

**OFA XWG Meeting Minutes**  
**October 13, 2016**  
**11am Mountain**

1. Roll Call:

Board Members:

LANL / Susan Coulter  
Jump Trading / Christoph Lameter  
Mellanox / Gilad Shainer  
Oak Ridge / Scott Atchley  
Sandia / Chris Beggio  
Intel / Divya Kolar

Also present:

OFA / Jim Ryan

2. Approval of minutes

- XWG meeting on 10/6
  - Susan moves to approve
  - Scott seconds
  - Minutes approved

3. Old Business:

- Bylaws
  - From Susan's email of 10/12
    - 1. The number of directors is equal to the number of Promoter companies plus two
    - 2. Each company appoints one person as a director
    - 3. The two additional Director positions will be elected
  - Point 3 above is where contention lies
  - The open source community driving many changes to code base
  - Susan proposes that anyone is eligible to be nominated for at-large director seats
  - Susan also proposes that anyone that attends the annual conference may vote for at-large seats
  - Issues arise when code is contributed by member companies under both licenses, but at-large directors may not be constrained by those licenses
  - Arguments against allowing non-member at-large directors include potential conflict of interest by at-large members acting on behalf of employer, rather than on behalf of larger developer community
  - Arguments for allowing at-large membership include limiting directorship to one year, contingent upon being reelected
  - To prevent at-large members from providing a company more than one vote on the board, two options are presented:
    - No person shall submit to be elected to the board if s/he represents a company that is already represented on the board

- If a member is elected to the board from the at-large community that represents a company already on the board, then that company must nominate one of the two to represent the company on the board (?)
- Straw poll
  - No company should be represented by more than one director at any time
  - LANL / Susan Coulter - yes
  - Jump Trading / Christoph Lameter - nay
  - Mellanox / Gilad Shainer - yes
  - Oak Ridge / Scott Atchley - yes
  - Sandia / Chris Beggio - yes
  - David Breen - yes
  - Intel / Divya Kolar– yes
  
  - Yes 6
  - Nay 1
  
  - The at-large members shall not come from companies that are already represented
  - At-large nominees shall be brought on as members
  - At-large nominees will declare their affiliation to enforce the rule that no company will be represented more than once
  - Two members are elected by existing directors
  - Any member may vote on at-large directors
  - One vote per organization, or per individual attendee
- Meeting adjourned