

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(JUNE 18-19, 2019)

A Meeting of the Board of Directors (the “*Board*”) of Eclipse.org Foundation, Inc., a Delaware corporation (the “*Corporation*”), was held as a regularly scheduled face-to-face meeting held in Ottawa, ON.

Present at the meeting were the following Directors:

Present	Director	Organization
Y	Chris Aniszczyk	Elected Committer Representative
Y	Dani Megert	Elected Committer Representative
Y	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBEO
Y	Farah Papaioannou	Elected Sustaining Representative
Y	Gunnar Wagenknecht	Elected Sustaining Representative
Y	Will Lyons	Oracle
Y	Kenji Kazumura	Fujitsu
N	Matthias Sohn	SAP SE
Y	Gorkem Ercan	Red Hat
Y	John Duimovich	IBM
Y	Ron Doyle	CA Technologies
N	Sebastien Girard	CEA List
Y	Steffen Evers	Bosch
Y	Torkild Ulvøy Resheim	Elected Sustaining Representative

Present at the invitation of the Board was Mike Milinkovich, Executive Director, and Paul White, Secretary/Treasurer of Eclipse.org Foundation, Inc, as well as Mike DeNicola of Fujitsu.

GENERAL BUSINESS

Anti-Trust Policy

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

Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the May 22, 2019 Board Meeting, attached as Appendix A. The Board passed unanimously the following resolution:

RESOLVED, the Board approves the draft minutes of the May 22, 2019 Board Meeting as circulated and amended.

Operation Update

Mike Milinkovich provided to the Board an update on the operations of the Foundation.

Approval of Revised Eclipse Working Group Process

Paul Buck, VP of Community Development for Eclipse Foundation, introduced to the Board a proposed revised Eclipse Foundation Working Group Process, the related material for which is attached in Appendices C1 and C2 respectively. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the Eclipse Working Group Process v2.0 as presented.

Management Reports

As part of the regular management reports, Mike Milinkovich presented an update on the membership of the Eclipse Foundation, progress of both the Jakarta EE and Eclipse IoT working groups, Eclipse's participation in research projects, the new working groups pipeline, and the Eclipse projects. The related materials for each report are attached in Appendices D1-D6.

Changing Fees for Associate Membership

Paul White introduced a discussion of altering the annual membership fees paid by Associate members, the related material for which is attached as Appendix E. After discussion, the Board asked management to make amendments to the proposal, and tabled the discussion until the following day.

Governance Renewal Discussion

Mike Milinkovich introduced a discussion of altering the Eclipse Foundation Bylaws. Mike explained the bylaws have not been updated in many years, and that making such amendments would bring the bylaws more in line with current activities. The Board discussed the merits of enabling Affiliate members who are both Strategic members to each have representation on the Board, and if so, to have a vote on Board matters, and asked Mike to investigate whether there would be any legal or other issues doing so.

Mike explained the objective is to have the Board consider the proposed Bylaw changes over the coming few months, with the target of having the Board approve an amendment at the October 2019 Board meeting. Mike also reminded the Board the changes would require approval of the membership-at-large, which would be sought immediately after the October Board meeting, with January 1, 2020 proposed as the target date for the modified bylaws to take effect.

Paul White explained that Eclipse's general counsel has recommended the Board consider passing a "housekeeping" resolution on a regular basis, as such a resolution is considered good form for Boards similar to Eclipse Foundation's. The Board took the action to seek input from their respective corporate counsel on the topic, and to discuss further in July. Also, the Board asked Paul to ask counsel to provide examples of organizations that have adopted such a governance approach.

Marketing Update

Thabang Mashologu, VP of Marketing for Eclipse Foundation, updated the Board on the Foundation's current and planned marketing activities, the related materials for which are attached as Appendix G.

The meeting was then adjourned at 4:45 to reconvene the following day.

The meeting was reconvened June 19, 2019 at 9:00 am.

Strategic Research to Grow and Deepen Foundation Membership Commitment

Thabang Mashologu explained the Foundation had engaged the research firm ClearPath Strategies to study ways for the Eclipse Foundation to grow and deepen membership commitment to the Foundation, ~~the related materials for which are attached as Appendix I.~~ Kate McCarthy of ClearPath Strategies, one of the principal researchers, joined the meeting to present the findings.

Approval of Spec Process Ratification Process

Mike Milinkovich introduced the topic of the ratification process for the Eclipse Foundation

Specification process. Mike explained the Board had delegated the authority to approve updates to the process to the Executive Director, but that now that the process was completed, it should receive the same level of formal approvals which are in place for the Eclipse Development Process, which is a document of similar importance. The Board unanimously passed the following resolution:

RESOLVED, effective upon the publication date of the Eclipse Foundation Specification Process v1.2 that future revisions of the Eclipse Foundation Specification Process shall be approved by a super-majority vote of the Board under the guidelines set forth in Section 3.9(c) of the Bylaws.

Changing Fees for Associate Membership

The Board took up the matter of changing the fees charged to Associate members of the Foundation, with the revised materials attached as Appendix J. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the annual membership dues for Eclipse Foundation Members as shown in the attached Exhibit C of the Eclipse Foundation Membership Agreement.

Proposed revisions to the IP Policy

Mike Milinkovich reminded the Board the materials for this topic were not provided to the Board within the requisite 14 days required by default. Ron Doyle indicated he had not had not yet had feedback from his counsel, and asked about the impact of a delay. Mike responded that a delay would impact the planned release of Jakarta EE 8 scheduled for early September. The Board voted in favor of allowing the topic to be dealt with at this meeting.

Mike Milinkovich then introduced a discussion of the proposed revisions to the Foundation's IP Policy, the related materials for which are attached as Appendix K. With Ron Doyle voting against, the Board passed the following resolution:

RESOLVED, the Board approves the revised Intellectual Property Policy as presented.

Approval of the request for Eclipse Theia to distribute jschardet

Gorkem Ercan introduced a proposal to enable distribution of jschardet by the Eclipse Theia project, the related material for which is attached as Appendix L. Although less than 14 days notice had been provided for this subject, the Board voted in favor of allowing the topic to be dealt with at this meeting. Gorkem explained jschardet is licensed under LGPL v2.1, and that there are no other feasible technical solutions for the project. The Board passed unanimously the following resolution:

RESOLVED, that the Eclipse Theia project may distribute jschardet, which is licensed under LGPL 2.1 or later.

Action Items:

Mike Milinkovich agreed to explore whether there are legal implications to enabling Affiliate organizations to each have a seat on the Board by virtue of both being Strategic members, and enabling both to have a vote at the Board.

The Board agreed to seek input from their respective corporate counsel on the resolution recommended by Eclipse's general counsel, and to discuss further in July.

Paul White agreed to seek examples of organizations that have adopted such a governance approach.

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There being no further business to discuss, the meeting was adjourned at 1:00 PM.

This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on June 18-19, 2019, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting