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 October 2024

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A Meeting of the Board of Directors (the **"Board"**) of Eclipse Foundation AISBL was held as a regularly scheduled meeting at the Boiler House - HALLE 45, Hauptstraße 17-19, 55120 Mainz, Germany.

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

Present	Director	Organisation
N	Andreas Nauerz	Robert Bosch GmbH
N	Angelo Corsaro	Elected Contributing Representative
Y	Bryan Che	Huawei Technologies Co., LTD.
Y	Ed (Eduardus) Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
Y	Hendrik Ebbers	Elected Contributing Representative
N	Ian Robinson	IBM
Y	James Eggleston	European Space Agency (ESA)
Y	Jim (James) Wright	Oracle
Y	Johannes Matheis	Elected Contributing Representative
Y	Kenji Kazumura	Fujitsu Limited
N	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
N	Robert Hilbrich	Deutsches Zentrum für Luft- und Raumfahrt e.V. (DLR)
N	Sébastien Gérard	CEA List
Y	Shelley Lambert	Elected Committer Representative

Y	Stephen Walli	Microsoft Corp.
N	Tim deBoer	Red Hat, Inc.
Y	Tom Ritter	Fraunhofer-Gesellschaft
Y	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. Thabang Mashologu, VP, Community & Outreach joined for parts of the meeting.

Regrets were received from Andreas Nauerz, Angelo Corsaro, Tim deBoer, Sébastien Gérard, Robert Hilbrich, Matthew Khouzam, and Ian Robinson. Proxies were submitted to the Secretary by the following Board members: Robert Hilbrich and Sébastien Gérard.

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 September 18, 2024 Board meeting full and abridged minutes*

3. Approval of updated 2025 Board meeting schedule
4. Update on OCX'24
5. September 2024 Operations Update   ○ Approval of the October forecast as the 2024 revised budget for the Eclipse Group 6. Update on OpenHW Group transition to an Eclipse Foundation working group
7. Update on ORC 8. Update on ThreadX Alliance
9. Committer Survey Results
10. Update on Community & Outreach Update: Programs, Marketing, Events 11. Update on Eclipse Foundation Safety Process 12. Update on IT/Infra services 13. Update on Security 14. Update on Membership

| 15. Update on Projects |
| 16. Review management reports (*Topics and Issues Report*) |
| ●   Discussion of key elements from Topics & Issues report |

| 17. Review of 2025 Program Plan |

| 18. Review of Executive Director and Treasurer succession plan |

Adjournment

VALIDITY

The acting 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 9:03 a.m. 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. 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 favour, 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 Association's Antitrust Compliance Policy, attached as *Appendix 2a*.

b. Minutes

Mike Milinkovich introduced a discussion of the minutes of the 18 September 2024 Board Meeting, attached as *Appendix 2b*. With all other Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

> RESOLVED, the Board approves the minutes of the 18 September 2024 Board Meeting as circulated.

3. Approval of updated 2025 Board meeting schedule

Mike Milinkovich introduced a discussion regarding the updated 2025 Board meeting schedule, attached as *Appendix 3*.

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

RESOLVED, the Board approves the schedule of meetings for 2025 as presented.

4. Update on OCX'24

Gaël Blondelle introduced a discussion on the Open Community Experience (OCX) 2024 event which takes place on 22-24 October 2024 in Mainz, Germany. On behalf of Eclipse Foundation and the community, he expressed special thanks to all sponsors, and particularly to Huawei as the Diamond sponsor.

Gaël explained that management has decided to move OCX cadence from autumn to spring, therefore the next event would take place in Spring 2026. The Egg in Brussels has been selected as the next event venue. He also mentioned that the location lends itself to adding policy-related topics to the programme. Further, Gaël confirmed that while the Foundation would not be hosting OCX in 2025, the Foundation will be hosting a number of smaller, in-person events as well as virtual events throughout 2025. These will likely include, for example, a combined SDV hackathon/community event, EclipseCon, JakartaLive events etc.

5. September 2024 Operations Update and Approval of the October forecast as the 2024 revised budget for the Eclipse Group

Paul White provided an update on the Eclipse Group 2024 forecas. Paul indicated that the Foundation is well positioned for continued growth in 2025 and beyond. He also reminded the board that revenue has doubled since the move to being an European organisation in 2021.

Paul pointed out that Eclipse management has decided to switch to OKRs which will also change the process of planning work.

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

RESOLVED, the Board adopts the 2024 Eclipse Group budget forecast as presented as the revised 2024 budget for the Eclipse Group.

6. Update on OpenHW Group transition to an Eclipse Foundation working group

Paul White provided an update on the proposed transition of OpenHW Group from a stand-alone Canadian-based not-for-profit to instead become an Eclipse Foundation working group, material attached as *Appendix 6.* Paul reminded the Board that details on this transition were presented at the July meeting and the Board approved the transitioning OpenHW Group to an Eclipse working group then. He provided

specifics regarding the necessary steps involved in affecting this transition. Paul informed the Board that the The OpenHW board of directors subsequently approved the plan to move forward August 26, 2024.

7. Update on Open Regulatory Compliance (ORC) Working Group

Mike Milinkovich introduced a discussion on status, recent and upcoming activities of the Open Regulatory Compliance Working Group.
Mike pointed out that the operationalisation of the ORC WG will begin with a kickoff meeting early November. He also highlighted that an update session on the ORC will be held at OCX'24.

Mike also mentioned that the European Cyber Resilience Act has been approved, it still needs to be published, and will go in effect three years from that date.

8. Update on ThreadX Alliance

Mike Milinkovich introduced a discussion on the Foundation's progress towards establishing the ThreadX Alliance, materials attached as Appendix 8. Mike reminded the Board they approved in August the formation of the Alliance and the Foundation entering into commercial licence terms for the ThreadX Safety Manuals. He explained that since that time, the Alliance is now operational and that Eclipse ThreadX has been safety certified by SGS TUV Saar, making it the first open source real-time operating system to receive such a designation.

9. Committer Survey Results

Mike Milinkovich introduced a discussion on the Foundation's recent survey of its Committer community, materials attached as *Appendix 9*. Mike highlighted that the overall satisfaction of the Committer community rose from 64% in 2023 to 71% in 2024. Mike noted that the EMO would be presenting the survey results to the Committer community over the coming weeks.

10. Update on Community & Outreach Update: Programs, Marketing, Events

Thabang Mashologu provided an update on the Community & Outreach team and their activities and upcoming plans, materials attached as *Appendix 10*.

11. Update on Eclipse Foundation Safety Process

Mike Milinkovich introduced a discussion on the Eclipse Foundation Functional Safety Process; materials attached as *Appendix 11*. Mike pointed out this process is currently a work-in-progress and that feedback from both the board and the SDV working group are welcome.

12. Update on IT/Infra services

Mike Milinkovich introduced a discussion on the IT/Infrastructure services of the Eclipse Foundation.

13. Update on Security

Mike Milinkovich introduced a discussion on the security work at the Eclipse Foundation, materials attached as *Appendix 13*.

Mike highlighted that the EF security team initially believed that introducing Per-Project Security Teams would necessitate a change to the Eclipse Foundation Development Process (EDP). However, based on input from the Architecture Council (AC), it was agreed that a change to the EDP was unnecessary and should not be pursued. Instead, the security team and EMO collectively determined that a change to the EF Security Policy, clarifying the role of Per-Project Security Teams, would be sufficient. Mike confirmed the proposed updates to the EF Security Policy were approved by the AC during their September call. Mike presented an overview of the proposed changes to the Security Policy, and that he would be seeking Board approval at the November board meeting.

14. Update on Membership

Mike Milinkovich provided a written update on the Foundation's membership, materials attached as *Appendix 14*. In the interest of time, Mike did not speak to this report, and the Board asked no questions regarding it.

15. Update on Projects

Mike Milinkovich provided a Projects update, materials attached as *Appendix 15*.

16. Review management reports (*Topics and Issues Report*)

Paul White introduced a discussion of the EMO's management reports as presented in the recent Q3 Topics & Issues report distributed to the Board.

17. Review of 2025 Program Plan

Paul White introduced a discussion of the 2025 Program Plan.

The meeting was adjourned at 15:56 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 21 October 2024, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting