

# **THE ROCKY ENTERPRISE SOFTWARE FOUNDATION**

## **MINUTES OF THE BOARD OF DIRECTORS**

**September 13, 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  
Gregory Kurtzer  
Sherif Nagy  
Christopher Stackpole  
Ted Tso  
Mark Watson

The following directors were absent from the meeting:

Neil Hanlon

Also present at the meeting was:

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.

### **BOARD DISCUSSION**

At the meeting the Board engaged in a roundtable discussion regarding various matters, as noted below. No motions were made or approved at the meeting.

First, Mr. Kurtzer provided the Board with an update on the Foundation’s finances, which are mostly unchanged from the last meeting. The Board discussed doing an audit of the Foundation conducted by the Foundation’s current accountant, and discussed the possibility of a more fulsome financial audit at a later date.

Next, the Board continued its discussion regarding the structure of the Foundation. After discussion, the Board determined to retain the current structure. The Board did note, however, that the

Board previously approved a budget for legal and other professional advisors to learn more about options for the Foundation's structure. It was noted that any Board member desiring to take the lead on engaging with those professionals regarding the Foundation's structure may do so provided such Board member notifies the Board.

The Board then discussed the status of the admission of a new project and the related project admission agreement. The Board noted that an amendment to the Foundation's Bylaws was approved by the Board which will facilitate the admission of new Projects. It was noted that the current draft of the Project Admission Agreement would be circulated to the Board prior to the next meeting for consideration.

Next, the Board engaged in a discussion regarding recent announcements and actions by Red Hat regarding the availability of certain source code. First, Mr. Kurtzer provided an overview of the issue to the Board. Mr. Kurtzer then led the Board in a discussion of the various strategies and tactics that the Foundation and its Projects, specifically the Rocky Linux Project, are implementing to navigate the situation.

After a thorough discussion, the Board noted its general opinion that a vibrant and healthy open source ecosystem is a key goal of the Foundation.

Following this discussion, the Board discussed recent and future conferences where the Foundation will have a presence. The Board discussed the upcoming Super Computing Conference and whether the Foundation is best served by having a booth. The Board determined that at this time it would be in the Foundation's best interest to forego a booth this year but that both the attendance by Foundation Members and the availability of swag to hand out to attendees and vendors would be beneficial to the Foundation. An enthusiastic discussion regarding swag ensued.

## **BOARD RESOLUTIONS**

No resolutions were submitted for approval at the meeting.

## **ADJOURNMENT**

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

Respectfully Submitted,

A handwritten signature in cursive script, appearing to read "James D. Peters".

JD Peters, Secretary of the Meeting