

## **CHARTER OF THE STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS**

### **Eclipse Foundation:**

The purpose of the Eclipse Foundation (the “Foundation”) is to: (1) advance the creation, evolution, promotion, and support of the Eclipse Platform, a vendor-neutral, open development platform supplying frameworks and exemplary, extensible tools; and (2) cultivate both an open source community and an ecosystem of complementary products, capabilities, and services. As used in this document, all capitalized terms, unless otherwise defined, shall have the meanings set forth in the Bylaws of the Foundation.

The business and technical affairs of the Foundation are managed by or under the direction of the Board. The Board is comprised of representatives of the following groups: Strategic Developers, Strategic Consumers, Add-In Provider Members and Committer Members. The Executive Director of the Foundation is appointed by the Board to manage the business affairs of the Foundation on a day-to-day basis. The Executive Director reports to the Board and is subject to the oversight of the Board. The Executive Director may execute on behalf of the Foundation, and when required, upon approval and at the direction of the Board, all contracts, agreements, membership certificates and other instruments. The Executive Director reports as needed to the Board all matters within the Executive Director’s knowledge affecting the Foundation that should be brought to the attention of the Board. In addition, the Executive Director may hire other employees as deemed appropriate and will perform other duties assigned from time-to-time by the Board.

The Foundation has three (3) standing committees, a Finance Committee, Compensation Committee and Membership Committee. In addition, the Board may appoint such committees as the Board from time-to-time deems necessary or appropriate to conduct the business and further the objectives of the Foundation (a “Board Committee”), including an Executive Committee. Any appointment by the Board of any other Board Committee having the authority of the Board, including the designation of one Board Committee member as the Chairperson, must be by resolution adopted by a simple majority of the directors then in Good Standing represented at a Board meeting at which quorum is present. Any committee having authority of the Board shall consist of two (2) or more directors. The Board shall retain the right to limit the powers and duties of any Board Committee that it has created and to disband any such Board Committee in its sole discretion. Board Committee directors may delegate their committee responsibilities to any individual that is an employee, officer, director, or consultant of an existing Member. Each Board Committee may invite non-director advisors to participate in or attend certain committee meetings in order to assist the Board Committee in the performance of its duties.

This Charter will address the roles and responsibilities of the Strategy Committee (the “Committee”), a Board Committee.

### **Composition:**

The Committee shall be composed of three (3) or more voting directors of the Board, and non-voting advisors with strategy development experience from the entities that are represented on the Board as invited by the Executive Director and agreed to by the Committee. The Committee shall be chaired by a person agreed to by the Executive Director and the Committee (the “Chairperson”).

### **Statement of Policy:**

The Strategy Committee shall provide assistance to the Board in fulfilling the Board’s responsibility to the Foundation in formulating the business strategy of the Eclipse Foundation.

The Committee will perform a review and proposal function only. The formulation and the preparation of strategy proposals and documents for review and approval of the Board of Directors are the responsibility of the Executive Director.

### **Meetings:**

The Committee shall meet at least two times a year. The agenda of each meeting shall be prepared by the Chairperson of the Committee and, whenever reasonably practicable, circulated to each member of the Committee prior to the date of the meeting. Committee participants are expected to attend regularly.

### **Responsibilities:**

The Committee shall have responsibility with respect to analysis, formulation, design and evaluation of the strategic plans and programs of the Foundation for review and approval of the Board of Directors. The Committee’s responsibilities do not preclude other Foundation Members from providing input to the Executive Director with respect to the analysis, formulation, design and evaluation of strategic plans and programs. The Committee does not have the authority to approve or direct any strategy to the Board of Directors, the Foundation or the Executive Director.

The Committee may recommend that the Executive Director seek advice from external advisors for matters pertaining to the business strategy of the Foundation. However, the Executive Director is responsible for seeking such advice and for deciding when and whether such advice is necessary and may do so even without recommendation from the Committee.

### **Procedural Matters:**

One-third of the voting director members of the Committee, but not less than two such voting director members, will constitute a quorum. A majority of the voting members of the Committee present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee will meet at such times as shall be determined by its Chairperson, or upon the request of any two of its members. The Chairperson or the Chairperson’s delegate will preside at all meetings of the Committee. The Committee will keep a record of its meetings and report on them to the Board. The Committee may meet by telephone or video conference and

may take action by written consent, where such written consent may be in written or electronic form.

**Certification:**

This Charter of the Strategy Committee was duly approved and adopted by the Board of Directors on the \_\_\_\_ day of \_\_\_\_\_, 2007.