

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(DECEMBER 18, 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 conference call.

Present at the meeting were the following Directors:

Present	Director	Organization
Y	Ian Robinson	Eclipse Foundation AISBL Representative
Y	Jim Wright	Eclipse Foundation AISBL Representative
Y	Kenji Kazumura	Eclipse Foundation AISBL Representative
Y	Matthias Sohn	Eclipse Foundation AISBL Representative
Y	Stephen Walli	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 and Approval of Agenda
2. General Business
 - a. Approval of 20 November 2024 Board meeting full and abridged minutes
 - b. Approval of the annual Executive Director, Treasurer reviews
3. Re-appoint of officers (Executive Director, Treasurer, Secretary)
4. Approval of use of CC-BY 4.0 as the development license for the Open Regulatory Compliance Working Group process specifications
5. Approval of the 2025 Eclipse Group budget
6. Review and Approval of 2025 Program Plan

Adjournment

2. General Business

a. Minutes

Paul White introduced a discussion of the full and abridged minutes of the November 20, 2024, Board Meeting, attached as *Appendix A*.

With all Board members present at the meeting voting in favor, the Board passed the following

resolution:

RESOLVED, the Board approves the full and abridged minutes of the November 20, 2024 Board Meeting as circulated and amended.

2.b- Approval of the annual Executive Director, Treasurer reviews

As the draft final text of the annual reviews has not yet been distributed to all board members, the board decided to defer this agenda item to a future meeting.

3. Re-appointment of officers (Executive Director, Treasurer, Secretary)

With all Board members present or validly represented at the meeting voting in favour, 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..

4. Approval of use of CC-BY 4.0 as the development license for the Open Regulatory Compliance Working Group process specifications

Mike Milinkovich introduced a discussion to allow the development of the process specifications under the purview of the Open Regulatory Compliance Working Group to license under the CC-BY 4.0 License, attached as *Appendix B*. Mike reminded the Board that the decision requires a super-majority vote.

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

RESOLVED, the Board approves the use of CC-BY 4.0 as the development license for the Open Regulatory Compliance Working Group process specifications.

5. Approval of the 2025 Eclipse Group budget

Paul White provided an overview of the 2025 Budget for the Eclipse Group. Paul explained the Finance Committee had approved the Eclipse Group budget at their 17 December 2024 meeting. He also reminded the Board that this budget will be periodically updated throughout the year. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the 2025 Annual Eclipse Group Budget as presented.

Paul explained that a specific budget for the Association would be presented in early 2025 for the Board's approval, and subsequent approval by the Association's General Assembly.

Paul further mentioned that the Finance Committee had approved the Eclipse Group's 2025 Program Plan at their 17 December 2024 meeting.

6. Review and Approval of 2025 Program Plan (in lieu of approval by EF-US FinCom)

Paul White had noted during the budget update earlier in the meeting that the 2025 Program Plan was essentially unchanged from the version presented to the Board in November 2024, except for two KRs that have been added based on the board's suggestions at the November meeting and that the plan was recently approved by the Association's Finance Committee. There were no further questions on the topic.

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

With all Board members, who are also the FinCom members of the Eclipse.org Foundation, Inc., present or validly represented at the meeting voting in favour, they unanimously passed the following resolution:

RESOLVED, that the Board approves the 2025 Program Plan as presented.

Adjournment

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 December 18, 2024, is attested to and signed by me below.

Paul White
Secretary of Meeting