

Node.js Foundation

MINUTES OF THE PUBLIC SESSION OF A REGULAR MEETING OF THE BOARD OF DIRECTORS 2 November 2015

A public session of a regular meeting of the Board of Directors (the "Board") of the Node.js Foundation, a Delaware not-for-profit membership corporation, was held on 2 November 2015 at 2:00pm Pacific Time via teleconference.

Directors Attending and Participating

Todd Moore (IBM), Scott Hammond (Joyent), Rod Vagg (NodeSource), Rich Sharples (Red Hat), Gianugo Rabellino (Microsoft), Imad Sousou (Intel)

Also Participating

Scott Nicholas (The Linux Foundation), Todd Benzies (The Linux Foundation), Michael Dolan (The Linux Foundation), Mikeal Rogers (The Linux Foundation)

Counsel Participating

Andrew Updegrave (Gesmer Updegrave, LLP)

Call to Order

Director Hammond called the meeting to order at 2:06pm Pacific Time and Mr. Benzies 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.

Antitrust Compliance Notice

Mr. Nicholas reviewed the Antitrust Compliance Notice contained within the agenda deck distributed for the meeting.

Current Membership

Mr. Nicholas reviewed the current membership and Directors, noting that RisingStack has joined as a Silver member.

Approval of Minutes

Mr. Nicholas asked the Directors to approve the minutes of the public session of the September 28, 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 Hammond, seconded by Director Moore and approved by all Directors in attendance, the following resolution was adopted:

RESOLVED: That the minutes of the public session of the September 28, 2015, meeting of the Board of Directors, in the form attached hereto as Exhibit A, are

hereby confirmed, approved and adopted.

Agenda

Mr. Rogers introduced the agenda. There were no additional topics added.

CollabSummit / Schedule Board Meeting Q1 2016

Mr. Rogers introduced the topic of a face-to-face Board meeting during the first quarter of 2016, noting that co-locating with Linux Foundation Collaboration Summit during March 29-31 in Lake Tahoe, CA is a potential option for consideration.

Discussion ensued, leading to the outcome that the Board would like to hold a face-to-face Board meeting in conjunction with the Linux Foundation Collaboration Summit, potential the day prior to the event. In addition, the Board expressed interested in participating in additional activities while at the event, for example contributing content and discussions via the CFP. Mr. Rogers took the action to schedule the Board meeting, as well as prepare thoughts and process for further participation to be presented at the upcoming Board meeting.

Upon motion duly made by Director Moore, seconded by Director Rabellino and approved by all Directors in attendance, the following resolution was adopted:

RESOLVED: The Board of Directors of the Node.js Foundation will hold the March Board meeting face-to-face in conjunction with the Linux Foundation Collaboration Summit in Lake Tahoe, CA.

TSC Update

Mr. Rogers introduced the topic of the TSC progress and asked Director Vagg to provide an update.

Director Vagg noted that v5.0.0 went out last week. He explained that the TSC is on a compressed time schedule for this year to meet the LTS timeline for October. Director Vagg noted v4 is under the LTS plan and is recommended to be used by organizations with complex deployments. He mentioned that v5 will only be supported for about 8 months. v6 will be the next LTS. Director Vagg reported that the release went well, however there was some difficulty in the messaging and this could get refined.

Director Vagg noted that there is security concern of a denial of service bug and that it is not yet public. Shortly, the TSC will announce general information about the bug, as well as a timeframe and who is impacted.

Director Vagg noted that the API Workgroup had their first meeting recently and need additional contributors to define and implement an API for compliance.

Director Vagg updated the Board regarding the umbrella (project lifecycle), noting that the TSC has created a core top-level project and that authority over core has been given to that project.

Member Travel Fund Resolution

Mr. Rogers introduced the topic of the member travel fund and provided a brief overview. A comment was made that quality control is extremely important. Mr. Rogers noted that the TSC will be vetting the requests. Upon motion duly made by Director Vagg, seconded by Director Sharples and approved by all Directors in attendance, the following resolution was adopted:

RESOLVED: That the board hereby establishes a fund for Individual Member travel under the following conditions. That the fund be managed by the TSC and each member granted a stipend be approved by the TSC under a formally documented process based on EXHIBIT C. That the TSC may make improvements to this process documented at <https://github.com/nodejs/TSC/blob/master/Member-Travel-Fund.md> That the fund not exceed the \$75K budget allocated for "Event and Tradeshow Participation.

Plan for Future Meetings

Mr. Rogers introduced the topic of planning for future meetings, noting that the next Board meeting will be face-to-face at Node.js Interactive on December 7th. Mr. Rogers noted that the Directors should have all arrived by 5:00pm Pacific Time on that date and called for any timing constraints from the Directors. There were no constraints voiced. Mr. Rogers took the action to schedule the location and time for the meeting, noting that there will be a conference line for any Director that is not able to attend in person.

Adjournment

At 2:41pm Pacific Time, upon motion duly made by Director Hammond and seconded by Director Moore, the Directors voted to adjourn the public session of the meeting of the Board of Directors.

Respectfully submitted,

Gianugo Rabellino