ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING
OF
THE BOARD OF DIRECTORS

(MARCH 27, 2018)

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A Meeting of the Board of Directors (the *"Board"*) of Eclipse.org Foundation, Inc., a Delaware corporation (the *"Corporation"*), was held on held as a regularly scheduled face-to-face meeting held in Austin, Texas.

Present at the meeting were the following Directors:

Present	Director	Organization
Y	Chris Aniszczyk	Elected Committer Representative
N	David Blevins	Tomitribe
Y	Donald Smith	Oracle
Y	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBEO
Y	Gunnar Wagenknecht	Elected Sustaining Representative
N	Matthias Sohn	SAP AG
Y	Max Rydahl Andersen	Red Hat
Y	Mickael Istria	Elected Committer Representative
Y	Paul Lipton	CA Technologies
Y	John Duimovich	IBM
N	Sebastien Girard	CEA List
N	Stefan Ferber	Bosch
N	Steve Millidge	Payara
Y	Torkild Ulvøy Resheim	Elected Sustaining Representative
Y	Tracy Miranda	Elected Sustaining Representative
N	Wolfgang Neuhaus	itemis AG

Present at the invitation of the Board was Mike Milinkovich, Executive Director, Chris Larocque, Chief Financial Officer, and Paul White, Secretary of Eclipse.org Foundation, Inc.

The Board started in Executive Session.

Mike Milinkovich introduced a discussion of the recent lawsuit filed against the Foundation. Mike explained it is a patent infringement case, and we are one of 13 defendants. He explained the plaintiff has initiated 63 lawsuits prior to this one, and that this suit is based on a patent that has already been invalidated. Mike explained the suit is not specific about the manner in which the Foundation infringes, and that our counsel believes the suit is without merit. Regardless, Mike explained EMO has set aside $100,000 to defend ourselves in this suit.

The Executive Session was then ended, and the Board began its regular business.

GENERAL BUSINESS

Anti-Trust Policy

Mike Milinkovich reminded the Board of its obligations under the Foundation's anti-trust policies.

Board Election Results

Mike Milinkovich informed the Board that the EMO recently held elections for the Board seats to be filled on an annual basis. Mike noted that Torkild Ulvøy Resheim and Tracy Miranda were acclaimed as Sustaining representatives, and that Dani Megert and Ed Merks were elected as Committer representatives.

Mike thanked each of Gunnar Wagenknecht, Chris Aniszczyk, and Mickael Istria for their service to the Board, and in particular, Mike noted Chris' history of serving the Board for the better part of the past decade.

Mike explained that Steve Millidge has agreed to replace Chris Aniszczyk on the Board's Finance Committee as this committee would be short a member with Chris' departure. The Board passed the following resolution:

> RESOLVED, Steve Millidge is appointed to serve on the Board's Finance Committee.

Minutes

Mike Milinkovich introduced a discussion of the minutes of the February 21, 2018 Board Meeting, attached as Appendix A. The Board passed unanimously the following resolution:

> RESOLVED, the Board approves the draft minutes of the February 21, 2018 Board Meeting as circulated.

Eclipse Corrosion Logo

Mike Milinkovich introduced a proposal to approve a new logo for the Eclipse Corrosion project, the related material for which is attached as Appendix B. The Board passed unanimously the following resolution:

> RESOLVED, the Board unanimously approves the use of the new logo as presented for the Eclipse Corrosion project.

Request to Add SIL Open Font License as an Approved License for PolarSys B612 Project

Mike Milinkovich introduced a proposal to have the Board approve the PolarSys B612 Project adding the SIL Open Font License 1.1 as an approved license for the PolarSys B612 Project, the related material for which is attached as Appendix C. Mike reminded the Board they had previously approved this project to be dual licensed under EPL 1.0 and EDL 1.0 in 2016. The Board unanimously passed the following resolution:

> RESOLVED, that the Board unanimously approves the request of the PolarSys B612 project to add the SIL Open Font License 1.1 as an approved license for the project.

Proposed Changes to the Implementing the IP Policy

Mike Milinkovich introduced a discussion to change the EMO's Implementing the IP Policy, the materials for which are attached as Schedule D. Mike highlighted that the EMO's current Implementing the IP Policy enables the EMO to recommend the Board to allow exceptions to licenses, but that the recommendation is limited to either a general exception for all projects, or an exception for a particular top level project. The proposed change would enable the EMO to further recommend an exception on an individual project by project basis. Mike explained that no changes to the actual approval process are being recommended, but rather the proposed change is simply to the scope of the EMO's recommendations.

Mike was asked whether it is possible to determine what licenses are approved for use by any project. He explained that it is possible to query against the CQs for an individual project. Barring that, the EMO can help determine the specific licenses approved by sending an email to license@eclipse.org.

Mike stated he would bring the final changes forward to the Board at a future meeting.

Project Updates

Mike Milinkovich provided to the Board a summary of the Foundation's projects, the related material for which is attached in Appendix E1. Mike explained significant progress had been made in onboarding the Eclipse Enterprise for Java (EE4J) projects, and that this work would continue likely through til the summer. He further explained the TCKs would also be soon

brought on board as an EE4J project.

Membership

Mike Milinkovich updated the Board on the current status of the Membership and the new members that have joined the Foundation since the last face-to-face Board meeting, the related material for which is attached in Appendix E2.

Eclipse IoT Update

Mike Milinkovich provided to the Board a summary of the activities of the Foundation's IoT working group, the related material for which is attached in Appendix E3.

Other Management Reports

Mike Milinkovich had provided update reports to the Board prior to the meeting regarding KPIs as well as the other Eclipse working groups, the related materials for which are attached as Appendix E4-E8. In the interest of time, Mike did not speak to these reports, and the Board asked no questions regarding them.

Operational Update

Chris Larocque provided to the Board an update on the operations of the Foundation, the related material for which is attached in Appendix F1. In particular, Chris reminded the Board the EMO had committed to provide a financial update at each of its face-to-face meetings in 2018 in relation to the onboarding of EE4J. Chris explained the EMO is on track in relation to the 2018 budget coupled with the donations received in support of onboarding EE4J.

Chris also provided an update on the steps taken by the EMO to be compliant with the new General Data Protection Regulation (GDPR) introduced by the European Union, the related material for which is attached in Appendix F2. Chris explained that Dentons, who are one of the Foundation's approved legal counsel, is providing expertise and advice in ensuring we will meet our compliancy requirements. Mike noted that we may need to update our privacy policy, and potentially other policies, as a result of the process.

2017 Audited Financial Statements

Chris Larocque provided to the Board a summary of the 2017 audited financial statements of the Foundation, the related material for which is attached in Appendix G1 and Appendix G2. The Board unanimously passed the following resolution:

> RESOLVED, the Board unanimously approves the 2017 audited financial results as presented.

Diversity Update

Tracy Miranda introduced a discussion regarding the EMO's efforts towards promoting diversity, the related materials for which are attached in Appendix H. Tracy indicated that the parties leading this effort are working towards proposing a new Eclipse Community Outreach working group in the near future.

Update on Eclipse Councils

Mike Milinkovich introduced a discussion of the Eclipse Architecture Council and the Eclipse Planning Council, the related materials for which are attached in Appendix H. Mike reminded the Board that the Architecture Council and Planning Council are both part of the EMO, as described in the Eclipse Bylaws. The Board noted these councils are both valuable for mentoring and recognition. The Board also noted that the Eclipse Development Process is in need of updating, especially with EE4J and other new projects coming on board, and those Board members on the architecture council agreed to drive the effort to achieve this update.

EE4J Update

Mike introduced a discussion of the progress made regarding EE4J, the related materials for which are attached in Appendix I. Mike noted that the IP flows will likely need to change, and that the copyrights to the specs may change how these specs flow through our existing processes. Mike made clear we will make this change for EE4J for now, though it may be desirable to do this for other top level projects. During this discussion, the Board called out the exemplary work done by the Intellectual Property Management team over the past months, and wished to pass on their thanks to the team. The Board unanimously passed the following resolution:

> **RESOLVED**, the Board unanimously recognizes the recent achievements made by the EMO's Intellectual Property Management team with their revisions to the IP process, and thanks the team for their dedication, hard work, and continued positive contributions.

Brand Update

Mike Milinkovich introduced a discussion regarding the EMO's progress towards developing and implementing a new brand strategy, the related materials for which are attached in Appendix J. The Board was generally very positive to the design of the proposed new Eclipse Foundation logo and the home page for www.eclipse.org. Mike was asked to investigate whether the new website design takes into account accessibility in its design. The Board unanimously passed the following resolutions:

> **RESOLVED**, that the Board approves the new Eclipse Foundation logo as presented.

> **RESOLVED**, that the Board delegates to the EMO the authority to approve future requests by Eclipse projects to create derivative works of the Eclipse "orb" logo as shown on eclipse.org/artwork.

CBI Update

Mike Milinkovich introduced a discussion on the EMO's current plans to revise its Common Build Infrastructure (CBI) to be implemented as a product offering, the related materials for which are attached in Appendix K. Mike emphasized that the proposed new CBI offering would provide either as good as or even better infrastructure for the vast majority of projects. He further explained that basing resource allocation for CBI on membership would enable the EMO to more effectively engage with members on a go-forward basis. The Board unanimously passed the following resolution:

> **RESOLVED**, the Board agrees in principle with the EMO's recommendations to implement a membership-based system of resource allocation for the Common Build Infrastructure.

Additional Licenses Approved for Use by Eclipse Projects

Paul White read into the minutes that the EMO had proposed to the Board via email on March 5, 2018 the use of the following five licenses:

Binary Decision Diagrams Library License (BuDDy) [1]

MPC (The Makefile, Project, and Workspace Creator) License [2]

Creative Commons 1.0 Universal [3]

FOX Toolkit Library License Addendum (Addendum to LGPL 3.0) [4]*
> *Please note EMO will limit the scope of the FOX Toolkit License Addendum approval to the Sumo project only as a binary, unmodified distribution in order to ensure the conditions of #2 and #3 of the Addendum are satisfied.*

JavaPOS Terms of Use (text as follows):

> 'This software is provided "AS IS". The JavaPOS working group (including each of the Corporate members, contributors and individuals) MAKES NO REPRESENTATIONS OR WARRANTIES ABOUT THE SUITABILITY OF THE SOFTWARE, EITHER EXPRESS OR IMPLIED, INCLUDING BUT NOT LIMITED TO THE IMPLIED WARRANTIES OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE AND NON-INFRINGEMENT. The JavaPOS working group shall not be liable for any damages suffered as a result of using, modifying or distributing this software or its derivatives. Permission to use, copy, modify, and distribute the software and its documentation for any purpose is hereby granted.'

Pursuant to the IP Policy, given there were no objections raised by any members of the Board during the required fifteen (15) calendar day period, the licenses may now be approved by the EMO for use by Eclipse projects.

Action Items:

Mike agreed to bring the proposed changes to the "Implementing the IP Policy" to an upcoming Board meeting for approval.

EMO agreed to investigate whether the new website design took into account accessibility as one of its design criteria.

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There being no further business to discuss, the meeting was adjourned at 16:45.

This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on March 27, 2018, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting