

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 July 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 CEST.

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

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

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

Regrets were received from Andreas Nauerz, Etienne Juliot, Johannes Matheis, Matthias Sohn and Wolfgang Gehring. Proxies were submitted to the Secretary by Matthias Sohn and Wolfgang Gehring.

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 25-26 June 2024 Board meeting full and abridged minutes
3. Approval of Decision to Proceed with ThreadX Alliance and update on the Safety Process
4. Approval of transitioning OpenHW Group to an Eclipse working group
5. Finalise 2025 Strategic Goals

Adjournment

VALIDITY

The Secretary established from the attendance list that a quorum of members was 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 16h35 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 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 25-26 June 2024 Board Meeting, attached as *Appendix 2*. With Angelo Corsaro, James Eggleston, Jim Wright, and Robert Hilbrich abstaining, and the remaining Board members present or validly represented at the meeting voting in favour, the Board passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the 25-26 June 2024 Board Meeting as circulated.

3. Approval of Decision to Proceed with ThreadX Alliance

Mike Milinkovich re-introduced a discussion regarding the establishment of the ThreadX Alliance, and in association with the implementation of this Alliance, the plans for the creation of an Eclipse Foundation Safety Process for designated Eclipse projects. The topic was first discussed at the June 2024 board meeting, and after discussion at that time the Board agreed to table the topic until the July meeting.

With Jim Wright voting against, and the remaining Board members present or validly represented at the meeting voting in favour, the Board passed the following resolution:

RESOLVED, that the Executive Director of the Association is hereby authorised and empowered, for and on behalf of the Association, to retain such advisors, to execute and deliver such documents, papers or instruments and to do or cause to be done any and all such other acts and things as he may deem necessary, appropriate or desirable in connection with the implementation of a ThreadX Alliance and with the licencing of trademarks and safety documentation related to the Eclipse ThreadX project, drafting updates to existing processes and new community processes for establishing and maintaining safety certified project documentation for subsequent Board approval, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors. The Executive Director will update the Board on material updates to such documents and processes.

4. Approval of transitioning OpenHW Group to an Eclipse working group

Paul White and Gaël Blondelle introduced a discussion on the topic of the OpenHW Group transitioning to operate as an Eclipse working group.

With Jim Wright abstaining and the remaining Board members present or validly represented at the meeting voting in favour, the Board passed the following resolution:

RESOLVED, that the Executive Director of the Association is hereby authorised and empowered, for and on behalf of the Association, to retain such advisors, to execute and deliver such documents, papers or instruments and to do or cause to be done any and all such other acts and things as he may deem necessary, appropriate or desirable in connection with entering into a definitive agreement or agreements in order to enable the transition of OpenHW Group to an Eclipse Foundation Working Group.

5. Finalise 2025 Strategic Goals

Mike Milinkovich provided an update in follow-up on the discussion at the meeting in June. Mike noted the strategic goals will be reviewed again in detail when the 2025 Program plan will be presented later this year.

Adjournment

The meeting was adjourned at 17:35 CEST.

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 July 2024, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting