

Eclipse Foundation AISBL

International not-for-profit association
Rond Point Schuman 11 Brussels 1040 Belgium
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RLE Brussels (French-speaking Enterprise Court)
(THE “ASSOCIATION”)

Minutes of the Meeting of Board of Directors

27-28 June 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 Microsoft at 2000 McGill College Avenue - 14th Floor, Montreal, QC H3A 3H3, Canada.

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

Present 06/27	Present 06/28	Director	Organization
Y	Y	Andreas Nauertz	Bosch
Y	Y	Bryan Che	Huawei
Y	Y	Ed Merks	Elected Committer Representative
Y	Y	Etienne Juliot	OBEO
Y	Y	Gorkem Ercan	Red Hat
Y	Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	Y	Hendrik Ebbers	Elected Contributing Representative
Y	Y	Ian Robinson	IBM
N	N	James Eggleston	European Space Agency
Y	Y	Johannes Matheis	Elected Contributing Representative
N	N	Jim Wright	Oracle
Y	Y	Kenji Kazumura	Fujitsu
Y	Y	Matthew Khouzam	Elected Committer Representative
Proxy	Proxy	Matthias Sohn	SAP SE
N	N	Robert Hilbrich	DLR
N	N	Sébastien Gerard	CEA List
Y	Y	Shelley Lambert	Elected Committer Representative
Y	Y	Stephen Walli	Microsoft
Y	Y	Tom Ritter	Fraunhofer FOKUS
Y	Y	Wolfgang Gehring	Mercedes-Benz Tech Innovation GmbH

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

Regrets were received from James Eggleston, Jim Wright, and Matthias Sohn, Robert Hilbrich, and Sébastien Gérard. The following proxy was submitted to the Secretary by the following Board members: Matthias Sohn.

AGENDA

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

Day 1

<ol style="list-style-type: none">1. Roll Call and Approval of Agenda2. General Business<ul style="list-style-type: none">○ Reminder of Eclipse Antitrust Policy○ Approval of 17 May 2023 Board meeting minutes○ Notice of upcoming Extraordinary Meeting of the General Assembly
<ol style="list-style-type: none">3. June 2023 Operations Update<ul style="list-style-type: none">○ Approval of the revised 2023 combined budget for the Eclipse Group○ Approval of the revised 2023 Eclipse Foundation AISBL budget○ Update on OpenHW4. Eclipse Foundation AISBL 2022 financials<ul style="list-style-type: none">○ Approval of 2022 audited financial statements○ Acknowledgement of the 2022 auditors report
<ol style="list-style-type: none">5. Discussion of revisions to the Eclipse Foundation Development Process6. Discussion regarding the creation of an Eclipse Group Management Committee7. Discussion of Committer survey results
<ol style="list-style-type: none">8. 2024 Strategy and Objective Setting<ul style="list-style-type: none">○ Review 2024 Strategy Setting Process○ Review of 2023 Program Plan○ 2023 SWOT analysis○ Establish draft 2024 Goals and Objectives (to be continued on Day 2)

Adjournment

Day 2

9. Roll Call
10. Update on Membership 11. Update on Projects 12. Update on Marketing 13. Update on IT services
14. 2024 Strategy and Objective Setting (continued) <ul style="list-style-type: none">○ Establish draft 2024 Goals and Objectives

Adjournment

VALIDITY

The acting 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 9:00 a.m. EDT 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. Roll Call and 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. 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 minutes of the May 17 2023 Board Meeting, attached as *Appendix 2b*. With all other Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the minutes of the 17 May 2023 Board Meeting as circulated.

c. Notice of upcoming Extraordinary Annual General Assembly

Mike Milinkovich informed the board that he in his role as the Executive Director decided, in accordance with article 19.3 of the Bylaws of the Association (the "Bylaws"), to convene and hold an Extraordinary General Assembly Meeting through the use of the electronic communication system Zoom made available by the Association and accessible to all Strategic Members, Contributing Members, Committer Members and Associate Members (together the "Members"), directors, the Executive Director, the Secretary, other officers or guests that attend the Extraordinary Meeting. The main purpose of this Extraordinary Meeting will be to acknowledge the auditor's report of the FY ending 31 December 2022 and to approve the waivers for the Board and the auditor.

The preliminary agenda is set forth below:

1. Executive Director's Welcome
2. Acknowledgment of the auditor's report for the financial year ending on 31 December 2022 as submitted by the Board
3. Approval of waiver for Board and auditor
4. Approval of revised 2023 Eclipse Foundation AISBL budget
5. Approval of special proxy enabling legal counsel to publish notices to the Belgian Gazette

This meeting is to be held on 26 July 2023 beginning at 15:00 CEST.

3. June 2023 Operations Update

Paul White presented the Operations Update, including the forecast and revised 2023 Eclipse Group budget, and the forecast and revised 2023 Eclipse Foundation AISBL budget. Paul noted that, overall, the forecast is once again a very good news story, and that both forecasts show increased growth as compared with the 2023 budget, which had already predicted significant growth as compared to 2022.

With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolutions:

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

RESOLVED, the Board adopts the 2023 Eclipse Foundation AISBL budget forecast as presented as the revised 2023 budget for the Eclipse Foundation AISBL, and recommends that the General Assembly approve it as the Association's 2023 budget.

4. Eclipse Foundation AISBL 2022 financials

a) Approval of 2022 audited financial statements

Paul White introduced a discussion of the Association's 2022 annual accounts for the financial year ending 31 December 2022, the related materials for which are attached as *Appendix 4*. Paul explained that the annual accounts had been reviewed by the Board's Finance Committee at their 20 June 2023 meeting, and that the committee unanimously approved the annual accounts, and recommended the Board do the same.

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 2022 Eclipse Foundation AISBL financial statements for the financial year ending 31 December 2022 as presented, and recommends that the General Assembly approve them as the Association's financial statements for the financial year ending 31 December 2022.

b) Acknowledgement of the 2022 auditor's report

Paul White introduced a discussion of the auditor's report for the Association's annual accounts for the financial year ending 31 December 2022, the related materials for which are attached as *Appendix 4*. Paul explained that the Association's statutory auditor, EY Reviseurs d'Entreprises SRL represented by Mr. Carlo-Sébastien D'addario, presented the report of their audit to the Board's Finance Committee at the committee's 20 June 2023 meeting, and that the committee unanimously acknowledged the auditor's report, and recommended the Board do the same.

With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board acknowledges the 2022 Eclipse Foundation AISBL auditors report as presented, and recommends that the General Assembly accept the 2022 Eclipse Foundation AISBL auditor's report.

5. Discussion of revisions to the Eclipse Foundation Development Process

Mike Milinkovich introduced a discussion of the Eclipse Foundation Development Process, the related materials for which are attached as *Appendix 5*. Mike explained that the Architecture Council will also consider and provide their input, and he would bring the document back to the board for further consideration at a future meeting.

6. Discussion regarding the creation of an Eclipse Group Management Committee

Mike Milinkovich introduced a discussion of the creation of an Eclipse Group Management Committee. Mike explained he would bring the document back to the board for further consideration at a future meeting.

7. Discussion of Committer survey results

Mike Milinkovich presented the results and introduced a discussion of the recent Committer survey, the related materials for which are attached as *Appendix 7*.

8. 2024 Strategy and Objective Setting

The Board adjourned for the day at 16:30 EDT.

Day 2

The meeting was called to order by Mike Milinkovich at 9:00 EDT.

9. Roll Call

See attendance listed above.

10. Update on Membership

Gaël Blondelle updated the Board on the current status of the Foundation's membership and highlighted the new members that have joined the Foundation since the last update provided at the March, 2023 Board meeting, the related material for which is attached in *Appendix 10*.

11. Update on Projects

Mike Milinkovich updated the Board on the Foundation's open source projects, the related material for which is attached in *Appendix 11*.

12. Update on Marketing

A slide deck presenting the current status of the Foundation's recent marketing activities was provided provided as part of the Board meeting package, attached in *Appendix 12*.

13. Update on Security

Mike Milinkovich updated to the Board on the Foundation's current Security initiatives, the related material for which is attached in *Appendix 13*.

14. Update on IT services

A slide deck presenting an update of the Foundation's IT services, was provided as part of the Board meeting package, attached in *Appendix 14*.

15. 2024 Strategy and Objective Setting (continued)

The meeting was adjourned at 12:00 EDT.

Action Items: n/a

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on 27-28 June 2023, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting