Node.js Foundation

MINUTES OF THE PUBLIC SESSION OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

27 July 2015

A public session of a regular meeting of the Board of Directors (the "Board") of Node.js Foundation, a Delaware not-for-profit membership corporation, was held on 27 July 2015 at 2:00 p.m. PT via teleconference.

Directors Attending and Participating in the Meeting:

Todd Moore (IBM), Scott Hammond (Joyent), Gianugo Rabellino (Microsoft), Imad Sousou (Intel), Danese Cooper (PayPal), Brian McCallister (Groupon), and Charlie Robbins (GoDaddy) attended the entire meeting.

Counsel Participating in the Meeting:

Andrew Updegrove (Gesmer Updegrove LLP).

Also Attending the Meeting:

Michael Dolan (The Linux Foundation), Scott Nicholas (The Linux Foundation), Mikeal Rogers (The Linux Foundation), Laura Kempke (The Linux Foundation), and Rod Vagg (Nodesource) also attended the meeting.

Call to Order

Director Hammond called the meeting to order at 2:08 p.m. PT and Ms. Kempke recorded the minutes. A quorum of Directors was established for the conduct of business, and the meeting, having been duly convened, was ready to proceed with business.

Introduction & Agenda

Mr. Nicholas introduced the agenda, welcomed everyone to the meeting and noted the antitrust policy. Mr. Nicholas noted that Apigee had joined the Foundation as a Silver Member.

Acknowledgement of Appointment of Gold and Silver Directors

Mr. Nicholas presented a resolution to acknowledge the election of a Gold Director by the Gold Members and the election of a Silver Director by the Silver Members. Upon motion duly made by Director Moore, duly seconded and approved by all Directors in attendance, the following resolution was adopted:

RESOLVED: That the Board hereby acknowledges the election of the following individual by the Gold Members to serve as a Gold Director (as defined in the By-laws):

- Charlie Robbins (GoDaddy.com)

RESOLVED: That the Board hereby acknowledges the election of the following individual by the Silver Members to serve as a Silver Director (as defined in the Bylaws):

Brian McCallister (Groupon)

Acknowledgement of the Designation of the TSC Director by the Technical Steering Committee

Mr. Nicholas presented a resolution to acknowledge the designation of the TSC Director by the Technical Steering Committee. Upon motion duly made by Director Moore, seconded by Director Rabellino and approved by all Directors in attendance, the following resolution was adopted:

RESOLVED: That the Board hereby acknowledges the designation by the Technical Steering Committee of Rod Vagg as the Technical Steering Committee's representative to the Board and the Board hereby acknowledges Rod Vagg as the "TSC Director," as defined in the By-laws.

Review of Officer Positions

Mr. Nicholas then reviewed the following information with respect to the officers of the Node.js Foundation:

- Chairperson
 - A Platinum Director unless no Platinum Director is willing to be nominated
 - Powers of a chief executive officer, presides over meetings of the Board of Directors
- Vice Chairperson

EXHIBIT A

- A Platinum Director unless no Platinum Director is willing to be nominated
- Performs the duties of the Chairperson in the absence of the Chairperson
- Secretary
 - Records all proceedings of the meetings of the Node.js Foundation and Board of Directors

Mr. Nicholas announced that the following nominations had been received:

- Nominees for Chairperson (in alpha order by Member name):
 - Scott Hammond, Joyent
 - Gianugo Rabellino, Microsoft
 - Danese Cooper, PayPal
- Nominee for Vice Chairperson:
 - Gianugo Rabellino, Microsoft
- Nominee for Secretary:
 - Gianugo Rabellino, Microsoft

Director Rabellino indicated his intent to run for Chairperson only in the absence of other nominees. The Board discussed whether the runner-up in the Chairperson election should be elected as Vice Chairperson, and it was determined that the election of Vice Chairperson would be handled separately, after the election of the Chairperson.

Mr. Nicholas proposed for consideration by the Board that a voting period for the election of Chairperson commence on July 28, 2015, closing by Friday, July 31, 2015. Mr. Nicholas asked whether there were any objections to this approach for the election of Chairperson, and there were no objections from the Directors.

Approval of Minutes

Mr. Nicholas then asked the Directors to approve the minutes of the public session of the June 17, 2015 meeting of the Board of Directors which had been attached as Exhibit A to the slide deck distributed in advance of the meeting. Upon motion duly made by Director Rabellino, seconded by Director McCallister and approved by all Directors in attendance, the following resolution was adopted:

RESOLVED: That the minutes of the public session of the June 17, 2015 meeting of the Board of Directors, in the form attached hereto as <u>Exhibit A</u>, are hereby confirmed, approved and adopted.

EXHIBIT A

Update from the Technical Steering Committee

Mr. Nicholas introduced Mikeal Rogers, Community Manager of the Node.js Foundation. Mr. Rogers in turn introduced Rod Vagg, TSC Director. Director Vagg provided an overview of activities by the Technical Steering Community. Mr. Vagg reviewed planned release and convergence plans, and discussed a planned Collaborator Summit. Director Vagg discussed the employment availability of Jeremiah Senkpiel, who has been valuable to the Technical Steering Committee and the Node.js project. Director Vagg then discussed the potential participation of the Node.js Foundation in ECMA TC39 discussions.

Mr. Rogers then provided an overview on plans with respect to developer travel funds. Mr. Rogers asked for any questions for the Board. Mr. Nicholas then asked the Directors if there were any objections to the proposed plan with respect to developer travel funds, and there were no objections. The Directors voiced their approval for adoption of the proposed developer travel fund.

Vote to Adjourn the Public Session

At 2:52 pm PT, upon motion duly made by Director McCallister and seconded by Director Rabellino, the Directors voted to adjourn the public session of the meeting of the Board of Directors.