

Eclipse Foundation AISBL

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

Minutes of the Meeting of Board of Directors

18 April 2023

A Meeting of the Board of Directors (the "**Board**") of Eclipse Foundation AISBL was held as a regularly scheduled meeting at the offices of Osborne Clarke, 6th floor - Bastion Tower, Place du Champ de Mars 5 1050 Ixelles (Brussels), Belgium.

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
Proxy	Gorkem Ercan	Red Hat
Proxy	Gunnar Wagenknecht	Elected Contributing Representative
Y	Hendrik Ebbers	Elected Contributing Representative
Y	Ian Robinson	IBM
Regrets	James Eggleston	European Space Agency
Y	Johannes Matheis	Elected Contributing Representative
Y	Jim Wright	Oracle
Regrets	Kenji Kazumura	Fujitsu
Proxy	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
Regrets	Robert Hilbrich	DLR
N	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Proxy	Stephen Walli	Microsoft
Y	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, and Gaël Blondelle, Chief Membership Officer, of Eclipse Foundation AISBL. Also present for part of the meeting was Michael Plagge, VP Ecosystem Development, Eclipse Foundation Europe GmbH.

Regrets were received from James Eggleston, Gorkem Ercan, Robert Hilbrich, Matthew Khouzam, Gunnar Wagenknecht, and Stephen Walli. The following proxies were submitted to the Secretary by the following Board members: Gorkem Ercan, Matthew Khouzam, Gunnar Wagenknecht, and 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
 - Reminder of Eclipse Antitrust Compliance Policy
 - Approval of February 15, 2023 Board meeting full and abridged minutes
 - Approval of update to the 2023 Board meeting schedule
3. Update on Software Defined Vehicle
4. Follow up from previous action items:
 - Read into minutes the update regarding Adoptium 3-way agreement
 - Read into minutes the update on Project Website migration
 - Update on the transfer of trademarks from Eclipse.org Foundation, Inc. to Eclipse Foundation AISBL
5. April 2023 Operations Update
 - Approval of the April forecast as the 2023 revised budget for the Eclipse Group
6. Update on OpenAtom agreement
7. Update on the Foundation's Security initiatives
8. Update on Cyber Resilience Act
9. Present employee survey results
10. Review management reports

Adjournment

1. Roll Call and Approval of Agenda

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.

The meeting was called to order at 8h33 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.

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

Mike Milinkovich congratulated Johannes Matheis and Hendrik Ebbers on being newly elected as Contributing Member representatives and welcomed them both to the Board.

Mike also acknowledged Torkild Resheim for his many years of service as a director of the Eclipse Foundation and thanked him for his many contributions.

Paul White noted for the Board that the Annual General Assembly meeting was held as scheduled on 4 April 2023 and that all matters before the general assembly were approved.

a. Antitrust Policy

Mike Milinkovich reminded the board members of their obligations under the Foundation's Antitrust Compliance Policy, attached as *Appendix 2a*.

b. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 15 February 2023 Board Meeting, attached as *Appendix 2b*. 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 15 February 2023 Board Meeting as circulated.

c. Updated 2023 Board meeting schedule

Mike Milinkovich introduced a revised 2023 Board meeting schedule, attached as *Appendix 2c*. Mike noted that the only change was to move the venue for the June meeting from Ottawa to Montreal, and that the meeting would be hosted at Microsoft's facilities in Montreal. Mike thanked Microsoft for the kind offer. Andreas Nauerz also offered to explore hosting the Board meeting in October at Bosch' facilities rather than at the Nestor hotel.

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 schedule of meetings for 2023 as presented.

3. Update on Software Defined Vehicle

Michael Plagge provided the Board with an update on the progress of the Software Defined Vehicle working group, attached as *Appendix 3*.

4. Follow up from previous action items

Temurin Compliance dispute follow up

Mike Milinkovich reminded the Board he had been asked during the January 2023 board meeting to carry out a review of the Association's position regarding Oracle's refusal to sign the 3-way agreement allowing IBM to participate in the Eclipse Temurin Compliance project. Mike explained that the Association will be taking no further action on this topic. Mike further noted that, as a general outcome of engaging with counsel regarding our policies, management has arrived at a number of suggestions for improvements to our antitrust and other policies which we will be bringing forward sometime before the end of the year for the Board's review and approval. Mike further explained that there is no particular event, either current or in the past, driving such considerations but, rather, he would characterize these potential changes as good housekeeping to ensure the Foundation is being proactive in this regard.

Project website migration

Mike Milinkowich reminded the Board of their recent discussions related to the migration of project websites being hosted at eclipse.org/PROJECT to instead be hosted at eclipse.dev/PROJECT. Mike explained that after significant further research, this approach still remains the most practical solution regarding website security and architecture in light of both the stated goals and the existing constraints. Mike thanked the Board for their valuable input to the process.

Trademarks

Mike Milinkovich reminded the Board of the discussion in February regarding the plan to transfer ownership of the trademarks owned by or licensed to Eclipse.org Foundation, Inc, to the Association. These include both the Eclipse and Eclipse Foundation trademarks as well as the many working group and project trademarks. Mike explained management continues to work with counsel on this topic, and that he expects to return to the Board with a proposed way forward sometime over the coming few months.

5. April 2023 Operations Update

Paul White presented the April 2023 Operations Update of the Eclipse Foundation. As part of the Operations Update, Paul presented management's financial updates in relation to the 2023 budget for the Eclipse Group.

Based on the April 2023 forecast, Paul proposed an updated budget for fiscal 2023 for the Eclipse Group, and explained that the Board's Finance Committee had reviewed and approved the proposed budget. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board adopts the April 2023 Eclipse Group forecast as presented as the revised 2023 budget for the Eclipse Group.

6. Update on OpenAtom agreement

Mike Milinkovich presented an update on the negotiations with OpenAtom Foundation regarding a potential Collaboration Agreement with them. Mike explained the negotiations were close to conclusion, though a few remaining details remain outstanding.

7. Update on the Foundation's Security initiatives

Mike Milinkovich provided an update on the efforts being put forward by staff regarding its initiatives related to security, attached as *Appendix 7*. In particular, Mike highlighted that the Foundation now has completed filling out its planned staffing of five people to drive these initiatives.

8. Update on Cyber Resilience Act

Mike Milinkovich presented an update on the Association's efforts to address the potential negative impacts of the European Union's current proposed Cyber Resilience Act legislation; attached as *Appendix 8*. Mike reminded the Board members that this and related legislation will have a dramatic negative impact on the software industry in general, and on the Association in particular.

9. Present employee survey results

Mike Milinkovich presented the findings of the recent Eclipse Foundation employee survey. Mike reminded the Board that management carried out a similar in depth survey with employees 12 months earlier. Mike explained that, similar to last year, the results of this year's survey once again were extremely positive, and that the outcomes exceeded management's expectations.

10. Review management reports

Mike Milinkovich introduced a discussion of the EMO's management reports. In particular, Johannes Matheis updated the Board on the latest efforts happening within the Eclipse IDE Working Group, and Mike reviewed the latest KPIs associated with the Foundation's membership.

The meeting was adjourned at 16:40 CEST.

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 18 April 2023, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting