

Eclipse Foundation AISBL

International not-for-profit association
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(THE "ASSOCIATION")

Minutes of the Meeting of Board of Directors

19 July 2023

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 16h30 CEST.

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

Present	Director	Organization
Y	Andreas Nauerz	Bosch
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
Y	Gorkem Ercan	Red Hat
N	Gunnar Wagenknecht	Elected Contributing Representative
Y	Hendrik Ebbers	Elected Contributing Representative
N	Ian Robinson	IBM
Y	James Eggleston	European Space Agency
Y	Johannes Matheis	Elected Contributing Representative
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
N	Robert Hilbrich	DLR
N	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Proxy	Stephen Walli	Microsoft
N	Tom Ritter	Fraunhofer FOKUS
Y	Wolfgang Gehring	Mercedes-Benz Tech Innovation GmbH

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Paul White, Secretary/Treasurer, Gael Blondelle, Chief Membership Officer, and Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL.

Regrets were received from Robert Hilbrich, Ian Robinson, and Stephen Walli.

The following proxy was submitted to the Secretary by the following Board members: Stephen Walli.

AGENDA

The following agenda was proposed for the meeting, the materials for which were posted on the Association's Board portal.

1. Roll Call and Approval of Agenda
2. General Business
 - a. Approval of 27-28 June 2023 Board meeting full and abridged minutes
 - b. Update on action items
3. Approval of Eclipse Group Management Committee
4. Approval of the updated Eclipse Foundation Development Process
5. Update on IT Services
6. Update on Marketing
7. Update on OpenAtom Agreement

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 16h34 CEST 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 27-28 June 2023 Board Meeting, attached as *Appendix 2*. With Jim Wright, James Eggleston and Matthias Sohn abstaining, 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 full and abridged minutes of the 27-28 June 2023 Board Meeting as circulated.

3. Approval of Eclipse Group Management Committee

Mike Milinkovich reminded the board that the proposal of the creation of an Eclipse Group Management Committee had been discussed at the June board meeting, and that no further changes had been proposed to the proposal since then.

With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

WHEREAS, the board of directors of Eclipse.org Foundation, Inc. adopted the “International Strategy” in 2020 that saw the creation of Eclipse Foundation AISBL and Eclipse Foundation Canada, as well as the transfer of ownership of Eclipse Foundation Europe GmbH to Eclipse Foundation AISBL, and subsequently each of the respective boards of these legal entities adopted the same “International Strategy”; and

WHEREAS, the four aforementioned Eclipse Foundation legal entities, referred to as the Eclipse Group, have been operating in coordination as prescribed in the International Strategy, and have taken steps to ensure the overall operation of the Eclipse Group is done so in fulfillment of the respective purposes of each legal entity in coordination; and

WHEREAS, it is deemed beneficial and consistent with the “International Strategy” and with the purposes of Eclipse Foundation as stipulated in the respective bylaws that the officers of these respective legal entities form an Eclipse Group Management Committee within the Eclipse Foundation AISBL that enables this coordination of operations to continue in a more structured way; and

WHEREAS, it is deemed that the formation of such an Eclipse Foundation Management Committee does not impede or alter the responsibilities of the respective roles of the officers of each of these companies, is not binding on any of the legal entities, nor is in conflict with the respective purpose or bylaws of each of these companies; and

WHEREAS, given its specific inter-group mission, role and composition, it is deemed appropriate that the Board, by virtue of its residual powers as stipulated in Article 22.1, §2 of the Eclipse Foundation AISBL bylaws, establishes the Eclipse Group Management Committee as a specific Committee subject to its own charter and rules, but not as an ad hoc Board Committee as set out in Article 33 of the bylaws of the Eclipse Foundation AISBL;

RESOLVED, in accordance with the residual powers granted to the Board by Article 22.1 §2 of the Eclipse Foundation AISBL bylaws, to set up an Eclipse Group Management Committee and in execution of the foregoing.

FURTHER RESOLVED, that the Board asks that management form, in conjunction with the management of the other legal entities comprising the Eclipse Group, an Eclipse Group Management Committee that is comprised of a subset of the officers of each of the Eclipse Group of companies, and that this Committee serves to make recommendations to management regarding the coordinated operation of the Eclipse Group.

FURTHER RESOLVED, that this Eclipse Group Management Committee has a pure advisory role and serves to make recommendations to management of the Eclipse Group entities regarding the coordinated operation of the Eclipse Group.

4. Approval of the updated Eclipse Foundation Development Process

Mike Milinkovich reminded the board that they had reviewed a set of proposed changes to the Eclipse Foundation Development Process at the June board meeting, attached as Appendix 3. Mike informed the Board that these changes had been reviewed by Architecture Council, and that the Council did vote to recommend approval to the Board.

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 Development Process version 1.11 as presented.

5. Update on IT Services

Paul White updated to the Board on the Foundation's IT initiatives, the related material for which is attached in *Appendix 5*. Paul noted the dedication of the entire IT team, and in particular the leadership provided by Denis Roy.

6. Update on Marketing

Mike Milinkovich updated the Board on the Foundation's Marketing initiatives, the related material for which is attached in *Appendix 6*.

7. Update on OpenAtom Agreement

Adjournment

The meeting was adjourned at 17:29 CEST.

Action Items: n/a

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on 19 July 2023, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting