

ECLIPSE.ORG FOUNDATION, INC.

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

(OCTOBER 16, 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 meeting at the offices of Bosch.IO GmbH – LB079, Grönerstrasse 5/1, 71636 Ludwigsburg, Germany.

Present at the meeting were the following Directors:

Present	Director	Organization
No	Ian Robinson	Eclipse Foundation AISBL Representative
Yes	Jim Wright	Eclipse Foundation AISBL Representative
Yes	Kenji Kazumura	Eclipse Foundation AISBL Representative
Yes	Matthias Sohn	Eclipse Foundation AISBL Representative
Yes	Stephen Walli	Eclipse Foundation AISBL Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Paul White, Secretary/Treasurer of Eclipse.org Foundation, Inc. and Gesine Freund, Corporate Executive Assistant, Eclipse Foundation. Regrets were received from Ian Robinson.

The following agenda was proposed for the meeting:

1. Roll call
2. General Business
 - Reminder of Eclipse Antitrust Compliance Policy
 - Approval of September 20, 2023 Board meeting full and abridged minutes
3. Approval of 2024 Board meeting schedule
4. September 2023 Operations Update
 - a. Approval of the October forecast as the 2023 revised budget for the Eclipse Group
5. Approval of a maintenance update to the Eclipse Foundation Specification Process to include the addition of MIT as a pre-approved licence
6. Review Management reports (*Topics and Issues Report*)
7. Review of 2024 Program Plan

Adjournment

Paul White reviewed the agenda with the Board. The agenda was approved unanimously by the Board.

Mike Milinkovich thanked Bosch for hosting the meeting.

2. General Business

a. Antitrust Policy

Mike Milinkovich reminded the board members of their obligations under the Foundation's Antitrust Compliance Policy, attached as *Appendix A*.

b. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the September 20, 2023 Board Meeting, attached as *Appendix B*. 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 September 20, 2023 Board Meeting as circulated.

3. Approval of 2024 Board meeting schedule

Mike Milinkovich introduced a discussion of the 2024 Board meeting schedule, attached as *Appendix C*. Paul pointed out that the October Board meeting will again be held in conjunction with EclipseCon in October 2024, however the meeting will be held on the last day of the conference rather than the first day, given the relatively large number of board members who wish to participate in the conference. During the meeting, it was proposed to explore holding the April face-to-face meeting on April 10, 2024 rather than April 17, 2024, and Mike agreed to return to the Board at a subsequent meeting should any changes be made.

With with all other Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

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

4. September 2023 Operations Update

Paul White presented the Operations Update, including the October forecast and revised cash projections, as well as an HR update/headcount projections and a revised assessment of risks and other factors for the Eclipse Group. Paul mentioned that overall this is a "no news" update, as the Foundation is tracking well to the forecast presented in June.

With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolutions:

RESOLVED, the Board adopts the 2023 Eclipse Group budget forecast as presented as the revised

2023 budget for the Eclipse Group.

5. Approval of a maintenance update to the Eclipse Foundation Specification Process to include the addition of MIT as a pre-approved license

Mike Milinkovich introduced a discussion of the addition of the MIT license as one of the pre-approved open source licenses noted in the Eclipse Foundation Specification Process, the related materials for which are provided in *Appendix E*. Mike indicated to the board the omission of the MIT license was an oversight when the other pre-approved licenses were included, and that this one change is deemed to be a maintenance release of the EFSP rather than a new revision.

With with all other Board members present or validly represented at the meeting voting in favor, the Board unanimously moves to waive the 2-weeks approval period, and passes the following resolution:

RESOLVED, the Board approves the release of a maintenance release to the Eclipse Foundation Specification Process to include the addition of MIT as a pre-approved Open Source License.

6. Review Management reports

Mike Milinkovich introduced a discussion of the EMO's management reports as presented in the most recent Topics & Issues report distributed to the Board.

7. Review of 2024 Program Plan - Draft

Mike Milinkovich introduced a discussion of the Foundation's draft 2024 Program Plan:

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 October 16, 2023, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting