

Eclipse Foundation AISBL

International not-for-profit association
Rond Point Schuman 11 Brussels 1040 Belgium
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RLE Brussels (French-speaking Enterprise Court)
(THE "ASSOCIATION")

Minutes of the Meeting of Board of Directors

17 November 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 15:00 CET.

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

Present	Director	Organization
N	Basem Vaseghi	Daimler TSS
Y	Bryan Che	Huawei
Y	Chris Aniszczyk	Elected Committer Representative
N	Deborah Bryant	Red Hat
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
N	Farah Papaioannou	Elected Contributing Representative
Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	James Eggleston	European Space Agency
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Kevin Sutter	Elected Committer Representative
Y	Matthias Sohn	SAP SE
N	Navin Ramachandran	IOTA Foundation
Y	Pradeep Balachandran	IBM
Y	Robert Hilbrich	DLR
N	Sebastien Gerard	CEA List
Y	Steffen Evers	Bosch
Y	Stephen Walli	Microsoft
Y	Tom Ritter	Fraunhofer FOKUS
Y	Torkild Ulvøy Resheim	Elected Contributing Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, and Paul White, Secretary/Treasurer, of Eclipse Foundation AISBL, and Konstantin Stumvoll of DLR.

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

1. None

AGENDA

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

1. Roll call and approval of agenda
2. General Business
 - a. Approval of Eclipse Foundation AISBL October 20-21, 2021 Board full and abridged meeting minutes
 - b. Approval of Eclipse Digital Twin Top Level Project and PMC Lead
3. Approval of reduction of the number of Board members and resignation of Adam Gibson as Board member
4. Approval of additional Board member and appointment of James Eggleston as Board member
5. Approval of the appointment of statutory auditor
6. Approval of updates to the Eclipse Foundation Membership Agreement Schedule C
7. Discussion of whether to change the Board meeting in March 2022 to be a f2f meeting
8. Discussion of updates to the Eclipse Code of Conduct
9. Review of the Working Group Program Plan and Budget process

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

The meeting was called to order at 15:04 CET by Mike Milinkovich.

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

a. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the October 20-21, 2021 Board Meeting, attached as Appendix 2A. With Matthias Sohn and Steffen Evers abstaining and all Board members present or validly represented at the meeting voting in favor, the Board passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the October 20-21, 2021 Board Meeting as circulated and amended.

c. Approval of the Eclipse Digital Twin Top Level Project and PMC Lead

Mike Milinkovich introduced a proposal to create the Eclipse Digital Twin Top Level Project, the related materials for which are attached as Appendix 2B. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolutions:

RESOLVED, the Board approves the Eclipse Digital Twin Top-level Project charter.

RESOLVED, the Board approves Andreas Orzelski as the PMC Lead for the Eclipse Digital Twin Top-level Project.

3. Approval of reduction of the number of Board members and resignation of Adam Gibson as Board member

Mike Milinkovich explained that Konduit has recently modified their membership level and they are no longer a Strategic member of the Foundation, and that in accordance with Article 23.2 a) of the Bylaws, the number of Board members thus has decreased by one, and Adam Gibson is deemed to have resigned as a director of the Board. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolutions:

WHEREAS, Konduit has terminated their Strategic Membership in the Eclipse Foundation, and in accordance with Article 23.2, a) of the Bylaws, the number of

Directors of the Board of Directors immediately decreases by one, and Adam Gibson is deemed to have resigned as a Director of the Board; therefore

RESOLVED, the Board grants power to Ruth Wirtz, Laurent De Pauw, and Nora Myriam Lazar, attorneys-at-law with office at Bastion Tower, Marsveldplein 5, 1050 Brussels, or any other attorney-at-law from the firm Osborne Clarke, with office at the same address, each acting alone and with power to substitute, to act on behalf of the Eclipse Foundation AISBL in order to comply with the legal requirements resulting from these minutes, and in particular the publication of an extract of these minutes in the Annexes to the Belgian State Gazette and the updating of the Eclipse Foundation AISBL registration information at the register of legal persons of the Belgian Crossroads Bank of Enterprises. The proxies are authorized to sign every document, form, register, notification or letter and to take every necessary step towards the Enterprise Court, the one-stop business shops and the Belgian Crossroads Bank of Enterprises and more generally, to undertake any action necessary following these minutes.

4. Approval of additional Board member and appointment of James Eggleston as Board member

Mike Milinkovich informed the Board that the European Space Agency (ESA) has recently joined Eclipse Foundation AISBL as a Strategic Member, and that as a result, the number of thus has increased by one, and ESA is entitled to nominate a representative to the Board. Mike noted that James Eggleston has been nominated by ESA to serve as director, and that the Board must formally co-opt James Eggleston as a director. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolutions:

WHEREAS, European Space Agency has joined the Eclipse Foundation as a Strategic Member, and in accordance with Article 23.2, a) of the Bylaws, the number of Directors of the Board of Directors immediately increases by one, which constitutes a vacancy within the meaning of Article 24.7, para. 1, (ii) of the Bylaws; therefore

RESOLVED, the Board approves, in accordance with Article 24.7 of the Bylaws, that James Eggleston is co-opted on behalf of European Space Agency as Strategic Member Director, as that term is defined in the Bylaws, as from as the date of this meeting until the next general assembly that will decide on the new Board to be subsequently appointed. In accordance with article 27.1 of the Bylaws, his mandate will not be remunerated; and

RESOLVED FURTHER, the Board grants power to Ruth Wirtz, Laurent De Pauw, and Nora Myriam Lazar, attorneys-at-law with office at Bastion Tower, Marsveldplein 5, 1050 Brussels, or any other attorney-at-law from the firm Osborne Clarke, with office at the same address, each acting alone and with power to substitute, to act on behalf of the Eclipse Foundation AISBL in order to comply with the legal requirements resulting from

these minutes, and in particular the publication of an extract of these minutes in the Annexes to the Belgian State Gazette and the updating of the Eclipse Foundation AISBL registration information at the register of legal persons of the Belgian Crossroads Bank of Enterprises. The proxies are authorized to sign every document, form, register, notification or letter and to take every necessary step towards the Enterprise Court, the one-stop business shops and the Belgian Crossroads Bank of Enterprises and more generally, to undertake any action necessary following these minutes.

5. Approval of the appointment of EY as statutory auditor

Paul White explained to the Board that management has reached an agreement in principle with EY to serve as statutory auditor for the Association. Paul explained that, in accordance with Belgian law, it is a requirement that the auditor is appointed by the General Assembly and that such appointment be made for a minimum of 3 years. To facilitate this, Paul stated that FinCom had supported entering this agreement with EY, and now is asking the Board to recommend to the General Assembly to appoint EY as statutory auditor. Paul explained the matter would be brought before the General Assembly in an extraordinary general assembly meeting on December 15, 2021. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, that the Board recommends that the General Assembly appoint as statutory auditor EY Réviseurs d'Entreprises SRL, whose registered office is located at 1831 Diegem, De Kleetlaan 2, registered with the Crossroads Bank for Enterprises under number 0446.334.711, represented by Mr Carlo-Sébastien D'Addario, auditor. The auditor's mandate will expire at the end of the ordinary general meeting called to approve the accounts for the financial year ending on December 31, 2023. The annual fees have been fixed at 9.000€ excluding VAT.

6. Approval of updates to the Eclipse Foundation Membership Agreement Schedule C

Mike Milinkovich introduced a discussion of amending Schedule C of the Association's Membership Agreement, the related materials for which are attached as Appendix 6. Mike reminded the Board they first discussed this topic at the October 2021 meeting. Mike explained the current Schedule C makes reference to a discount of 10% in the Membership Fees that was made available to existing members on a one-time basis from October 1, 2020 through September 30, 2021, and as the period for the discount has passed, it would be prudent to update the Schedule to eliminate the language describing this discount. 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 Eclipse Foundation AISBL Membership Agreement as presented.

7. Discussion of whether to change the Board meeting in March 2022 to be a f2f meeting

Mike Milinkovich introduced a discussion of whether the Board wished to change the currently scheduled March 2022 Board meeting from the current plan of holding a virtual meeting to instead hold a face-to-face meeting. The Board decided to leave the meeting as a virtual meeting due to ongoing uncertainty related to the global pandemic.

8. Discussion of updates to the Eclipse Code of Conduct

Mike Milinkovich explained that he had taken the action item in the October 2021 meeting to facilitate a meeting to enable the Board members interested in the topic to discuss with the Association’s counsel, and that he was hoping to have this meeting be held in the upcoming week or two.

9. Review of the Working Group Program Plan and Budget process

Mike Milinkovich introduced a discussion of the Association’s working group program plan and budget process, the related materials for which are attached as Appendix 9. Mike explained this process has been shared with all of the Association’s working group steering committees and has been valuable in improving the process by which working groups establish their program plans and budgets.

Action Items:

None

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on November 17, 2021, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting