

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(OCTOBER 24, 2016)

A Meeting of the Board of Directors (the “*Board*”) of Eclipse.org Foundation, Inc., a Delaware corporation (the “*Corporation*”), was held on held as a regularly scheduled face-to-face meeting in Ludwigsburg, Germany.

Present at the meeting were the following Directors:

Present	Director	Organization
Y	Dani Megert	Elected Committer Representative
Y	Matthias Sohn	SAP AG
Y	Chris Aniszczyk	Elected Committer Representative
Y	Pradeep Balachandran	IBM
N	Tyler Jewell	Codenvy
Y	Etienne Juliot	OBEO
N	Mik Kersten	Elected Sustaining Representative
N	Dennis Leung	Oracle
Y	Paul Lipton	CA Technologies
Y	Ed Merks	Elected Committer Representative
N	Wolfgang Neuhaus	itemis AG
Y	Jeff Johnston	Red Hat
N	Sebastien Girard	CEA List
Y	Mathias Zimmerman	Elected Sustaining Representative
N	Chris Holmes	Elected Sustaining Representative
Y	Dominique Toupin	Ericsson Board Member
Y	Stefan Ferber	Bosch

Present at the invitation of the Board was Mike Milinkovich, Executive Director, Chris Larocque, Director of Finance, and Paul White, VP Member Services and Secretary of Eclipse.org Foundation, Inc.

GENERAL BUSINESS

Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the September 21, 2016 Board meeting, attached as Exhibit A. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the minutes of the September 21, 2016 Board Meetings as circulated.

Project Licensing Approvals

Mike Milinkovich introduced a proposal to have the Board approve both the B612 project and the Yasson project, formerly known as JSON-B, to be dual licensed under the Eclipse Public License (EPL) version 1.0 and Eclipse Development License (EDL) version 1.0, the related material for which is attached in Appendix B and Appendix C respectively. The Board unanimously passed the following resolution:

RESOLVED, the Board unanimously approves the proposals to have the B612 project and the Yasson project dual licensed under the Eclipse Public License v. 1.0 and Eclipse Distribution License v. 1.0.

Mike Milinkovich read into the minutes that the EMO had proposed to the Board via email on September 19, 2016 the use of Common Development and Distribution License (CDDL) version 1.1 for the redistribution of content at Eclipse. Pursuant to the IP Policy, given there were no objections raised by any members of the Board during the required fifteen (15) calendar day period, the license may now be approved by the EMO for use by Eclipse projects.

Membership

Mike Milinkovich updated the Board on the current status of the Membership and the new members who have joined the Foundation since the last face-to-face Board meeting, the related material for which is attached in Appendix D.

Marketing

Mike Milinkovich provided to the Board an update on the recent marketing activities of the Foundation, the related material for which is attached in Appendix E.

KPIs

Chris Larocque provided to the Board a summary of the Foundation's KPIs, the related material for which is attached in Appendix F. Chris highlighted the recent increase in the number of new project proposals, many of which are related to the Working Groups, and indicated this was a sign of the growth of the Working Groups.

Chris Larocque drew attention to the uptime KPI and noted the Foundation would not achieve its target uptime for 2016. Chris noted this is the first time in many years since this would happen, and explained Denis Roy would present to the Board an update on the infrastructure later in the meeting.

Chris Larocque indicated the Foundation senior staff was exploring making changes to the KPI package to ensure its effectiveness for the Board. Stephan Ferber offered to provide input into this activity. Ed Merks asked if the statistics related to the various downloads could be enhanced to better indicate the variety of downloads provided by the Foundation, including packages, projects, the installer downloads, and downloads done using the installer.

Project Updates

Mike Milinkovich provided to the Board a summary of the Foundation's projects, the related material for which is attached in Appendix G. Mike indicated the IP team and the projects team have been realigned into a single team, and the positive impact this was already having on the overall process, noting the number of CQ requests waiting in the queue has been dropping in recent months.

Mike Milinkovich noted the new IP policy is now on the website, and the first set of projects to follow the new process will do so in November. Mike indicated the transition to a full implementation of the policy will be done in stages, with the IP team initially continuing to do the analysis on behalf of the projects using the IP scanning tool, but this will change over the coming months to have the projects self serve as the supporting tools are rolled out.

Mike Milinkovich explained the Foundation continues to see improvements in the number of contributors to projects. Mike also explained twelve (12) new projects were introduced in the past quarter, and noted this is the largest one quarter increase in recent memory. Of significance, Mike noted that the JDT Language Server and the LSP4J new project proposals are the first to be introduced to the Eclipse Platform in recent memory.

Working Group Updates

Mike Milinkovich provided to the Board a summary of the activities of the Foundation's working groups, the related material for which is attached in Appendices H1-H7.

Mike highlighted the Eclipse IoT working group has produced a new white paper that positions the Eclipse IoT architecture, and offered to distribute this white paper to the Board. Stephan Ferber emphasized the importance of creating such collateral, and encouraged the EMO to produce more of these types of artifacts.

Mike Milinkovich highlighted that the Science working group did its first simultaneous release last week, which represented a significant milestone for the group.

Dominique Toupin noted the Papyrus IC within the Polarsys working group sees significant opportunity in expanding beyond the initial embedded market that was originally targeted, and is taking steps to capitalize on this opportunity.

The OpenMDM working group recently introduced an annual fee for its membership, and has asked the Foundation to manage contracts with 3rd parties on behalf of the working group.

Financial and Operations Update

Chris Larocque provided to the Board an update on the current finance and operations of the Foundation, the related material for which is attached in Appendix I.

Chris explained the Foundation's continued "team" strategy of using different legal firms for specific areas of expertise, and recommended the addition of Dentons to our legal team. The Board unanimously passed the following resolution:

RESOLVED, the Board unanimously appoints the following firms as outside counsel: Proskauer; Simons and Simmons; Bird Richards; Dentons.

IT Infrastructure Update

Denis Roy, Director of IT at the Eclipse Foundation, provided the Board with an update on the current state of the IT infrastructure at the Foundation, the related material for which is attached in Appendix J. Denis explained the Foundation has not experienced outages similar to the ones that have occurred recently since 2007/2008, and reported that the Foundation would miss on its uptime target for its core services for the first time since 2008. Denis reported he expected the final result to be approximately 99.3% uptime.

Denis Roy summarized that a combination of aging hardware, failure of certain key systems, and a significant change in network traffic due to changes in the supported services have combined to have a significant negative impact on the IT infrastructure. Denis reported significant changes have been implemented over the past six months to stabilize the infrastructure, including the replacement of a number of key servers and the recent increase in bandwidth from 250mB to 350mB service. Denis noted the team is in the process of replacing their database services, and also have planned a revamp of the networking hardware for early 2017.

Ed Merks expressed his frustration with the stability and the performance of the IT services, and stated that the outages felt more severe than the 99.3% uptime reflects, and that the services often feel slow. As an example, Ed noted that every Tuesday at 10:00 the service becomes unusable due to the now known problem of a weekly scheduled update at that time. Denis Roy responded the services should be responding better since the increase in bandwidth.

Jeff Johnston asked whether a formal plan is in place to address the IT infrastructure challenges that have been experienced. Denis Roy responded a bug is open that contains the details of the

planned upgrades to the servers and network gear, and that progress against this plan is being tracked in the bug.

A discussion ensued regarding what are considered core services by the Foundation. Mike Milinkovich explained the core services include the www.eclipse.org website, bugzilla and git. Mike acknowledged the committer community considers additional services such as HIPP service as being core, though in fact they are not. Mike noted that to add these as core services would represent a significant investment and on-going cost, and doing so is not in the current infrastructure plan. Pradeep Balachandran asked what metrics are tracked by the Foundation in relation to these non-core services. Denis Roy responded the Foundation does track data relevant to services such as the HIPP service and does react as effectively as possible to issues.

Ed Merks noted concern that IT infrastructure support is largely handled out of Ottawa, and as a result outages that occur early in the business day in Europe don't get responded to fast enough. Dani Megert noted this is an even bigger concern for development teams based in India.

Etienne Juliot asked about server mirroring. Denis Roy explained this has not yet happened, but hoping to do this before the end of the year.

Donations Campaign Update

Ian Skerrett, VP of Marketing for the Foundation, reported to the Board on the Foundation's recent donations campaign, the related material for which is attached as Appendix K. Ian indicated the campaign fell far short of the stated goal of receiving 3000 donations in the month of September.

Getting Closer to the User Update

Ian Skerrett updated the Board on the Foundation's getting closer to the user efforts, the related material for which is attached as Appendix L. Ian indicated progress was being made on the user dashboard, but that overall, the Foundation had concerns the getting closer to the user initiative would fail to achieve one of its longer-term objectives of enabling an alternative revenue stream.

Paul Lipton suggested the dashboard include more social features, similar in style to features included in LinkedIn. As an example, Paul stated that enabling users to be able to comment on other users' profiles might make the service more interesting. Dominique Toupin suggested the user dashboard be made available inside the Eclipse IDE.

Ian Skerrett clarified the primary target for the user dashboard is the broad user community, and not specifically for committers and contributors. Ian stated the dashboard project is following an iterative process, and is planned to be updated monthly.

Ed Merks explained the user dashboard utilizes the recently added User Storage Service (USS), and this service is most useful to users who are using multiple machines. Ian Skerrett explained that Oomph stores preferences, thus providing persistence for many projects already.

Pradeep Balachandran asked what are the potential revenues sources from the dashboard. Ian Skerrett explained the likely target is to charge for the storage of private data, similar to GitHub's model.

Conferences Update

Paul White updated the Board on the various conferences operated by the Foundation, the related material for which is attached in Appendix M. Paul explained the early indications for the new Eclipse Converge and Devovx US conferences are positive, but that it is still early to know how well these conferences will do financially. Paul Lipton asked that the Board receive an interim update on these conferences at either the January or February Board meetings.

Paul White noted that the LocationTech working group has benefited from hosting the FOSS4G-NA conference the past two (2) years. Paul noted this conference is not under the control of the Foundation, and the committee that controls FOSS4G-NA has decided not to operate the event in 2017. As a result, Paul recommended the Foundation introduce a new LocationCon conference in 2017. The Board unanimously 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 the organization and execution of the LocationCon 2017 conference, including without limitation the selection of venue, the vendors responsible for the operations and logistics of the event, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors.

Diversity at Eclipse

Tracy Miranda of Kitchwa Coders addressed Board regarding recent initiatives within the Eclipse community to promote diversity at Eclipse. Tracy indicated that a small group of members of the community have been working on improving diversity at Eclipse since 2014, and that progress has been made in some areas. Tracy explained that other communities similar to Eclipse have begun to make more concerted efforts to promote diversity and urged the Board to consider taking similar steps. The Board thanked Tracy for her presentation and for her efforts and those of her colleagues.

Use of LGPL by Eclipse Science Projects

Mike Milinkovich presented a request to the Board from the Eclipse Science working group to enable Science projects to use LGPL dependencies, the related material for which is attached in Appendices N1-N2. Mike noted the request includes the request to ship LGPL code, and not simply bind or provide reference to LGPL code. Mike reminded the Board they have previously allowed Polarsys and LocationTech projects to do this, based on the criteria that each has their own forge and brand identity. Mike also noted the recent creation of a Science top level project,

and suggested that enabling LGPL only within this top level project might serve as a mechanism for limiting the scope of the permission to include LGPL code.

Paul Lipton stated there were strong commercial reasons for not wanting to establish such a precedent. Stephan Ferber noted that the Science community is not represented on the Board, and asked Mike Milinkovich to explicitly reach out to the appropriate members of the Science working groups to consider taking steps to join the Board.

Pradeep Balachandran raised the scenario where IBM may wish to work with, for example, the quantum computing project. Mike Milinkovich pointed out that all the science projects are licensed under EPL 1.0, and only the dependencies are LGPL. Mike noted that should IBM wish to work with these science projects, IBM would be free to find replacement licenses, though one of the primary reasons for the request from the Science working group for this permission is that many of the dependent, LGPL licensed implementations they wish to reference are unique and finding replacements is impractical.

Etienne Juliot asked for a text reference about the status of compatibility and no contamination of LGPL with EPL.

Mike Milinkovich agreed to draft a resolution for the Board to consider during its next call.

UI Strategy

Dominique Toupin raised concern that the Eclipse user interface has a number of shortcomings. Dominique noted the current implementation of SWT is outdated, and there is no investment being made in SWT. Dominique noted that JavaFX is not proving to be a solution, and Oracle's dropping its support for it is problematic. Mike Milinkovich noted that Electron, which is MIT licensed, is widely used by today's developers for applications that run strictly on the desktop.

Research at Eclipse

Ralph Mueller, Managing Director of Eclipse Foundation Europe (EFE), updated the Board on EFE's initiatives within the European research community, the related materials for which are included in Appendix O. Ralph noted the positive financial benefit of the research projects to EFE is now significant, as the work being done by European members of the Foundation's staff in support of these research projects is well aligned with the activities of Eclipse Foundation Europe.

Dominique Toupin asked whether similar opportunities exist within North America. Paul White responded that they do exist, though the Canadian and American opportunities are different in nature, and the Foundation would incur additional overhead in order to undertake North American research projects.

Improvements to Board Meeting Structure

Stephan Ferber recommended the Board consider modernizing its tools and processes. The Board discussed many potential improvements, including: making the agenda a Google doc, using video

communication rather than strictly telephone-based, making the mailing list searchable, using Google slides rather than PDFs, and providing a summary document for each face-to-face board meeting for use in communicating key decisions to respective members' stakeholders.

The Board decided to create a working group to investigate further. Stephan Ferber, Dominique Toupin and Chris Aniszczuk volunteered to participate.

2016 Program Review

Mike Milinkovich presented to the Board an update on the 2016 Program review, the related materials for which are included in Appendix Q. With respect to FEEP, Stephan Ferber asked whether the work done thus far has met expectations. Dani Megert and Ed Merks both said that it has been satisfactory, and that it would be great to have additional funds.

2017 Program Planning

Mike Milinkovich presented to the Board a draft Program Plan.

Emerging Technologies. Mike Milinkovich stated the Foundation, generally speaking, is doing very well with emerging technologies. It was noted that one area not being covered is machine learning; Mike asked Mathias Zimmerman for introductions to help facilitate exploration of bringing potential machine learning projects to the Foundation.

Cultivate growth. Mike Milinkovich reported that our conferences do very well, and that recent initiatives such as the LocationTech Tour have a significant positive impact on our growth. Mike suggested that building on the success of the Eclipse demo camps is possible, and that we could consider holding events related to our projects, for example to hold a Vert.x day in London. Stephan Ferber asked whether there are ways to engage students early in their education. Mike explained the Foundation has tried this in the past, and that in general, doing so is an expensive endeavor.

Be the leading community for developer tools. Mike Milinkovich explained we intend to put marketing effort behind the Foundation's winning features, and cited an example of perhaps building a campaign that highlights Ruby. Dani Megert explained the platform team is building a generic editor.

Diversified Revenue Model. Mike Milinkovich explained that, with the exceptions of driving new membership via working groups, the EFE research projects, and the potential upside of the Devovx US conference, the Foundation has not made significant progress with its initiatives to diversify its revenues. Mike pointed out that many of the Board members who were major proponents of the diversity initiatives were not in attendance, and recommended a deeper discussion be deferred.

Executive Director Performance Review

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

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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 24, 2016, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting