

# ECLIPSE.ORG FOUNDATION, INC.

## MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(JUNE 11-12, 2018)

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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 on June 11-12, 2018, held as a regularly scheduled face-to-face meeting in Toulouse, France.

Present at the meeting were the following Directors:

Present 6/11	Present 6/12	Director	Organization
Y	Y	Dani Megert	Elected Committer Representative
Y	Y	David Blevins	Tomitribe
Y	Y	Tom Snyder	Oracle
Y	Y	Ed Merks	Elected Committer Representative
Y	Y	Etienne Juliet	OBEO
Y	Y	Kenji Kazumura	Fujitsu
N	N	Matthias Sohn	SAP AG
Y	Y	Max Rydahl Andersen	Red Hat
Y	Y	Paul Lipton	CA Technologies
Y	Y	Pradeep Balachandran	IBM
N	N	Sebastien Girard	CEA List
N	Y	Caroline Buck	Bosch
Y	Y	Steve Millidge	Payara
Y	Y	Torkild Ulvøy Resheim	Elected Sustaining Representative
Y	Y	Tracy Miranda	Elected Sustaining Representative
N	N	Wolfgang Neuhaus	itemis AG

Present at the invitation of the Board was Mike Milinkovich, Executive Director, Chris Larocque, Treasurer (June 11 only), and Paul White, Secretary of Eclipse.org Foundation, Inc.

## GENERAL BUSINESS

The meeting was called to order at 1:00 pm on June 11, 2018.

### Anti-Trust 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 16, 2018 Board Meeting, attached as Appendix A1 and A2. With all voting in favor with the exception of Tom Snyder and Ed Merks, who abstained due to their not being present at the meeting, the Board passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the May 16, 2018 Board Meeting as circulated.

### Red Hat Representation

Max Rydahl Andersen informed the Board that he was leaving the Board, effective June 13, 2018. He stated Red Hat was appointing Gorkem Ercan as his replacement to the Board, and he assured the Board he would work directly with Gorkem in ensuring a smooth transition. Mike Milinkovich thanked Max for his many years of service to the Board, and to the Foundation in general.

### Alternative License Approvals

Mike Milinkovich introduced a proposal for the Board to consider a number of alternative licenses for projects, the related material for which is attached as Appendix B. Specifically, Mike introduced the following proposals:

- to have the Eclipse VOLTTRON Project be licensed under the Apache License v2.0;
- to have the Eclipse Project for JAX-WS, Eclipse Project for JAXB, Eclipse Implementation of JAXB, Eclipse Project for JAF, Eclipse ORB, and Eclipse Metro Project be dual licensed under the Eclipse Public License v2.0 and the Eclipse Distribution License v1.0;
- to have the Eclipse Implementation of JAXB project include a repository with content that is licensed under the Apache License, v1.0.

The Board unanimously passed the following resolutions:

RESOLVED, the Board unanimously approves the proposal to have the Eclipse VOLTTRON Project licensed under the Apache License, Version 2.0.

RESOLVED, the Board unanimously approves the proposal to have the Eclipse Project for JAX-WS, Eclipse Project for JAXB, Eclipse Implementation of JAXB, Eclipse Project for JAF, Eclipse ORB, and Eclipse Metro Projects dual licensed the Eclipse Public License v2.0 (with the Secondary License GPL 2.0 with Classpath Exception) and the Eclipse Distribution License, Version 1.0.

RESOLVED, the Board unanimously approves the proposal to have the Eclipse Implementation for JAXB Project include one repository with content that is licensed under the Apache License, Version 2.0.

#### Delegating Authority for Limited Licensing Exceptions

Mike Milinkovich introduced a proposal for the Board to consider empowering the Executive Director, in limited circumstances, to make license decisions that would otherwise require the Board's unanimous approval, the related materials for which are attached as Appendix C. Mike indicated the Board had made it clear in previous meetings their desire to delegate this authority in these limited circumstances for efficiency reasons. 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 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 approval of an Eclipse project to:

- a) dual license under the Eclipse Public License 2.0 or Eclipse Development License 1.0 (BSD-3-Clause),
- b) dual license under the Eclipse Public License 2.0 or Apache License 2.0,
- c) license under the Eclipse Development License 1.0 (BSD-3-Clause) only, or
- d) license under the Apache License 2.0 only

where the Eclipse Foundation project in question is an existing open source project moving to the Eclipse Foundation, and re-licensing to the EPL-2.0 would be difficult, expensive, or cause significant disruption to the existing project ecosystem. The EMO will report quarterly to the Board on all such exceptions. This report may be included in the quarterly Topics and Issues Report to the Board.

#### 2018 Annual Community Report

Mike Milinkovich introduced a discussion of the draft 2018 Annual Community Report, attached as Appendix D. Mike noted two minor edits made to the text originally circulated. The Board passed unanimously the following resolution:

RESOLVED, the Board approves the 2018 Annual Community Report as circulated and amended.

#### Financial and Operations Update

Chris Larocque updated the Board on the Foundation's operations.

#### GDPR Update

Paul White updated the Board on the Foundation's activities related to compliance with the European Union's General Data Protection Regulation, the related material for which is attached in Appendix F. Paul noted that the Foundation has already received requests from users requesting to be forgotten, and is in the process of complying with these requests.

#### 2018 Program Plan Update

Mike Milinkovich reminded the Board of the 2018 Program Plan as approved by Finance Committee last December, and provided an update to the Board on progress on execution of that plan, the related materials for which are attached in Appendix G. Mike was asked about the pipeline created to Maven Central for projects, and whether this could be made more seamless, to which he stated we could consider using NexusPro to do so, though it would necessitate the adoption of a commercial product to do so.

#### Jakarta EE Update

Mike Milinkovich updated the Board on the progress of the Jakarta EE working group, the related materials for which are attached in Appendix H1 and H2. Mike noted the significant ongoing effort with respect to establishing the various legal agreements. He also stated there is significant amount of work yet to be done to define the specification process, but that the process being defined will be available to all working groups going forward. He noted it will be a challenge to meet the goal of the complete Eclipse Glassfish 5.2 that is Jakarta EE 8 certified by year's end, but that remains the target.

Mike explained that the licenses related to specifications are going to be non-standard licenses, as defined in the bylaws, and thus will require Board approval in the near future.

The meeting was then adjourned to reconvene the following day.

The meeting was reconvened June 12, 2018 at 9:00 am.

#### Brand and Marketing Update

Thabang Mashologu, the EMO's new Head of Marketing, was invited to update the Board on the EMO's progress regarding its brand and marketing strategy, the related materials for which are attached as Appendix I. Thabang walked the Board through the current messaging being proposed, and the Board offered a variety of input on the specifics of the messaging, with an engaging conversation ensuing. Thabang agreed to use this feedback as the branding initiative continues. Mike noted that Thabang has been doing a great job while "drinking from a fire hose" since joining in mid-March in terms of getting up to speed not on just the Foundation's branding, but also on IoT and Jakarta EE marketing.

#### Approval of Nedelcho Delchev as the PMC Lead for the Eclipse ECD Top Level Project

Mike Milinkovich introduced a proposal to approve Nedelcho Delchev as the PMC Lead for the Eclipse ECD top-level Project. The Board passed unanimously the following resolution:

RESOLVED, the Board approves Nedelcho Delchev as the PMC Lead for the Eclipse ECD top-level project.

#### Delegating Authority to Approve Project Logos That Are Derivatives of Eclipse Orb

Mike Milinkovich introduced a proposal for the Board to consider empowering the Executive Director to approve requests from projects to adopt logos which are derivative works of the Eclipse orb. Mike reminded the Board they had introduced a requirement many years ago that use of any project of the Eclipse orb as the basis of its logo would require the Board's approval, and that the current proposal was for the Board to delegate this responsibility to the Executive Director. The Board passed unanimously the following resolution:

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 approval of an Eclipse project logo derived from the "Eclipse Orb" logo. Projects may appeal decisions of the Executive Director to the Board. The EMO will report quarterly to the Board on all such logos. This report may be included in the quarterly Topics and Issues Report to the Board.

