Eclipse Foundation AISBL

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

Minutes of the Meeting
of
Board of Directors

9 April 2025

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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 Broadway-Meeting room of Hilton Frankfurt City Centre, Hochstraße 4, 60313 Frankfurt am Main, Germany.

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

Present	Director	Organisation
Y	Andreas Nauerz	Bosch
N	Angelo Corsaro	Elected Contributing Representative
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
Y	Hendrik Ebbers	Elected Contributing Representative
N	Ian Robinson	IBM
Y	James Eggleston	European Space Agency
Y	Johannes Matheis	Elected Contributing Representative
Y	John Ellis	CodeThink
Y	Jim Wright	Oracle
N	Kenji Kazumura	Fujitsu
Y	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
Y	Robert Hilbrich	DLR
Y	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Y	Stephen Walli	Microsoft
Y	Tim deBoer	Red Hat
N	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, and Gaël Blondelle, Chief Membership Officer, of Eclipse Foundation AISBL. Also present was Björn Reistel, Board Alternate, Bosch-ETAS.

Regrets were received from Andreas Nauerz, Angelo Corsaro, Ian Robinson, James Eggleston, Kenji Kazumura, Matthew Khouzam, Robert Hilbrich, Sébastien Gerard, Stephen Walli, and Tim deBoer. The following proxies were submitted to the Secretary by the following Board members: Andreas Nauerz, James Eggleston, Matthew Khouzam, Robert Hilbrich, Sébastien Gerard, Stephen Walli, and Tim deBoer.

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. Introductions
    b. Reminder of Eclipse Antitrust Compliance Policy
    c. Results of the 2025 Board elections
    d. Approval of 19 February 2025 Board meeting full and abridged minutes

3. For Board Approval
    a. Approval of re-appointments to Board committees
    b. Approval of the board member representative of the Code of Conduct Committee
    c. Approval of Francesco Pham as PMC lead of the Oniro PMC

4. Approval of Eclipse Foundation AI Strategy

5. April 2025 Operations Update
    ● Approval of the April forecast as the 2025 revised budget for the Eclipse Group

6. Discussion of Bylaw changes - Review red line documents

7. Update on events strategy

8. Update on OpenHW Foundation

9. Update on Eclipse security initiatives

10. Update on ORC

11. Update on employee engagement survey results

12. Review management reports (Topics and Issues Report)

Adjournment

1. Roll Call and Approval of Agenda

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.

The meeting was called to order at 9H00 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.

2. General Business

a. Introductions
Mike Milinkovich welcomed John Ellis and Björn Reistel to their first face-to-face board meetings.

Mike congratulated all of the elected representatives on their re-election, and welcomed them back to the Board.

Mike 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.

b. Reminder of Eclipse Antitrust Compliance Policy
Mike reminded the board members of their obligations under the Foundation's Antitrust Compliance Policy, attached as *Appendix 2b*.

c. Results of the 2025 Board elections
Mike provided a quick update on the overall election process and outcome and noted that the percentage of eligible votes cast for Contributing Members was consistent with previous years. Mike reminded the Board there was no voting for Committer Member representatives this year as the three incumbents were acclaimed.

d. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 19 February 2025 Board Meeting, attached as *Appendix 2d*. 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 19 February 2025 Board Meeting as circulated.

3. For Board Approval

3. a Approval of re-appointments to Board committees

The Board unanimously approved the following re-appointments:

RESOLVED, Bryan Che, Tom Ritter, and Donald Smith (representing Jim Wright of Oracle) are re-appointed to the Eclipse Foundation AISBL Board's Finance Committee.

RESOLVED, Ed Merks, Jim Wright, John McBroom, Richard Fontana, and Valentina Boyet are re-appointed to the Eclipse Foundation IP Advisory Committee.

RESOLVED, Stephen Walli, Wolfgang Gehring and Matthias Sohn are re-appointed to the Eclipse Foundation Board's Compensation Committee.

3.b Approval of the board member representative of the Code of Conduct Committee

The Board unanimously approved the following re-appointments:

RESOLVED, the Board appoints Matthew Khouzam to the Eclipse Code of Conduct Committee.

Mike noted that Maria Teresa Delgado from the Eclipse Foundation also agreed to renew her term as the staff representative on the Code of Conduct Committee, and the Executive Director appoints the staff member representative.

3.c Approval of Francesco Pham as PMC lead of the Oniro PMC

Mike explained that following recent discussions, the Oniro PMC has agreed to appoint Francesco Pham as the new PMC lead. His contributions and deep understanding of the ongoing technical work within the Oniro community make him a highly suitable candidate for the role. 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 Francesco Pham as the new PMC lead for the Oniro PMC.

4. Approval of Eclipse Foundation AI Strategy

Mike Milinkovich introduced a discussion of the proposed Eclipse Foundation AI Strategy. The Board decided to defer the decision to approve the AI Strategy until management returns in a subsequent meeting with the associated planned adjustments to the Foundation's budget to execute the strategy.

5. April 2025 Operations Update

Paul White introduced a discussion of the proposed Eclipse Foundation operations update. As part of the update, Paul presented management's financial projects for the 2024 fiscal year-end. Paul also provided an updated forecast against the 2025 budget for the Eclipse Group; based on the updated forecast, Paul detailed a revised budget for fiscal 2024 for the Eclipse Group, noting that the revised budget was very close to the budget originally approved in December 2024. Paul explained that the Board's Finance Committee had reviewed and approved the proposed revisions to the budget. With all Board members

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

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

6. Discussion of Bylaw changes

Mike Milinkovich introduced a discussion on proposed Bylaw changes, and reviewed the slide deck initially presented in February to guide the discussions, as well as walked through the redlines of the specific proposed changes; a copy of the proposed Bylaw changes in redline and clean format attached as *Appendix 6*.

It was agreed that a series of non-mandatory board working group meetings will be set up over the next three weeks, and that the board is welcome to invite their legal counsel/advisors to attend to review the proposed bylaw changes.

Mike stated the plan remains to have the Board approve the Bylaw changes at the May board meeting, and to then seek approval by the General Assembly in July.

7. Update on events strategy

Gaël Blondelle updated the Board on the Association's event strategy, attached as *Appendix 7*.

8. Update on OpenHW Foundation

Gaël Blondelle updated the Board on OpenHW Foundation status and activities, attached as *Appendix 8*.

9. Update on Eclipse security initiatives

Mike Milinkovich updated the Board on the strategy and activities of the Foundation's ongoing open source supply chain security initiative, attached as *Appendix 9*.

10. Update on ORC

Gaël Blondelle updated the board on recent Open Regulatory Compliance working group activities and progress, attached as *Appendix 10*.

11. Update of employee engagement survey results

Mike Milinkovich presented the findings of the Eclipse Foundation's most recent employee engagement survey. Paul reminded the Board that management carried out a similar in-depth survey with employees each of the three previous years and will use the most recent findings to identify positive and negative trends, and ultimately to identify improvements to our human resources policies and practices. Paul explained that similar to last year, the results of this year's survey were extremely positive, and that the outcomes exceeded management's expectations.

12. Review management reports

Mike Milinkovich introduced a discussion of the EMO's management reports. In particular, Mike reviewed the membership report and the HR/Finance section of the report. The Board commended management on the report and generally stated how valuable they find it.

The meeting was adjourned at 16:55 CEST.

Action Items:

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This being a true and accurate record of the minutes of this Meeting of the Board of Directors held on 9 April 2025, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting