

# ECLIPSE.ORG FOUNDATION, INC.

## MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(JUNE 17, 2021)

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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 as a regularly scheduled conference call.

Present at the meeting were the following Directors:

Present	Director	Organization
Y	Deborah Bryant	Eclipse Foundation AISBL Representative
Y	Ed Merks	Elected Committer Representative
N	Farah Papaioannou	Elected Contributing Representative
Y	Jim Wright	Eclipse Foundation AISBL Representative
Y	Kenji Kazumura	Eclipse Foundation AISBL Representative
Y	Matthias Sohn	Eclipse Foundation AISBL Representative
Y	Steffen Evers	Eclipse Foundation AISBL Representative

Present at the invitation of the Board was Paul White, Secretary/Treasurer, of Eclipse.org Foundation, Inc.

### GENERAL BUSINESS

#### Antitrust Policy

Paul White reminded the Board of its obligations under the Foundation’s anti-trust policies, attached as Appendix A.

#### Minutes

Paul White introduced a discussion of the minutes of the May 19, 2021 Board Meeting, attached as Appendix B. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the draft minutes of the May 19, 2021 Board Meeting as circulated.

### Approval of AsciiDoc Top-Level Project Charter

Paul White introduced a proposal to create the AsciiDoc Top-Level Project, the related materials for which are attached as Appendix C. The Board unanimously passed the following resolutions:

RESOLVED, the Board approves the AsciiDoc top-level project charter.

RESOLVED, the Board approves Sarah White as the PMC Lead for the AsciiDoc top-level project.

### June 2020 Operations Update

Paul White provided the Board with an update on the operations of the Foundation. As part of the update, Paul presented a revised 2021 forecast for the entire Eclipse Group against the 2021 budget for the Board to consider adopting as the revised 2021 budget. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the June 2021 Financial Forecast as presented, and approves it as the revised 2021 Eclipse Group Budget.

### Update on the Code of Conduct

Paul White updated the Board on the fact there has been an increase in the number of formal complaints introduced under the Foundation's Code of Conduct. Paul noted these complaints include a combination of complaints within the various channels used by the community as well as complaints of harassment raised by the Foundation's staff. Paul informed the Board that management had, based on the increase as well as the nature of the complaints, engaged with external counsel with particular expertise in managing open source codes of conduct, and that it's management's intent to act on counsel's recommendations to the extent possible. Paul noted that these recommendations include making enhancements to the processes used by the Foundation in addressing complaints, as well as increased training for staff, Board members, and Eclipse community leaders.

### Approval of sale of ownership of Eclipse Foundation Europe GmbH to Eclipse Foundation AISBL

Paul White introduced a proposal that, as part of the International Strategy adopted by the Corporation, would enable the Eclipse Foundation Europe GmbH to be sold by the Corporation to the Eclipse Foundation AISBL, the related material for which is attached as Appendix F. Paul informed the Board that the sale price for the purchase would be finalized based on the advice of the Corporation's accountants and legal counsel. The Board unanimously passed the following resolution:

WHEREAS the Corporation and Eclipse Foundation AISBL have both entered into a common Eclipse Foundation International Strategy;

WHEREAS, in furtherance of implementation of the International Strategy, the Board has determined that transferring the ownership of Eclipse Foundation Europe GmbH (EFE-GmbH) from the Corporation. to the Association is in the Corporation's best interest;

RESOLVED, the Board approves the transfer of ownership of EFE GmbH from the Corporation to Eclipse Foundation AISBL, and 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, including monetary payment not-to-exceed 500.000€, as he may deem necessary, appropriate or desirable in connection with transferring the ownership of EFE to Eclipse Foundation AISBL, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors.

### Management Reports

Paul White had provided updates on Membership, the Eclipse Projects, Marketing, and Working Groups, but did not discuss them at the meeting, and the Board asked no questions about these reports. The reports are attached as Appendices G, H, I, and J respectively.

### **Action Items:**

None

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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 June 17, 2021, is attested to and signed by me below.

/s/ Paul White  
Secretary of Meeting