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**

21 May 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 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
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
N	Hendrik Ebbers	Elected Contributing Representative
Y	Ian Robinson	IBM
Y	James Eggleston	European Space Agency
Y	Johannes Matheis	Elected Contributing Representative
N	John Ellis	Codethink
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
Y	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, 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. Rao Lakkakula from Microsoft was also in attendance.

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 9 April 2025 Board meeting full and abridged minutes
   b. Update regarding September and October board meetings
3. Approval of Bylaws changes
4. Approval of date and agenda for the General Assembly in July
5. Approval of Annual Community Report
6. Update on Financial Operations
   a. Financial Operations Report
   b. Update on 2025 forecast
   c. Update on Eclipse Foundation's AI Strategy
7. Update on our IT infrastructure

   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 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.a - Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 9 April 2025 Board Meeting, attached as *Appendix 2*. 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 draft full and abridged minutes of the 9 April 2025 Board Meeting as circulated.

2.b - Update regarding September and October board meetings

Mike Milinkovich had taken the action item in April to explore whether it was feasible and desirable to align the fall face-to-face meeting with the upcoming Open Source Congress event scheduled for 16-17 September in Brussels rather than to hold the meeting as currently scheduled for 21 October. Mike elaborated that upon further investigation, it is not feasible to re-schedule the fall in-person board meeting to September, therefore we will proceed as per approved board meeting schedule. Mike informed the Board that an ORC WG in-person workshop and meetings will be held in the days following the 21 October Board meeting in Brussels.

3. Approval of Bylaws changes

Mike Milinkovich reminded the Board they had reviewed the proposed changes to the Bylaws at two previous meetings this year, and that following those meetings, as well as a final review by counsel, no further changes have been proposed. Mike explained that as the Association's Bylaws are officially in French that counsel had produced a French version of the Bylaws for approval by the Board.

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

ACKNOWLEDGED, management has presented both a French and English version of the amended Eclipse Foundation AISBL Bylaws, and that the French version is the official version being approved; and

RESOLVED, the Board approves the proposed changes to the Eclipse Foundation AISBL Bylaws as presented, and recommends their adoption by the General Assembly.

The Board did discuss the appropriate translation for the term "calendar days" used in the French version of the Bylaws. The advice received from counsel subsequent to the meeting is that in Belgium both expressions "jours calendriers" and "jours calendaires" have essentially the same meaning, i.e. all calendar days, including weekends and official public holidays. Counsel's recommendation is that the Bylaws should continue to use "jours calendriers" as it is the term used in the Belgian Code on companies and associations, and that it is in our interest to use consistent language.

Paul White informed the Board that they will be asked in June to establish the convening notice for an Extraordinary General Assembly meeting to have the General Assembly approve the changes to the Bylaws. Paul stated that, for logistical reasons and to ensure sufficient time to explain the changes to the General Assembly, the Extraordinary meeting would be held in October. Further, Paul explained that the changes would take effect only after the General Assembly approves them and they are acknowledged via the relevant Belgian legal processes.

4. Approval of date and agenda for the General Assembly in July

Paul White explained that, as is customary each July, an Extraordinary General Assembly meeting is needed to, amongst other administrative topics, to accept the 2024 auditors report and to approve the 2024 financial statements. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolutions,

RESOLVED, the Board convenes the Annual General Assembly meeting of Members of the Association to be held on Tuesday, 29 July 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):

1. Executive Director's Welcome
2. Acknowledgement of auditor's report for the financial year ending on 31 December 2024 as submitted to the Board
3. Approval of waiver for the Board and auditor for financial year 2024
4. Update / Approval of the revised 2025 budget as submitted by the Board
5. Approval of special proxy enabling legal counsel to publish notices to the Belgian Gazette

RESOLVED FURTHER, the Board approves the Annual Meeting to be held at Regus, 8 Rue Rémusat 31000, Toulouse, 31000 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 in Brussels, Belgium, 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 29 July 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 19 August 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.

5. Approval of Annual Community Report

Mike Milinkovich reminded the Board that the Association prepares an Annual Eclipse Foundation Community Report. As it was discovered there was a mixup in the distribution of the draft report to some

board members prior to the meeting and thus some board members did not have time to review the report in advance, the Board decided to hold an electronic vote to approve the report as a continuation of the meeting.

The ballot for the electronic vote was distributed with the board on 21 May 2025 and the vote closed on 4 June 2025. With a majority of those eligible to vote having done so, and with all those who voted, voting in favour, the Board passed the following resolution:

  RESOLVED, the Board approves the content for the 2025 Annual Eclipse Foundation Community Report as distributed.

6. