

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

17 January 2024

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 16h30 CET.

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

Present	Director	Organisation
Y	Andreas Nauerz	Bosch
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	Hendrik Ebbers	Elected Contributing Representative
Y	Ian Robinson	IBM
Y	James Eggleston	European Space Agency
Y	Johannes Matheis	Elected Contributing Representative
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
N	Robert Hilbrich	DLR
Y	Sarah Novotny	Microsoft
N	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Y	Tim deBoer	Red Hat
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, Gael Blondelle, Chief Membership Officer, and Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL.

Regrets were received from Robert Hilbrich.

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
 - a. Approval of 20 December 2023 Board meeting full and abridged minutes
3. Board resolution co-opting Sarah Novotny as a Director for Microsoft Corp.
4. Appointment of Osborne Clarke as Special Proxy
5. Appoint Sarah Novotny to Eclipse.org Foundation, Inc. Board
6. Approval of the Annual Executive Director, Treasurer reviews
7. Approval of the Alexander Kurtakov as the new PMC Lead for the Eclipse PMC
8. Updates on International Strategy

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 16h34 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 favour, 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 favour, the agenda was approved unanimously by the Board.

2. General Business

a. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 20 December 2023 Board Meeting, attached as *Appendix 2*. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the 20 December 2023 Board Meeting as circulated.

3. Board resolution co-opting Sarah Novotny as a Director for Microsoft Corp.

Mike Milinkovich explained that Stephen Walli informed the Executive Director of his intention to resign from the Eclipse Foundation AISBL Board of Directors effective 1 January 2024. In accordance with Article 24.7 of the Bylaws, the Board must formally co-opt a replacement Strategic Member Director; Microsoft has proposed that Sarah Novotny be such replacement. With all other Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

WHEREAS, Stephen Walli has resigned as Director from the Board; therefore

RESOLVED, the Board approves, in accordance with Article 24.7 of the Bylaws, that Sarah Novotny is co-opted on behalf of Microsoft Corporation as Strategic Member Director, as that term is defined in the Bylaws, as from as the date of this meeting until the next general assembly that will decide on the new Board to be subsequently appointed. In accordance with article 27.1 of the Bylaws, her mandate will not be remunerated.

4. Appointment of Osborne Clarke as Special Proxy

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 authorised 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.

5. Appoint member to Eclipse.org Foundation, Inc. Board

Mike Milinkovich reminded the Board that Stephen Walli also represented the Association on the Eclipse.org Foundation, Inc. board, and as such a replacement would be needed. Mike stated that Sarah has agreed to serve in this role. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

WHEREAS, Stephen Walli has resigned as Director from the Board; therefore

RESOLVED, the board appoints Kenji Kazumura, Sarah Novotny, Ian Robinson, Matthias Sohn, and Jim Wright to be designated to represent the Association on the Eclipse.org Foundation, Inc. (“EF-US”) board of directors, and

FURTHER RESOLVED that, if requested by any of these directors during their tenure, that any of Mike Milinkovich, Paul White, or Gael Blondelle be permitted to act as their delegate at an Eclipse.org Foundation, Inc board meeting.

6. Approval of the Annual Executive Director and Treasurer reviews

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

RESOLVED, the Board approves the Executive Director's annual review as presented.

RESOLVED, the Board approves the Treasurer's annual review as presented.

7. Approval of the Alexander Kurtakov as the new PMC Lead for the Eclipse PMC

Mike Milinkovich informed the Board of Mike Wilson's retirement from the Eclipse Project Management Committee (PMC), therefore the Eclipse PMC is left without an official PMC Lead. Mike thanked Mike Wilson for his many years of service in this capacity and on his retirement. The PMC has nominated Alexander Kurtakov to replace Mike Wilson as PMC Lead. Mike noted that Alex is a long time Eclipse Platform contributor, project lead, and PMC member. He has contributed to multiple subprojects and is one of the driving forces to open the Eclipse Platform ecosystem up to new contributors. He also is very active in the broader Eclipse ecosystem.

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

RESOLVED, the Board approves the appointment of Alexander Kurtakov as the new PMC Lead for the Eclipse PMC.

8. Updates on International Strategy

Paul White introduced a discussion on the current status and upcoming activities related to the implementation of the Eclipse Foundation International Strategy.

Adjournment

The meeting was adjourned at 17:39 CET.

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 17 January 2024, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting