

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(AUGUST 19, 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	Director	Organization
Y	Adam Gibson	Konduit
Y	Bryan Che	Huawei
Y	Chris Aniszczyk	Elected Committer Representative
Y	Dani Megert	Elected Committer Representative
Y	Deborah Bryant	Red Hat
Y	Ed Merks	Elected Committer Representative
N	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
N	Navin Ramachandran	IOTA Foundation
Y	Pradeep Balachandran	IBM
Y	Robert Hilbrich	DLR
N	Sebastien Girard	CEA List
Y	Steffen Evers	Bosch
Y	Tom Ritter	Fraunhofer FOKUS
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. Also at the invitation of the Board, Sibel Acikgoez of Daimler joined the meeting.

GENERAL BUSINESS

Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the July 15-16, 2020 Board Meeting, attached as Appendix A. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the full and abridged minutes of the July 15-16, 2020 Board Meeting as circulated.

Approval of Revisions to the Community Code of Conduct

Mike Milinkovich introduced a discussion regarding the Eclipse Foundation's Community Code of Conduct, the related material for which is attached as Appendix B. Mike reminded the Board they had passed a new version of the code of conduct in October, 2019, based directly on the original work done by the broad open source community and captured in the code of conduct as defined at contributor-covenant.org. Mike explained the draft version 1.2 now being proposed, while remaining consistent with the Contributor Covenant, is more relevant to the Eclipse community in terms of language and matching our governance structure. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the Community Code of Conduct, version 1.2 as presented and amended.

The Board further discussed the merit of having the community manage the code of conduct, rather than have staff doing so. Mike agreed to investigate introducing processes to enable and encourage the community to have responsibility for enforcement of the code of conduct.

Approval of Revisions to Membership Fees

Mike Milinkovich introduced a discussion of the proposed revisions of the Foundation's membership fees, the related material for which is attached as Appendix C. Mike reminded the Board they have discussed the fee changes the past two Board meetings. Mike stated the fee changes would take effect on October 1, 2020, and that the fee changes do not require approval of the membership at-large. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the Membership Fees as presented.

Approval of Amendments to Bylaws and Membership Agreement

Mike Milinkovich introduced a discussion of the proposed amendments to the Foundation's Bylaws and Membership Agreement, the related material for which is attached as Appendix D and E respectively. Mike reminded the Board they have discussed the proposed changes at the past two Board meetings. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the Eclipse Bylaws and the Eclipse Membership Agreement as presented.

Mike explained that before the amendments to the Bylaws and Membership Agreement can take effect, they also needed to be approved by the Membership At-Large. He explained the voting process would begin August 31, 2020, and will run through September 29, 2020. Mike reminded the Board that the largest block of voting members are Committer members, and he urged all Directors, but especially the Committer Directors, to encourage eligible committers to vote. Mike stated that he was hopeful we could achieve quorum for the vote in the time allotted, which is 50% of the eligible members, but that it is possible to extend the voting period if necessary.

Update on Corporate Restructuring

Mike Milinkovich informed the Board that the constating documents for the formation of the new Belgian-based Eclipse Foundation AISBL were filed on August 11, 2020. He explained that based on Belgian counsel's advice, no further business activities will be undertaken by Eclipse Foundation AISBL until the Royal Decree is granted, which will grant the organization both its corporate existence and its nonprofit status. Mike stated it's his understanding Royal Decree typically requires approximately 60 days to receive.

Mike thanked each of Bosch, Daimler, IBM, and SAP for acting as founding members of Eclipse Foundation AISBL, and for their commitment and timeliness in supporting the founding process. He also thanked all the Board members for providing the information required to enable the new Eclipse Foundation AISBL Board to be created, and for agreeing to serve on that Board.

Mike explained he had recently posted a blog explaining to the membership at-large the upcoming changes, and what will be asked of them. He also explained he will host two Membership Town Hall events to further communicate the changes. He encouraged all Board members to participate in these town halls, and to actively encourage members to support the restructuring and to participate in the upcoming vote of the Membership At-Large regarding approval of the changes to the Bylaws and Membership Agreement.

Mike noted the intent is to do a major announcement once the Eclipse Foundation AISBL receives Royal Decree, expected in October. Mike also explained that the EMO will begin reaching out to members to migrate their membership to Eclipse Foundation AISBL after the Royal Decree is granted.

Discussion of issues related to the Simultaneous Release and IDE

Paul White reminded the Board they have been discussing a number of concerns related to the Eclipse IDE and Eclipse Packages over the past number of meetings. Paul stated that, while it hadn't yet been included yet in the scope of these discussions, the ongoing viability of the Eclipse Marketplace should also be considered as part of these discussions. Paul noted that little investment had been made in the Marketplace over the past two+ years, and that investment of

time and effort is required to ensure its viability. Paul reminded the Board one consideration they had discussed in the past was the formation of a working group of interested companies to support Marketplace, as well as work on the Eclipse Packages and simultaneous release, but thus far no organizations have yet stepped forward to initiate such a working group.

OCTLA

Mike Milinkovich stated that, due to summer holidays of the various participants, no meaningful progress has been made towards finalizing an agreement to enable Eclipse Foundation to enter into an OCTLA with Oracle. Mike stated he expected the negotiations to be completed prior to the September, 2020 Board meeting.

Action Items:

Mike agreed to investigate introducing processes to have the community have responsibility for enforcement of the code of conduct.

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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 August 19, 2020, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting