

## **Eclipse Foundation AISBL**

International not-for-profit association  
Rond Point Schuman 11 Brussels 1040 Belgium  
VAT BE 0760.624.114  
RLE Brussels (French-speaking Enterprise Court)  
(THE "ASSOCIATION")

### **Minutes of the Meeting of Board of Directors**

**19 February 2025**

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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 15h00 CET.

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

<b>Present</b>	<b>Director</b>	<b>Organisation</b>
N	Andreas Nauerz	Bosch
N	Angelo Corsaro	Elected Contributing Representative
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBE0
N	Hendrik Ebbers	Elected Contributing Representative
Y	Ian Robinson	IBM
N	James Eggleston	European Space Agency
Y	Johannes Matheis	Elected Contributing Representative
Y	John Ellis	Codethink
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
Y	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, Eclipse Foundation, Executive Director, Paul White, Secretary/ Treasurer, Gaël Blondelle, Chief Membership Officer, and Gesine Freund, Corporate

Executive Assistant of Eclipse Foundation AISBL. Björn Reistel represented Bosch as the Alternate to Andreas Nauerz.

Regrets were received from Andreas Nauerz, James Eggleston, and 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 22 January 2025 Board meeting full and abridged minutes
3. Approval of date and agenda for the Annual General Assembly in April
4. Discussion of Bylaw changes

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 15h04 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 22 January 2025 Board Meeting, attached as *Appendix 2*. 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 22 January 2025 Board Meeting as circulated.

### **3. Approval of date and agenda for the Annual General Assembly in April**

With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolutions with the understanding that the meeting location has changed from Munich to Frankfurt and a new meeting venue will be announced shortly,

RESOLVED, the Board convenes the Annual General Assembly meeting of Members of the Association to be held on Tuesday, 8 April 2025 beginning at 16:00 CEST with the following preliminary agenda (subject to further modifications thereto that can be made in accordance with the Bylaws) and with an updated meeting location as the meeting will now take place in Frankfurt, Germany :

1. Executive Director's Welcome
2. Appointment of the directors of the Board
3. Appointment of the observer to the Board
4. Approval of the 2025 budget as submitted by the Board
5. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette

RESOLVED FURTHER, the Board approves the Annual Meeting to be held at Spaces - Frankfurt, Spaces Omnium, Große Gallusstraße 16-18/1st floor, 60312 Frankfurt am Main, Germany and further approves the possibility for the Members and any other participants or guests to participate, and as far as the Voting Members are concerned to vote, remotely through the use of the electronic communication system Zoom made available by the Association, the practicalities of which will be specified in the convening notice. The Secretary and/or the Executive Director composing the bureau of the Annual Meeting will, however, attend the Annual Meeting physically at Spaces - Frankfurt, Spaces Omnium, Große Gallusstraße 16-18/1st floor, 60312 Frankfurt am Main, Germany, to ensure a smooth organization and running of the meeting as required by law.

RESOLVED FURTHER, to approve, in accordance with Article 20.4 of the bylaws of the Association, that voting can be validly done (i) by electronic voting in real time or (ii) by electronic voting by correspondence prior to the general assembly meeting.

RESOLVED FURTHER, to approve, in accordance with Article 20.7 of the bylaws of the Association, the Annual Meeting is validly constituted to discuss and resolve when at least one-third (1/3) of the Voting Members are present, have voted electronically prior to the meeting, or are represented or participating remotely in the meeting. In the event that at the Annual Meeting of 8 April 2025 the legally required quorum to validly discuss and resolve on the final agenda items is not reached, a second meeting with the same agenda than for the first meeting will be convened on 29 April 2025 at 16:00 CEST to decide definitively and validly on said agenda, irrespective of the number of Voting Members present, having voted electronically prior to the meeting, or represented or participating remotely in the meeting.

### **4. Discussion of Bylaw changes**

Mike Milinkovich introduced a discussion on management's proposed changes to the Association's bylaws, along with a few "housekeeping" updates to have the Bylaws better reflect

changes that have occurred to the BCCA, which governs Belgian international not-for-profit organisations. Mike reminded the board that the current Bylaws were established in 2020 when the Eclipse Foundation AISBL was established, and it is good governance practice to review and update Bylaws periodically.

### **Adjournment**

The meeting was adjourned at 16:22 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 19 February 2025, is attested to and signed by me below.

/s/ Paul White  
Secretary of Meeting