#### Updates to Eclipse Contributor, Individual Committer, and Member Committer Agreements

Mike Milinkovich introduced a discussion related to the legal documents that require updating as a result of the Jakarta EE specification process and GDPR requirements, the related materials for which are attached as Appendix J. Mike explained we will require reaching out to thousands of

people in our community by changing these documents and seeking their agreement to the change. So this is a major undertaking to ensure it is communicated and executed effectively. The Board discussed at length whether the Board should review and/or approve the final versions of these agreements, with Mike noting that the IP Advisory Council would review the final versions but the Board has not approved such changes in the past. The Board also discussed the challenges with the rollout, and the risks associated with changing these agreements. After much discussion, the Board approved, with Tracy Miranda voting against, and Kenji Kazumura and Paul Lipton abstaining, 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 transition of Java EE in 2018 to the Eclipse Foundation, including updating existing processes, 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 Executive Director will update the Board on material updates to such documents and processes.

#### Shipping a runtime (OpenJ9 from adoptOpenJDK) in some EPPs

Dani Megert presented details regarding whether the EMO should ship a runtime with the Eclipse IDE. He indicated that Mike had originally presented this topic to the Board in February 2017. Dani provided an update to the Board on the progress made, the related materials for which are attached in Appendix K1 and K2. Mike made clear the runtime from AdoptOpenJDK is not branded as Java, and made clear we state we are “bundling a runtime” and that we will not call this Java in our documentation, communication, bugs, etc. Mike also suggested that we name explicitly which projects should be permitted to ship the runtime, including the Eclipse Capella, Eclipse Oomph, and the Eclipse EPP projects. With Tom Snyder abstaining, the Board passed the following resolution:

RESOLVED, that the Board approves the distribution by Eclipse Capella, Eclipse Oomph, and the Eclipse Packaging Project of GPLv2+CE-licensed binaries based on the OpenJDK class libraries and Eclipse OpenJ9.

NOTE FROM SECRETARY: Following the meeting, the vote on the above resolution was subsequently deemed to be null and void due to a lack of notice as required by the By-Laws of the Foundation.

#### Conferences Update and Strategy

Paul White updated the Board on the current state of the Foundation’s conferences, and on management’s current strategy with respect to conferences. Paul also introduced a proposal to

have Eclipse Foundation host a JakartaOne conference, as well as a JakartaOne Live virtual conference. The Board discussed at length the merit of Eclipse Foundation hosting this, the potential locations, timing, etc. and noted this is a major undertaking for the Foundation. Paul explained the funding model being proposed to host JakartaOne would be different than that used for Devoxx US last year, and that the Foundation would only host the event with appropriate levels of interest and financial support from the leading members of Jakarta EE. The Board passed unanimously 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 a JakartaOne and JakartaOne Live conference, which are a physical and a virtual conference respectively, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors. The foregoing is contingent upon mitigating any material negative financial impact from launching a new conference.

### Management Reports

Mike Milinkovich provided to the Board a summary of the activities of the Foundation's IoT working group, the related material for which is attached in Appendix M1.

Mike also provided to the Board a summary on the Eclipse projects team and the European Research initiatives, the related materials for which are attached in Appendix M2 and M3 respectively. Mike noted the significant revenue derived from the European research projects, and also the pipeline of projects that result from these projects.

Mike Milinkovich had provided written update reports to the Board prior to the meeting regarding the other Eclipse working groups as well as a general membership report, the related materials for which are attached as Appendix M4-M9. In the interest of time, Mike did not speak to these reports, and the Board asked no questions regarding them.

### Additional Licenses Approved for Use by Eclipse Projects

Paul White read into the minutes that the EMO had proposed to the Board via email on April 19, 2018 the use of the following two licenses:

[Open Data Commons Open Database License \(ODbL\) \[1\]](#)

[LibWebsockets License \(LGPL 2.1 with Static Linking Exception\) \[2\]](#)

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 licenses may now be approved by the EMO for use by Eclipse projects.

**Action Items:**

Mike agreed to update the Board quarterly on the actions the Executive Director takes with respect to approving license exceptions under the limited circumstances noted in the resolution passed, as well as for approvals of projects using derivative works of the Eclipse orb as their logo.

Mike agreed to speak with the Eclipse STEM project about choosing a logo.

Paul Lipton requested Mike to forward copies of the minutes from the IP Advisory Committee.

Mike agreed to provide the Board with an update on any material changes with respect to the content or processes related to the Agreements to be modified, and to distribute the final language of the new ICA, MCA and ECA Agreements.

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There being no further business to discuss, the meeting was adjourned at 4:55 pm.

This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on June 11-12, 2018, is attested to and signed by me below.

/s/ Paul White  
Secretary of Meeting