

# CHARTER OF THE INTELLECTUAL PROPERTY ADVISORY COMMITTEE OF THE BOARD OF DIRECTORS

## **Eclipse Foundation:**

The purpose of the Eclipse Foundation (the “Foundation”) is to: (1) advance the creation, evolution, promotion, and support of the Eclipse Platform, a vendor-neutral, open development platform supplying frameworks and exemplary, extensible tools; and (2) cultivate both an open source community and an ecosystem of complementary products, capabilities, and services.

The business and technical affairs of the Foundation are managed by or under the direction of the Board. The Board is comprised of representatives of the following groups: Strategic Developers, Strategic Consumers, Add-In Provider Members and Committer Members. The Executive Director of the Foundation is appointed by the Board to manage the business affairs of the Foundation on a day-to-day basis. The Executive Director reports to the Board and is subject to the oversight of the Board. The Executive Director may execute on behalf of the Foundation, and when required, upon approval and at the direction of the Board, all contracts, agreements, membership certificates and other instruments. The Executive Director reports as needed to the Board all matters within the Executive Director’s knowledge affecting the Foundation that should be brought to the attention of the Board. In addition, the Executive Director may hire other employees as deemed appropriate and will perform other duties assigned from time-to-time by the Board.

The Foundation has three (3) standing committees, a Finance Committee, Compensation Committee and Intellectual Property Advisory Committee. Each committee consists of two (2) or more directors nominated by the Executive Director, including the designation of one Standing Committee member as the Chairman, subject to Board confirmation. The Executive Director may, from time-to-time, appoint additional directors to a Standing Committee as he or she deems necessary or appropriate, subject to Board confirmation.

This Charter will address the roles and responsibilities of the Intellectual Property Advisory Committee (the “Committee”), a Board Committee.

## **Composition:**

**The Committee shall be composed of individuals who are free of any relationship that, in the opinion of the Executive Director and Board of Directors, would interfere with their exercise of independent judgment as a committee member. The Membership Committee may invite non-director advisors to participate in or attend certain committee meetings in order to assist the Standing Committee in the performance of its duties. Statement of Policy:**

Upon either (a) the request of the Executive Director or (b) the direction of the Board, the Committee shall review directions, issues, and current or proposed policies and documents relating to the Foundation’s management of intellectual property. Further, the Committee shall, from time-to-time, provide input and feedback on such matters to the Executive Director on behalf of the Board.

The Committee will perform a review function only. The formulation of policies and the preparation of related documents are the responsibility of the Executive Director.

### **Meetings:**

The Committee shall meet at least four times a year. The agenda of each meeting shall be prepared by the Chairperson of the Committee and, whenever reasonably practicable, circulated to each member prior to the date of the meeting. Committee participants are expected to attend regularly.

### **Responsibilities:**

Unless otherwise directed by the Board, the Executive Director shall exercise judgment over what issues to bring to the Committee. The expectation is that the Executive Director will review with the Committee issues and directions related to the Foundation's intellectual property policy and formal documents that define or implement intellectual property related policy, including, without limitation, the Foundation's privacy policy, intellectual property policy, licensing documents, and agreements.

It is anticipated that the Executive Director may from time to time form working groups of interested participants to work on complex matters or other matters of interest to the Board. The Executive Director retains responsibility for deciding whether to bring the output of such working groups to the Committee for review.

The Committee is not permitted to provide legal advice to the Foundation or the Executive Director. The Committee may recommend that the Executive Director seek legal advice from Foundation counsel for matters pertaining to intellectual property. However, the Executive Director is responsible for seeking such legal advice and for deciding when and whether such advice is necessary.

### **Procedural Matters:**

One-third of the members of the Committee, but not less than two, will constitute a quorum. A majority of the members of the Committee present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee will meet at such times as shall be determined by its Chairperson, or upon the request of any two of its members. The Chairperson will preside, when present, at all meetings of the Committee. The Committee will keep a record of its meetings and report on them to the Board. The Committee may meet by telephone or video conference and may take action by written consent, where such written consent may be in written or electronic form.

### **Certification:**

This Charter of the Intellectual Property Advisory Committee was duly approved and adopted by the Board of Directors on the 15<sup>th</sup> day of February, 2012.