

# ECLIPSE.ORG FOUNDATION, INC.

## MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(SEPTEMBER 25, 2019)

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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 as a conference call.

Present at the meeting were the following Directors:

Present	Director	Organization
N	Chris Aniszczyk	Elected Committer Representative
Y	Dani Megert	Elected Committer Representative
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
Y	Farah Papaioannou	Elected Sustaining Representative
N	Gunnar Wagenknecht	Elected Sustaining Representative
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthias Sohn	SAP SE
Y	Gorkem Ercan	Red Hat
Y	Pradeep Balachandran	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 MikeDeNicola of Fujitsu.

## GENERAL BUSINESS

### Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the July 17, 2019 Board Meeting, as well as the minutes of the August 21, 2019 Board Meeting, attached as Appendices A and B. The Board passed unanimously the following resolutions:

RESOLVED, the Board approves the draft full and abridged minutes of the July 17, 2019 Board Meeting as circulated.

RESOLVED, the Board approves the draft minutes of the August 21, 2019 Board Meeting as circulated.

### Jakarta EE Update

Mike Milinkovich provided an update on the recent release of Jakarta EE 8 on September 10, 2019. Mike highlighted the significant effort made by the respective Strategic member organizations involved, and the overall cooperation exhibited by all who were involved. Mike noted the release received very positive press and analyst coverage, highlighting that over 20 press articles had been written and all of them generally very positive. Mike noted there were three compatible implementations of Jakarta EE 8 available on September 10, including Eclipse Glassfish, Wildfly and OpenLiberty. Mike explained the Foundation recently accepted on behalf of the Jakarta EE Working Group the 2019 Duke's Choice Award.

Finally, Mike explained the Foundation hosted on behalf of the working group the inaugural JakartaOne Livestream virtual conference, also on September 10, 2019. The conference attracted over 1300 registrants, again showing the interest in the technology. Mike noted the feedback received has been extremely positive.

### Review of Proposed Changes to the IP Policy

Mike Milinkovich introduced a discussion of the proposed changes to the IP Policy, the related material for which is attached as Appendix C. Mike explained the proposed changes have been discussed by the IP Advisory Committee. He noted that Broadcom had provided feedback that was reflected in the circulated redlines version. He also noted Oracle had very recently provided feedback, and assured that he would respond to the feedback in the next few days.

Mike proposed that any remaining questions or feedback be posted to the Board mailing list for discussion, with the goal of having all questions and feedback be completed no later than October 4, 2019, and that a final candidate draft be sent to the Board. Mike explained the intent is to have the Board approve the proposed changes at the October 21, 2019 face-to-face Board meeting.

### Governance Renewal Discussion

Mike Milinkovich introduced a discussion of the proposed changes to the Eclipse Bylaws, the related material for which is attached as Appendix D. The discussion focused on the topic of Affiliate members, and clarifying the rights of Affiliate members in the Bylaws. Mike noted that the Bylaws in their current form are ambiguous with respect to the rights of Affiliate members who are Strategic members, and that he was seeking the guidance of the Board on the topic. To facilitate the discussion, Mike referred to the discussion document he had recently circulated, the related material for which is attached as Appendix E. After discussion on the topic and consideration of the options discussed, Mike asked that a non-binding straw poll be taken of the Board members with respect to their belief on the most suitable set of rights to be granted to Affiliate Strategic Members. Of the options considered, only two were of interest to the Board. Specifically, the results of the straw poll were:

*Preferred Option (Option 2 from the discussion document).*

Summary of Option - Affiliate Strategic Members have, collectively, 1 formal seat on the Board, with the other Affiliate Strategic Member(s) each granted an Observer role on the Board. The Observer may attend all meetings and participate in all discussions, but has no vote.

This option received seven votes (Farah Papaioannou, Jim Wright, Kenji Kazumura, Gorkem Ercan, Pradeep Balachandran, Ron Doyle, Torkild Ulvøy Resheim)

*Runner-up Option (Option 3 in the discussion document, but with no restrictions on elected representatives from the Affiliated members)*

Summary of Option - Each Affiliate Member that is a Strategic Member is granted a formal seat on the Board and is given a vote, but with the restriction that a maximum of three representatives may serve on the Board from the Affiliate Members, excluding elected representatives.

This option received five votes (Dani Megert, Ed Merks, Etienne Juliot, Matthias Sohn, Steffen Evers)

Mike thanked the Board for their input on the matter.

Mike explained he would distribute a candidate draft version of the Bylaws, and that the intent is to have the Board decide on approving of the proposed changes at the October 21, 2019 face-to-face Board meeting.

The remaining agenda items were deferred until the October 21, 2019 Board meeting.

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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 September 25, 2019, is attested to and signed by me below.

/s/ Paul White  
Secretary of Meeting