

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(OCTOBER 23, 2017)

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 held in Ludwigsburg, Germany.

Present at the meeting were the following Directors:

Present	Director	Organization
Y	Chris Aniszczyk	Elected Committer Representative
Y	Donald Smith	Oracle
Y	Dominique Toupin	Ericsson Board Member
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
Y	Gunnar Wagenknecht	Elected Sustaining Representative
Y	Matthias Sohn	SAP AG
Y	Max Rydahl Andersen	Red Hat
Y	Mickael Istria	Elected Committer Representative
Y	Paul Lipton	CA Technologies
Y	Pradeep Balachandran	IBM
N	Sebastien Girard	CEA List
Y	Stefan Ferber	Bosch
Y	Torkild Ulvøy Resheim	Elected Sustaining Representative
Y	Tracy Miranda	Elected Sustaining Representative
N	Wolfgang Neuhaus	itemis AG

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

GENERAL BUSINESS

Minutes

Mike Milinkovich introduced a discussion of the full minutes of the September 20, 2017 Board Meeting, attached as Appendix A. The Board passed unanimously the following resolution:

RESOLVED, the Board approves the draft minutes of the September 20, 2017 Board Meeting as circulated.

Paul White read into the minutes that, with all voting in favor, the Board passed the following resolution by electronic vote held August 21 - September 4, 2017:

RESOLVED, the Board approves the use of the GPL+CE licensed code by the Eclipse JDT project for use in its implementation of the Eclipse compiler in order to be fully compliant with the JSR 199.

Appointment of Dennis Leung to Finance Committee

Mike Milinkovich suggested to the Board that Dennis Leung be appointed to the Board's finance committee. The Board unanimously passed the following resolution:

RESOLVED, Dennis Leung is appointed to serve on the Board's Finance Committee.

Schedule of 2018 Board Meetings

Mike Milinkovich introduced a schedule of proposed dates and meeting locations for the Board's meetings in 2018. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the following schedule of meetings for 2018:

Face-to-face meetings

Tuesday, March 27, 2018 9:00am - 5:00pm Eastern
Austin, TX

Monday, June 11, 2018 1:00pm - 5:00pm CET
Tuesday, June 12, 2018 9:00am - 4:30pm CET
Toulouse, France (in conjunction with EclipseCon France)

Monday, October 22, 2018 9:00am - 5:00pm Central European Time

Ludwigsburg, Germany (in conjunction with EclipseCon Europe)

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

Wednesday, January 17

Wednesday, February 21

Wednesday, April 18

Wednesday, May 16

Wednesday, July 18

Wednesday, August 15

Wednesday, September 19

Wednesday, November 14

*** Note: would normally be November 21, but US Thanksgiving is November 22

Wednesday, December 12

Revision of Anti-Trust Policy

Mike Milinkovich introduced a proposal to revise the Eclipse Foundation's anti-trust policy, the related material for which is attached as Appendix B. The Board unanimously passed the following resolution:

RESOLVED, the Board unanimously approves the revised Anti-Trust Policy as presented.

The Board suggested a reminder of the Foundation's Anti-Trust policy be made at the beginning of each Board meeting.

Approval of the Eclipse DeepLearning4J project to be licensed under Apache License v2.0

Mike Milinkovich introduced a proposal to have the Eclipse DeepLearning4J Project be licensed under the Apache License v2.0, the related material for which is attached as Appendix C. The Board unanimously passed the following resolution:

RESOLVED, the Board unanimously approves the proposal to have the Eclipse DeepLearning4J project licensed under the Apache License v2.0.

The Board asked Mike Milinkovich to add to a future Board agenda a review of those top-level projects that have standing Board approval for non-EPL licensing (e.g., Eclipse IoT) to determine if this approval should be modified or revoked based on the new EPL v2.0 now being available. The Board also asked Mike to consider drafting a policy recommendation for the Board to consider regarding empowering the Executive Director to make specific license decisions that today require Board approval.

Topics & Issues Report

Mike Milinkovich provided the Board with a summary of the Topics and Issues report for 2017-Q3, ~~the related materials for which is attached as Appendix D.~~

Conferences

Paul White updated the Board on the current status of the conferences operated by the Foundation, ~~the related material for which is attached in Appendix E.~~

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 F. Mike noted that both Eclipse IoT and the recent announcement regarding Java EE have helped in driving recent memberships.

Other Management Reports

Mike Milinkovich provided update reports to the Board regarding the ~~KPIs,~~ projects, and research at Eclipse, the related materials for which are attached as Appendix ~~G2+~~ – G3.

Working Group Updates

Mike Milinkovich had provided to the Board a summary of the activities of the Foundation's IoT, LocationTech, OpenPASS, OpenMDM, Science, and PolarSys working groups, the related material for which is attached in Appendix H1-H6. In the interest of time, Mike did not speak to these reports, and the Board asked no questions regarding them.

Financial and Operations Update

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

Branding

Tracy Miranda presented to the Board a discussion regarding the Eclipse brand and possible strategies for strengthening the Eclipse Foundation brand, the related material for which is attached as Appendix J.

IT Core Services Update

Mike Milinkovich updated the Board on the current status of the EMO's IT Core Services, the

related material for which is attached in Appendix K.

IDE Marketshare and Momentum

Mike Milinkovich presented the Board with a summary report on the current state of the IDE market, Eclipse's marketshare, and the current momentum in the IDE marketplace, the related material for which is attached in Appendix L.

Security

Mike Milinkovich updated the Board on the current status of the Foundation's security policy and security team, the related material for which is attached in Appendix M. Mike urged the member companies most affected to provide resources and expertise to strengthen the Foundation's security policies, processes, and actions.

Java EE Update

Mike Milinkovich presented the Board with details of the move of Java EE to the Eclipse Foundation, the related material for which is attached in Appendix N. After a lengthy discussion, the Board unanimously passed the following resolutions:

RESOLVED, the Board unanimously approves the Eclipse EE4J top-level project charter.

RESOLVED, the Board unanimously approves Ivar Grimstad as the PMC Lead for the Eclipse EE4J top-level project.

RESOLVED, the Board unanimously approves the Eclipse EE4J PMC to rotate the non-Foundation staff members of the Eclipse EE4J PMC to serve as the PMC lead.

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 without limitation hiring staff, making expenditures, 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 officers shall manage the Corporation on a cash neutral to cash positive basis in 2018.

RESOLVED, that the Executive Director and the Treasurer of the Corporation are instructed to present to the Board a full financial forecast at each of the three face-to-face meetings in 2018 of the Board of Directors.

2018 Program Plan

Mike Milinkovich introduced a discussion of the 2018 Program Plan. Mike reminded the Board the Program Plan is used by management to establish the 2018 budget, which Mike is intending to bring to the Board for the December 2018 Board meeting. Mike noted the relative importance of Java EE to the overall program plan, and that a successful migration and rollout of Java EE will drive much of the effort of the EMO over the coming months. During the course of the meeting, the presentation was modified to reflect the discussion and is hereto attached as Appendix O.

Executive Director Performance Review

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

Action Items:

The Board asked Mike to add to a future agenda a review of the top-level project blanket approvals for non-standard licensing.

The Board asked Mike to consider drafting a policy recommendation the Board can consider regarding empowering the Executive Director on licensing decisions.

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There being no further business to discuss, the meeting was adjourned at 17:30.

This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on October 23, 2017, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting