

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(DECEMBER 14, 2022)

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	Jim Wright	Eclipse Foundation AISBL Representative
Y	Kenji Kazumura	Eclipse Foundation AISBL Representative
Y	Matthias Sohn	Eclipse Foundation AISBL Representative
Y	Pradeep Balachandran	Eclipse Foundation AISBL Representative
Y	Steffen Evers	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.

The following agenda was proposed for the meeting:

1. Roll call
2. General Business
 - Approval of October 24, 2022 Board meeting full and abridged minutes
 - Approval of the Annual Executive Director, Treasurer reviews
3. Approval of the 2023 Program Plan
4. Approval of the 2023 Eclipse Group budget
5. Approval of revised Community Code of Conduct
6. Re-appoint officers (Mike Milinkovich, Paul White)
7. Other Business

Adjournment

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

2. General Business

a. Minutes

Paul White introduced a discussion of the full and abridged minutes of the 24 October 2022 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 24 October 2022 Board Meeting as circulated.

b. Approval of the Annual Executive Director, Treasurer reviews

At the October 24, 2022 Board meeting, the Board held an in camera performance review discussion of the Executive Director and Treasurer. The review was subsequently distributed via email. With Jim Wright recusing himself, and with all remaining Board members present or validly represented at the meeting voting in favor, the Board passed the following resolutions:

RESOLVED, the Board approves the Executive Director's annual review as presented.

RESOLVED, the Board approves the Treasurer's annual review as presented.

3. Approval of the 2023 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 2023 Program Plan as presented.

4. a. Approval of the 2023 Eclipse Group budget

Paul White provided an overview of the 2023 Budget for the Eclipse Group. He also reminded the Board that this budget is periodically updated throughout the year. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the 2023 Annual Eclipse Group Budget as presented.

5. Approval of revised Community Code of Conduct

Mike Milinkovich introduced a discussion regarding the Eclipse Community Code of Conduct, the related materials for which are attached as *Appendix D*. Mike reminded the Board they had adopted in principle a revised version of the Code of Conduct, and had asked management to seek community input before approving as a final version. Mike explained that the Code of Conduct had been made available to the community for review for 30 days, and that while there were a few comments made by a small number of members of the community, the comments were in reference to topics the Board had previously considered in their earlier deliberations, and thus no further amendments were being proposed.

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

RESOLVED, the Board approves the Eclipse Community Code of Conduct as presented, and that the Community Code of Conduct shall take effect on January 1, 2023.

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

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

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.

7. Other Business

There being no further questions, the meeting was adjourned at 12:06 EST.

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 14, 2022, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting