

Eclipse Foundation AISBL

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

Minutes of the Meeting of Board of Directors

18 December 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
N	Andreas Nauerz	Bosch
Y	Angelo Corsaro	Elected Contributing Representative
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBEO
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
N	Sébastien Gerard	CEA List
N	Shelley Lambert	Elected Committer Representative
Y	Stephen Walli	Microsoft
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, Gaël Blondelle, Chief Membership Officer, and Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL. Also in attendance was Björn Reistel from Bosch/ETAS as Andreas Nauerz'

alternate board representative.

Regrets were received from Shelley Lambert and Etienne Juliot.

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 November 2024 Board meeting full and abridged minutes
3. Approval of the annual Executive Director, Treasurer reviews
4. Re-appoint of officers (Executive Director, Treasurer, Secretary, and Chief Membership Officer)
5. Re-appoint of representatives of the Association to the Board of Eclipse.org Foundation, Inc.
6. Approval of use of CC-BY 4.0 as the development license for the Open Regulatory Compliance Working Group process specifications
7. Approval of the 2025 Eclipse Group budget
8. Review of 2025 Program Plan

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 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. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 20 November 2024 Board Meeting, attached as *Appendix 2*. With Ed Merks abstaining and with, all other 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 20 November 2024 Board Meeting as circulated.

3. Approval of the annual Executive Director, Treasurer reviews

As the draft final text of the annual reviews has not yet been distributed to all board members, the board decided to defer this agenda item to a future meeting.

4. Re-appoint of officers (Executive Director, Treasurer, Secretary, and Chief Membership Officer)

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

RESOLVED, Mike Milinkovich is re-appointed as Executive Director of the Eclipse Foundation AISBL.

RESOLVED, Paul White is re-appointed as Secretary and Treasurer of the Eclipse Foundation AISBL.

RESOLVED, Gaël Blondelle is re-appointed as Chief Membership Officer of the Eclipse Foundation AISBL.

5. Re-appoint of representatives of the Association to the Board of Eclipse.org Foundation, Inc.

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

RESOLVED, the board appoints Kenji Kazumura, Ian Robinson, Matthias Sohn, Stephen Walli, 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 Gaël Blondelle be permitted to act as their delegate at an Eclipse.org Foundation, Inc board meeting.

6. Approval of use of CC-BY 4.0 as the development license for the Open Regulatory Compliance Working Group process specifications

Mike Milinkovich introduced a discussion to allow the development of the process specifications under the purview of the Open Regulatory Compliance Working Group to license under the CC-BY 4.0 License, attached as *Appendix 6*. Mike reminded the Board that the decision requires a super-majority vote.

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 use of CC-BY 4.0 as the development license for the Open Regulatory Compliance Working Group process specifications.

7. Approval of the 2025 Eclipse Group budget

Paul White provided an overview of the 2025 Budget for the Eclipse Group. Paul explained the Finance Committee had approved the Eclipse Group budget at their 17 December 2024 meeting. He also reminded the Board that this budget will be periodically updated throughout the year. 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 2025 Annual Eclipse Group Budget as presented.

Paul explained that a specific budget for the Association would be presented in early 2025 for the Board's approval, and subsequent approval by the Association's General Assembly.

Paul further mentioned that the Finance Committee had approved the Eclipse Group's 2025 Program Plan at their 17 December 2024 meeting.

8. Review of 2025 Program Plan

Paul White had noted during the budget update earlier in the meeting that the 2025 Program Plan was essentially unchanged from the version presented to the Board in November 2024, except for two KRs that have been added based on the board's suggestions at the November meeting and that the plan was recently approved by the Association's Finance Committee. There were no further questions on the topic.

Adjournment

The meeting was adjourned at 17:32 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 18 December 2024, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting