

**Minutes**  
**OEOSC Annual Board of Directors Meeting**  
Monday, February 15, 2016, 3:30 pm – 5:15 pm PST  
Intercontinental Hotel, 888 Howard St., San Francisco, CA  
Potrero Hill Room (4<sup>th</sup> Floor)

**Welcome and Introductions**

Chairwoman D. Howland opened the meeting at 15:30.

In attendance:

Northrop Grumman, Donna Howland (Chairwoman)	Triptar, Allen Krisiloff (Exec Director)
Optimax, Jessica DeGroot Nelson (Chairwoman Elect)	NIST Gaithersburg, Leonard Hanssen
Self, Hal Johnson (Past Chairman)	Individual, Gordon Boulton
Retired, William Royall (Treasurer)	Optimax, Patrick Augino
Savvy Optics, Dave Aikens (Secretary)	Lockheed Martin, Dan Palmari
Shamir Lens, Jeff Endres (Director)	Nikon Instruments, Stanley Schwartz
Leiner Optics, Dennis Leiner (Director)	The Vision Council, Michael Vitale

With seven of eight members of the board present, quorum was established.

**Approval of the Agenda**

H. Johnson moved to accept the draft agenda. J. Endres provided the second. Motion carried unanimously.

**Approval of OEOSC Board Meeting Minutes, February 9, 2015**

D. Aikens moved to accept; D. Leiner proved second; passed unanimously.

**Annual Report of the Executive Director**

A. Krisiloff summarized the report that is posted on the website. He thanked Dave Aikens for his five years of leadership as previous Executive Director. Membership is high and many ASC OP domestic standards are under development and nearing publication. Participation in the ISO through the TAG is also high. Many projects in ISO TC172 are supported or directed by our members.

Collection of participation fees is behind schedule, but the Treasurer and the Executive Director have been addressing the problem. A new and simplified fee structure and a web-based payment method have been developed for discussion at this Board meeting.

**Annual Financial Reports: Treasurer's Reports**

W. Royall, Treasurer, reviewed the reports that are posted on the website. Collections are behind schedule, so cash flow was \$15,000 in the red. The problematic cash flow was covered with the balance in the savings account. Membership is stable, so as the participation fees for 2015 arrive in the next few weeks, cash assets will be replenished.

Accrued income for operations during the year was about \$77,000. Accrued expenses were about \$67,000. Net accrued surplus was about \$10,000. Accrued calculations will match actual cash operations if we can collect all participation fees in arrears.

Highlights of income are about \$56,000 in billed participation fees and \$20,000 in training fees. Highlights of expense are ANSI dues of \$27,000, Executive Director / ASCOP Secretary fees of \$18,000, and TAG Secretary fees of \$6,000.

### **Annual Financial Reports: Special Committee on Membership Dues**

A. Krisiloff presented the analysis and recommendations of the Special Committee on Membership Dues, which was composed of J. Endres, R. Plympton, and A. Krisiloff. The report is on the website.

The Committee noted that larger members and the arrangement with The Vision Council for services rendered with respect to the Ophthalmic subcommittee in the TAG contributes 80% of revenue. Twenty-two small companies contribute only 8%. Therefore, the structure of the participation schedule is unnecessarily complex. Currently, we charge base fees based on the number of employees in a member organization, and then add fees for each alternate representative (capitation fees).

The Special Committee recommended that we eliminate the capitation fees, allow any number of primary and alternate representatives, and adjust the base fees accordingly. This will simplify billing, tracking, and paying, and may itself solve most of the problem associated with collections.

Additionally, the Special Committee recommended that a payment webpage be added to the website to accept credit card payments directly over the internet. Paypal's service was cited as the least expensive and appropriate for the number and amounts of transactions that we expect.

D. Aikens moved to accept the recommendations of the Special Committee; H. Johnson provided the second; and the motion passed unanimously. A. Krisiloff will implement the recommendations.

### **Review of the Catalog of Standards**

The catalog is about to be expanded with filings to ANSI in late December. When ANSI certifies the new standards, they will appear on ANSI's website with pricing established with the contract between ANSI and OEOSC.

### **OEOSC Membership Review**

Two member organizations and one individual member has chosen to leave the OEOSC. For other members, names and contact information were updated.

### **Legal Updates**

A. Krisiloff reported that contracts, training agreements, and bylaws remain essentially unchanged from last year.

### **ASCOP and TAG Reports**

In the interests of time, and because all attendees had seen these reports from the ASC and TAG meetings, it was suggested that we skip these two sections of the agenda.

D. Leiner moved to accept the suggestion; H. Johnson provided the second; the motion passed unanimously.

### **New and Other OEOSC Business**

There was no new or other OEOSC business suggested for discussion

**Election of the Board's Directors and Officers: 2016 Elections**

D. Leiner, the only nominee on the Slate for the Director in Seat #1, was elected by acclimation.

D. Aikens chose to remove himself from the Slate of nominees for Secretary when D. Palmari accepted nomination for the seat. As the only nominee, D. Palmari was elected by acclimation.

**Next Meeting**

D. Howland moved that the next Board meeting should be scheduled for Photonics West on Monday, January 30, 2017. D. Leiner proved the second. The motion passed unanimously.

**Adjournment at 17:15**

D. Aikens moved that the meeting be adjourned; Jessica Nelson proved the second; the motion passed unanimously.