

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(FEBRUARY 21, 2018)

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 conference call.

Present at the meeting were the following Directors:

Present	Director	Organization
Y	Chris Aniszczyk	Elected Committer Representative
Y	Dennis Leung	Oracle
Regrets	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
Y	Gunnar Wagenknecht	Elected Sustaining Representative
N	Matthias Sohn	SAP AG
N	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
N	Stefan Ferber	Bosch
Y	Steve Millidge	Payara Systems
N	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, and Paul White, Secretary of Eclipse.org Foundation, Inc.

GENERAL BUSINESS

Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the January 17, 2018 Board Meeting, attached as Appendix A1 and A2. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the January 17, 2018 Board Meeting as circulated.

At the January 17, 2018, the Board discussed the merits of the Foundation entering into an agreement with CloudBees to license its CloudBees Jenkins Enterprise services. Paul White read into the minutes that, subsequent to this discussion and after further investigation by the EMO, the Board passed the following resolution by electronic vote:

RESOLVED, that the Executive Director of the Corporation is hereby authorized and empowered, for and on behalf of the Corporation, 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 execution of a three year software licensing subscription agreement with CloudBees to provide use of the CloudBees Jenkins Enterprise product for Eclipse Foundation staff and project committers, and the EMO to publicly endorse the CloudBees Jenkins Enterprise product, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors.

Banking Resolutions

Mike Milinkovich explained to the Board that the Foundation has over time, as a matter of practice, reviewed its banking resolutions, the material for which is attached as Appendix B. The Board unanimously passed the following resolutions:

RESOLVED, that the Executive Director and Secretary of the Corporation are each individually hereby authorized from time to time hereafter:

- a) to designate such bank or banks as any of them may deem necessary or desirable as depositories (the “Depository” or “Depositories”) for the funds of the Corporation;
- b) to open, keep and close general and special bank accounts and safe deposit boxes with any Depository;

c) to cause to be deposited in accounts with any Depository from time to time such funds of the Corporation as he or she may deem necessary or advisable; and

d) to designate from time to time officers of the Corporation who will be authorized by it to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Corporation against any such account; and

(e) to make such general and special rules and regulations with respect to such accounts (including without limitation authorization for use of facsimile signatures) as he or she may deem necessary or advisable.

RESOLVED, that if any Depository requires a prescribed form of preamble, preambles, resolution, or resolutions relating to any such account or to any application, statement, instrument or other documents connected therewith, each such preamble and resolution shall be deemed to be adopted by the Board of Directors, and the Secretary or any Assistant Secretary of the Corporation is authorized to certify the adoption of any such preamble or resolution and to insert all such preambles and resolutions in the minute book of the Corporation immediately following this resolution.

Authorization of Director Spending Authority

RESOLVED, that the Executive Director of the Corporation be, and hereby is, authorized and directed to pay all charges and expenses incident to or arising out of the day-to-day operations of the Corporation up to \$20,000.00, and to reimburse any person who has made any disbursement therefore; and it is further

RESOLVED, that the Executive Director of the Corporation be, and hereby is, authorized to delegate his authority to any officer or employee of the Corporation to pay all charges and expenses incident to or arising out of the day-to-day operations of the Corporation up to \$10,000, and to reimburse any person who has made any disbursement therefore.

Enabling Resolution

RESOLVED, that the officers of the Corporation are each authorized to do all such other acts and things, and to execute and deliver all such other instruments certificates and documents as may be called for by the preceding resolutions as they or

any of them may deem necessary or desirable, in order to carry out the intent and purposes of the preceding resolutions.

Approval of PolarSys LibIMS:library for Modular Integrated Simulation project to dual license using EPL 2.0 and BSD

Mike Milinkovich introduced a proposal to have the PolarSys LibIMS:library for Modular Integrated Simulation project be dual licensed under the Eclipse Public License 2.0 and the BSD, the materials for which is attached as Appendix C. The Board unanimously passed the following resolution:

RESOLVED, the Board unanimously approves the proposal to have the PolarSys LibIMS:library for Modular Integrated Simulation project dual licensed under the Eclipse Public License v2.0 and BSD.

Other Business

The Board asked Mike Milinkovich about the EMO's plans and readiness to meet the GDPR requirements that are coming into effect later in 2018. Mike agreed to provide the Board an update at the March meeting on the EMO's plans and progress.

Mike was also asked about adding Community-related KPIs to the Board's KPI package. Mike agreed to add this to the March agenda.

Mike was asked a question about the impact being felt by the Eclipse JDT projects, and others, as a result of Oracle's recent change to its release process and cadence regarding Java SE. Mike noted that many of the Java related projects were being significantly impacted. It was also noted that JSRs will be created as an umbrella for incubating JEPs and language features. This will help to address IP flows, and that a JDT and ecj implementations can be based off these JSRs.

Finally, the Board wished to acknowledge the passing of Shawn Pearce, who had served as a Board member and Eclipse committer for many years. The Eclipse Foundation Board of Directors recognizes Shawn's many contributions to the Board, the Eclipse community, and to the JGit and EGit projects. He will be missed by his many friends and colleagues within the Eclipse community.

Action Items:

EMO agreed to provide the Board an update at the March meeting on the EMO's plans and progress in relation to GDRP compliance.

EMO agreed to review community-related KPIs as part of the March board meeting.

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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 February 21, 2018, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting