

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(JULY 17, 2019)

A Meeting of the Board of Directors (the “*Board*”) of Eclipse.org Foundation, Inc., a Delaware corporation (the “*Corporation*”), was held as a conference call.

Present at the meeting were the following Directors:

Present	Director	Organization
N	Chris Aniszczyk	Elected Committer Representative
Y	Dani Megert	Elected Committer Representative
Y	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBEO
N	Farah Papaioannou	Elected Sustaining Representative
Y	Gunnar Wagenknecht	Elected Sustaining Representative
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthias Sohn	SAP SE
Y	Gorkem Ercan	Red Hat
Y	Pradeep Balachandran	IBM
N	Ron Doyle	CA Technologies
N	Sebastien Girard	CEA List
Y	Stefan Ferber	Bosch
Y	Torkild Ulvøy Resheim	Elected Sustaining Representative

Present at the invitation of the Board was Mike Milinkovich, Executive Director, and Paul White, Secretary/Treasurer of Eclipse.org Foundation, Inc.

GENERAL BUSINESS

Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the June 18-19, 2019 Board Meeting, attached as Appendix A. With Pradeep Balachandrin, Matthias Sohn, and Jim Wright abstaining, the Board passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the June 18-19, 2019 Board Meeting as circulated.

Approval of Eclipse Cargo Tracker Project to be licensed under the MIT license

Mike Milinkovich introduced a proposal to license the Eclipse Cargo Tracker under the MIT License, the related material for which is attached as Appendix B. After discussion of the history of the project's licensing, the Board passed unanimously the following resolution:

RESOLVED, the Board unanimously approves the proposal to have the Eclipse Cargo Tracker Project licensed under the MIT License, subject to EMO's confirmation that any licensing from CDDL 1.1 had been properly addressed, if applicable.

Appointment of New Members to the IP Advisory Committee

Mike Milinkovich introduced a proposal to add two new members to the IP Advisory Committee. The Board unanimously passed the following resolution:

RESOLVED, Christopher Herbst (on behalf of Ron Doyle) and Valentina Boyet (on behalf of Matthias Sohn) are appointed to serve on the IP Advisory Committee.

Governance Renewal Discussion

The Board returned to the discussion begun at the June 18-19, 2019 Board meeting of altering the Eclipse Foundation Bylaws. Mike Milinkovich reminded the Board the Bylaws have not been updated in many years, and that making such amendments would bring the Bylaws more in line with the Foundation's current activities. Mike also reminded the Board the objective is to have the Board consider the proposed Bylaw changes over the coming few months, with the target of having the Board approve the amendments to the Bylaws at the October 2019 Board meeting.

Mike explained the amendments to the Bylaws would also require the approval of the membership-at-large. He stated he would begin presenting the proposed changes to the membership-at-large beginning with the quarterly members meeting scheduled for July 23, 2019. He explained approval by the membership-at-large would be sought immediately after the October Board meeting, with January 1, 2020 being the proposed target date for the modified bylaws to take effect.

The Board discussed which of the proposed changes would require super-majority approval of the Board, and, in addition, which would require unanimous approval of the Strategic Developer members. Mike agreed to confirm and report to the Board at the next meeting.

Action Items:

Mike Milinkovich agreed to confirm which of the proposed changes to the bylaws require unanimous approval of Strategic Developer members, and which require super-majority approval of the Board.

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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 July 17, 2019, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting