ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING
OF
THE BOARD OF DIRECTORS

(NOVEMBER 18, 2020)

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	Adam Gibson	Konduit
Y	Bryan Che	Huawei
Y	Chris Aniszczyk	Elected Committer Representative
Y	Deborah Bryant	Red Hat
Y	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBEO
N	Farah Papaioannou	Elected Contributing Representative
Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthias Sohn	SAP SE
N	Navin Ramachandran	IOTA Foundation
Y	Pradeep Balachandran	IBM
Y	Robert Hilbrich	DLR
Y	Sebastien Girard	CEA List
Y	Stefan Ferber	Bosch
Y	Tom Ritter	Fraunhofer FOKUS
Y	Torkild Ulvøy Resheim	Elected Contributing Representative

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

GENERAL BUSINESS

Acknowledgement of the Passing of Dani Megert

The Board recognized a moment of silence in honor of their Board colleague, Daniel (Dani) Megert.

Mike Milinkovich then spoke to Dani's contributions to Eclipse over his 20 years of engagement, including to the Eclipse project, to the PMC, to the architecture council, and over the past number of years, to the Board of Directors as an elected Committer representative.

The Board unanimously approved the following:

> RESOLVED, the Board acknowledges the tremendous contributions made by their colleague, Daniel Megert, over his 20 years of engagement with the Eclipse project and the Eclipse Foundation, and for his long standing leadership and mentorship in all aspects within the Eclipse community. The Board wishes to extend its sincere and heartfelt condolences to Dani's family, friends, and colleagues.

Minutes

Mike Milinkovich introduced a discussion of the minutes of the October 14-15, 2020 Board Meeting, attached as Appendix A. The Board passed unanimously the following resolution:

> RESOLVED, the Board approves the draft full and abridged minutes of the October 14-15, 2020 Board Meeting as circulated.

Executive Director's Review

At the October 14-15, 2020 Board meeting, Chris Aniszczyk and Pradeep Balachandran led a Board discussion of the Executive Director's annual review, and subsequently distributed a draft version of the review to the Board. Paul White read into the minutes that, with all who voted voting in favor, the Board passed the following resolution by electronic vote:

> RESOLVED, the Board approves the Executive Director's annual review circulated to the Board via an Electronic Vote on November 4, 2020.

Proposal to Approve Distribution by Eclipse Foundation Projects of OpenJFX

Mike Milinkovich introduced a proposal to enable distribution by Eclipse Foundation projects of OpenJFX, related materials for which are attached as Appendix B. The Board unanimously passed the following resolution:

RESOLVED, that the Board approves the distribution by Eclipse Foundation projects of OpenJFX under the GNU General Public License, version 2, with Classpath Exception.

Oracle OCTLA Agreement

Mike Milinkovich informed the Board that the negotiations with Oracle to secure the rights to use the TCKs through an OpenJDK Community TCK and EA TCK License Agreement (OCTLA) were nearly complete, with all major terms having been negotiated. Mike reminded the Board the agreement being negotiated is to have the London Jamocha Community assign their existing OCTLA to Eclipse, with amendments. Mike reminded the Board that the LJC has agreed to the assignment.

Mike explained there was still an outstanding task to finalize the language relating to the notices required relating to interim builds, but that it was felt this could be resolved with Oracle quickly. With Jim Wright of Oracle recusing himself, the Board passed the following resolution with all who voted voting in favor:

RESOLVED, that the Executive Director of the Corporation is hereby authorized and empowered, for and on behalf of the Corporation, to execute the Oracle Eclipse OCTLA Assignment, Amendment, and Participant Agreement as presented to the Board, with the exception that the final language relating to notices posted with interim builds will be modified.

Approval of Revisions to the Eclipse Adoptium Top Level Project Charter

Mike Milinkovich introduced a proposal to revise the Eclipse Adoptium Top Level Project, the related materials for which are attached as Appendix C. He explained the revisions are to capture the commitments made by the Eclipse Foundation related to the OCTLA with Oracle. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the Eclipse Adoptium top-level project charter.

Update on Corporate Restructuring

Mike Milinkovich provided an update on the corporate restructuring initiative, the related materials for which are attached as Appendix D. Specifically, Mike presented a list of actions that the Board will be expected to take in support of the creation of the Eclipse Foundation AISBL once the Royal Decree is finally granted. The Board discussed different ways to streamline the distribution of the various policies to be reviewed and approved by the Board, recognizing that email is a difficult way to track these documents. Paul White took the action item to finalize a process for distribution.

Eclipse IDE Working Group

Mike Milinkovich introduced a discussion of the merits of creating a working group in support of the Eclipse IDE and related technologies, the related materials for which are attached as Appendix E. Mike explained that, as a result of the discussions over the past months with the Board, a draft working group charter was prepared that would enable both a governance framework to be created to support the management of the various facets of the relevant release and product management issues, as well as a means to provide funding. After extensive discussion, Mike agreed to establish a few calls in the coming weeks to address the specifics of the working group proposal and to explore interest in participating.

The meeting was then adjourned.

Action Items:

Paul White took the action to finalize a process for distribution of documents to the Board.

Mike Milinkovich took the action to establish two calls with the Board to refine the proposed Eclipse IDE working group proposal.

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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 November 18, 2020, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting