

THE ROCKY ENTERPRISE SOFTWARE FOUNDATION

MINUTES OF THE BOARD OF DIRECTORS

January 16, 2023

The initial meeting of the Board of Directors (the “**Board**”) of The Rocky Enterprise Software Foundation (the “**Foundation**”) was held on January 16, 2023 at 8:30 a.m. PST, via video conference.

ATTENDANCE

The following directors, constituting a quorum and all of the current members of the Board, were present via video conference:

Louis Abel
Benjamin Agner
Christopher DiBona
Greg Kroah-Harman
Gregory Kurtzer
Mark Watson

Also present were:

JD Peters, legal counsel and secretary of the meeting
Brian Clemons, Member of the Foundation

Each attendee could hear and be heard by all other directors throughout the meeting.

CALL TO ORDER AND INTRODUCTIONS

Mr. Gregory Kurtzer called the meeting to order. Mr. Kurtzer then led an introduction of the directors.

BOARD DISCUSSION

Next, Mr. Kurtzer led the Board through the previously circulated board materials. First, the Board discussed the values of the Foundation and the expectations of the Board, with an emphasis on putting the Foundation community first. Questions were asked and a discussion ensued.

The Board then reviewed the structure of the Foundation, sponsors, financials, and Foundation performance metrics, including uptake. Questions were asked and a discussion ensued.

The Board then discussed areas of concern and potential issues for the Foundation, PR strategy, and filling critical roles. Questions were asked and a discussion ensued.

BOARD RESOLUTIONS

Next, the Board considered four proposals regarding the structure the Foundation’s Projects and the associated seats on the Board for the Projects. After a presentation of each proposal, a discussion ensued. Following the discussion, a motion was made and seconded to approve the following proposal:

WHEREAS, the Board has considered various proposals for the structure of the Foundation's Projects and the associated seats on the Board for the Projects;

WHEREAS, the Board believes that the following structure is the best structure for the Foundation at this time ("**Proposal 3**"):

- A structure that keeps all Projects together, but allows for different Projects to have different tiers of representation on the Board. For example, a "Tier 1 project" will have 4 Board seats, but other projects will only have a single seat on the Board or the number of Board seats as is determined by the Board.
- The Board will initially create 2 Projects:
 - Rocky Linux (Tier 1 project: 4 Board seats)
 - Peridot (Tier 4 project: 1 Board seat)
- The total number of directors on the Board will be 12 members at this time (including the Foundation Officer positions).
- Shared services, like infrastructure, security & compliance, etc. will be subcommittees of the Board, and will be composed of the relevant members from each Project. These subcommittees will be able to vote and make decisions for the Foundation's shared services, but will not have a seat on the Board. These subcommittees will also be able to bring motions up to the parent Board for vote if needed.

RESOLVED: That the Board hereby approves Proposal 3 as the structure of the Foundation's Projects and the associated seats on the Board for the Projects.

The foregoing recitals and resolutions were unanimously approved by the Board.

ADJOURNMENT

There being no further business, the meeting was adjourned at approximately 9:40 a.m. PST.

Respectfully Submitted,

JD Peters, Secretary of the Meeting