

# ECLIPSE.ORG FOUNDATION, INC.

## MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(MAY 16, 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 conference call.

Present at the meeting were the following Directors:

Present	Director	Organization
Y	Dani Megert	Elected Committer Representative
Y	David Blevins	Tomitribe
Y	Dennis Leung	Oracle
N	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
Y	Kenji Kazumura	Fujitsu
Y	Matthias Sohn	SAP AG
Y	Max Rydahl Andersen	Red Hat
Y	Paul Lipton	CA Technologies
Y	Pradeep Balachandran	IBM
N	Sebastien Girard	CEA List
Y	Stefan Ferber	Bosch
Y	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, and Paul White, Secretary of Eclipse.org Foundation, Inc.

## GENERAL BUSINESS

### Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the April 18, 2018 Board Meeting, attached as Appendix A1 and A2. Paul White proposed an amendment to properly note the meeting was held by conference call, which was recorded improperly in the distributed draft minutes. The Board passed unanimously the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the April 18, 2018 Board Meeting as circulated, and amended.

### Approval of Eclipse CogniCrypt project to utilize Soot, which is licensed using LGPL 2.1

Mike Milinkovich introduced a proposal to have the Eclipse CogniCrypt Project be permitted to distribute the Soot library, which is licensed under the LGPL 2.1 license, the related materials for which are attached as Appendix B. Mike pointed out this would be the first time the Board would permit a project to distribute a library using LGPL 2.1. He informed the Board the CogniCrypt project is a research project, and the project had exhausted all other means of avoiding this licensing request but felt there was no other choice. He also noted the notice files would clearly indicate the licensing used. The Board passed unanimously the following resolution:

RESOLVED, the Board unanimously approves the distribution of the Soot library by the Eclipse CogniCrypt project under the LGPL 2.1 license.

### Approval of Eclipse Project for JAX-WS, Eclipse Project for JAXB, and Eclipse Project for JAF projects to be dual licensed as EPL-2.0 (with GPL-2.0 + Classpath as Secondary License) and EDL-1.0

Mike Milinkovich informed the Board the EMO was still waiting on these projects to provide appropriate justification for this license exception request, and felt it prudent for the Board to wait until such time as the projects provided the justification. The Board tabled this topic.

### Update on recent Jakarta EE launch

Mike Milinkovich provided the Board with an update on the recent launch of Jakarta EE, the related materials for which are attached as Appendix C. Mike stated that, while the launch was the most complex marketing activity ever undertaken by the Foundation, he felt overall the launch was extremely successful. He also indicated the new Foundation logo and website were released the week prior to the Jakarta EE launch to maximize the benefit of the new branding and website content.

### Board Policy Regarding Alternates for Board Members Attending Meetings

Mike Milinkovich introduced a discussion regarding whether Board members may designate alternates to attend Board meetings with them. Mike reminded the Board this topic had been raised by two new Board members in April, and the topic had been discussed at the April 18, 2018 meeting. With Paul Lipton abstaining, the Board approved the adoption of the following Board policy:

1. A Board member may designate an alternate to be added to the Board email list. This alternate must qualify to act as a proxy for the Board member based on Section 3.4 of the Bylaws, and the person must agree to be bound by the confidentiality duties associated with being a Director.
  - o After reviewing our practices with our outside counsel it is their recommendation that Members with alternates be requested to sign non-disclosure agreements with the Eclipse Foundation. This is because there is no automatic extension of the Director's fiduciary and confidentiality obligations to the alternate.
2. Alternates may passively listen in to electronic conference calls. They are not permitted to speak or vote on any business of the Board. The Secretary will be responsible for enforcing this behavior on all calls.
3. Alternates are not permitted to attend any face-to-face meetings in addition to their Director.
4. If a Director cannot attend a meeting they are permitted to appoint a proxy to attend in their place, and vote on their behalf under Section 3.4 of the Bylaws. Note that the proxy does not have to be the alternate. It is the responsibility of the director to monitor the actions of their proxies to confirm that they are, in fact, acting in accordance with the director's instructions.
5. A Director may request in writing to the Secretary that an alternate be permitted to join a specific face-to-face meeting if their are exceptional circumstances that warrant it. Examples include a transition from one person to another as their company's representative, language barriers, etc.

**Action Items:**

None.

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There being no further business to discuss, the meeting was adjourned.

This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on May 16, 2018, is attested to and signed by me below.

/s/ Paul White  
Secretary of Meeting