

ECLIPSE.ORG FOUNDATION, INC.

**MINUTES OF A MEETING
OF
THE BOARD OF DIRECTORS**

(OCTOBER 24, 2022)

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 in-person meeting in Ludwigsburg, Germany.

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
Y	Matthias Sohn	Eclipse Foundation AISBL Representative
N	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 July 20, 2022 Board meeting full and abridged minutes
 - Approval of July 20, 2022 FinCom meeting minutes
3. Approval of annual membership fee increase
4. Approval of updated Eclipse Community Code of Conduct
5. Approval of 2023 Board meeting schedule
6. October 2022 Operations Update
 - Approval of the October forecast as the 2022 revised budget for the Eclipse Group
7. Review Management reports
8. Review of 2023 Program Plan

Adjournment

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

2. General Business

a. Antitrust Policy

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

b. Minutes

Paul White introduced a discussion of the full and abridged minutes of the 20 July 2022 Board Meeting, attached as *Appendix B*. With all Board members present at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the full and abridged minutes of the 20 July 2022 Board Meeting as circulated.

c. Approval of July 20, 2022 FinCom meeting minutes

Paul White introduced a discussion of the minutes of the 20 July 2022 Finance Committee Meeting,. With all Board members present at the meeting voting in favor, the Finance Committee unanimously passed the following resolution:

RESOLVED, the Eclipse.org Foundation, Inc. Finance Committee approves the minutes of the July 20, 2022 FinCom Meeting as circulated.

3. Approval of annual membership fee increase

Mike Milinkovich introduced a discussion of a proposal to modify the annual membership fees of the Association. Mike reminded the Board this topic has been discussed during each of the past few meetings of the Board, as well as within separate board working group discussions on the topic. He emphasized that the fee increase applies to new members as of January 2023 and comes into effect on the anniversary month in 2024 for currently existing members. Mike also provided an overview of the specific changes to the Membership Agreement required to enact the proposed changes to the fees, attached as Appendix 4b. Paul White explained that each member representative would receive a notice of the fee change over the coming few weeks, and he agreed to include in the notice an information brief that provides the rationale for the increase in fees.

With the exception of Kenji Kazamura who abstained, and with all other Board members present or validly represented at the meeting voting in favor, the Board passed the following resolutions:

RESOLVED, the Board approves the amended Annual Membership Fees as presented, and that these amended Annual Membership Fees shall take effect on 1 January 2023, recognizing there will be no resulting net increase in Annual Membership Fees for existing Members until 1 January 2024; and

RESOLVED FURTHER, the Board approves the revised Exhibit C of the Eclipse Foundation Membership Agreement as presented, and that this revision shall take effect on 1 January 2023.

4. Approval of updated Eclipse Community Code of Conduct

Mike Milinkovich provided a summary of previous board meeting discussions and board working group meetings, and the latest version of the Eclipse Community Code of Conduct, attached as Appendix E. A brief discussion followed, and a few minor clarifying edits were made to the Code. Mike proposed the following steps, based on input from the board working group meetings: that the board adopt in principle the proposed revised Community Code of Conduct, the Code be posted for comment by the community for a 30-day period, and subsequently, the Board approves a final version of the Eclipse Community Code of Conduct at their December 14, 2022 meeting, and be effective as of January 1, 2023.

With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following amended resolution:

RESOLVED, the Board adopts in principle the draft Eclipse Foundation Community Code of Conduct as presented and amended, and asks management to seek community comment on the draft over the next 30 days, and to bring that feedback to the Board for further consideration prior to the Board formally approving the Eclipse Foundation Community Code of Conduct.

5. Approval of 2023 Board meeting schedule

Mike Milinkovich introduced a discussion regarding the 2023 Board meeting schedule, attached as *Appendix F*. With all other Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the following schedule of Board meetings for 2023:

Face-to-face meetings

Tuesday, April 18, 2023 8:30am - 5:00pm CEST
Brussels, Belgium

Tuesday, June 27, 2023 9:00am - 5:00pm EDT

Wednesday, June 28, 2023 9:00am - 1:00pm EDT
Ottawa, ON, Canada

Monday, October 16, 2023 8:30am - 5:00pm CEST
Ludwigsburg, Germany (in conjunction with EclipseCon 2023)

Monthly Board calls

NOTE: All meetings tentatively scheduled for 90 minutes

Wednesday, January 18 10:30 - 12:00 EST / 16:30 - 18:00 CET

Wednesday, February 15	9:00 - 10:30 EST / 15:00 - 16:30 CET
Wednesday, March 15	10:30 - 12:00 EDT / 16:30 - 18:00 CEST
Wednesday, May 17	9:00 - 10:30 EDT / 15:00 - 16:30 CEST
Wednesday, July 19	10:30 - 12:00 EDT / 16:30 - 18:00 CEST
Wednesday, August 16	9:00 - 10:30 EDT / 15:00 - 16:30 CEST
Wednesday, September 20	10:30 - 12:00 EDT / 16:30 - 18:00 CEST
Wednesday, November 15	9:00 - 10:30 EST / 15:00 - 16:30 CET
Wednesday, December 20	10:30 - 12:00 EST / 16:30 - 18:00 CET

6. September 2022 Operations Update

Paul White presented the October 2022 Operations Update of the Eclipse Foundation. As part of the Operations Update, Paul presented management’s financial updates in relation to the 2022 budget for the Eclipse Group.

Based on the October 2022 forecast, Paul presented an updated proposed budget for fiscal 2022 for the Eclipse Group. With all Board members present or validly represented at the meeting voting in favor, the Board passed the following resolution:

RESOLVED, the Board adopts the October 2022 Eclipse Group forecast as presented as the revised 2022 budget for the Eclipse Group.

7. Review Management reports

Mike Milinkovich introduced a discussion of the EMO’s management reports.

8. Review of 2023 Program Plan

Mike Milinkovich introduced a discussion of the Foundation’s 2023 Program Plan. Mike walked the Board through the current draft of the 2023 Program Plan, and reminded them of the Annual Planning Cycle and Process Timeframe and that they had reviewed an earlier draft of the plan during the summer. He explained to the Board that the program plan is actually approved by the Finance Committee in December, and that subsequently the budget is approved by the Board.

There being no further questions, the meeting was adjourned at 13:33 CEST.

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 October 24, 2022, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting