OFA XWG Meeting
June 22, 2017
11am Mountain

1. Roll Call:
   Board Members:
   At-Large / Jason Gunthorpe
   At-Large / Bob Noseworthy
   Broadcom / Eddie Wai
   Cray/Paul Grun
   HPE / Andy Riebs
   Huawei / Daqi Ren
   IBM / Bernard Metzler
   Intel / Jim Pappas
   Jump Trading / Christoph Lameter
   LANL / Susan Coulter
   LLNL / Matt Leininger
   Mellanox / Gilad Shainer (Bill Lee)
   NetApp / David Dale
   Oak Ridge / Scott Atchley
   Oracle / David Brean
   Sandia / Mike Aguilar
   Unisys / Lilia Weber
   Also present:
   OFA / Jim Ryan
   Intel / **Divya Kolar**
   LANL / Parks Fields
   Intel / Bob Woodruff

2. Approval of minutes from meeting on 8 June 2017: Paul Grun (Cray) motioned and the motioned was unanimously adopted by the attending members.

3. Lawyer search

   Jim Ryan (OFA) is leading a small project to identify possible candidates to replace our current legal counsel, John Mitchell. Our current legal representative, John Mitchell that has been working with the Open Fabrics Alliance (OFA) for a long time.

   Jim is exploring information on new legal representation. There is a long-term problem with John Mitchell not billing the OFA properly for his legal work, and on time. It is not a foregone conclusion that OFA will, in fact, move to new council.

   Jim has identified two candidates he's worked with in the past and recommends for consideration. The two candidates have agreed to be interviewed but OFA hasn't reached a consensus on the interview time and date. The interviews will likely be conducted the week of July 10. Jim is asking for volunteers to participate in BOTH interviews and to review a proposed questionnaire in advance. We have three members of an interview group already identified, Jim Ryan (OFA), Paul Grun

(Cray), and Bob Woodruff (Intel). **Anyone who is interested in participating should contact Jim at jimdryan@gmail.com. The meetings will be scheduled via Doodle poll.**

4. Bylaw Modifications

   4.1 Filling officer vacancies

   The background for this topic is that on 20 April 2017 and again on 4 May 2017, a series of motions were placed for adopting new Bylaw provisions covering the installation of new officers. The board defined four necessary officers: a Chair, a Vice Chair, a Treasurer, and a Secretary. In various motions, we defined the officer term using a staggered schedule, the process for nominating an officer, and for voting. Yet no motions were placed to define the eligibility requirements to be nominated for an officer position and succession rules.

   For Open Fabrics Alliance operations, it was important to define the roles of officers in conducting Member and Board meetings and improve liability and indemnification provisions. So, a motion for a nimble and lightweight process for filling officer vacancies was submitted. The motion from Susan Coulter (LANL), discussed and modified reads:

   Motion – (LANL)

   "For any Officer position which is vacant, or becomes vacant, outside of the regular annual voting cadence, such vacancy can be filled at any regularly scheduled Board Meeting provided that a nomination to fill such a vacancy is published to the appropriate email reflector no later than X calendar days prior to the targeted Board Meeting. Such a nomination shall serve as the beginning of a nomination period, with such nomination period to close Y hours prior to the targeted Board Meeting. All such nominations shall be captured in the Agenda for the targeted Board Meeting." 'X' defines the beginning of the nomination window and 'Y' defines the close of the nomination window.

   It was important that the process doesn't require months to fill a vacancy and once a nomination has been received, with sufficient notice before the Board meeting, other Promoters have the opportunity to respond with competing nominations and promoters have time to discuss the nominations, internally.

   The first proposal was such that: X = seven calendar days, Y = 72 hours. This first proposal meets the notice requirement (72 hours), but doesn't provide much time (roughly 1.5 days) for other promoters to identify internal candidates. In this proposal, final nominations are only official for 72 hours.

   The second proposal was to increase the window: X = 14 calendar days, Y = 72 hours. In this proposal, the nomination period begins two weeks before the targeted Board meeting and lasts for around 11 calendar days. The nomination window closes 72 hours prior to the Board meeting. This proposal provides plenty of time for

promoters to identify a competing internal candidate and the final nominations are only official for 72 hours.

The third proposal was to split the window: X = 14 calendar days, Y = 7 calendar days. In this proposal, the nomination period begins two weeks before the targeted Board meeting and the nomination period closes one week before the targeted Board meeting. In this proposal, the promoters have one week to identify an competing candidate internally and the board members have one week to consider the nominees before voting.

Divya Kolar (Intel) and Bob Woodruff (Intel) agreed that they felt that first proposal was too short of a time period for nominations. Discussion seemed to point to second proposal as the best time frame and execution for nominating officers.

Paul Grun (Cray) is putting out another call for a Treasurer.

4.2 Membership levels

Currently we have 5 levels of membership (Article 4.1B). The current membership levels are Promoters, Adopters, Supporters, Academics, and Individuals. Discussion should be that we should reduce the number of membership levels to 4: Promoters, Adopters, Academics, and Individuals. There was question about '3 letter' government agencies that might find it difficult to join as a Promoter but are still valuable to OFA. We agreed to go to 4 membership levels.

As the rules currently state:

Representatives of all classes of Members shall be eligible to participate in Working Groups. Only Promoters and Adopters shall have voting rights in Working Groups. In addition, Promoters are entitled to designate a single representative eligible for election to the Board of Directors, to designate representatives eligible to Chair or Co-Chair one or more Working Groups, and to designate representatives eligible to be a Maintainer of an OpenFabrics Alliance Software Stack or module thereof. Supporters', Academic's and Individual representatives are eligible to participate in Working Group and Board Meetings but shall have no voting rights at such meetings. All members may participate and have voting rights at Annual and Special meetings.

Bill Lee (Mellanox) felt that it should be mentioned that a person represents an entire organization. As such, a person has the right to be represented on the Board of Directors by a Voting Director, the right to fully participate in any and all Alliance activities including working groups and marketing activities.

A Promoter representative has the right to serve as the Chair or Co-chair of any OFA-chartered working group. A Supporter, Academic, and Individual members shall have the right to be represented at Board of Directors meetings but without voting rights, and the right to fully participate in, any and all, alliance activities including OFA-chartered working groups and marketing activities.

Susan Coulter (LANL) wanted to know the voting rules for Working Groups. Paul Grun (Cray) felt that we should avoid voting at all possible, in Working Groups, but

voting still be possible, when necessary. Jim Ryan (OFA) originally created the rules for OFIWG. Using OFIWG as an example, Susan Coulter (LANL) felt that what we wanted to do is not get into the details, but we should define the roles in the membership classes while working groups can still come up with their own guidelines. Jeff Squires is a contributing member to OFA and is not an OFA member but is a Linux Foundation code maintainer.

Bill Lee (Mellanox) mentioned that it must be worth $5000/year to a company to become a voting member of OFA. Susan feels OFA should provide a direct influence on the Linux Foundation, as a voice. In addition, OFA provides Interop and the annual workshop that act as way to facilitate contributions. Jason Gunthorpe mentioned that OFA doesn't have commit rights to the Linux kernel.

5. **OFA Projects—due to time constraints, there was no discussion**. This item will be first on the agenda for the next meeting. The Projects section will help OFA define a new mission statement for OFA, going forward.

Next Thursday is the 5th Thursday in a month and a few key individuals will be out, but returning later in the week of 7/3. Therefore, we agreed to skip the next regularly-scheduled meeting and resume on the 6th of July.