ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING
OF
THE BOARD OF DIRECTORS

(JUNE 29, 2022)

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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	Jim Wright	Eclipse Foundation AISBL Representative
Y	Kenji Kazumura	Eclipse Foundation AISBL Representative
N	Matthias Sohn	Eclipse Foundation AISBL Representative
Y	Pradeep Balachandran	Eclipse Foundation AISBL Representative
Y	Steffen Evers	Eclipse Foundation AISBL Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Paul White, Secretary/Treasurer and Gesine Freund, Corporate Executive Assistant of Eclipse.org Foundation, Inc.

The following agenda was proposed for the meeting:

1. Roll call
2. General Business
   ○ Reminder of Eclipse Antitrust Compliance Policy
   ○ Approval of May 25, 2022 Board meeting minutes
3. Approval of changes to the Board's committee structure
4. June 2022 Operations Update
   ○ Approval of June 2022 revised combined budget for the Eclipse Group
   ○ Approval of 2022 Eclipse.org Foundation, Inc. budget
5. Approval of updated IP Policy
6. Approval of Eclipse Foundation Interest Group Process
7. Management Reports
   ○ Marketing Update
   ○ Membership Update
   ○ Projects Update
   ○ Working Groups Update
   ○ IT and Infrastructure Update
8. Update on 2023 Strategy and Objective Setting

Adjournment

1. Approval of Agenda

Paul White reviewed the agenda with the Board. The agenda was approved unanimously by the Board.

2. General Business

    a.   Anti-Trust Policy

Paul White reminded the Board of its obligations under the Foundation's Anti-trust Compliance Policy, attached as *Appendix A*.

    b.   Minutes

Paul White introduced a discussion of the full and abridged minutes of the 25 May 2022 Board Meeting, attached as *Appendix B*. With Steffen Evers abstaining, and the remaining Board members present at the meeting voting in favor, the Board passed the following resolution:

> **RESOLVED, the Board approves the draft full and abridged minutes of the 25 May 2022 Board Meeting as circulated.**

3. Approval of changes to the Board's committee structure

Paul White explained that the International Strategy adopted by Eclipse.org Foundation, Inc. (EF-US) in 2020, and subsequently adopted by both Eclipse Foundation Canada (EF-CA) and Eclipse Foundation AISBL (EF-BE) as those organizations were created, calls for the organizations all to remain in lock-step to the extent possible. This includes having a common IP Policy, Antitrust Policy, common processes such as the EDP and EFWGP, etc. A key component to the successful implementation of this International Strategy is to ensure the organizations operate from one common, aggregated budget, and that the Boards of Directors of each of the 3 entities is aware of, and approves, the common budget. We have put in place processes and taken actions to ensure that the directors and officers of each of these organizations are fulfilling their fiduciary and governance obligations to each of the organizations separately. For example, financial audits of each of the three organizations are undertaken separately. This is in everyone's interest, most notably the members and committers of both EF-BE and EF-US, and is in keeping with our practice of producing audited financial results since the formation of the Eclipse Foundation. Both EF-US and EF-BE have in their respective Bylaws a requirement that three standing committees of their Boards be in place: Finance Committee (FinCom), Compensation Committee, and the IP Advisory Committee.

Paul explained that management is proposing to update the membership of each of the three EF-US committees to have all of the members of the EF-US Board serve as the committee members of the three committees of EF-US. That is, the Board would serve as the "Committee of the Whole", and all five Board members would serve on each of the three standing committees.

The Board unanimously passed the following resolutions:

>**WHEREAS, the Corporation's Bylaws state that the Board shall have three standing committees of Finance Committee (FinCom), Compensation Committee, and the IP Advisory Committee, and that these Committees shall consist of 2 or more directors; and**
>**WHEREAS, the number of directors on the Corporation's Board of Directors is now five, all of whom are Strategic Foundation Member representatives of Eclipse Foundation AISBL; therefore**

>**RESOLVED, the Board approves the appointment of Jim Wright, Kenji Kazumura, Matthias Sohn, Pradeep Balachandran, and Steffen Evers to serve as the Board's Finance Committee;**

>**RESOLVED FURTHER, the Board approves the appointment of Jim Wright, Kenji Kazumura, Matthias Sohn, Pradeep Balachandran, and Steffen Evers to serve as the Board's Compensation Committee; and**

>**RESOLVED FURTHER, the Board approves the appointment of Jim Wright, Kenji Kazumura, Matthias Sohn, Pradeep Balachandran, and Steffen Evers to serve as the Board's IP Advisory Committee.**

4. June 2022 Operations Update

Paul White presented the Operations Update, including the revised 2022 Eclipse Group forecast and the 2022 revised 2022 Eclipse Foundation AISBL forecast. Paul noted that, overall, the forecast is a very good news story, and that both forecasts show increased growth as compared with the 2022 budget, which had already predicted significant growth as compared to 2021.

The Board unanimously passed the following resolutions:

>**RESOLVED, the Board adopts the 2022 Eclipse Group budget forecast as presented as the revised 2022 budget for the Eclipse Group.** (See Exhibit 1 of Operations Update).

>**RESOLVED, the Board approves the 2022 Eclipse.org Foundation, Inc. budget as presented.** (See Exhibit 3 of Operations Update).

5. Approval of updated IP Policy

Mike Milinkovich introduced a discussion of revisions to the Association's Intellectual Property Policy, the related materials for which are attached as *Appendix D*. Mike reminded the Board these proposed changes were discussed at the February and March 2022 Board meetings, and had also been reviewed

by the IP Advisory Committee. Mike also explained the policy updates and the changes associated with the overhaul were socialized with the committer community in the past months.

The Board unanimously passed the following resolution:

> **RESOLVED, the Board approves the updated Eclipse Foundation Intellectual Property Policy as presented.**

6. Approval of Eclipse Foundation Interest Group Process

Mike Milinkovich introduced the topic of the establishment and implementation of an Interest Group Process, the related materials for which are attached as *Appendix E*. Mike reminded the Board they had discussed the topic at both the March and May 2022 Board meetings, and had discussed at length both the motivation as well as the process itself. Mike explained the revisions discussed at those meetings had been captured in the version of the Interest Group Process being presented. Mike reminded the Board that, once adopted, the EMO would implement the process over the coming months, and that the Board would have an opportunity to consider updates to the process going forward similar to how it updates other similar processes such as the EDP and the EFWGP.

The Board unanimously passed the following resolution:

> **RESOLVED, the Board approves the Eclipse Foundation Interest Group Process as presented.**

7. Management Reports

Marketing Update
Mike Milinkovich updated the Board on the current status of the Foundation's recent marketing activities, the related material for which is attached in *Appendix F-a*.

Membership Update
Mike Milinkovich updated the Board on the current status of the Foundation's membership and highlighted the new members that have joined the Foundation since the March, 2022 Board meeting, the related material for which is attached in *Appendix F-b*.

Projects Update
Mike Milinkovich provided to the Board a summary of the Foundation's open source projects, the related material for which is attached in *Appendix F-c*.

Working Groups Update
Mike Milinkovich provided to the Board a summary of the Foundation's working groups, the related material for which is attached in *Appendix F-d*.

IT and Infrastructure Update

Mike Milinkovich provided to the Board a summary of the Foundation's IT and infrastructure department's updates, the related material for which is attached in *Appendix F-e*.

The meeting was adjourned at 9:00 EDT.

Action Item:
- None

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on June 29, 2022, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting