

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(DECEMBER 16, 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	Skymind
Y	Bryan Che	Huawei
N	Chris Aniszczyk	Elected Committer Representative
Y	Deborah Bryant	Red Hat
Y	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBEO
Y	Farah Papaioannou	Elected Contributing Representative
N	Gunnar Wagenknecht	Elected Contributing Representative
Y	Jim Wright	Oracle
N	Kenji Kazumura	Fujitsu
Y	Matthias Sohn	SAP SE
N	Navin Ramachandran	IOTA Foundation
Y	Pradeep Balachandran	IBM
Y	Robert Hilbrich	DLR
N	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, Paul White, Secretary/Treasurer, and Norm Paquette, Head of Finance of Eclipse.org Foundation, Inc.

GENERAL BUSINESS

Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the November 18, 2020 Board Meeting, attached as Appendix A. The Board passed unanimously the following resolution:

RESOLVED, the Board approves the draft minutes of the November 18, 2020 Board Meeting as circulated and amended.

Re-appointment of Officers

The Board unanimously passed the following resolutions:

RESOLVED, Mike Milinkovich is re-appointed as Executive Director of the Eclipse Foundation.

RESOLVED, Paul White is re-appointed as Secretary and Treasurer of the Eclipse Foundation.

Revisions to the PolarSys Top Level Project Charter

Mike Milinkovich introduced a proposal to modify the PolarSys Top Level Project charter, the related materials for which are attached as Appendix B. Mike explained the changes reflected the fact the PolarSys working group has been terminated, and also to bring it up to date with other top level project charters. The Board passed unanimously the following resolution:

RESOLVED, the Board unanimously approves the updated Eclipse PolarSys Top-level Project charter.

Approval of 2020 Budget

Norm Paquette provided an overview of the 2021 Budget for the Eclipse Foundation. Norm explained the Finance Committee had approved both the budget and the 2020 Program Plan at their December 9, 2020 meeting. After discussion, the Board unanimously approved the following resolution:

RESOLVED, the Board approves the 2021 Annual Budget as presented.

Mike Milinkovich explained that the Finance Committee had also agreed to recommend the Board update its operating policy regarding its cash reserves for contingent liabilities and its policy granting the Executive Director pre-authorized spending limits. Mike explained the limits stated in these policies had been in place since the very early days of the Foundation, and that the Foundation has grown significantly since then. The Board unanimously approved the following

resolutions:

RESOLVED, as a means to manage contingent liabilities, the Board instructs management to maintain cash reserves at a minimum of \$750,000.

RESOLVED, that the Executive Director of the Corporation be, and hereby is, authorized and directed to pay all charges and expenses incident to or arising out of the day-to-day operations of the Corporation up to €50.000, and to reimburse any person who has made any disbursement therefore; and it is further

RESOLVED, that the Executive Director of the Corporation be, and hereby is, authorized to delegate his authority to any officer or employee of the Corporation to pay all charges and expenses incident to or arising out of the day-to-day operations of the Corporation up to €25.000, and to reimburse any person who has made any disbursement therefore.

Replacing the Vacant Committer Representative Seat on the Board

Mike Milinkovich introduced a discussion regarding the vacant Committer representative seat on the Board due to the passing of Dani Megert. Mike reminded the Board they had the choice of either leaving the seat vacant until the upcoming Board elections are completed on April 1, 2021, or they could appoint a Committer of their choosing. After discussion, the Board unanimously passed the following resolution:

RESOLVED, the Board asks the EMO to seek nominations from the Committer membership to fill the vacant Committer representative seat on the Board.

Eclipse IDE Working Group

Mike Milinkovich updated the Board on its ongoing discussions regarding the creation of an Eclipse IDE Working Group. Mike explained that two ad hoc discussions had been held with Board members since the November, 2020 meeting, and that the feedback from the Board members who participated has been positive towards the creation of the working group. Mike further explained there has been positive interest expressed by companies not represented on the Board, notably companies interested in supporting CDT. Mike reminded the Board the current strategy is to have the working group provide support and focus relating to the simultaneous release engineering and release management aspects of the IDE, and not to impact the leadership on any of the open source projects.

Mike expressed that, based on the feedback received to date, it is the EMO's intent to pursue the creation of the working group.

Action Items:

Mike Milinkovich agreed to seek nominations from the Committer membership to fill the vacant

Committee representative seat on the Board.

Mike closed the meeting by thanking everyone for their contributions over the past year, especially with the challenges of Covid-19 and the additional work introduced by the corporate restructuring, and wishing everyone a happy holiday season and all the best for 2021.

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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 December 16, 2020, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting