

ECLIPSE.ORG FOUNDATION, INC.

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

(DECEMBER 20, 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
Y	Ian Robinson	Eclipse Foundation AISBL Representative
Y	Jim Wright	Eclipse Foundation AISBL Representative
Y	Kenji Kazumura	Eclipse Foundation AISBL Representative
Y	Matthias Sohn	Eclipse Foundation AISBL Representative
Y	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. Also present was Sarah Novotny, Microsoft Corp.

The following agenda was proposed for the meeting:

1. Roll Call and Approval of Agenda
2. General Business
 - a. Approval of October 16, 2023 Board meeting full and abridged minutes
3. Approval of the Annual Executive Director, Treasurer reviews
4. Re-appoint officers (Mike Milinkovich, Paul White)
5. Approval of the updated 2024 Board meeting schedule
6. Approval of the 2024 Program Plan
7. Approval of the 2024 Eclipse Group budget

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 October 16, 2023 Board Meeting, attached as *Appendix A*.

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 October 16, 2023 Board Meeting as circulated.

3. Approval of the Annual Executive Director, Treasurer reviews

As the draft final text of the annual reviews has not yet been distributed to all board members, the board decided to defer this agenda item to a future meeting.

4. Re-appoint officers (Mike Milinkovich, Paul White)

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

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

5. Approval of the updated 2024 Board meeting schedule

Mike Milinkovich introduced a discussion regarding the 2024 Board meeting schedule, attached as Appendix 8. With all other Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the updated schedule of meetings for 2024 as presented.

6. Approval of the 2024 Program Plan

With all Board members present at the meeting voting in favor, the Board acting in its role as Finance Committee, unanimously passed the following resolution:

RESOLVED, the Board approves the 2024 Program Plan as presented.

Adjournment

There being no further questions, the meeting was adjourned.

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 December 20, 2023, is attested to and signed by me below.

Paul White
Secretary of Meeting