

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(OCTOBER 22, 2018)

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 in-person meeting in Ludwigsburg, Germany.

Present at the meeting were the following Directors:

Present	Director	Organization
Y	Dani Megert	Elected Committer Representative
Y	Jonathan Gallimore	Tomitribe
Y	Donald Smith	Oracle
Y	Ed Merks	Elected Committer Representative
Y	Cedric Brun	OBEO
Y	Mike DeNicola	Fujitsu
Y	Matthias Sohn	SAP AG
Y	Gorkem Ercan	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

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

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 minutes of the September 19, 2018 Board Meeting, attached as Appendix A. The Board passed unanimously the following resolution:

RESOLVED, the Board approves the draft minutes of the September 19, 2018 Board Meeting as circulated and amended.

Schedule of 2019 Board Meetings

Mike Milinkovich introduced a schedule of proposed dates and meeting locations for the Board's meetings in 2019. The Board passed unanimously the following resolution:

RESOLVED, the Board approves the following schedule of meetings for 2019:

Face-to-face meetings

Tuesday, March 26, 2019 9:00am - 5:00pm EDT
Location TBD (somewhere on east coast of US)

Tuesday, June 18, 2019 9:00pm - 5:00pm EDT
Wednesday, June 19, 2019 9:00am - 1:00pm EDT
Ottawa, ON

Monday, October 21, 2019 8:30am - 5:00pm Central European Time
Ludwigsburg, Germany (in conjunction with EclipseCon Europe)

Monthly Board calls (all calls are 11:00am - noon Eastern)

Wednesday, January 16
Wednesday, February 20
Wednesday, April 17
Wednesday, May 22
Wednesday, July 17
Wednesday, August 21
Wednesday, September 18

Wednesday, November 13
Wednesday, December 11

Dissolution of Eclipse Data Tools Top Level Project

Mike explained the Eclipse Data Tools Top Level Project had reached its natural end of life, and was no longer operating as an effective top level project. Mike explained any remaining code assets for the project will be moved to the Eclipse Tools Top Level Project as part of the dissolution. The Board passed unanimously the following resolution:

RESOLVED, that the Board approves the revocation of the Eclipse Data Tools Top Level Project charter and dissolution of the Top Level Project and PMC.

Conferences Update

Paul White updated the Board on the current status of the conferences operated by the Foundation and the Foundation's conference plans for 2019.

Financial and Operations Update

Mike Milinkovich provided to the Board an update on the operations of the Foundation. Mike explained Chris Larocque, Treasurer of Eclipse Foundation, had presented the update to the Board's Finance Committee, and the Committee had unanimously approved the update.

Membership

Mike Milinkovich updated the Board on the current status of the Membership and the new members who have joined the Foundation during the past quarter, the related material for which is attached in Appendix D.

2018 Program Plan Update

Mike Milinkovich reminded the Board of the 2018 Program Plan as approved by Finance Committee last December, and provided an update to the Board on progress on execution of that plan, the related materials for which are attached in Appendix E. Many Board members expressed their belief of the significant value conferences bring to the development of the Eclipse community, and urged the Foundation to continue to find ways to continue its conference program.

Management Reports

Mike Milinkovich provided to the Board a summary of a transition plan to terminate the PolarSys working group and to potentially create separate working groups for each of the

Capella IC and the Papyrus IC, the related material for which are attached in Appendix F1. Mike indicated that the members of PolarSys working group would decide shortly whether to act on this plan, and whether to create either one or both of the new working groups.

Mike Milinkovich provided to the Board a summary of the activities of the Foundation's IoT working group and a summary report regarding the Eclipse projects, the related materials for which are attached in Appendix F2 and F3 respectively. Mike noted that, while very early days, the SparkPlug project could become a significant new project for Eclipse IoT and could represent an opportunity for a significant number of new members.

Mike Milinkovich had provided the quarterly Topics and Issues report to the Board prior to the meeting, attached as Appendix F4. In the interest of time, Mike did not speak to this report, and the Board asked no questions regarding it.

