THE ROCKY ENTERPRISE SOFTWARE FOUNDATION

MINUTES OF THE BOARD OF DIRECTORS

August 9, 2023

A meeting of the Board of Directors (the "**Board**") of The Rocky Enterprise Software Foundation (the "**Foundation**") was held on the date set forth above at 9:00 a.m. PST, via video conference.

ATTENDANCE

The following directors, constituting a quorum, were present via video conference:

Louis Abel
Benjamin Agner
Brian Clemens
Christopher DiBona
Mustafa Gezen
Taylor Goodwill
Neil Hanlon
Greg Kroah-Hartman
Gregory Kurtzer
Sherif Nagy
Christopher Stackpole
Ted Tso
Mark Watson

Also present at the meeting were:

JD Peters, legal counsel and secretary of the meeting.

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. Next, Mr. Kurtzer introduced Ted Tso, the newest member of the Board. Mr. Tso introduced himself to the Board and discussed his experience with open source projects, Linux operating systems, and open source foundations.

BOARD DISCUSSION

Next, Mr. Kurtzer led a Board discussion.

First, Mr. Kurtzer gave an update on the Foundation's finances including a bank balance of $583,159.88 including the approved expenditures for recent trade shows including Red Hat's Fedora Flock. The Board discussed certain line items, including the Foundation's tax obligations. This led the Board to continuing the discussion from the previous meetings regarding the Foundation's structure. The Board discussed and brainstormed alternative options for the structure of the Foundation, including converting to a 501(c)(6), considerations regarding forming a co-op structure, leaving as is, and other ideas. The Board did not make a formal decision on the structure, but there was a clear desire from several members about

keeping the current structure. It was also reiterated that the board had previously approved a budget to further investigate options and will leave that open for anyone who wishes to investigate.

Next, the Board discussed the contemplated admission of Warewulf to the Foundation. Mr. Kurtzer informed the Board that discussions with Warewulf had progressed to a place where the Board will have the opportunity to formally review and, if approved, admit Warewulf as a Project of the Foundation in the coming meetings of the Board. This led to the Board discussing the status of the Project Admission Agreement, which Mr. Kurtzer noted is in progress and near final form. The Board also discussed that certain changes would need to be made to the Foundation Bylaws to align with the Project Admission Agreement. The Board reviewed the suggested changes to the Bylaws and determined that they would review after the meeting as well and approve by unanimous written approval or at the next meeting.

Next, the Board discussed the recent actions by Red Hat with respect to downstream projects and the availability of source code. The Board discussed the matter and a motion was made, seconded and unanimously approved to:

"Strongly support the decision of the Rocky Linux Project Board to continue to maintain downstream compatibility."

Next, members of the Rocky Linux Project Board provided an update on Rocky Linux. It was noted that members of the Rocky Linux Project had recently attended the Fedora Flock conference held in Dublin, where members of the Rocky Linux Project met with various stakeholders and community members. It was also noted that the Rocky Linux Project has proposed delivering certain "fast track" packages on an optional basis which would allow for more community contribution to Rocky Linux. Upcoming conferences, Project merchandise, and FIPS code status were also discussed.
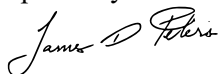
Following the Rocky Linux update, members of the Peridot Project Board provided an update on Peridot. It was noted that Peridot had made progress on two supporting tools and was preparing for a public release. It was noted that Peridot was focused on transparency with respect to the software supply chain.

During each portion of the Board discussion, questions were asked and a discussion ensued.

ADJOURNMENT

There being no further business, the meeting was adjourned at approximately 10:00 a.m. PST.

Respectfully Submitted,

James D Peters

JD Peters, Secretary of the Meeting