

# ECLIPSE.ORG FOUNDATION, INC.

## MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(JUNE 16-18, 2020)

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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 regularly scheduled conference call.

Present at the meeting were the following Directors:

Present June 16	Present June 17	Present June 18	Director	Organization
Y	Y	Y	Adam Gibson	Konduit
Y	Y	Y	Bryan Che	Huawei
Y	Y	Y	Chris Aniszczyk	Elected Committer Representative
Y	Y	Y	Dani Megert	Elected Committer Representative
Y	Y	Y	Deborah Bryant	Red Hat
N	N	Y	Ed Merks	Elected Committer Representative
Y	Y	Y	Etienne Juliot	OBEO
Y	N	N	Farah Papaioannou	Elected Sustaining Representative
N	Y	Y	Gunnar Wagenknecht	Elected Sustaining Representative
Y	Y	Y	Jim Wright	Oracle
Y	Y	Y	Kenji Kazumura	Fujitsu
Y	Y	Y	Matthias Sohn	SAP SE
Y	Y	Y	Navin Ramachandran	IOTA Foundation
Y	Y	Y	Pradeep Balachandran	IBM
Y	N	Y	Robert Hilbrich	DLR
Y	N	N	Sebastien Girard	CEA List
Y	Y	Y	Steffen Evers	Bosch
Y	Y	N	Tom Ritter	Fraunhofer FOKUS
Y	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, Thabang Mashologu, VP of Marketing, Paul Buck, VP of Community Services, and Gael Blondelle, VP of Ecosystem Development.

## GENERAL BUSINESS

**June 16, 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 full and abridged minutes of the May 20&26, 2020 Board Meeting, attached as Appendix A. Jim Wright asked that he be given time to propose edits to the minutes. The topic was deferred until June 17.

### Operations Update

Norm Paquette provided to the Board an update on the operations 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.

### 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 C.

### Update on Corporate Restructuring

Paul White presented a draft schedule of the proposed amendments to membership fees. Paul explained the intent is to express the membership fees in Euros for both the Eclipse Foundation, Inc., and the new European entity to better reflect the transition. Mike noted that the Foundation's membership fees have not changed since 2007. After discussion, the Board agreed to revisit the topic at their July 2020 meeting, with the intent of finalizing the fees no later than the August 2020 Board meeting.

Mike Milinkovich presented a list of the outstanding major topics related to establishing the new European entity. Mike explained that significant feedback had been received already from many Board members and their legal representatives, and that the intent of the discussion at the meeting was to solicit further input and to determine where consensus on topics exists.

The meeting was adjourned for the day.

**June 17, 2020**

Approval of the Eclipse Adoptium Top Level Project

Mike Milinkovich introduced a proposal to create the Eclipse Adoptium Top Level Project, the related materials for which are attached as Appendix E. He reminded the Board this topic was discussed at the May 2020 Board meeting, and that the project is intended to be a “lift and shift” of the AdoptOpenJDK project. Of note, Mike reminded the Board that some Eclipse Adoptium subprojects will consume content under the GPL-2.0 with Assembly Exception and/or the GPL-2.0 with Classpath Exception, and produce some binaries under the same license. For example, subprojects consume content from the OpenJDK project, and produce binaries based on that content.

Mike updated the Board that since that last Board meeting, the project proposal has been amended to state the project will produce high-quality TCK-tested and compliant, runtimes and associated technology for use within the Java ecosystem. Mike explained this modification was acceptable to both the project leadership and Oracle, to which both Pradeep Balachandran from IBM and Jim Wright from Oracle concurred.

The Board unanimously passed the following resolutions:

RESOLVED, the Board approves the Eclipse Adoptium top-level project charter.

RESOLVED, the Board approves Tim Ellison as the PMC Lead for the Eclipse Adoptium top-level project.

RESOLVED, the Board approves the consumption by Eclipse Adoptium subprojects of third party content licensed under the GPL-2.0 with Assembly Exception and the GPL-2.0 with Classpath Exception.

RESOLVED, the Board approves the production and distribution of binary artifacts licensed under the GPL-2.0 with Assembly Exception and the GPL-2.0 with Classpath Exception by the Eclipse Adoptium top-level project and its subprojects.

Mike further explained that it would now be required that the Foundation negotiate with Oracle to secure the rights to use the TCKs through an OpenJDK Community TCK and EA TCK License Agreement. With Jim Wright recusing himself, and with all other Board members voting in favor, the Board passed the following resolution:

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 entering into an OpenJDK

Community TCK and EA TCK License Agreement (OCTLA) agreement with Oracle, and establishing new community processes for the execution of TCKs licensed under such OCTLA, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors.

#### Approval to Enable Signatories of the Eclipse Publisher Agreement to Commit Directly to the Open VSX Registry

Mike Milinkovich introduced a proposal to enable those publishers who have executed the Eclipse Publisher Agreement to commit directly to the Open VSX Registry, the related materials for which are attached as Appendix F. The Board unanimously passed the following resolution:

RESOLVED, the Board approves that any contributor who has signed the Eclipse Foundation Publisher Agreement may publish extensions directly to the Open VSX Registry.

#### Approval of Revisions to the Eclipse Foundation Antitrust Policy

Mike Milinkovich explained that further feedback regarding the proposed revisions to the Foundation's Antitrust Policy were recently received that ought to be considered prior to approving the revisions. The Board agreed to revisit the topic at their July 2020 Board meeting.

#### Approval of Revisions to the Eclipse Intellectual Property Policy

Mike Milinkovich introduced a set of revisions to the Eclipse Foundation's Intellectual Property Policy, the related materials for which are attached as Appendix G. Mike explained that the revisions had been reviewed by both US and Belgian counsel, as well as by the IP Advisory Committee. Mike also explained the revised policy would not take effect until July 18 to enable the EMO to provide all members 30 days advance notice of the modification to the policy. The Board unanimously passed the following resolution:

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

#### Meeting Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the May 20 & 26, 2020 Board Meeting, attached as Appendix H. Mike noted the minutes had undergone minor revisions at the request of Jim Wright, and were redistributed prior to the meeting being reconvened. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the May 20&26, 2020 Board Meeting as circulated, and amended.

#### 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 last face-to-face Board meeting, the related material for which is attached in Appendix I. Mike highlighted that we have seen a significant increase in membership over the past few months, largely driven by the Foundation's relationship with OpenHW Group, as well as the onboarding of other new working groups.

#### Projects Update

Mike Milinkovich provided to the Board a summary of the Foundation's projects, the related material for which is attached in Appendix J. Mike drew attention to the fact that some projects involved in the Simultaneous Release, including the Eclipse BIRT project, had been removed from the most recent quarterly release due to the lack of committers involved in the project. Mike noted that there remains significant community interest in the project, so a solution will need to be found. Mike thanked Ed Merks and Jonah Graham for their work in support of the overall initiative.

#### 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 K.

Mike further presented more detailed updates of the Jakarta EE, the Eclipse IoT, Edge Native, Sparkplug, and Eclipse Cloud Development Tools working groups, the related materials for which are attached as Appendices L, M, and N.

The meeting was then adjourned for the day.

### **June 18, 2020**

#### Update on the Simultaneous Release

Ed Merks provided the Board with an update on the most recent release, which happened June 17, 2020, noting that with the exception of a few minor issues, the release went quite well. The Board discussed the fact there were a few issues related to the infrastructure, which Mike took the action item to further investigate.

#### Discussion of Corporate Restructuring (continued)

The Board returned to the discussion begun on Tuesday regarding the current corporate restructuring, and the list of outstanding major topics related to establishing the new European entity. At the end of the discussion, Mike agreed to distribute a revised version of the proposed bylaws, and to hold further discussions with Board members and their legal representatives the week of June 22, 2020. Mike explained that the goal is to have a candidate version of the final bylaws for the European entity to be reviewed by the Board at the July 2020 meeting.

The meeting was adjourned.

**Action Items:**

Mike Milinkovich agreed to investigate the few infrastructure problems encountered during the most recent simultaneous release.

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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 June 16-18, 2020, is attested to and signed by me below.

/s/ Paul White  
Secretary of Meeting