

ECLIPSE.ORG FOUNDATION, INC.

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

(JULY 19, 2023)

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
No	Ian Robinson	Eclipse Foundation AISBL Representative
Yes	Jim Wright	Eclipse Foundation AISBL Representative
Yes	Kenji Kazumura	Eclipse Foundation AISBL Representative
Yes	Matthias Sohn	Eclipse Foundation AISBL Representative
No	Stephen Walli	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.

Regrets were received from Ian Robinson, and Stephen Walli.

The following agenda was proposed for the meeting:

1. Roll call
2. General Business
 - Approval of June 28, 2023 Board meeting full and abridged minutes
3. Approval of the 2022 audited financial statements
4. Approval of Eclipse Group Management Committee
5. Approval of the updated Eclipse Foundation Development Process
6. Update on IT Services
7. Update on Marketing

Adjournment

Mike Milinkovich reviewed the agenda with the Board. The agenda was approved unanimously by the Board.

2. General Business

- a. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 28 June 2023 Board Meeting, attached as *Appendix A*. Given that two of the three members present were not in attendance at the June board meeting, passing the resolution was tabled for a future meeting.

3. Approval of the 2022 audited financial statements

Paul White provided to the Board a summary of the 2022 audited financial statements of the Foundation. Paul explained that at the most recent meeting of the Finance Committee, the committee reviewed and approved the audited financial statements with Jeff Johnson of BDO, who carried out the audit.

The Board unanimously passed the following resolution:

RESOLVED, the Board approves the 2022 Eclipse.org Foundation, Inc. audited financial statements as presented.

4. Approval of Eclipse Group Management Committee

Mike Milinkovich reminded the board that the proposal of the creation of an Eclipse Group Management Committee had been discussed at the June board meeting, and that no further changes had been proposed to the proposal since then.

The Board unanimously passed the following resolutions:

WHEREAS, the board of directors of Eclipse.org Foundation, Inc. adopted the “International Strategy” in 2020 that saw the creation of Eclipse Foundation AISBL and Eclipse Foundation Canada, as well as the transfer of ownership of Eclipse Foundation Europe GmbH to Eclipse Foundation AISBL, and subsequently each of the respective boards of these legal entities adopted the same “International Strategy”; and

WHEREAS, the four aforementioned Eclipse Foundation legal entities, referred to as the Eclipse Group, have been operating in coordination as prescribed in the International Strategy, and have taken steps to ensure the overall operation of the Eclipse Group is done so in fulfillment of the respective purposes of each legal entity organization in coordination; and

WHEREAS, it is deemed beneficial and consistent with the “International Strategy” and with the purposes of Eclipse Foundation as stipulated in the respective bylaws that the officers of these respective legal entities form an Eclipse Group Management Committee within the Eclipse Foundation AISBL that enables this coordination of operations to continue in a more structured way; and

WHEREAS, it is deemed that the formation of such an Eclipse Foundation Management Committee does not impede or alter the responsibilities of the respective roles of the officers of

each of these entities, is not binding on any of the legal entities, nor is in conflict with the respective purpose or bylaws of each of these entities; and

WHEREAS, given its specific inter-group mission, role and composition, it is deemed appropriate that the Board establishes the Eclipse Group Management Committee as a specific Committee subject to its own charter and rules, but not as an ad hoc Board Committee;

RESOLVED, that the Board asks that management form, in conjunction with the management of the other legal entities comprising the Eclipse Group, an Eclipse Group Management Committee that is comprised of a subset of the officers of each of the Eclipse Group of entities, and that this Committee serve to make recommendations to management regarding the coordinated operation of the Eclipse Group.

FURTHER RESOLVED, that this Eclipse Group Management Committee has a pure advisory role and serves to make recommendations to management of the Eclipse Group entities regarding the coordinated operation of the Eclipse Group.

5. Approval of the updated Eclipse Foundation Development Process

Mike Milinkovich reminded the board that they had reviewed a set of proposed changes to the Eclipse Foundation Development Process at the June board meeting, attached as *Appendix D*. Mike informed the Board that these changes had been reviewed by Architecture Council, and that the Council did vote to recommend approval to the Board.

The Board unanimously passed the following resolution:

RESOLVED, the Board approves the Eclipse Foundation Development Process version 1.11 as presented.

6. Update on IT Services

Paul White updated to the Board on the Foundation's IT initiatives, the related material for which is attached in *Appendix E*. Paul noted the dedication of the entire IT team, and in particular the leadership provided by Denis Roy.

7. Update on Marketing

Mike Milinkovich updated the Board on the Foundation's Marketing initiatives, the related material for which is attached in *Appendix F*.

Adjournment

There being no further questions, the meeting was adjourned.

Action Item: None

* * * * *

This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on July 19, 2023, is attested to and signed by me below.

Paul White
Secretary of Meeting