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Eclipse Foundation Meeting Minutes

September 17, 2008

A Meeting of the Board of Directors (the "*Board*") of Eclipse.org Foundation, Inc., a Delaware corporation (the "*Corporation*"), was held on held at 8:30am Central time at the Hotel Palomar, Dallas, Texas on September 17, 2008 as a regularly scheduled quarterly face-to-face meeting.

Present at the meeting were the following Directors:

Present	Director	Organization
Yes	Chris Aniszczyk	Elected committer representative
No	Tim Barnes	OpenMethods LLC
Yes	Rich Bartlett	Nokia
No	Michael Bechauf	SAP AG
No	Hans-Christian Brockmann	brox IT-Solutions GmbH
Yes	Mark Coggins	Actuate Corporation
No	Robert Day	Elected add-in provider representative
Yes	Ricco Deutscher	SOPERA GmbH
Yes	Doug Gaff	Elected committer representative
Yes	Richard Gronback	Borland Software Corp.
No	Andi Gutmans	Zend Technologies
Yes	Wes Isberg	Sonatype
Yes	Mik Kersten	Elected committer representative
Yes	Jonathan Khazam	Intel Corporation
Yes	Jochen Krause	Innoopract
Yes	Stéphane Lacrampe	OBEO
Yes	Doug Clarke for Dennis Leung	Oracle
Yes	Jeff McAffer	Elected committer representative
Yes	Emma McGrattan	Elected add-in provider representative
Yes	Ed Merks	Elected committer representative
Yes	Wolfgang Neuhaus	itemis AG
No	Eric Newcomer	IONA Technologies
Yes	Tracy Ragan	Elected add-in provider representative
No	Al Nugent	CA Inc.
Yes	Maher Masri	Genuitec
No	Steve Saunders	Wind River
No	Somasundaram Shanmugam	Sybase
Yes	Mitch Sonies	Cloudsmith Inc.
Yes	Mike Taylor	Elected add-in provider representative
Yes	John Kellerman	IBM

Yes		Elected add-in provider
	Todd E. Williams	representative
Yes	Dino Brusco for Christy Wyatt	Motorola

Present at the invitation of the Board was Mike Milinkovich, Executive Director, Janet Campbell, Secretary, and Chris Larocque, Treasurer of Eclipse.org Foundation, Inc.

General Business:

New Strategic Members: Mike Milinkovich asked the representatives of the new Strategic Members to provide an overview of their respective companies.   The following three presentations were provided to the Board:

> Stéphane Lacrampe provided an overview of OBEO, a copy of the related presentation is attached hereto as **Exhibit A**.

> Maher Masri provided an overview of Genuitec, a copy of the related presentation is attached hereto as **Exhibit B**

> Wes Isberg provided an overview of Sonatype, a copy of the related presentation is attached hereto as **Exhibit C**.

Minutes: There was unanimous consent to approve the following resolution:

> **RESOLVED,** that there was unanimous consent to approve the full and abridged minutes of the August 20, 2008 Board Meeting.

> **RESOLVED,** that there was unanimous consent to approve the minutes of the February 16, 2008 Board Meeting.

Board Member Representation: Mike Milinkovich indicted that two companies had recently changed their Board members. Al Nugent (CTO) is replacing Jim Saliba as the Board Representative for CA.   In addition, John Kellerman is replacing Dave Thomson as the Board Member for IBM. Jeff McAffer indicated that he thought that this would be an appropriate time for the Board to recognize the contribution of Dave Thomson to Eclipse Foundation and the broader Eclipse ecosystem. Mike Milinkovich further indicated that without the support of Dave Thomson that the Eclipse Foundation would not exist today. Though not alone, Dave was a primary supporter within IBM for the creation of the Eclipse Foundation. There was unanimous consent to approve the following Resolution:

> **RESOLVED,** that there was unanimous consent to recognize the significant contributions of Dave Thomson to the Eclipse Foundation and broader Eclipse ecosystem.

Committee Appointments: There was unanimous consent to approve the following Resolutions:

> **RESOLVED**, that there was unanimous consent to appoint Doug Gaff and Rich Bartlett to the Compensation Committee.

> **RESOLVED**, that there was unanimous consent to appoint Jon Khazam to the IP Advisory Committee.

> **RESOLVED,** that there was unanimous consent to appoint Dino Brusco to the Strategy Committee.

IP Policy: Mike Milinkovich introduced the proposed changes to the IP Policy which have been under discussion for approximately a year.   Mike further indicated that one of the goals of the revisions was to have the document more readable and that he felt that the revisions accomplished that goal. Mike further indicated that he wished to recognize the efforts of Adrian Cho, the chair of the IP Advisory Committee and a representative for IBM, who put a lot of personal effort into getting this completed for the benefit of the community. No further questions being raised, there was unanimous consent to approve the following Resolution:

RESOLVED, that there was unanimous consent to approved the revised IP Policy effective September 17, 2008, a copy of which is attached hereto as **Exhibit G**.

Trademark Guidelines: Mike Milinkovich introduced proposed revisions to the Trademark Guidelines. The primary purpose of the change was to protect the eclipse.org namespace. An additional change proposed though not yet considered by the IP Advisory Committee was to add "Eclipse Summit" to the list of Eclipse trademarks. After some discussion, there was unanimous consent to approve the following Resolution:

RESOLVED, that there was unanimous consent to approve the Trademark Guidelines, as amended and attached hereto as **Exhibit H**, with the added authorization to the EMO to complete any additional edits that may be required to add "Eclipse Summit" as an additional trademark of the Eclipse Foundation.

Strategy and Program Plan

Mike Milinkovich introduced the Strategy and Program Plan discussion. Specifically, Mike indicated that he and Ricco Deutscher prepared a presentation which combined the continuing work on the 2009 strategy and the current state of the 2009 Program Plan based on the previous meeting's SWOT analysis.   Mike then turned the floor over to Ricco to drive the discussion with the Board.   After much discussion, the Vision Statement and Goals of the Eclipse Foundation were adjusted. .   The Strategy Committee took an action item to compare the 2008 Goals against those updated in the meeting and reconcile the two.

In reviewing the initiatives in the presentation, the Board concluded that the following three Board Working Groups should be created to consider: (a) the creation of more "barriers to exit" for members, especially strategic members; (b) the creation of a program to support the creation of local user and community groups; and (c) the future evolution of Eclipse Plug-In Central (EPIC).

Industry Working Groups

Dino Brusco presented a proposal to create a Mobile Working Group, a copy of the related presentation for which is attached hereto as **Exhibit J**.   Dino indicated that the hardware capability of devices is growing phenomenally which allows for more robust software environments to be hosted in the device and unique opportunities. The Mobile Working Group would look at how to leverage these opportunities by driving the definition and implementation of an application development kit for mobile developers.

Mike Milinkovich presented an overview of the Industry Working Group concept, attached hereto as **Exhibit K**. Mike pointed out that while Eclipse open source projects are necessary for collaborative development they are not sufficient to meeting all of the needs of a complete industry collaboration. IWG's are an attempt to create a governance model and process for fostering such collaborations.

Licensing Discussion

Jeff McAffer led a discussion on "broader dual licensing for runtime projects at Eclipse", the related presentation for which is attached hereto as **Exhibit L**.

The copyleft aspects of the EPL were discussed with several directors indicating that those provisions of the EPL were important to them.   Following the discussion it was decided to direct the IP Advisory Committee to the Board to provide new projects with guidelines that would help them make their licensing decisions, including the possibility of dual-licensing the project.   With respect to dual-licensing considerations could include: (a) when does it make sense; (b) what are the risks; and (c) what are the benefits.

PMC Reports

David Williams provided a report for the WTP PMC, a copy of the related presentation material is attached hereto as **Exhibit M**.   There was some discussion regarding the possibility of asking our Tooling Projects to support our Runtime Projects. David Williams indicted that there were some restrictions in the WTP PMC Charter that would need to be reviewed. Mike Milinkovich indicated that the PMC should consider whether those

restrictions still made sense and if necessary, pose modifications to the EMO.

Doug Gaff presented the DSDP PMC report, a copy of the related presentation material is attached hereto as **Exhibit N**.

The Board's general consensus was that these reports were both appreciated and useful. In an effort to reduce the workload some Board Members suggested that a presentation format might be preferable from the Project's viewpoint and sufficient for the Board.

Solutions Members Representatives

The Solution Member Representatives provided an update, the related presentation material for which is attached hereto as **Exhibit O**.   The Solution Member Representatives indicated a preference to be given advance warning of any initiative that was designed to exclude their Member Class so that they would be in a better position to respond to questions from their community. Mike Milinkovich indicated that the proposal for the "Eclipse Strategic Member Custom Delivery Installer Program" was a proposal at this stage and that it had been his understanding that the Board had directed him to pursue programs that would provide differentiated value to Strategic Members. Doug Gaff emphasized the importance of providing such differentiated value, indicating that the lack of differentiated value it is a pain point for Strategic Members in justifying their annual investment.

After some discussion, it was determined that the EMO would continue based on the existing understanding with the recognition that such initiatives may result in sensitivities and concerns raised by other Membership Classes.

Committer Issues

Ed Merks expressed concerns with respect to the Eclipse Home Page and indicated that he would like to see the EMO come up with a strategy for how we are going to modernize this page. Mike Milinkovich indicated that the EMO is actively working on revising the Eclipse Home Page.

Reports from Management

Mike Milinkovich presented an update on: (a) conference activity – we continue to be successful (ESE – **Exhibit P**, EclipseCon – **Exhibit Q**);   (b) Project reports, including 2008 roadmap process update (**Exhibit R**);   (c) Key Performance Indicators (d) marketing (**Exhibit T**); and (e) membership (**Exhibit U**).

Executive Director Feedback Discussion

Mike Milinkovich departed the room and the Board of Directors discussed how best to handle the Executive Directors performance review and any applicable compensation change.   After some discussion, the following Resolution was passed unanimously.

> **RESOLVED**, the compensation committee shall be responsible to complete the annual review for the Executive Director by the end of each Calendar year and following such review have the review and any associated compensation change approved by the Board.

There being no additional business to attend to, Mike Milinkovich thanked all Board Members and declared the meeting adjourned at approximately 4:24 Central Time.

*   *   *   *   *

This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on September 17th, 2008, is attested to and signed by me below.

/s/ Janet Campbell

Secretary of Meeting

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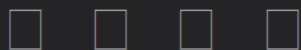
Community of Projects

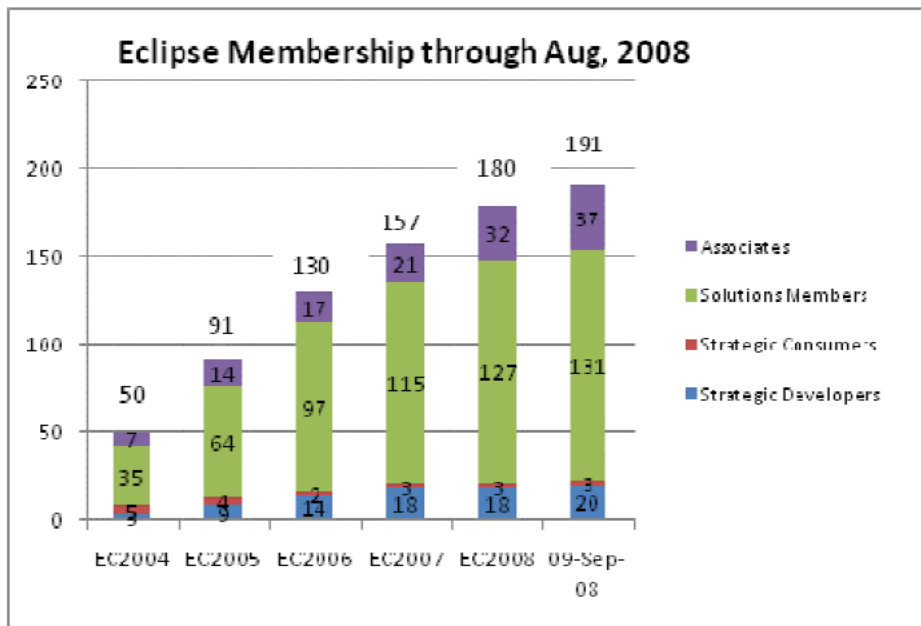Working Groups

Exhibit U

The Members of Eclipse

- 191 members as of September 9, 2008
  - 23 Strategic Members

- 917 committers, representing 50+ organizations
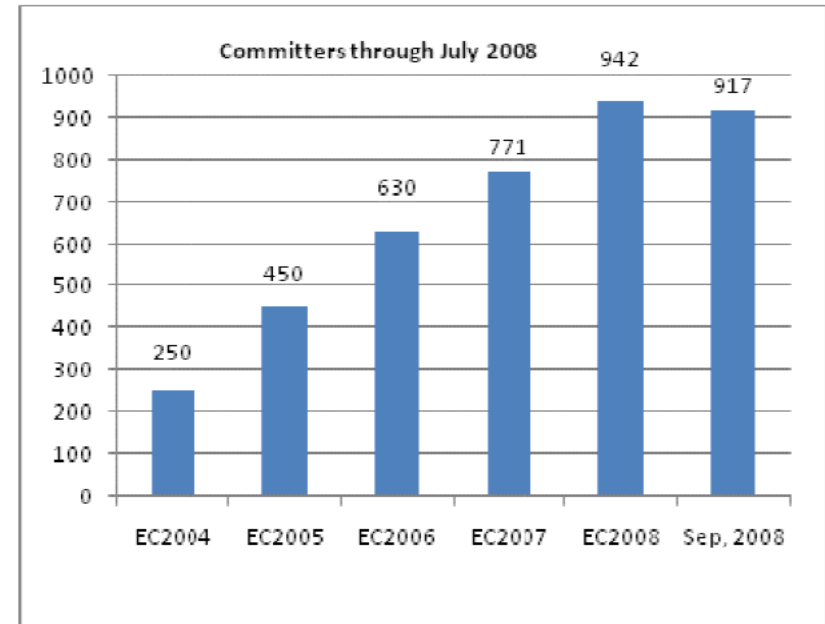
Strategic Members

2

Eclipse Momentum

Members

Committers

# of members and committers as of EclipseCon each year.

Welcome to New Members Since June, 2008

- **Strategic Developers**
  - Sonatype
  - Genuitec

- **Associate Members**
  - DFKI
  - OSGi Alliance
  - CEA Saclay

- **Add-in Providers**
  - Zensar Technologies (India)
  - ZFI
  - Excelsior LLP
  - Netfective
  - NEUXO
  - Soyatec
  - instinctools GmbH
  - Bluenog

Attrition Information Since June, 2008

- mValent – lack of interest
- CapeClear acquired by Workday

Members Not Renewing Stats

Members Not Renewing (All Time)

- Unsatisfied 32%
- Acquired 36%
- Not In Business 32%

(n=69). Jan 2003-Sep 2008.

Members Not Renewing (Past Year)

- Unsatisfied 35%
- Acquired 35%
- Not In Business 30%

(n=17). Sep 2007 - Sep 2008.