Jakarta EE Update

Mike Milinkovich updated the Board on the progress of the Jakarta EE working group, the related material for which is attached in Appendix G. Mike highlighted the effort in onboarding Jakarta EE has required an extraordinary effort from the entire Foundation staff. He was pleased to report the staff has been very positive towards the effort required, and that morale seems high in terms of the staff's collective pride in their effort and their successes. Mike noted the leadership team continuing at this level of sustained effort is not sustainable in the long term, and that the team is working to transition out of this extraordinary effort.

Mike also informed the Board there remain legal agreements with Oracle relating to Jakarta EE that remain outstanding, and that significant risk remains in being able to finalize these agreements under favorable terms. Donald Smith pointed out there are "circular issues" related to patents that are being discussed at the IP Advisory Committee that Oracle feels will play into the agreements.

Updates to Terms of Use, Eclipse Contributor, Individual Committer, and Member Committer Agreements

Mike Milinkovich reminded the Board they had passed a resolution at the June 2018 meeting that, in part, empowered him to make updates to the Terms of Use, the Eclipse Contributor Agreement, the Individual Committer Agreement, and the Member Committer Agreement. As reference, that June 2018 resolution was:

RESOLVED, that the Executive Director of the Corporation is hereby authorized and empowered, for and on behalf of the Corporation, to retain such advisors, to execute and deliver such documents, papers or instruments and to do or cause to be done any and all such other acts and things as he may deem necessary, appropriate or desirable in connection with the transition of Java EE in 2018 to the Eclipse Foundation, including updating existing processes, and

establishing new community processes for specifications, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors. The Executive Director will update the Board on material updates to such documents and processes.

Mike explained to the Board that the proposed updates would embed a new contribution license, and as a result the proposed updates would require unanimous Board approval. The Board passed the following resolution:

RESOLVED, that the Board unanimously approves the following license text be included in those Eclipse Foundation agreements necessary to put into effect the intellectual property flows necessary to support a specification process, subject to those non-substantive changes to deal with the slight differences between the agreements. Examples of such agreements include without limitation the Eclipse Contributor Agreement, the Member Committer Agreement, the Individual Committer Agreement, and the Terms of Use:

This ECA, and the license(s) associated with the particular Eclipse Foundation projects You are contributing to, provides a license to Your Contributions to the Eclipse Foundation and downstream consumers, but You still own Your Contributions, and except for the licenses provided for in this ECA, You reserve all right, title and interest in Your Contributions. In addition to the above, You grant a non-exclusive, worldwide, perpetual, royalty-free license of all necessary rights under Your copyright in and to Your Contributions (the “Specification Grant”): (a) for the Eclipse Foundation (and its contributors solely as a part of foundation projects) to create, reproduce, prepare derivative works of, publicly display, publicly perform, distribute and sublicense specifications subject to the terms of the then-current Eclipse Foundation Specification License, based on or derived from the Specification Content (as defined below) and (b) for recipients of such specifications to create, reproduce, and distribute implementations thereof based on the portion of Your Contributions or material derived from them in the specifications, subject to the terms of the then-current Eclipse Foundation Specification License.

“Specification Content” is the collection of interface definitions for the Application or User interfaces (“Interfaces”) provided by the work to which Your Contribution was made, descriptions of the structure and semantic behavior of those Interfaces, and data formats and protocols associated with those Interfaces, all of which as are reasonably necessary to enable the development of independent implementations of those Interfaces. For the sake of clarity, Specification Content does not include implementation detail of how the Eclipse project code or Your Contribution implements the Interfaces in the Specification and the Specification Grant provide above would not cover such additional material.

Diversity Update

Mike Milinkovich updated the Board on the current status of its diversity activities. He also introduced Tracy Miranda's update email to the Board, which is attached as Appendix H.

Mike explained that, while well intentioned, the EMO had made little formal progress on the topic in 2018. He noted that this was not for a lack of interest, but simply given all of the other time critical, priority tasks addressed by the EMO in 2018, it was strictly an issue of not enough time. Mike expressed that he was disappointed he personally had not addressed earlier Tracy's concerns relating to the discussion at the March 2018 Board meeting.

Mike committed to ensure the EMO reinitiates its diversity efforts in 2019, including a commitment to define specific goals for the initiative. He confirmed the funds allocated in the 2018 budget remained unspent, and stated it was the EMO's plan to carry this allocation forward to 2019, and to include in the 2019 budget additional funds to support the initiative, subject to budget constraints. Mike accepted the suggestion to ensure multiple staff are involved in the effort, and to begin the planning of the initiative as soon as possible.

2019 Program Plan

Mike Milinkovich introduced a discussion of the 2019 Program Plan. Mike reminded the Board the Program Plan is used by management to establish the 2019 budget, which Mike is intending to bring to the Board for the December 2018 Board meeting. Mike highlighted that the theme for 2019 would be focus and execution, and that the growth the Foundation would experience through the financial commitment made to both the Jakarta EE and the IoT working groups would require significant care to ensure success. Mike also highlighted that in addition to these two areas, the Foundation would continue its focus on the automotive industry and on the tools development. He also stated the EMO intends to invest its efforts in both marketing and developer relations, as both of these should help drive adoption of Eclipse technologies and to help drive membership. During the course of the meeting, the presentation was modified to reflect the discussion and is hereto attached as Appendix I.

2019 Marketing Plan

Thabang Mashologu, the EMO's Head of Marketing, was invited to update the Board on the EMO's progress regarding the EMO's 2019 marketing plan, the related materials for which are attached as Appendix J.

Shipping a runtime (OpenJ9 from adoptOpenJDK) in some EPPs

Mike Milinkovich introduced the topic of whether the EMO should ship a runtime in some EPPs. Mike noted the topic had originally introduced this topic to the Board in February 2017, and the

Board had subsequently discussed the topic at the June, 2018 and August 2018 meetings. Donald Smith introduced via email an alternative proposal on behalf of Oracle. The materials previously introduced, as well as Donald Smith's email, are attached as Appendices K1 - K3, respectively.

Donald Smith spoke to the original resolutions as they were proposed in June 2018. He indicated that the Eclipse OpenJ9 project includes libraries that are licensed under the Gnu Public License v2 + ClassPath Exception (GPLv2+CE). He further explained that to create the executables of an independent implementation, the "glue code" needed to do so is licensed as Gnu Public License v2 (GPLv2) only, and thus the resulting binaries would need to be distributed under GPLv2. He noted the original Eclipse OpenJ9 project proposal stated its intention to use this GPL licensed code.

Donald further highlighted that Oracle's downloads page explicitly states that its HotSpot executable is itself downloadable under GPLv2 license.

Mike reminded the Board it has no official policy regarding shipping GPLv2 licensed downloads, though to date the convention has been to not do so. He further reminded the Board it would require unanimous Board approval to enable any such licensed downloads.

Mike explained to the Board the Foundation does have a GPLv2+CE Policy, and this policy includes "works with" and prerequisite options that require a simple Board majority for approval of use, as well as an exempt option that requires only Executive Director approval.

Donald offered his understanding of the origin and evolution of the Foundation's GPLv2+CE Policy, which he has been an active participant in since the topic was first introduced in 2014 when the Eclipse Jetty and another project wanted to ship code which included GPLv2+CE licensed code. He explained some members had originally objected at the time, and that the Board had worked to find a solution that would be acceptable to the Board at that time. The solution was to narrow the scope of the approval to library and "3rd party works with", and resulted in the GPLv2+CE Policy being unanimously adopted by the Board as currently defined. Donald stated that the discussion at the time was to explicitly exclude runtimes, which is why runtimes are not identified in the policy. In response to questioning, Donald did acknowledge the definition of runtimes is subjective, though he pointed to the Wikipedia's definition as supporting his interpretation.

It was noted that the Eclipse OpenJ9 project does not currently ship binaries. Donald pointed out that doing so would be contrary to the original project proposal.

Donald then spoke directly to the proposal put forward by Oracle, which he explained in essence is for the Eclipse Foundation to begin to build and provide compatible, TCK tested and compliant JDK builds for use by the identified EPP projects. Donald explained that to do so, Eclipse would need to ask for an OCTLA on its own behalf and begin producing TCK Certified Java Runtimes purely from OpenJDK source code, and include those binaries with Eclipse Projects. Donald stated Oracle believes this would directly leverage the work of Oracle, Red Hat, SAP, Azul and others in OpenJDK and provide another first class channel for compliant Java runtimes. Donald pointed to the the Foundation's current commitment, as part of the Jakarta EE initiative, to establishing its own specification process and an associated set of TCKs as precedence for the Foundation to follow this path. It was noted that the Jakarta EE TCKs will be open source, so it is not entirely the same scenario.

Donald explained he felt by adopting this proposal, the Foundation could tune the runtime to meet its particular applications' requirements. Donald cited examples of other organizations that similarly tune their applications to meet their respective applications.

Donald acknowledged the proposal would allow for HotSpot to be used as the runtime to be shipped with the EPP, but would preclude Eclipse OpenJ9 from doing so, as the TCK-tested version of OpenJ9 is available only under a commercial terms. Donald pledged Oracle's commitment to provide the necessary resources to staff this project to build OpenJDK binaries, and to tune HotSpot to meet the Eclipse projects' specific requirements. Donald also noted there are other vendors, including both Red Hat and Azul, that could similarly support the Foundation's requirements.

Mike noted that to put Oracle's proposal into effect there would have to be an open source project at Eclipse whose mission is to pull GPL and GPL+CE code and build and distribute runtimes, and this would be run as a "normal" Eclipse project. It was also pointed out this would be equivalent to how AdoptOpenJDK builds its binaries.

Mike stated he didn't think this would stretch our resources as it would be "project driven" and not done using our infrastructure. Donald stated the Board could grant approval to ship TCK compliant runtimes from other parties without the Eclipse Foundation being party to an OCTLA. It would have to recognize there is GPLv2 and GPLv2+CE content, and that it must be a TCK-tested runtime. Donald offered that, in Oracle's opinion, this would support using HotSpot-based binaries from Oracle, Red Hat, or Azul.

Prerequisite Packages to be distributed with indicated EE4J projects under GPLv2+Classpath Exception

Mike Milinkovich introduced a request from the EE4J PMC to allow specific EE4J projects to distribute using specific prerequisite packages under the GPLv2+Classpath Exception. The Board passed unanimously the following resolution:

RESOLVED, that the Board approves the following prerequisite packages to be distributed with the indicated EE4J projects under the GPLv2+Classpath Exception:

Jakarta EE CTS (jakartaee-tck)

SigTestDev V 3.1

SigTest V 3.1

Flow – java util concurrent (A subset of source files from JDK 9)

JTHarness V 5.0

http.jar (A subset of source files from JDK 9)

JTHarness V 5.0

CTS Tools (jakartaee-tck)

SigDevTest 3.1

Java Beans Activation Framework TCK (ee4j.jaf)

JTHarness V 5.0

SigTest V 4.0

Javamail TCK (ee4j.javamail)

JTHarness 5.0

SigTestDev 4.0

SigTest 4.0

Bean Validation Porting Kit (ee4j.glassfish)

SigDev 3.1

SigTest 3.1

CDI Porting Kit (ee4j.glassfish)

SigDev V 3.1

SigTest V 3.1

Executive Director Performance Review

Paul Lipton and Pradeep Balachandran led the Board's review of the Executive Director.

Action Items:

The Board agreed to continue the discussion relating to shipping a runtime via email to ensure the topic progresses, ~~and to consider the draft resolution as noted in the minutes.~~

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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 22, 2018, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting