



The Oxalis Community

Founding meeting - November 19th 2020

Welcome to the Oxalis Community founding meeting



Timetable: 08:30 – 10:30 CET

Meeting Principles:

- NorStella will chair the meeting, facilitating the formal establishment of the Oxalis Community (at the meeting)
- All participants will be muted during the meeting, please leave comments in the chat window
- Changes to voting items submitted in advance will be presented as part of the relevant voting procedures
- Only members can suggest changes, preferably in writing in the chat window
- Voting is reserved for gold members registered before November 14th 2020
- Voting will be performed electronically using Google Forms (where anonymity is granted)
- The meeting will be recorded, for internal use only.



1. Welcome and introduction

- a. Introduction of Chair
- b. Purpose of this meeting
- c. Voting routines explained



Introduction of Chair

Chair of this meeting, Chairman of the Board at NorStella, and Oxalis Community contact point to the NorStella foundation.

Trygve Skibeli

- Chairman of the Board at NorStella
- Senior advisor at Miles Oslo
- 5 years in the DSOP program (sharing of data between the finance industry and public sector agencies in Norway).

- 10 years: founder of Intility (IT)
- 15 years: IBM USA and Norway



<https://www.linkedin.com/in/trygveskibeli/>

Purpose of the meeting

The purpose of this Oxalis Community founding meeting is to:

- Formally constitute the Oxalis Community as a community under the NorStella foundation, by approving the governance model, provisions and a workplan and budget for the Community.
- The purpose for founding the community is to establish a not-for-profit platform for the continued maintenance of the Oxalis open source software. A platform solid enough to ensure high quality and professionalism in software development – and with sufficient focus on evolving Peppol requirements to ensure Peppol compliance for the Oxalis Software going forward.
- Elect members to the Oxalis Community Management Team, for a term of up to 4 months, starting from the day of this meeting, and ending on the day of the first constitutional meeting in the Community, when a more permanent governance body can be implemented.

Voting routines explained

Voting rights are limited to gold members who have signed up on or before November 13th, 2020.

- Decisions are made in the chat
- Voting is performed using Google Forms
- Voting items documented at oxalis.network
- URL to the voting form was distributed to gold members on November 17th
- Quorum: 75% of registered gold members present at the meeting
- Vote: 50% of quorum + 1 vote
- Results will be presented in the meeting

Voting items 1 - 4

Oxalis Community Founding Meeting
Thursday, November 19, 2020 at 08:30 - 10:30 CET
Microsoft Teams

*Må fylles ut

E-postadresse *

E-postadressen din



Participation and Agenda

- a. Approval of the Agenda
- b. Participation and validity of representation
- c. Appointment of Scrutineer and Minute Taker



Agenda

Part 1: Meeting formalities and Introductions

1. Welcome & Introduction

- a. Introduction of Chair
- b. Purpose of this meeting
- c. Voting routines explained

2. Participation and Agenda

- a. Approval of the Agenda
- b. Participation and validity of representation
- c. Appointment of Scrutineer and Minute Taker

3. Background and introduction

- a. Presentation of the foundation NorStella
- b. Presentation of the handover agreement between DFØ and NorStella

- c. Presentation of the handover project, its timeline and its deliverables
- d. Presentation of the Steering Committee and the Advisory Board
- e. Presentation of the Interim Project Manager

4. Purpose, strategy and economic framework

- a. Purpose and strategic vision of the Oxalis Community
- b. Roles and responsibilities for achieving the purpose
- c. Economic framework, principles, including terms and conditions for membership of the Oxalis Community

Agenda

Part 2: Community establishment and activity plans

5. Approval of a preliminary Governance Model for the Oxalis Community
 - a. Introduction
 - b. Discussion
 - c. Vote 1: Approval of the Governance Model
6. Approval of the Provisions of the community
 - a. Introduction
 - b. Discussion
 - c. Vote 2: Approval of the Provisions
7. Candidacies, appointments and election of Management Team members
 - a. Overview of the election process, positions and term of office.
 - b. Introduction of the candidates
 - c. Vote 3: election of members to the Management Team
8. The Oxalis Community Budget and Operational Plan for 2020 (information only)
9. The Oxalis Community Budget and Operational Plan for 2021
 - a. Presentation of the Operational Plan and Budget for 2021 (up for approval)
 - b. Questions and comments to the 2021 Operational Plan and Budget
 - c. Vote 4: Approval of the 2021 Operational Plan and Budget.

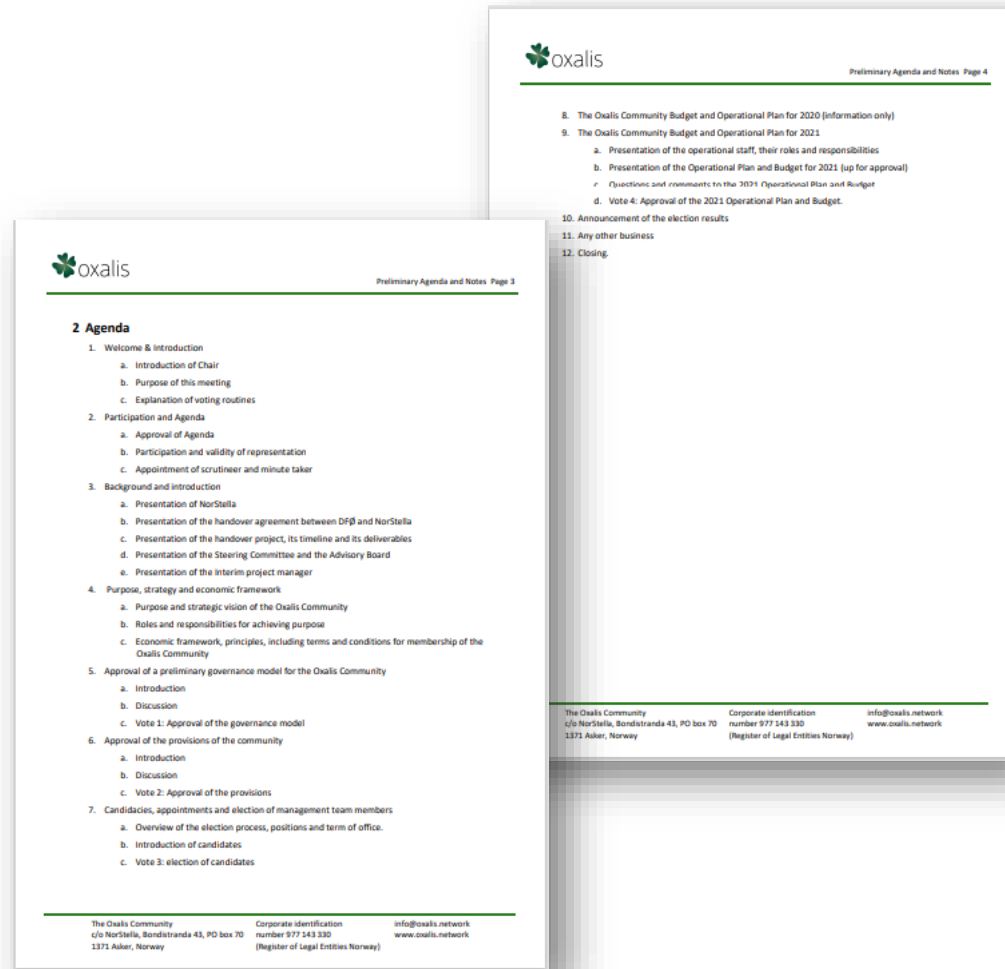
Agenda

Part 3: Closing of the meeting

- 10. Announcement of the election results
- 11. Any other business
- 12. Closing.

Agenda

Part 4: Decision item 1a



Decision 1 a

The Oxalis Community founding meeting
approves / does not approve the
proposed agenda

(Please note in the chat if you do not approve)

Participation and validity of representation

Decision item 1b

Members as of November 13th, 2020

- 12 Gold Members
- 27 Regular members

Registered participants in the meeting

- 12 Gold Members
- 27 Regular members
- 10 Other

Registered members participating by proxy

- None

Decision 1 b

The Oxalis Community founding meeting is held with a quorum of two thirds of registered as gold members (> 8) as of November 13th 2020.

(Please note in the chat if you do not approve)

Appointment of scrutineer and minute taker

Decision item 1c

Scrutineer:

- Anna-Lis Berg is NorStellas candidate for the role
- Anna-Lis Berg is DFØ's coordinator for the handover activities.

Minute Taker:

- Rolf Lysfjord is NorStellas candidate for the role
- Rolf is the interim project manager for the handover process and the community establishment activities

Alternative candidates?

Decision 1 c

- The Oxalis Community founding meeting **approves / does not approve** the suggested candidates as Scrutineer and Minute Taker.

(Please note in the chat if you do not approve or if you raise another candidacy)



Background and introduction

- a. Presentation of NorStella
- b. Presentation of the handover agreement between DFØ and NorStella
- c. Presentation of the handover project, its timeline and its deliverables
- d. Presentation of the Steering Committee and the Advisory Board
- e. Presentation of the Interim Project Manager

Presentation of NorStella

A not-for-profit foundation



NorStella's mission:

Contribute to the digital transformation - and improved interaction
across industries, sectors and professions

- - by - -

Inviting to conferences and workshops
facilitating a neutral meeting place & networking groups.

Presentation of the handover agreement

DOU between DFØ and NorStella was signed on October 13th 2020
Fall-back mechanisms remain open until end Q1 2021

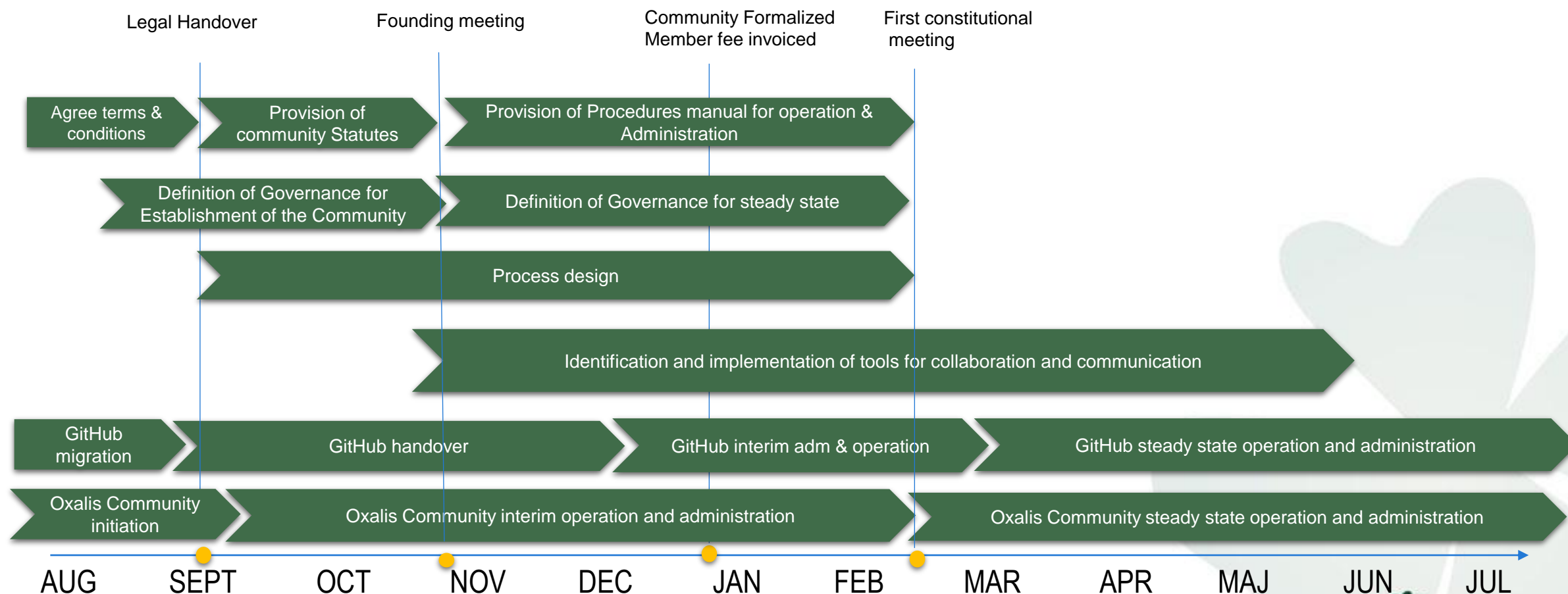
- Key requirements:
 - Peppol compliance as primary criteria for development and maintenance
 - Oxalis community to be established
 - Current licensing to be continued
 - GitHub repositories to be fenced & quality assured by dedicated resource (paid)
 - No economic transaction between the parties involved in handover
 - DFØ & NorStella to actively support handover and community establishment

Exit criteria's & fallback mechanism

- NorStella is free to annul the agreement in case of;
 - Less than 10 gold members signs up
 - 2021 member fees below €50 000.
- DFØ is free to annul the agreement if;
 - Technical Expert not assigned by Dec 1st 2020.
 - Community not in place by Jan 1st 2021.
 - Development routines not in place by Feb 28th, 2021.
- Fall-back is transfer of ownership back to DFØ and shut down Oxalis Community activities.

Presentation of the handover project

Revised and updated Timeline



Presentation of the Steering Committee & The Advisory Board



Active during the handover process, the community preparations and the planning of this founding meeting

The Advisory Board:

- Anders Ødegård, TietoEVRY (OAB leader)
- Arun Kumar, Basware
- Brajesh Sachan, Deskera
- Henk van Koeverden, Tradeinterop
- Janne Waren, Visma
- Karl Erik Strømsholm, Zirius
- Paul Simons Codabox
- Richard van Maaren, APRO
- Rune Lindseth, Compello

The Handover Steering Committee:

- André Hoddevik (DFØ)
- Trygve Skibeli (NorStella)
- Anders Ødegård (The Advisory Board)

Presentation of the interim project manager

Coordinator of the Advisory Board, facilitator for the Steering Committee and leader of the handover activities

Rolf Lysfjord

- Interim Project Manager
- Senior advisor at Edisys Consulting
- Deputy chairman of the board at NorStella, facilitator for samtrafikk.no
- 20+ years experience from leading B2B providers for integration services and Peppol-based services



<https://www.linkedin.com/in/rolflysfjord/>



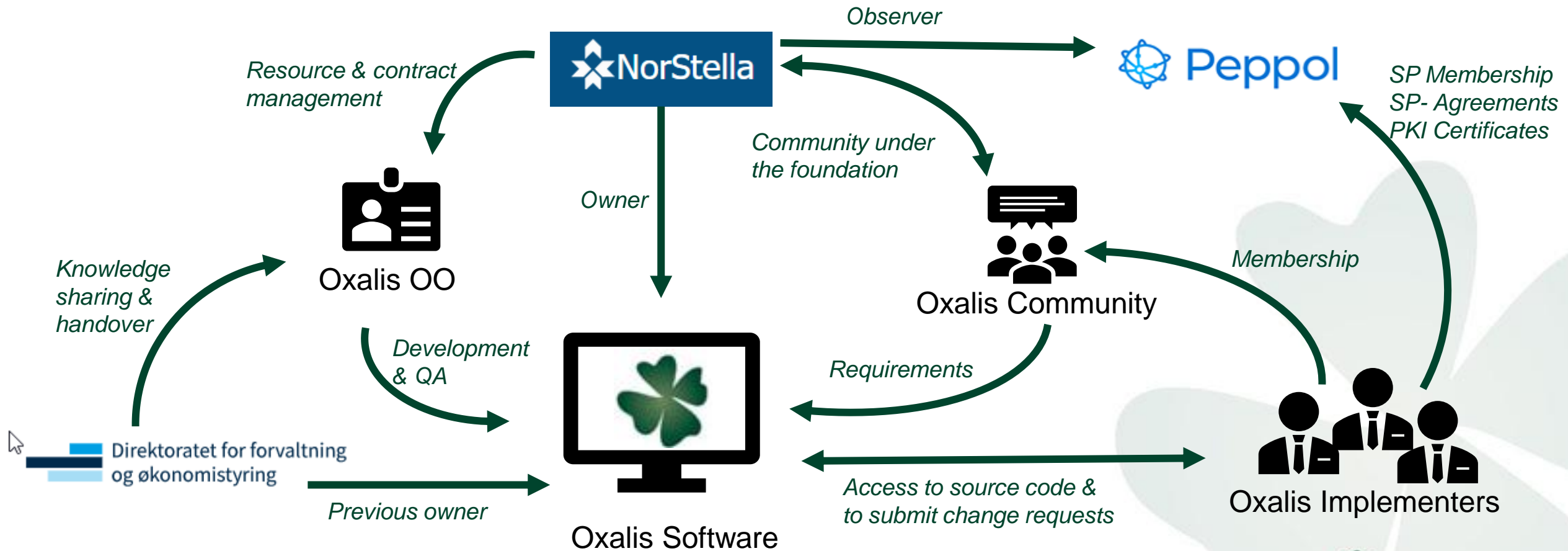
Purpose, strategy and economic framework

- Purpose and strategic vision of the Oxalis Community
- Roles and responsibilities for achieving the purpose
- Economic framework, principles, including terms and conditions for membership of the Oxalis Community



Purpose and strategic vision

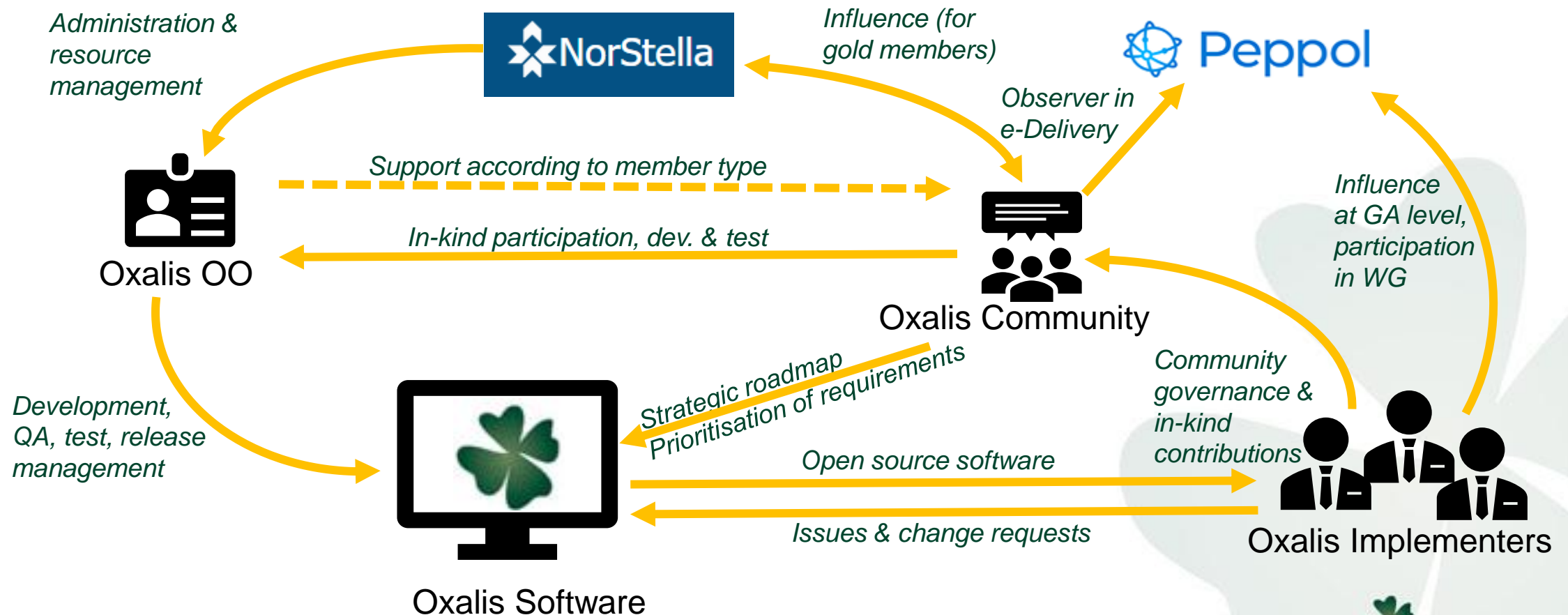
The Oxalis ecosystem



Roles and responsibilities for achieving the purpose



Oxalis ecosystem inter-relations



Roles and responsibilities for achieving the purpose



- The Oxalis Community Management act as a strategic governance body, taking responsibility for:
 - Defining the Oxalis development focus and strategy
 - Acting as a product owner, defining and prioritizing requirements
 - Approving the budget and work plan
 - Governing the Oxalis Community activities
- NorStella act as the legal- and operational governance body, taking responsibility for:
 - Delegating operational governance to a capable Operating Office
 - Establish the Operating Office for day-to-day operation (GitHub admin, sw dev & test, release mgt.....)
 - Assigning resources to development and support - within the given budget
 - Ensuring the quality of the Oxalis Software and predictability in change- and release management
 - Providing administrative support to the Oxalis Community
 - Member management and contract administration

Economic framework

Overarching principles



2020

- DFØ & NorStella will handle handover activities as in kind contributions
- DFØ, NorStella and the Advisory board will prepare establishment of an Oxalis community as in kind contributions
- Operation, administration and stakeholder communication in 2020 will be covered by signup fee

2021 – forward

- The Oxalis Community will co-fund cost for administration and operation (part of the member fee)
- The Oxalis Community will co-fund development of the Oxalis software (main part of the member fee)
- Spend on development and administration will not exceed incoming funds
- The Oxalis Community will have the possibility to crowdfund activities not covered by member fees

Terms and conditions for Oxalis Community membership



	Gold member	Regular member	Non member
Access to Oxalis, Oxalis-AS4 and vefa-peppol GitHub repositories	✓	✓	✓
Report issues in GitHub, community support	✓	✓	✓
Access to community documentation; FAQ, change requests, roadmap, minutes, etc.	✓	✓	
Early access to release candidates	✓	✓	
Appoint representatives to community management positions	✓		
Voting rights, Change management and community governance	✓		
Profilation of Oxalis Gold Member logo	✓		

Gold member: Registration fee €500 and annual fee €2000

Regular member: Registration fee €100 and annual fee €400



Approval of a preliminary Governance Model for the Oxalis Community

- Introduction
- Discussion
- Vote 1: Approval of the governance model



The Role of the Oxalis Community

Introduction

- The Oxalis Community membership fee is the economic basis for maintenance and development of the Oxalis Software.
- The Oxalis Community is the arena for defining the future direction for the Oxalis Software:
 - How to prioritize future development of functionality in the existing Oxalis components
 - What new functionality to add (directly in the Oxalis Software or as a plug-in)
 - How to manage the product strategy in general.
- The Oxalis Community is to give the direction for the future of the Oxalis Software:
 - Feeding the development process with requirements and priorities
 - Meet the needs of the implementers
 - Decide the order of implementation of changes and new functionality.

Roles and responsibilities

Related to governance areas



Oxalis Community Mgt

Strategic governance

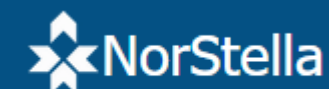
- Product strategy
- Oxalis roadmap
- Community mgt.
- Software & support requirements



Oxalis Operating Office

Operational governance

- Day to day operation
- QA & Test mgt
- Change & release mgt
- Processes & tools
- Support activities

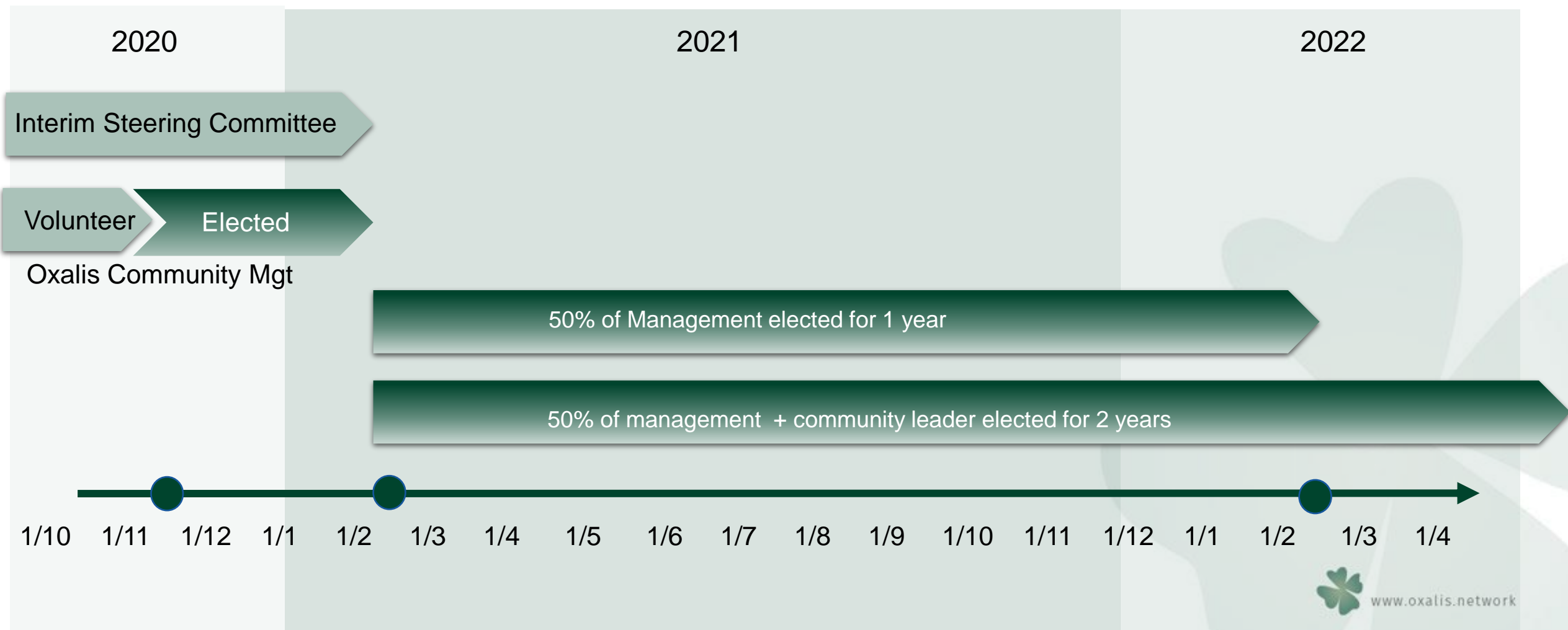


Legal governance

- Ownership of IPR
- Contract mgt
- Membership mgt
- Treasurer role
- Resource mgt

Governance strategy & terms in office

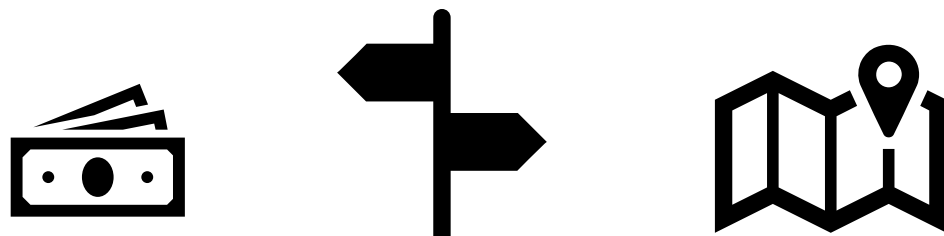
Introduction



Questions or comments

Please state your questions or comments in the chat

- To the role of the Oxalis Community?
- To the high-level governance structure?
- To the governance implementation timeline?



Voting Item 1a:

The role of the Oxalis Community

The Oxalis Community founding meeting assembled on November 19th, 2020 is asked to approve that the role of the Oxalis Community is;

- To fund activities related to the community administration and operation, as well as Oxalis Software development, test and quality assurance, by membership fees.
- To define, document and maintain a product strategy for Oxalis
- To define, document and maintain a roadmap for development of functionality in the Oxalis Software components
- To self-organize the management of the Oxalis Community
- To gather, consolidate and prioritise Oxalis Software and support requirements.

Vote 1a: The Oxalis Community founding meeting **approves / does not approve** the role of the Oxalis Community

Voting Item 1b:

The strategy for implementing the community governance

The Oxalis Community founding meeting assembled on November 19th, 2020 is asked to approve that the strategy for implementing the community governance is;

- To elect an Oxalis Community Management Team at the meeting November 19th, 2020
- That the elected Oxalis Community Management Team will remain in office until the first constitutional meeting in the Oxalis Community (planned for first quarter of 2021).
- That a more detailed governance structure will be formally approved and implemented at the first constitutional meeting in the Oxalis Community.

Vote 1b: The Oxalis Community founding meeting **approves / does not approve** the implementation strategy



Approval of the provisions of the community

- Introduction
- Discussion
- Vote 2: Approval of the Provisions of the community



Purpose of the Provisions

Introduction

The purpose of the Oxalis Community Provisions is to regulate a sustainable and transparent community, willing to take responsibility for outlining the strategy and to secure funding for the continued maintenance and development of the Oxalis Software.

The Oxalis Community Provisions will provide:

- The framework for community governance, as an independent activity under the neutral not-for-profit foundation NorStella.
- A lasting and predictable governance framework in a dynamic and constantly growing community.

Key principles & Wording



Provisions are drafted based on two distinct priorities; to provide a governance structure and to reflect the agreed terms and conditions agreed in the Document of Understanding.

Key principles and delimitations for drafting the Provisions include:

- The Provisions provides a Governance Model, not an organization.
- The Provisions are focused on the Oxalis Community, not on tasks to be solved by NorStella
- Oxalis Community's organizational structure and organization units are not given specific names
- Implementation of organization structure and organizational units are not described
- The Oxalis Community is not a legal entity, but a community under the existing not-for-profit foundation NorStella.
- Please refer to the Background document for Provisions for examples of wording

Content of the Provisions

High- level Introduction to & discussion of the content of the Provisions

Section I; Designation, Registered Office and Lifespan of the Community

- Article 1. Designation
- Article 2. Registered Office
- Article 3. Lifespan

Section II; Purposes of The Oxalis Community

- Article 4. Purpose of the community

Section III; Membership Criteria, Subscriptions, Withdrawal, Liability, Intellectual Property Rights (IPR)

- Article 5. Membership Criteria - Rights and Obligations
- Article 6. Categories of Members – Subscription fees
- Article 7. Withdrawal and Disqualification from Membership
- Article 8. Liability
- Article 9. Intellectual Property Rights (IPR)

Section IV. Organisational Structure

- Article 10. The Oxalis Community eco-system
- Article 11. Structure and Governance
- Article 12. Election procedures
- Article 13. Decision-making procedures
- Article 14. Escalation

Section V. The Constitutional Meeting

- Article 15. Composition of and Representation at the Constitutional Meeting
- Article 16. Powers of the Constitutional Meeting
- Article 17. Frequency of Constitutional Meeting, Notification, Agenda and Minutes
- Article 18. Decision Making at the Constitutional Meeting

Content - cont.

High- level Introduction to & discussion of the content of the Provisions

Section VI. The Oxalis Management

- Article 19. Appointment or Election and Resignation of Members of the Oxalis Management
- Article 20. Frequency of Meetings of the Oxalis Management, Notification, Agenda and Minutes
- Article 22. Responsibilities of the Oxalis Management
- Article 21. Decision Making at Meetings of the Oxalis Management
- Article 23. Delegations
- Article 24. Legal Representation
- Article 25. Personal Liabilities

Section VII. NorStella

- Article 26. Function and Responsibilities of NorStella

Section VIII. Fiscal Year, Financial Management and Language

- Article 27. Fiscal year and
- Article 28. Treasurer
- Article 29. Language

Section IX. Dissolution and Liquidation

- Article 30. Dissolution



Approval of the Provisions

Voting Item 2 on the Agenda



The Oxalis Community Provisions

Last updated November 2nd 2020

The Oxalis Community
c/o NorStella, Bondistranda 43, box 70
1371 Asker, Norway

Voting Item 2:

The Oxalis Community founding meeting
approves / does not approve the
proposed Provisions



Candidacies, appointments and election of Management Team members

- Overview of the election process, positions and term of office
- Introduction of candidates
- Vote 3: election of members to the Management Team



Overview of the election process, positions and term of office



- The Oxalis gold members assembled on November 19th, 2020 are asked to decide the term of office for the first Oxalis Community Management Team:
 - Suggested term of office is up to four months, starting at the day of the meeting, and ending at the first annual Constitutional Meeting in the Oxalis Community (end of Q1 2021)
- The Oxalis gold members assembled on November 19th, 2020 are asked to determine the number of Oxalis Community Management

Team members:

- Suggested amount of team members is minimum of 3 and no more than 5 members.
- The Oxalis gold members assembled on November 19th, 2020 are asked to elect up to 5 of the presented candidates
 - Please place up to 5 votes in the ballot
 - Please note: candidates obtaining less than 2 votes will not be elected.

Introduction of candidates

The Oxalis gold members assembled on November 19th, 2020 are asked to elect up to 5 of the candidates listed below



Anders Ødegård
TietoEVRY



Arun Kumar
Basware



Janne Waren
Visma



Paul Simons
Codabox



Rune Lindseth
Compello

Election of members to the Management Team

Voting Item 3 on the Agenda

- Anders Ødegård, TietoEVRY
- Arun Kumar, Basware
- Janne Waren, Visma
- Paul Simons, Codabox
- Rune Lindseth, Compello.

Voting Item 3:

- The Oxalis Community founding meeting **elects the members of the Oxalis Community Management Team**
- **Please place votes on all candidates who have your confidence**



The Oxalis Community Budget and Operational Plan for 2020

(information only)



Plans for Q4 2020

The main strategy for 2020 is to establish a minimum setup for the administration and operation, and planning for the 2021 activities.

- Implement an Oxalis Stakeholder community
- Implement and refine the Oxalis Community governance structure
- Facilitate the handover of IPR and responsibility of the Oxalis Software
- Prolong the handover steering committee activities until the first formal annual constitutional meeting
- Actively facilitate discussions of the fall-back mechanisms and exit criteria stated in the DOU
- Assign resources responsible for bug fixing, software gatekeeping, QA and GitHub administration

The majority of the activities conducted in 2020 will be funded by in kind contributions from the key stakeholders

Implementation of operational activities in 2020 will be covered by the signup fee from members joining the community in 2020.



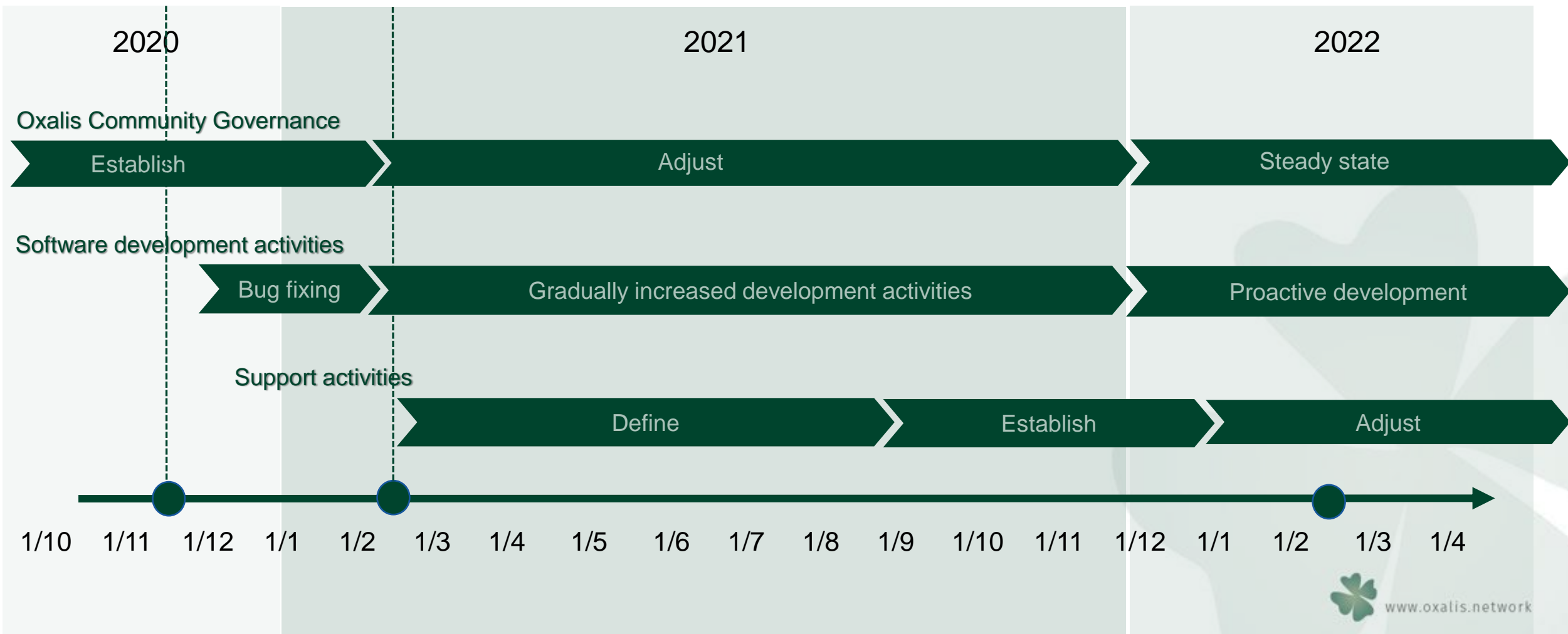
The Oxalis Community Budget and Operational Plan for 2021

- Presentation of the Operational Plan and Budget for 2021 (up for approval)
- Questions and comments to the 2021 Operational Plan and Budget
- Vote 4: Approval of the 2021 Operational Plan and Budget



Presentation of the Operational Plan

Voting Item 4a on the Agenda



Presentation of the Operational Plan

Voting Item 4: Priorities for the 2021 Operational Plan

	Primary Focus of 2021
General direction	<ul style="list-style-type: none">• Implement an Oxalis community, for identification and prioritization of requirements for maintenance and development.• Establish OO capable of ensuring the quality and availability of the Oxalis Software• Facilitate predictable and transparent change and release management for the Oxalis software components.• Assign the needed capabilities for development, change and release management.
Community activities	<ul style="list-style-type: none">• Establish an active community• Identify and implement governance bodies in the community• Adjust the Governance Model and Provisions (if required)• Identify key requirements to the Oxalis Software components• Establish initial strategic roadmap for the Oxalis Software.

Presentation of the Operational Plan

Voting Item 4: Priorities for the 2021 Operational Plan

	Primary Focus for 2021
Software Development	<ul style="list-style-type: none">• Adjust GitHub structure, aligning it to the member benefits structure• Establish routines for change and release management• Perform bug fixing activities on GitHub issues• Evaluate and close GitHub issues (backlog)• Identify issues to ensure Peppol compliance and/or improve performance• Provide solution outlines and estimates for requirements raised• Act as technical advisor to the Oxalis Community.
Support activities	<ul style="list-style-type: none">• Identify needs and a model for providing member support• Implementation of a appropriate support setup.

Presentation of the Budget

Voting Item 4b: 2021 budget

Category	Description	Membership	Cost/#	Total in EUR
Membership one-time fee	Regular members	50	100	5.000
	Gold members	10	500	5.000
Membership annual fees	Regular members	50	400	20.000
	Gold members	10	2000	20.000
				50.000

Budget Category	Amount in Euro	Growth rate	Budget if 10% growth rate on income is achieved
Administration	4.506	5%	4.756
Incident & change mgmt	3.525	10%	4.026
Development	34.122	75%	37.879
Member communications	7.940	10%	8.441
Total	50.093		55.102

Approval of operational plan and budget

Voting Item 4 on the Agenda



Oxalis Community Founding Meeting

(Digital meeting)
November 19th 2020, Online

Background Document for Voting Item 4

Approval of the 2021 operational plan and budget

Last updated 4. November 2020

Oxalis Community
c/o Norstella, Bondistranda 43, box 70
1371 Asker, Norway

Voting Item 4a:

- The Oxalis Community founding meeting **approves / does not approve** the Operational Plan and Budget for 2021



Election results



Election results

Overview of votes cast at the Oxalis Community Founding Meeting
Number of votes cast is 10 of 12

	Approved	Rejected	Blank or invalid
Voting item 1 Governance strategy	10	-	-
Voting item 2 provisions	10	-	-
Voting item 4 Operational plan and Budget	10	-	-

Elected members of the Oxalis Community management Team	
Anders Ødegård, TietoEVRY	Elected with majority
Arun Kumar, Basware	Elected with majority
Janne Waren, Visma	Elected with majority
Paul Simons, Codabox	Elected with majority
Rune Lindseth, Compello.	Elected with majority



Any other business



End of the Oxalis Community founding meeting





More information:
www.oxalis.network