

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

20-21 October 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 each day.

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

| Present 10/20 | Present 10/21 | Director | Organization |
|--------------------------|--------------------------|-------------------------|-------------------------------------|
| Y | Y | Adam Gibson | Skymind |
| Y | Y | Basem Vaseghi | Daimler TSS |
| Y | N | 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 |
| N | Y | Farah Papaioannou | Elected Contributing Representative |
| Y | Y | Gunnar Wagenknecht | Elected Contributing Representative |
| Y | Y | Jim Wright | Oracle |
| Y | Y | Kenji Kazumura | Fujitsu |
| Y | Y | Kevin Sutter | Elected Committer Representative |
| Proxy | Proxy | Matthias Sohn | SAP SE |
| N | N | Navin Ramachandran | IOTA Foundation |
| Y | Y | Pradeep Balachandran | IBM |
| Y | Y | Robert Hilbrich | DLR |
| N | Y | Sebastien Gerard | CEA List |
| N | N | Steffen Evers | Bosch |
| Y | N | Stephen Walli | Microsoft |
| Y | N | 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, and Peter Giese of SAP. Also in attendance for parts of the meeting were Martijn Verburg of Microsoft, Stephanie Fairchild of ClearPath Strategies, and Clark Roundy of Eclipse Foundation.

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

1. Matthias Sohn assigned his proxy to Ed Merks.

AGENDA

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

Day 1 - October 20, 2021

1. Roll call
2. General Business
 - a. Review of Eclipse Antitrust Policy
 - b. Approval of September 15, 2021 full and abridged minutes
 - c. Approval of Oniro Top Level Project and PMC Lead
 - d. Approval of 2022 Board meeting calendar
3. Discussion of Eclipse Foundation AISBL joining the Open Innovation Network
4. September 2021 Operations Update and approval of 2021 forecast and 2021 revised combined budget for the Eclipse Group
5. Review of development tools industry research
6. Approval of revisions to the Eclipse Community Code of Conduct
7. Approval of revisions to the Eclipse Foundation Specification Process

Day 2 - October 21, 2021

8. Roll call
9. Discussion of updates to the Eclipse Foundation AISBL Bylaws
10. Discussion of updates to the Eclipse Foundation AISBL Membership Agreement Schedule C (Fee Schedule)
11. Review of the Draft 2022 Program Plan
12. Update on negotiations with OpenAtom Foundation re. OpenHarmony
13. Discussion of Oniro project licensing issues
14. Discussion of management reports

- a. Membership Update
 - b. Projects Update
 - c. Working Groups Update
15. Executive Director review
- 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

DAY 1 - Wednesday, October 20, 2021

The meeting was called to order at 15:05 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. Review of the Eclipse Antitrust Policy

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

b. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the September 15, 2021 Board Meeting, attached as Appendix 2B. The minutes were amended to indicate that Ed Merks was present for the meeting. 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 September 15, 2021 Board Meeting as circulated and amended.

c. Approval of the Oniro Top Level Project and PMC Lead

Mike Milinkovich introduced a proposal to create the Oniro Top Level Project, the related materials for which are attached as Appendix 2C. 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 Oniro Top-level Project charter.

RESOLVED, the Board approves Amit Kucheria as the PMC Lead for the Eclipse Oniro Top-level Project.

RESOLVED, the Board approves the consumption by Eclipse Oniro subprojects of third party content licensed under the GPL-2.0, GPL-3.0, and all versions of the LGPL.

RESOLVED, the Board approves the production and distribution of binary artifacts licensed under the GPL-2.0 and GPL-3.0 by the Eclipse Oniro Top-level Project and its subprojects.

d. Approval of the 2022 Board meeting calendar

Mike Milinkovich introduced a schedule of proposed dates and meeting locations for the Board's meetings in 2022, the related materials for which are attached in Appendix 2D. Mike noted that the Board meetings for Eclipse.org Foundation, Inc. would be scheduled for the same days and times to allow the meeting of the Association's Board to immediately precede the meeting of Eclipse.org Foundation, Inc.'s Board. Mike also noted that a third face-to-face meeting for March or April 2022 might be introduced. Mike also noted that all face-to-face meetings were subject to changes relating to the global pandemic, and that, similar to 2020 and 2021, a change of any of the face-to-face meetings to a virtual meeting might be appropriate. Mike committed to keeping the Board informed of any such planned change. The Board passed unanimously the following resolution:

RESOLVED, the Board approves the following schedule of meetings for 2022:

Face-to-face meetings (tentative, depending on Covid-19 impact globally)

| | |
|--------------------------|---------------------|
| Tuesday, June 21, 2022 | 9:00am - 5:00pm EDT |
| Wednesday, June 22, 2022 | 9:00am - 1:00pm EDT |
| Ottawa, ON | |

Monday, October 24, 2022 8:30am - 5:00pm Central European Time
Ludwigsburg, Germany (in conjunction with EclipseCon 2022)

Monthly Board calls

| | |
|-------------------------|--|
| Wednesday, January 19 | 10:30 - 12:00 EST / 16:30 - 18:00 CET |
| Wednesday, February 16 | 9:00 - 10:30 EST / 15:00 - 16:30 CET |
| Wednesday, March 23 | 9:00 - 12:00 EDT / 15:00 - 18:00 CEST |
| Thursday, March 24 | 9:00 - 12:00 EDT / 15:00 - 18:00 CEST |
| Wednesday, April 20 | 10:30 - 12:00 EDT / 16:30 - 18:00 CEST |
| Wednesday, May 18 | 9:00 - 10:30 EDT / 15:00 - 16:30 CEST |
| Wednesday, July 20 | 10:30 - 12:00 EDT / 16:30 - 18:00 CEST |
| Wednesday, August 17 | 9:00 - 10:30 EDT / 15:00 - 16:30 CEST |
| Wednesday, September 21 | 10:30 - 12:00 EDT / 16:30 - 18:00 CEST |
| Wednesday, November 16 | 9:00 - 10:30 EST / 15:00 - 16:30 CET |
| Wednesday, December 14 | 10:30 - 12:00 EST / 16:30 - 18:00 CET |

3. Discussion of Eclipse Foundation AISBL joining the Open Innovation Network

Mike Milinkovich explained that Eclipse.org Foundation, Inc. had joined the Open Innovation Network in 2014, and that, consistent with the Association's International Strategy adopted in January, 2021 involving the redomiciling of Eclipse Foundation in Europe, that the Association would also join the Open Innovation Network.

4. September 2021 Operations Update

Paul White provided the Board with an update on the operations of the Foundation. As part of the update, Paul presented a revised 2021 forecast for the entire Eclipse Group against the 2021 budget adopted in June 2021. 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 September 2021 Financial Forecast as presented, and approves it as the revised 2021 Eclipse Group Budget.

5. Review of Development Tools Industry Research

Stephanie Fairchild of ClearPath Strategies joined the meeting and presented their organization's research findings related to the development tools industry, the related materials for which are attached as Appendix 5. Mike Milinkovich explained that this research was carried out earlier this year on behalf of the ECD Tools working group. The Board thanked Stephanie for the presentation.

6. Approval of revisions to the Eclipse Community Code of Conduct

Mike Milinkovich introduced a set of proposed revisions to the Eclipse Community Code of Conduct, the related materials for which are attached as Appendix 6. Mike explained that the proposed changes were part of the overall enhancements being proposed to how the Foundation implements the Community Code of Conduct, and to better adapt the language in the Code of Conduct to match how Eclipse operates. Mike noted that the changes were largely based on the input received from Mishi Choudhary, who the Foundation retained earlier in the year to provide advice and input. The Board discussed at length various aspects of the proposed changes, and decided to discuss further prior to formally considering adoption of the proposed revisions.

7. Approval of revisions to the Eclipse Foundation Specification Process

Mike Milinkovich introduced a set of proposed revisions to the Eclipse Foundation Specification Process ("EFSP"). Mike explained that the Foundation now has five different working groups generating open specifications under the EFSP, and that the revisions were being introduced largely to make the EFSP more flexible to meet the individual requirements of those working groups. The discussion was tabled until the following day.

The meeting was adjourned for the day at 18:00.

Day 2 - Thursday, October 21, 2021

The meeting was called again to order at 15:03 CEST by Mike Milinkovich.

Paul White proposed to adjust the agenda to a) revisit the revisions to the proposed changes to the Eclipse Foundation Specification Process and b) defer discussion of the Oniro project licensing issues until a later meeting. With all Board members present or validly represented at the meeting voting in favor, the revised agenda was approved unanimously by the Board.

7. Approval of revisions to the Eclipse Foundation Specification Process (revisited)

Mike Milinkovich once again introduced the topic of revising the Eclipse Foundation Specification Process. After discussion, it was agreed to make one amendment to the document. 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 Specification Process as presented and revised.

9. Discussion of updates to the Eclipse Foundation AISBL Bylaws

Mike Milinkovich introduced a discussion of a variety of potential modifications to the

Association's Bylaws for the Board to consider. Mike reminded the Board the Bylaws as initially ratified were drafted in the spirit of retaining as close an alignment to the Bylaws of Eclipse.org Foundation, Inc.'s Bylaws, including the rights and benefits of members, governance structures, etc. This was in keeping with the overall International Strategy as adopted by both Eclipse.org Foundation, Inc. in 2020 and as further adopted by the Association, once formed, in January 2021. Mike characterized the proposed changes generally as modifications to better match the realities of the new organization, and to make the Association more efficient and effective for members. After discussion of the topic, Mike noted that he would use the Board's input on the matter to draft potential changes to the Bylaws and to bring them forward at a future meeting. Mike also reminded the Board that any changes to the Bylaws would require super majority approval of both the Board and the General Assembly.

10. Discussion of updates to the Eclipse Foundation AISBL Membership Agreement Schedule C

Paul White introduced a discussion of potential changes to Schedule C of the Association's Membership Agreement, the related materials for which are attached as Appendix 10. Paul reminded the Board that the Membership Fee schedule currently includes a one-time discount of 10% for Members that had migrated their membership from Eclipse.org Foundation, Inc., and that the discount was for only one year running from October 1, 2020 through September 30, 2021. Paul also explained the discount was consistent with the discount included in Eclipse.org Foundation, Inc.'s fee schedule. Paul suggested that, as the discount was no longer applicable, that the Board should consider removing reference to it. Paul stated that he would bring forward specific changes to the Membership Agreement at the November, 2021 meeting for the Board's consideration.

11. Review of the Draft 2022 Program Plan

Mike Milinkovich presented a draft version of the 2022 Program Plan, prepared by the Foundation's leadership team, and based on the strategic objectives identified by the Board at the June 2021 Board meeting. Mike reminded the Board that the Program Plan identifies the potential activities of the Foundation in support of the strategic plan, but that the plan is then reviewed and approved by the Finance Committee based on budget constraints. He also reminded the Board that the Board as a whole will then approve the Foundation's 2022 budget at the December 2021 Board meeting.

13. Management Reports

Membership Update

Mike Milinkovich updated the Board on the current status of the Membership and the new members that have joined the Foundation since the June, 2021 Board meeting, the related material for which is attached in Appendix 13A. Mike highlighted that having both Microsoft and European Space Agency now as Strategic members, along with Daimler's upgrade to Strategic membership within the past year, all pointed to significant interest in the Foundation.

Projects Update

Mike Milinkovich provided to the Board a summary of the Foundation’s projects, the related material for which is attached in Appendix 13B.

Working Groups Update

Mike Milinkovich provided to the Board a summary of the Foundation’s working groups, the related material for which is attached in Appendix 13C. Mike noted overall the continued interest in forming new working groups and the positive impact they have on the Foundation.

Executive Director Performance Review

Basem Vaseghi, Chris Aniszczyk, and Pradeep Balachandran led the Board’s annual performance review of the Executive Director.

Adjournment

The meeting was then adjourned at 18:00.

Action Items:

Mike Milinkovich agreed to find a time for those on the Board who are interested to further discuss potential changes to the Eclipse Community Code of Conduct.

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on October 20-21, 2021, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting