

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

21 September 2022

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 16:30 CEST.

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

Present	Director	Organization
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBEO
Y	Farah Papaioannou	Elected Contributing Representative
Y	Gorkem Ercan	Red Hat
Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	James Eggleston	European Space Agency
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthew Khouzam	Elected Committer Representative
N	Matthias Sohn	SAP SE
Y	Pradeep Balachandran	IBM
N	Robert Hilbrich	DLR
N	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Y	Steffen Evers	Bosch
Y	Stephen Walli	Microsoft
Y	Tom Ritter	Fraunhofer FOKUS
Y	Torkild Ulvøy Resheim	Elected Contributing Representative
Y	Wolfgang Gehring	Mercedes-Benz Tech Innovation GmbH

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

Also in attendance was Konstantin Stumvoll from DLR.

AGENDA

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

1. Roll Call and Approval of Agenda
2. General Business
 - a. Approval of July 20, 2022 Board meeting full and abridged minutes
3. Approval of Update of Bylaws and Special proxy
4. Discussion of potential Annual membership fees increase
5. Update on Community Code of Conduct
6. Update on OpenAtom agreement
7. Other Business

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 16:32 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

Paul White 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

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 20 July 2022 Board Meeting, attached as *Appendix 2*. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the 20 July 2022 Board Meeting as circulated and amended.

3. Approval of Update of Bylaws and Special proxy

Mike Milinkovich introduced a discussion of a minor amendment to the Association's Bylaws, the related material for which is attached in Appendix 3. Mike reminded the Board they had approved changes to the Association's Internal Rules in May, 2022. He explained that counsel subsequently reminded management that the Article 50.1 of the Bylaws has an explicit reference to the date of the last changes to the Internal Rules, and thus the Bylaws must be updated to reflect that date. Mike stated that no other changes to the Bylaws are contemplated in these revisions, and that the Board has the authority to make this limited change to the Bylaws.

The Board unanimously passed the following resolutions:

RESOLVED, the Board approves the updated Bylaws as presented.

FURTHER RESOLVED to grant power to Ruth Wirtz, David Haex, and Karen Calvo Vleugels 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. Discussion of potential annual membership fee increase

Mike Milinkovich introduced a discussion of the Foundation potentially raising its annual membership fees. The Board agreed to revisit the topic at its next meeting.

5. Update on Community Code of Conduct

Mike Milinkovich introduced a discussion of the Foundation potentially updating its Community Code of Conduct (CoC). Mike explained that a proposed new version of the CoC is available for the Board's consideration. Mike also noted that a draft version of a Conduct Committee Charter is also available for the Board's consideration. Mike explained that the charter would actually be approved and implemented by the Conduct Committee as proposed in the CoC, but providing a draft would give additional context for the Board. Mike stated that two Board working group meetings have been scheduled to enable Board members to discuss the drafts, and that the topic of approving the updated CoC will be brought forward to the October 2022 Board meeting.

6. Update re. OpenAtom negotiations

Mike Milinkovich provided the Board with a brief update regarding the ongoing negotiations with the OpenAtom Foundation, explaining the negotiations continue to proceed and that we are anticipating to

conclude the negotiations sometime in the near future.

7. Other Business

7.1 Update on the Association's US not-for-profit status

Mike Milinkovich provided an update that the Association recently received confirmation from the US Internal Revenue Service affirming that Eclipse Foundation AISBL is deemed to be a 501(c)6 tax exempt entity. Mike explained this means the Association is now formally recognized as a not-for-profit organization by the IRS, which is the equivalent designation as Eclipse.org Foundation, Inc. Mike reminded the Board obtaining this designation was contemplated in the Foundation's International Strategy it adopted in 2020, and that the Association's Bylaws contemplated seeking this designation.

7.2 Management reports

Mike Milinkovich reminded the Board that currently management provides the Board with regular management updates in two formats - the quarterly "Topics and Issues" report, and the slide decks produced for each face-to-face meeting of the Board held three times a year. Mike noted that the material in both these formats is very similar, though the effort to produce them is significant given one is prose and the other is slides. Mike proposed that management stop producing the separate slides, and instead that the Management Update discussion at the face-to-face meetings use the material from the most recent quarterly Topics and Issues report for the basis of the discussion.

7.3. Face-to-face Board meetings

Mike Milinkovich reminded the Board they have historically (i.e., prior to Covid-19 pandemic beginning in March 2020) held three face-to-face meetings each year, typically in March, June, and October.

Mike proposed to change this cadence to April, June, and October. He explained the March date was originally chosen to coincide with EclipseCon North America, which is no longer held. He also stated waiting until April will enable management to align its reporting and input to the closing of Q1.

The Board also discussed the possibility of adjusting the face-to-face Board meetings to instead be hybrid meetings. Mike Milinkovich noted that it would not be feasible to accommodate this for the October 2022 meeting, due to the physical layout of the meeting room being used, and the lack of equipment currently available. The Board agreed to revisit the topic as part of its formalizing the 2023 Board meeting schedule at its October 2022 meeting. Mike offered to look at the feasibility of the Association acquiring portable A/V equipment that might allow hybrid meetings that are reasonable for all participants.

7.4. Elected Contributing Member

Paul White informed the Board that Farah Papaioannou is now on the Board by virtue of her relationship with her new organization, kafein.io, rather than with her previous organization, Edgeworx. Paul reminded the Board that elected Contributing member representatives serve in their capacity as individuals, provided they meet the qualifications as noted in the Bylaws with respect to being a director, officer, employee, or consultant of a Contributing member organization.

The meeting was adjourned at 17:55 CEST.

Action Item: 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 21 September 2022, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting