Eclipse Foundation AISBL
International not-for-profit association
Rond Point Schuman 11 Brussels 1040 Belgium
VAT BE 0760.624.114
RLE Brussels (French-speaking Enterprise Court)
(THE “ASSOCIATION”)

Minutes of the Meeting
of
Board of Directors

March 24-25, 2021

A Meeting of the Board of Directors (the “Board”) of Eclipse Foundation AISBL was held as a regularly scheduled conference call scheduled to begin at 14:00 CET on both days.

Present or validly represented at the meeting were the following Directors:

<table>
<thead>
<tr>
<th>Present 3/24</th>
<th>Present 3/25</th>
<th>Director</th>
<th>Organization</th>
</tr>
</thead>
<tbody>
<tr>
<td>Y</td>
<td>Y</td>
<td>Adam Gibson</td>
<td>Skymind</td>
</tr>
<tr>
<td>Represented by Ed Merks</td>
<td>Y</td>
<td>Andrey Loskutov</td>
<td>Elected Committer Representative</td>
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<tr>
<td>Y</td>
<td>Y</td>
<td>Basem Vaseghi</td>
<td>Daimler TSS</td>
</tr>
<tr>
<td>Y</td>
<td>Y</td>
<td>Bryan Che</td>
<td>Huawei</td>
</tr>
<tr>
<td>Y</td>
<td>Y</td>
<td>Chris Aniszczyk</td>
<td>Elected Committer Representative</td>
</tr>
<tr>
<td>Y</td>
<td>Y</td>
<td>Deborah Bryant</td>
<td>Red Hat</td>
</tr>
<tr>
<td>Y</td>
<td>Y</td>
<td>Ed Merks</td>
<td>Elected Committer Representative</td>
</tr>
<tr>
<td>Y</td>
<td>Y</td>
<td>Etienne Juliet</td>
<td>OBEO</td>
</tr>
<tr>
<td>Y</td>
<td>N</td>
<td>Farah Papaioannou</td>
<td>Elected Contributing Representative</td>
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<tr>
<td>Y</td>
<td>Y</td>
<td>Gunnar Wagenknecht</td>
<td>Elected Contributing Representative</td>
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<tr>
<td>Y</td>
<td>Y</td>
<td>Jim Wright</td>
<td>Oracle</td>
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<tr>
<td>Y</td>
<td>Y</td>
<td>Kenji Kazumura</td>
<td>Fujitsu</td>
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<tr>
<td>Y</td>
<td>Y</td>
<td>Matthias Sohn</td>
<td>SAP SE</td>
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<tr>
<td>Y</td>
<td>N</td>
<td>Navin Ramachandran</td>
<td>IOTA Foundation</td>
</tr>
<tr>
<td>Y</td>
<td>Y</td>
<td>Pradeep Balachandran</td>
<td>IBM</td>
</tr>
<tr>
<td>Y</td>
<td>Y</td>
<td>Robert Hilbrich</td>
<td>DLR</td>
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<tr>
<td>N</td>
<td>N</td>
<td>Sebastien Girard</td>
<td>CEA List</td>
</tr>
<tr>
<td>Y</td>
<td>Y</td>
<td>Steffen Evers</td>
<td>Bosch</td>
</tr>
<tr>
<td>Y</td>
<td>Y</td>
<td>Tom Ritter</td>
<td>Fraunhofer FOKUS</td>
</tr>
<tr>
<td>Y</td>
<td>Y</td>
<td>Torkild Ulvøy Resheim</td>
<td>Elected Contributing Representative</td>
</tr>
</tbody>
</table>
Present at the invitation of the Board were Mike Milinkovich, Executive Director, and Paul White, Secretary/Treasurer, of Eclipse Foundation AISBL, as well as Kevin Sutter of IBM. Present at the invitation of the Board for portions of the meeting were Thabang Mashologu and Mikael Barbero of Eclipse Foundation.

The following proxies were submitted to the Secretary by the following Board members:


AGENDA

The following agenda was proposed for the meeting, the materials for which are attached as Annex 1:

1. Approval of Agenda
2. General Business Items
   A. Eclipse Antitrust Policy
   B. Approval of January 13, 2021 and Feb 17, 2021 minutes (see attached)
   C. Approval of 2021 Board meeting schedule (see attached)
3. March 2020 Operations Update
4. Summary of Strategic Initiatives in European Union
5. Open Source Supply Chain Security
6. Discussion of Potential Collaboration with OpenAtom
7. Approval of Eclipse VOLTTRON to use PyZMQ, Chardet, and Modbus-TK under the LGPL
8. Discussion of findings from our membership survey
9. Marketing Update
10. Management Reports
    A. Membership Update
    B. Projects Update
    C. Working Groups Update
    D. Adoptium Update
    E. Jakarta EE Update
    F. Eclipse IoT, Edge Native, and Sparkplug Update
    G. Eclipse Cloud Development Tools Update
11. Adjournment

VALIDITY

The Secretary established from the attendance list that a quorum of members were present or properly represented, that the meeting had been validly convened, and the meeting could validly deliberate and decide on the matters listed on the agenda.
GENERAL BUSINESS

Wednesday, March 24, 2021

The meeting was called to order at 14:03 CET by Mike Milinkovich.

Mike Milinkovich informed the Board that the Board elections were completed, and that all three of the current Contributing Member representatives were acclaimed for the period April 1, 2021 - March 31, 2022, and that Chris Aniszczyk, Ed Merks, and Kevin Sutter had been elected as Committer Member representatives for the period April 1, 2021 - March 31, 2022. Mike thanked Andrey Luskotuv for his service to the Board as the interim Committer Representative on the Board for the past few months.

The Board agreed that for all decisions to be taken during the meeting, votes would be held by the Executive Director asking members to voice: a) those voting in favor, b) those voting against, and c) those abstaining.

1. Approval of Agenda

Mike Milinkovich reviewed the agenda with the Board. With all Board members present or validly represented at the meeting voting in favor, the agenda was approved unanimously by the Board.

2. General Business Items

Antitrust Policy

Mike Milinkovich reminded the Board of its obligations under the Foundation’s anti-trust policies, attached as Appendix 2A.

Minutes

Mike Milinkovich introduced a discussion of the minutes of the January 13, 2021 Board Meeting, attached as Appendix 2B. With the exception of Basem Vaseghi and Gunnar Wagenknecht who both abstained, and with all other Board members present or validly represented at the meeting voting in favor, the Board passed the following resolution:

RESOLVED, the Board approves the draft minutes of the January 13, 2021 Board Meeting as circulated.

Mike Milinkovich introduced a discussion of the minutes of the February 17, 2021 Board Meeting, attached as Appendix 2C. With the exception of Matthias Sohn who abstained, and with all other Board members present or validly represented at the meeting voting in favor, the
Board passed the following resolution:

RESOLVED, the Board approves the draft minutes of the February 17, 2021 Board Meeting as circulated.

2021 Board Meeting Schedule

Mike Milinkovich introduced a schedule of proposed dates for the Board’s meetings in 2021. Mike noted that while the dates of all meetings for 2021 remained the same as the schedule approved by the Board at its January 20, 2021 meeting. However, due to the continuing uncertainty due to the Covid-19 pandemic, the face-to-face meetings originally scheduled for June and October were now scheduled to be held as virtual meetings instead. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the following schedule of meetings for 2021:

NOTE: All meetings tentatively scheduled for 90 minutes, except for March, June and October meetings which are 3 hours.

<table>
<thead>
<tr>
<th>Date</th>
<th>Time</th>
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<tbody>
<tr>
<td>Wednesday, January 20</td>
<td>10:30 - 12:00 EST</td>
</tr>
<tr>
<td>Wednesday, February 17</td>
<td>9:00 - 10:30 EST</td>
</tr>
<tr>
<td>Wednesday, March 24</td>
<td>9:00 - 12:00 EDT</td>
</tr>
<tr>
<td>Thursday, March 25</td>
<td>9:00 - 12:00 EDT</td>
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<tr>
<td>Wednesday, April 21</td>
<td>10:30 - 12:00 EDT</td>
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<tr>
<td>Wednesday, May 19</td>
<td>9:00 - 10:30 EDT</td>
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<tr>
<td>Tuesday, June 15</td>
<td>9:00 - 12:00 EDT</td>
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<tr>
<td>Wednesday, June 16</td>
<td>9:00 - 12:00 EDT</td>
</tr>
<tr>
<td>Thursday, June 17</td>
<td>9:00 - 12:00 EDT</td>
</tr>
<tr>
<td>Wednesday, July 21</td>
<td>10:30 - 12:00 EDT</td>
</tr>
<tr>
<td>Wednesday, August 18</td>
<td>9:00 - 10:30 EDT</td>
</tr>
<tr>
<td>Wednesday, September 15</td>
<td>10:30 - 12:00 EDT</td>
</tr>
<tr>
<td>Wednesday, October 20</td>
<td>9:00 - 12:00 EDT</td>
</tr>
<tr>
<td>Thursday, October 21</td>
<td>9:00 - 12:00 EDT</td>
</tr>
<tr>
<td>Wednesday, November 17</td>
<td>9:00 - 10:30 EST</td>
</tr>
<tr>
<td>Wednesday, December 15</td>
<td>10:30 - 12:00 EST</td>
</tr>
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Paul White agreed to redistribute the schedule with UTC times added.

3. March 2020 Operations Update

Mike Milinkovich provided to the Board an update on the operations of the Foundation. Mike framed the update as a “no news is good news” report. More specifically, Mike noted that, based on the first two months of the Foundation’s fiscal year, the Foundation’s operations are generally matching the budgeted plan and are as expected. Mike also highlighted that currency
fluctuations have an impact on the budget, and that management is tracking these fluctuations. Mike reminded the Board that close to 70% of the Foundation’s membership renewals occurs in the first quarter of the year and that virtually all members have renewed through this period. In particular, Mike noted the migration of Strategic memberships to Eclipse Foundation AISBL is complete, and that migration of the Contributing memberships is now underway, and overall has been well received.

4. Summary of Strategic Initiatives in European Union

Mike Milinkovich provided the Board with an overview of the strategic initiatives being pursued by the Foundation. Mike noted that the opportunities exist as a direct result of the Foundation’s recent corporate restructuring and creation of Eclipse Foundation AISBL, and that he believes that, while still early days with each of them, the Foundation is well positioned to be an active and strategic participant in many emerging EU-based open source initiatives.

5. Open Source Supply Chain Security

Mikael Barbero of the Eclipse Foundation walked the Board through the Foundation’s current investigation into making improvements to the supply chain security of our open source projects. Mikael indicated the Foundation is exploring engaging with projects and working groups that are interested in pursuing these security strategies, and will work with them in developing and capturing best practices. Mike Milinkovich noted that best practices are evolving, and that education is required and that engagement would be voluntary.

6. Discussion of Potential Collaboration with OpenAtom

Bryan Che of Huawei introduced the topic of having Eclipse Foundation explore potential collaboration with the OpenAtom Foundation. Bryan explained that OpenAtom is a new open source foundation based in China with the purpose of growing and serving the Chinese open source community. Bryan further explained that OpenAtom’s objectives are to have a global presence while focusing primarily on the Chinese open source ecosystem.

The meeting was adjourned for the day.

March 25, 2021

The meeting was again called to order at 14:03 CET by Mike Milinkovich. The Secretary did roll call again, and again established from the attendance list that a quorum of members continued to be present or properly represented, and the meeting could validly deliberate and decide on the remaining matters listed on the agenda.

7. Approval of Eclipse VOLTTRON to use PyZMQ, Chardet, and Modbus-TK under the LGPL
Mike Milinkovich introduced a proposal to enable the Eclipse VOLTTRON project to distribute of the Chardet and Modbus-TK libraries under the LGPL 2.0 license, and PyZMQ under the BSD-3-Clause, LGPL-2.0, and LGPL-3.0 licenses, the related materials for which are attached as Appendix 7. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board unanimously approves the distribution by the Eclipse VOLTTRON project of the Chardet and Modbus-TK libraries under the LGPL 2.0 license, and PyZMQ under the BSD-3-Clause, LGPL-2.0, and LGPL-3.0.

8. Discussion of findings from our membership survey

Mike Milinkovich introduced a discussion of the findings of the recent Member survey conducted by the Foundation with its corporate membership, the related materials for which are attached as Appendix 8. Mike explained that, overall, the feedback matched the staff’s expectations, and that many of the activities currently listed in the 2021 Program Plan align with the findings of the survey. Mike stated he would include highlights of the survey results in the upcoming Annual Community Report to be released in Q2.

9. Marketing Update

Thabang Mashologu, Vice President of Marketing and Corporate Development of Eclipse Foundation, updated the Board on the current and planned marketing activities of the Foundation, the related materials for which are attached as Appendix 9. Thabang noted that many of the initiatives are aligned with the Foundation’s corporate restructuring.

10. Management Reports

Membership Update

Mike Milinkovich updated the Board on the current status of the Membership and highlighted the new members that have joined the Foundation since the October 2020 Board meeting, the related material for which is attached in Appendix 10A.

Projects Update

Mike Milinkovich provided to the Board a summary of the Foundation’s projects, the related material for which is attached in Appendix 10B. Mike drew attention to the fact that after EMO’s active intervention with the project, Eclipse BIRT is once again functioning as an active project.
**Working Groups Update**

Mike Milinkovich provided to the Board a summary of the Foundation’s working groups as a whole, the related material for which is attached in Appendix 10C.

**Working Group Updates**

Mike Milinkovich provided the Board with an update on each of the Adoptium, Jakarta EE, Iot, Sparkplug, Edge Native, and ECD Tools working groups, the related material for which is attached as Appendices 10D-10G.

**Adjournment**

The meeting was then adjourned at 16:40.

**Action Items:**

Paul White agreed to redistribute the 2021 Board schedule of meetings with UTC times added.

* * * * * *

This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on March 24-25, 2021, is attested to and signed by me below.

/s/ Paul White  
Secretary of Meeting