made by: Divya Kolar (Intel). The motion was seconded by Scott Atchley (Oak Ridge).
* *Article 9: Intellectual Rights Policy.*

*The Board will create, and may amend as needed, an intellectual property rights policy for the OpenFabrics Alliance. This policy may cover multiple different areas of Intellectual Property Rights, including but not limited to: software copyright policies, marketing asset copyright policies, fair use policies, software licensing policies, written material copyright and licensing policies, etc.*

1. Working Group Reports
	1. EWG
* The EWG released OFED 4.17-1 RC1, one new critical issue reported by Chelsio. RC2 is expected by end of May and GA expected in June.
* OFED 4.17-1 added distro support for RH7.6 and SLES12.4 and picked up new packages for rdma\_core, opensm, perftest, mstflint, libfabric, and fabtests.
	1. OFIWG
* Recently released libfabric 1.7.1.  Targeting releases 1.7.2 and 1.8.0 by end of Q2.
* The 1.8.0 release targets support for AWS EFA.
* A 1.9.0 release by End-Of-Year will target support for offloaded collectives, SmartNICs/FPGAs, GPU/accelerators, and Quality-of-Service.
	1. MWG
* Actively looking for OFA 2020 workshop venues
	+ Potential venues include Ohio State University
* Newsletter bring developed
* Trying to lineup MilliniumIT for the next webcast
	1. IWG
* Tatiana is participating in a new Test Plan reflecting a new InterOp program.
* The Board will be voting on the new Test Plan after introduction at an XWG meeting.
1. Treasurers Report
* No report.