

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(OCTOBER 14-15, 2020)

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 conference call.

Present at the meeting were the following Directors:

Present October 14	Present October 15	Director	Organization
Y	Y	Adam Gibson	Konduit
Y	Y	Bryan Che	Huawei
Y	Y	Chris Aniszczyk	Elected Committer Representative
N	N	Dani Megert	Elected Committer Representative
Y	Y	Deborah Bryant	Red Hat
Y	Y	Ed Merks	Elected Committer Representative
N	N	Etienne Juliot	OBEO
Y	Y	Farah Papaioannou	Elected Sustaining Representative
Y	N	Gunnar Wagenknecht	Elected Sustaining Representative
Y	Y	Jim Wright	Oracle
Y	Y	Kenji Kazumura	Fujitsu
Y	Y	Matthias Sohn	SAP SE
N	Y	Navin Ramachandran	IOTA Foundation
Y	Y	Pradeep Balachandran	IBM
N	N	Robert Hilbrich	DLR
Y	Y	Sebastien Girard	CEA List
Y	Y	Steffen Evers	Bosch
Y	N	Tom Ritter	Fraunhofer FOKUS
Y	Y	Torkild Ulvøy Resheim	Elected Sustaining Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, and Paul White, Secretary/Treasurer of Eclipse.org Foundation, Inc. Present at the invitation of the Board during portions of the meeting were the following Eclipse Foundation staff: Norm Paquette, Head of Finance, and Thabang Mashologu, VP of Marketing. Also, joining at the invitation of the Board were Jason Shi of Huawei and Kevin Sutter of IBM.

GENERAL BUSINESS

October 14, 2020

Antitrust Policy

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

Minutes

Mike Milinkovich introduced a discussion of the minutes of the September 16, 2020 Board Meeting, attached as Appendix A. The Board passed unanimously the following resolution:

RESOLVED, the Board approves the draft minutes of the September 16, 2020 Board Meeting as circulated.

2021 Board Meeting Schedule

Mike Milinkovich introduced a schedule of proposed dates and meeting locations for the Board's meetings in 2021, the related materials for which are attached in Appendix B. Mike noted that all of the meetings would be scheduled for a minimum of 90 minutes to accommodate the additional business expected to be brought to the Board. Mike also noted that the Board meetings for Eclipse Foundation AISBL would be scheduled for the same days and times to allow the meeting of the Belgian company to immediately precede or immediately follow the meeting of Eclipse Foundation, Inc.'s Board. Finally, Mike noted that while the schedule currently shows face-to-face meetings in Ottawa in June, 2021 and Germany in October, 2021, both these may be rescheduled to virtual meetings, depending on the state of the global pandemic. Mike committed to keeping the Board informed of any such planned change. The Board passed unanimously the following resolution:

RESOLVED, the Board approves the following schedule of meetings for 2021:

Face-to-face meetings (tentative, depending on Covid-19 impact globally)

Tuesday, June 15, 2021 9:00am - 5:00pm EDT

Wednesday, June 16, 2021 9:00am - 1:00pm EDT

Ottawa, ON

Monday, October 25, 2021 8:30am - 5:00pm Central European Time

Ludwigsburg, Germany (in conjunction with EclipseCon 2021)

Monthly Board calls

NOTE: All meetings tentatively scheduled for 90 minutes, except for March which is 3 hours

Wednesday, January 20 10:30 - 12:00 EST

Wednesday, February 17	9:00 - 10:30 EST
Wednesday, March 24	9:00 - 12:00 EDT
Thursday, March 25	9:00 - 12:00 EDT
Wednesday, April 21	10:30 - 12:00 EDT
Wednesday, May 19	9:00 - 10:30 EDT
Wednesday, July 21	10:30 - 12:00 EDT
Wednesday, August 18	9:00 - 10:30 EDT
Wednesday, September 15	10:30 - 12:00 EDT
Wednesday, November 17	9:00 - 10:30 EST
Wednesday, December 15	10:30 - 12:00 EST

Mike also noted the November, 2020 and December, 2020 meetings would now be scheduled for 90 minutes.

Approval of Revisions to the Eclipse Development Process

Mike Milinkovich introduced a discussion of proposed changes to the Eclipse Development Process, the related materials for which are attached as Appendix C. Mike noted these changes were deemed minor changes, and were being made in support of the creation of the Eclipse Foundation AISBL. Mike also drew attention to the renaming of this process to the Eclipse Foundation Development Process, to make it be consistent with our other processes. The Board passed unanimously the following resolution:

RESOLVED, the Board approves the Eclipse Foundation Development Process version 1.10 as presented.

Operations Update

Norm Paquette updated the Board on the current financial state of the Foundation.

The Board unanimously passed the following resolution:

RESOLVED, the Board approves the revised 2020 Financial Forecast as presented, and adopts the 2020 Financial Forecast as the revised 2020 Budget.

Update on Corporate Restructuring

Mike Milinkovich provided an update on the ongoing corporate restructuring initiative. Mike noted that, while all the paperwork related to forming the Eclipse Foundation AISBL had been filed on August 11, 2020, we are still waiting on the Belgian authorities to grant the Royal Decree that would enable us to begin operating the company. Mike explained the target date for announcing the beginning of operations from October 20, 2020, to November 10, 2020, but even the November date could not be assured.

Marketing Update

Thabang Mashologu provided an update on the Foundation's marketing initiatives, the related materials for which are attached as Appendix F.

The meeting was adjourned for the day.

October 15, 2020

Membership Update

Mike Milinkovich updated the Board on the current status of the Membership and the new members that have joined the Foundation since the June, 2020 Board meeting, the related material for which is attached in Appendix G. Mike highlighted that despite the global pandemic, our renewals have been stronger than in the past two years, and that we are generally on target for membership growth for 2020.

Projects Update

Mike Milinkovich provided to the Board a summary of the Foundation's projects, the related material for which is attached in Appendix I. Mike noted that the EMO is drafting a working group charter for a proposed Eclipse IDE working group, and to seek participation by companies to support the IDE, the simultaneous release, the packages, and the Eclipse Marketplace.

Working Groups Update

Mike Milinkovich provided to the Board a summary of the Foundation's working groups as a whole, the related material for which is attached in Appendix J. Mike further presented a more detailed update of the Eclipse Cloud Development Tools working group, the related material for which is attached as Appendix K.

Update on Status of OCTLA Agreement Negotiations

Mike Milinkovich informed the Board that while he was hoping to have negotiations completed and to have presented the Board with a final draft for the Board's consideration, that more time would be needed to complete the negotiations of an OpenJDK Community TCK License Agreement (OCTLA) with Oracle. Mike noted that it is his intention to forward a final draft agreement to the Board, and to seek the Board's approval to proceed with the agreement via an electronic vote as a continuation of the current meeting.

OpenVSX Repository Licensing

Mike Milinkovich introduced a discussion of the licensing considerations related to the OpenVSX repository being adopted by the Foundation on behalf of the Eclipse Cloud

Development Tools Working Group, the related materials for which are attached as Appendix L. Mike informed the Board the licensing considerations were deliberated by the IP Advisory Committee. Further, he explained the registry will clearly be branded distinct from other eclipse.org properties. The Board approved unanimously the following resolution:

RESOLVED, that notwithstanding the provisions of the Eclipse Foundation's Intellectual Property Policy, the Board approves the proposal for the Open VSX Registry to distribute Hosted Content (as that term is defined in the IP Policy) subject to:

1. For all Hosted Content, such content is licensed and if a license is not stipulated it will be distributed under the terms of the MIT license; and
2. Ensure all contributors of Hosted Content to the Open VSX Registry agree to the terms of the Eclipse Foundation Publisher Agreement, as provided for the Open VSX Registry.

Other Business

Jim Wright asked whether the steps taken in the spring to enable donations to occur as part of updating the Eclipse IDE have had an impact. Paul White noted that we have seen close to a 100% increase in donations each month since June as compared to the same period in 2019.

Mike Milinkovich informed the Board the Eclipse Foundation is entering into an arrangement with the OSGi Alliance that will see the OSGi Specifications will be hosted at Eclipse Foundation under the auspices of a new working group. Mike further noted their intent to wind up their operations and to assign their key assets to Eclipse Foundation. Mike noted that OSGi Alliance is a 501(c)(6) organization, and intends to name Eclipse Foundation as its successor organization.

2021 Program Plan

Mike Milinkovich presented a draft version of the 2021 Program Plan, prepared by the Foundation's leadership team, and based on the strategic objectives identified by the Board at the June 2020 Board meeting. Mike reminded the Board that the Program Plan identifies the potential activities of the Foundation in support of the strategic plan, but that the plan is then reviewed and approved by the Finance Committee based on budget constraints. He also reminded the Board that the Board as a whole will then approve the Foundation's 2021 budget at the December 2020 Board meeting.

The Board discussed at length the various aspects of the draft plan, and provided significant input to management with respect to the items in the plan. In particular, the Board focused on leveraging the corporate restructuring and redomiciling in Europe, and the continued growth and success of the Eclipse working groups. Mike noted that we have a significant pipeline of opportunities, and that executing on that pipeline will be key to the Foundation's success over the coming year. Mike also noted the difficulty in predicting the impact of the Covid 19 and the global pandemic on the Foundation's operations in 2021.

Executive Director Performance Review

Chris Aniszczyk and Pradeep Balachandran led the Board's annual performance review of the Executive Director.

The meeting was then adjourned.

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 October 14-15, 2020, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting