

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(APRIL 10, 2024)

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 Osborne Clarke, 6th floor - Bastion Tower, Place du Champ de Mars 5 1050 Ixelles (Brussels), Belgium.

Present at the meeting were the following Directors:

Present	Director	Organisation
Y	Ian Robinson	Eclipse Foundation AISBL Representative
Y	Jim Wright	Eclipse Foundation AISBL Representative
N	Kenji Kazumura	Eclipse Foundation AISBL Representative
Y	Matthias Sohn	Eclipse Foundation AISBL Representative
N	Sarah Novotny	Eclipse Foundation AISBL Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, and Paul White, Secretary/Treasurer of Eclipse.org Foundation, Inc.

The following agenda was proposed for the meeting:

1. Roll Call and Approval of Agenda
2. General Business
 - a. Reminder of Eclipse Antitrust Compliance Policy
 - b. Approval of February 21, 2024 Board meeting minutes
3. Approvals
 - a. Approval to revoke the Eclipse SOA TLP charter
 - b. Approval to convert Foundation process and policy documents to UK English
 - c. Approval of the updated Eclipse Foundation Affiliates Membership Guidelines
4. Discussion of updates to the Eclipse Foundation Specification Process
5. Discussion of Eclipse Foundation Mission Statement
6. April 2024 Operations Update
 - a. Approval of the April forecast as the 2024 revised budget for the Eclipse Group
7. Review management reports (Topics and Issues Report)

Adjournment

Mike Milinkovich reviewed the agenda with the Board. The agenda was approved unanimously by the Board.

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 21 February 2024 Board Meeting, attached as *Appendix B*. With all Board members present at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the full and abridged minutes of the 21 February 2024 Board Meeting as circulated.

3. Approvals

a. Approval to revoke the Eclipse SOA TLP charter

Mike Milinkovich introduced a discussion that the Eclipse SOA top-level project be revoked, the related materials for which are attached as *Appendix C*. With all Board members present at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, that the Board revokes the Eclipse SOA Top-level Project's charter and hereby disbands the Eclipse SOA PMC, thanking them for their past service to the Eclipse SOA subprojects and community.

b. Approval to convert Foundation process and policy documents to UK English

Mike Milinkovich explained to the Board that most of the Foundation's documents currently use US English rather than UK English, the official language version in the European Union, as explained further in the attached *Appendix D*. Mike explained further that Eclipse Foundation AISBL's board of directors took the decision to adopt UK English for their process and policy documents, and reminded the Board that we strive to keep all our documents in sync. With all Board members present at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the conversion of all process documents and documents that support the various processes that would otherwise require Board approval to UK English. The Bylaws, Membership Agreement, Eclipse Public License, Eclipse Foundation Specification License, and Eclipse Foundation TCK License are excluded from this pre-approval.

c. Approval of the updated Eclipse Foundation - Affiliates Membership Guidelines

Mike Milinkovich introduced an update to the Eclipse Foundation Affiliates Membership Guidelines,

attached as *Appendix E*. Mike explained that these updates were drafted to provide better clarity for members regarding affiliated entities participating in Eclipse and reminded the Board these guidelines are used frequently when engaging with new members. With all Board members present at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the updated Affiliates Membership Guidelines (Affiliates Policy 1.1) as presented.

4. Discussion of updates to the Eclipse Foundation Specification Process

Mike Milinkovich introduced a discussion regarding updates to the Eclipse Foundation Specification Process (EFSP), attached in *Appendix F*. Mike explained the main thrust of the updates would enable the EFSP to support process specifications, in addition to the current technical specifications. Mike encouraged board members to solicit those within their organisations to review the proposed changes and to provide feedback as soon as possible. Mike also explained the changes were being socialised with those working groups already using the EFSP. Mike mentioned that the topic would be brought to the Board in May for a decision.

5. Discussion of Eclipse Foundation Mission Statement

Mike Milinkovich introduced a discussion of the Foundation's Mission Statement. Mike explained that the Mission Statement has remained mostly the same for many years. The Board discussed possible updates that might better reflect the true mission. Mike agreed to bring the topic forward again at the June Board meeting.

6. April 2024 Operations Update

Paul White presented the April 2024 Operations Update of the Eclipse Foundation. As part of the Operations Update, Paul presented management's financial updates in relation to the 2024 budget for the Eclipse Group. Based on the April 2024 forecast, Paul proposed an updated budget for fiscal 2024 for the Eclipse Group. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board adopts the April 2024 Eclipse Group forecast as presented as the revised 2024 budget for the Eclipse Group.

7. Review management reports (Topics and Issues Report)

Mike Milinkovich introduced a discussion of the EMO's management reports. In particular, Mike reviewed the latest KPIs associated with the Foundation's membership.

8. Present Employee survey results

Paul White presented the findings of the Eclipse Foundation's most recent employee survey. Paul reminded the Board that management carried out a similar in-depth survey with employees each of the

two previous years and will use the findings to identify positive and negative trends to identify improvements to our human resources policies and practices. Paul explained that similar to last year, the results of this year's survey were extremely positive, and that the outcomes exceeded management's expectations.

There being no further questions, the meeting was adjourned at 16:20 CEST

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 April 10, 2024, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting