

## Eclipse Foundation AISBL

International not-for-profit association  
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RLE Brussels (French-speaking Enterprise Court)  
(THE "ASSOCIATION")

### Minutes of the Meeting of Board of Directors

March 24-25, 2021

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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:

<b>Present 3/24</b>	<b>Present 3/25</b>	<b>Director</b>	<b>Organization</b>
Y	Y	Adam Gibson	SkyMind
Represented by Ed Merks	Y	Andrey Loskutov	Elected Committer Representative
Y	Y	Basem Vaseghi	Daimler TSS
Y	Y	Bryan Che	Huawei
Y	Y	Chris Aniszczyk	Elected Committer Representative
Y	Y	Deborah Bryant	Red Hat
Y	Y	Ed Merks	Elected Committer Representative
Y	Y	Etienne Juliot	OBEO
Y	N	Farah Papaioannou	Elected Contributing Representative
Y	Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	Y	Jim Wright	Oracle
Y	Y	Kenji Kazumura	Fujitsu
Y	Y	Matthias Sohn	SAP SE
Y	N	Navin Ramachandran	IOTA Foundation
Y	Y	Pradeep Balachandran	IBM
Y	Y	Robert Hilbrich	DLR
N	N	Sebastien Girard	CEA List
Y	Y	Steffen Evers	Bosch
Y	Y	Tom Ritter	Fraunhofer FOKUS
Y	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, 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:

1. Andrey Luskotuv assigned his proxy to Ed Merks for March 24, 2021.

## **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. Adoption 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.

Wednesday, January 20	10:30 - 12:00 EST
Wednesday, February 17	9:00 - 10:30 EST
Wednesday, March 24	9:00 - 12:00 EDT
Thursday, March 25	9:00 - 12:00 EDT
Wednesday, April 21	10:30 - 12:00 EDT
Wednesday, May 19	9:00 - 10:30 EDT
Tuesday, June 15	9:00 - 12:00 EDT
Wednesday, June 16	9:00 - 12:00 EDT
Thursday, June 17	9:00 - 12:00 EDT
Wednesday, July 21	10:30 - 12:00 EDT
Wednesday, August 18	9:00 - 10:30 EDT
Wednesday, September 15	10:30 - 12:00 EDT
Wednesday, October 20	9:00 - 12:00 EDT
Thursday, October 21	9:00 - 12:00 EDT
Wednesday, November 17	9:00 - 10:30 EST
Wednesday, December 15	10:30 - 12:00 EST

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