**OFA Board Meeting**

**April 18, 2019**

**10am Pacific time**

1. Roll Call:

Board Members:

 **At-Large / Harold Cook**

**Broadcom / Eddie Wai**

**Cray/Paul Grun**

**HPE / John Byrne**

Huawei / Daqi Ren

**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
* There was no extra agenda items presented.
1. Approve Board minutes from **03/28/19**
* A motion to approved the Board Minutes from 28 March was made by: Divya Kolar (Intel). The motion was seconded by Scott Atchley (Oak Ridge).
1. Vote for preliminary approval for Article 1, 5
	1. <https://downloads.openfabrics.org/WorkGroups/board/Bylaws%20Update%20Project/>
* A motion to approve Bylaws Article 1 was made by: Paul Grun (Cray). The motion was seconded by Divya Kolar (Intel). Article 1 was approved unanimously.
1. ***Name, Offices, Purpose***

*Name*

*The name of this corporation is OPENFABRICS, INC. (the “Corporation”).*

*Offices*

*The principal office for the transaction of business of the Corporation shall be at such location as the Board may determine.*

*Purpose*

*The Corporation is organized exclusively for one or more of the purposes permitted by Section 501(c)(6) of the Internal Revenue Code, including the making of distributions to other organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code.*

*Specific Purpose*

*The specific purpose (“Mission”) of the OpenFabrics Alliance is to accelerate the development and adoption of advanced fabrics for the benefit of the advanced networks ecosystem. The mission is accomplished by: creating opportunities for collaboration among those who develop and deploy such fabrics, incubating and evolving vendor independent open source software for fabrics, and supporting and promoting the use of such fabric technologies software*

*Organization*

*The Corporation shall be organized as a series of zero or more Working Groups chartered and overseen by a Board of Directors (“Board”). Working Groups may be formed to:*

1. *Manage the operation of the Corporation*
2. *Advise the Board on various matters*
3. *Develop technical proposals*
4. *Promote the interests of the Corporation or its Members*
5. *Any other purpose consistent with the Corporation’s Mission.*

*In any case, the Board has overall responsibility for the Corporation.*

* A motion to approve Bylaws Article 5 was made by: Paul Grun (Cray). The motion was seconded by Michael Aguilar (Sandia). Article 5 was approved unanimously.

***Article 5 Working Groups***

*Section 5.1 Creation*

*A Working Group is created by majority vote of the Board approving the charter and the initial Chair(s) and/or Interim Chair(s). There are no special notice requirements for the vote.*

*All Working Groups will be subject to intellectual property policies and applicable Bylaws of the OFA.*

*Section 5.2 Dissolution/Review*

*A Working Group can be dissolved at any time by a majority vote of the Board.*

*A Working Group’s charter can be reviewed and changed at any time by a majority vote of the Board. Working Groups and their Chair(s) shall be re-chartered annually by a majority vote of the Board at the Board meeting following officer elections.*

*Section 5.3 Governance*

*A Working Group must have at least one Chair/Interim-Chair and may have Co-chairs. The Working Group Chair or Co-chairs are responsible to the Board for the accomplishment of the goals specified in the Working Group’s charter.*

*Working Group Co-Chairs/Interim Chair(s) are appointed by a majority vote of the Board; they can be removed at any time by a majority vote of the Board. Chairs may resign at any time.*

*One of the Working Group Chairs/Interim-Chairs must be a representative of an OFA Promoter Member; if there are co-Chairs, the other Chair may be an OFA non-member. Any Working Group without a Chair/Interim-Chair for 30 days must be dissolved.*

*The Board may appoint an Interim Chairs to a Working Group for a period of no more than 90 days. The Board may re-authorize an Interim Chair. An Interim Chair may lead the Working Group until a permanent Chair/co-Chair(s) are appointed.*

*Internal governance of the Working Group is subject to the requirements in the group’s charter. Participation of OFA non-members in Working Groups is allowed if specified in the group’s charter.*

*A Working Group shall be required as its first act to produce a governance policy and procedures consistent with direction from the Board and the governance policy must be approved by the Board by majority vote. A Working Group must produce its policy within 90 days of its creation or be dissolved.*

*Status reports to the Board these reports will occur at the intervals required by the Board and can be in writing or verbally during Board meetings. Questions to Working Group Chairs by the Board concerning governance issues should be documented, either in meeting minutes or by such means as cc’ing emails to the Board.*

1. Project Review
* There are 2 categories of projects. We have category 1 projects that are active and category 3 projects that are inactive.
	+ InterOp/Logo Program---A small team Tatyana Nikolova (Intel), Doug Ledford (Red Hat), Jesse Martinez (LANL), and Paul Grun (Cray).
	+ ONUG---We are working on an Doug Ledford (Intel) will be working on the ONUG project. Divya Kolar (Intel) will be providing MWG input.
	+ Repository Project---Michael Aguilar (Sandia) will be putting online a directory of documents.
	+ OFA and Open Community---Divya Kolar (Intel) has been providing contacts and outreach to the Open Community where the OFA has an interest.
	+ ByLaws Project is being worked on to provide guidance with a small group of Paul Grun (Cray), Jim Ryan (OFA), John Byrne (HPE), and Michael Aguilar (Sandia).
	+ SNIA and SSSI have gone quiet for a while.
	+ OFA and Gen-Z—Michael Aguilar (Sandia) will be working on this after other project work.
1. Working Group Reports
	1. EWG
* OFED-4.17-1 RC1 was released for testing.
	1. OFIWG
* Releaseed libfabric v1.7.1
* OFIWG is progressing on libfabric v1.8.0 with a target for end Q2.
	+ We will add support for Amazon EFA provider.
	+ Work is progressing on defining API enhancements for SmartNICs, FPGAs, and intelligent switches (e.g. collective offload).
	+ Work is progressing on defining traffic classes.
	1. MWG
* OFA workshop completed with an income of ~15K
	+ Closing post workshop activities
* MWG working on post mortem
	+ 2020 recommendations
	+ Venue options; co location
	1. IWG
* There is a proposal to revamp the InterOp Group.
	+ There has been a small group that has been working and meeting on a proposal to bring to the OFA Board.
1. Treasurers Report
* We had a net income of $46,950, for a YTD result of $41,932. Our cash position has improved from $411,321 to $465,393.
* Our accumulated surplus is essentially flat at $285,727.
* As a consequence of our cancellation of the UNH-IOL contract we are facing a substantial charge for “accumulated costs” from the start of the year to our cancellation date. We’re looking for documentation on the charges, none of which was supplied.
* Comments/questions are more than welcome, whether to me or the group. I’ll send the actual report to anyone who wants to see it.