

Eclipse Foundation AISBL

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

Minutes of the Meeting of Board of Directors

April 21, 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 15:30 CET.

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

Present	Director	Organization
Y	Adam Gibson	Skymind
Y	Basem Vaseghi	Daimler TSS
Y	Bryan Che	Huawei
Y	Chris Aniszczyk	Elected Committer Representative
Y	Deborah Bryant	Red Hat
Y	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBEO
Represented by Ed Merks	Farah Papaioannou	Elected Contributing Representative
N	Gunnar Wagenknecht	Elected Contributing Representative
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 Girard	CEA List
Y	Steffen Evers	Bosch
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. Present at the invitation of the Board for portions of the meeting were Thabang Mashologu of Eclipse Foundation and Kate McCarthy of ClearPath Strategies.

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

1. Farah Papaioannou assigned her proxy to Ed Merks.

AGENDA

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

1. Approval of Agenda
2. Discussion of strategic research on membership drivers
3. Approval of Eclipse Foundation AISBL March 24-25, 2021 Board meeting full and abridged minutes
4. Approval of membership revenue recognition process
5. 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 15:33 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. Discussion of strategic research on membership drivers

Mike Milinkovich explained that Eclipse Foundation, and in particular the Jakarta EE Working

Group, had engaged ClearPath Strategies Inc. to carry out strategic research into key membership drivers for organizations. Mike invited Kate McCarthy, the lead researcher on the initiative from ClearPath Strategies, to present their findings to the Board, the related material for which are attached as Appendix 2.

3. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the March 24-25, 2021 Board Meeting, attached as Appendix 3A and 3B. 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 draft full and abridged minutes of the March 24-25, 2021 Board Meeting as circulated.

4. Update on the Transition for Corporate Restructuring

Mike Milinkovich updated the Board on the progress made with respect to transitioning Members from Eclipse.org Foundation, Inc. to Eclipse Foundation AISBL, the related material for which is attached as Appendix 4. In particular, Mike walked the Board through the process by which membership and working group revenues are being collected and managed with respect to the two affiliated organizations.

5. Adjournment

The meeting was then adjourned at 17:20.

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 April 21, 2021, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting