

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(MARCH 24-25, 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 March 24	Present March 25	Director	Organization
Y	Y	Adam Gibson	Konduit
Y	Y	Bryan Che	Huawei
Y	Y	Chris Aniszczyk	Elected Committer Representative
Y	Y	Dani Megert	Elected Committer Representative
Y	Y	Deborah Bryant	Red Hat
Y	Y	Ed Merks	Elected Committer Representative
Y	Y	Etienne Juliot	OBEO
Y	Y	Farah Papaioannou	Elected Sustaining Representative
Y	Y	Gunnar Wagenknecht	Elected Sustaining Representative
Y	Y	Jim Wright	Oracle
Y	Y	Kenji Kazumura	Fujitsu
Y	Y	Matthias Sohn	SAP SE
N	N	Navin Ramachandran	IOTA Foundation
Y	Y	Pradeep Balachandran	IBM
Y	Y	Robert Hilbrich	DLR
Y	Y	Ron Doyle	CA Technologies
Y	Y	Sebastien Girard	CEA List
Y	Y	Steffen Evers	Bosch
Y	Y	Tom Ritter	Fraunhofer FOKUS
Y	Y	Torkild Ulvøy Resheim	Elected Sustaining Representative

Present at the invitation of the Board was Mike Milinkovich, Executive Director, Paul White, Secretary/Treasurer, and Norm Paquette, CFO of Eclipse.org Foundation, Inc., as well as Mike DeNicola of Fujitsu and Jason Shi of Huawei.

GENERAL BUSINESS

March 24, 2020

New Board Members

Mike welcomed to the Board two new Board members representing new Strategic members. He welcomed Robert Hilbrich of Deutsches Zentrum fuer Luft- und Raumfahrt e.V. (DLR), and Tom Ritter of Fraunhofer Institute for Open Communication Systems (FOKUS). Mike explained that both DLR and FOKUS had upgraded their membership in the past few weeks, and thanked them for doing so.

Antitrust Policy

Mike Milinkovich reminded the Board of its obligations under the Foundation's antitrust policies.

Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the February 26, 2020 Board Meeting, attached as Appendix A. With Chris Aniszczyk, Deborah Bryant, Robert Hilbrich, Sebastien Girard, and Tom Ritter abstaining, the Board passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the February 26, 2020 Board Meeting as circulated.

Board Election Results

Mike Milinkovich informed the Board that the EMO recently held elections for the Board seats to be filled on an annual basis, the related materials for which is attached as Appendix B. Mike noted that Torkild Ulvøy Resheim, Gunnar Wagenknecht, and Farah Papaioannou were re-elected as Sustaining representatives, and that Dani Megert, Chris Aniszczyk, and Ed Merks were re-elected as Committer representatives.

Departing Board Member

Mike thanked Ron Doyle for his service to the Board as an CA Technologies' representative over the past two years.

Operations Update

Norm Paquette provided to the Board an update on the operations of the Foundation. In the context of the current Covid-19 pandemic, Mike Milinkovich noted that the Foundation is in as good a financial shape as could be expected, largely due to the fact that close to 70% of Eclipse's

membership renewals occurs in the first quarter of the year, that we have done well managing our collections. Mike stated management would be tracking closely the impact of the pandemic, and making adjustments as required throughout the year. Mike also noted that the Foundation has been seeing continued success in the growth in our working groups.

2019 Audited Financial Statements

Norm Paquette provided to the Board a summary of the 2019 audited financial statements of the Foundation, the related material for which is attached in Appendix D. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the 2019 audited financial results as presented.

2020 International Strategy

Mike Milinkovich introduced a discussion of the Foundation's 2020 international strategy. The Board spent significant time reviewing the entire plan.

Mike explained during the discussion this move is being made to capitalize on the unique opportunities for growth in Europe identified in the plan. Mike emphasized the Foundation is pursuing a number of opportunities for new projects and membership based in the US, and that work will continue. He also noted that having organizations such as FOKUS and DLR upgrade to Strategic membership is an indication of their support for the strategy.

Mike highlighted the opportunity in front of the Foundation. He noted the potential growth in technology areas deemed strategic to Europe including AI, Cloud and operating systems, and Eclipse is uniquely positioned to capitalize in each of these areas. Mike indicated the Foundation is currently engaged in 12 new European research project proposals, which is a reflection of the Foundation's continued engagement in Europe, and with key technology organizations in Europe.

Mike explained the Supporter funding received to date is sufficient to match the costs of the implementation of the plan. He further noted that management will ensure that spending on the plan will not get ahead of the revenues being received in support of the plan. Mike also noted that while management does not have specifics of the additional operating costs going forward, the basic overhead costs of legal, accounting and audit costs are predictable, and no additional significant costs are anticipated.

Many members expressed their support for the strategy, and spoke favourably of the plan. There was, however, significant discussion about the potential impact of the Covid-19 pandemic in terms of communicating the plan, and engaging both existing and potential new members. Mike explained that the pandemic is definitely a factor, though the benefits of delaying had to be traded off against the "first mover" benefits afforded by the Foundation executing quickly on the plan. The Board discussed the merit of splitting the effort of implementing the plan from the communications strategy associated with the effort. Mike agreed management would take this

approach into consideration as it executes the overall strategy.

The Board unanimously passed the following resolution:

WHEREAS, the Executive Director and the Secretary of the Board of the Eclipse.org Foundation ("Eclipse") have presented to its Board of Directors (the "Board") a proposed strategy for the establishment of non-profit open source organizations based in Belgium and Canada under the name "Eclipse Foundation" (the "International Strategy");

RESOLVED, that following discussion and consideration by the Board, the Board has determined that the International Strategy is, in all respects, consistent with Eclipse's purposes, including the advancement of the creation, evolution, promotion and support of the Eclipse Platform (as defined in the Bylaws), and the cultivation of both an open source community and an ecosystem of complementary products, capabilities and services;

RESOLVED FURTHER, that Eclipse hereby adopts and approves the International Strategy; and

RESOLVED FURTHER, that the officers and directors of Eclipse are, and the same hereby are, authorized, directed and instructed (a) to pursue, implement and execute the International Strategy on behalf of Eclipse, and (b) to take all other steps necessary or appropriate to effectuate the foregoing resolutions, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors.

The meeting was adjourned for the day.

March 25, 2020

Marketing Update

Mike Milinkovich presented the 2020 Marketing update to the Board, the related material for which is attached in Appendix F. Mike highlighted the Foundation has, since 2019, focused on content marketing, and that we want to continue to expand this initiative. In particular, he noted our marketing efforts with respect to developer outreach has been an important and effective activity. Mike noted that the Foundation will continue to further develop content to highlight the business value of open collaboration, highlighting our working groups, and to position Eclipse Foundation as a thought leader in the open source marketplace.

The Board discussed the marketing strategy associated with the 2020 international strategy. Mike explained the current plan is to do a major announcement in late April, though that date will likely be delayed given the Covid-19 pandemic and the impact to the global and European economy. Mike assured the Board that a big part of the communications plan will involve engaging our Solutions members to ensure they understand the plan and its benefits.

The Board noted the great work being done by Thabang Mashologu, the Foundation's VP of

Marketing and his team.

Establishing an open VSX marketplace for ECD Tools working group

Mike Milinkovich introduced the topic of establishing an open VSX marketplace to support the Eclipse Cloud Development Tools working group, the related material for which is attached in Appendix G. Mike explained that, unlike the Eclipse Marketplace, which is essentially a catalogue of plug-ins but hosts no actual code, the proposed VSX Registry will have a copy of the code, and as a result, the IP Policy calls for the Board to provide its approval. Mike further explained the objective is to make the Registry available to anyone to use and to publish, and not limit it to just Members.

The Board discussed under what licenses we would support the extensions listed on the Registry. Mike explained that the vast majority of extensions are expected to be licensed under MIT. He stated that while longer term it may be desirable to support a diverse set of licenses, including potentially proprietary licenses, the initial plan is to permit only those licenses already approved under our IP Policy. Further, Mike noted the plan is to not restrict content being placed in the Registry by committers; rather anyone who has executed the Publisher Agreement will be permitted to post, but that additional Board approvals will be required to enable that.

The Board unanimously passed the following resolution:

- RESOLVED, that the Board unanimously approves the proposal of the Open VSX Registry as Hosted Content (as that term is defined in the IP Policy) subject to:
- a) Hosted Content if containing code, such code content is licensed under one of the following OSI-approved open source licenses: EPL-2.0, BSD-3-Clause, BSD-2-Clause, Apache-2.0, MIT, ISC; and
 - b) Hosted Content if containing Non-Code Content, such content is licensed under a license that permits redistribution that has been previously approved for Non-Code Content; and
 - c) ensure all contributors of Hosted Content agree to the terms of the Eclipse Foundation Publisher Agreement.

Committer Survey Results

Mike Milinkovich presented the results of the Committer survey, carried out in December 2019, the related materials for which are attached as Appendix H. Mike summarized that he is happy with the results of the findings, that the results are generally good news around the services we are providing to our committers. He stated we expect to run the survey again late in 2020.

Conferences Update

Paul White updated the Board on the current status of Eclipse Foundation's participation in

industry conferences and events, as well as for EclipseCon 2020, the related material for which is attached in Appendix I. Paul highlighted the dramatic impact of the Covid-19 to the world-wide conference schedule, and that the Foundation's health and safety of its employees and its community plans would be paramount in any decision to begin to attend events in the coming months. The Board discussed the merits of choosing to hold EclipseCon as a virtual event, and the potential benefits and tradeoffs of taking such a decision now. The Board unanimously approved the following resolution:

RESOLVED, that the Board supports management's recommendation to not hold EclipseCon as a face-to-face event in October 2020.

Membership Update

Mike Milinkovich updated the Board on the current status of the Membership and the new members that have joined the Foundation since the last face-to-face Board meeting, the related material for which is attached in Appendix J.

Projects Update

Mike Milinkovich provided to the Board a summary of the Foundation's projects, the related material for which is attached in Appendix K.

Working Groups Update

Mike Milinkovich provided to the Board a summary of the Foundation's working groups as a whole, the related material for which is attached in Appendix L. Mike noted that the Foundation is generally making good progress in attracting and onboarding new working groups.

Mike further presented more detailed updates of the Jakarta EE, the Eclipse IoT, Edge Native, Sparkplug, and Eclipse Cloud Development Tools working groups, the related materials for which are attached as Appendices M, N, and O.

June Face-to-Face Board Meeting

Mike stated that, given the uncertainty associated with the Covid-19 pandemic, it was unlikely we would be able to host the June meeting as a face-to-face meeting, currently scheduled for Ottawa. He stated his intention was to recommend a final decision by April 3.

Action Items:

Mike Milinkovich agreed to inform the Board on the progress of implementing the 2020 international strategy over the coming months.

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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 March 24-25, 2020, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting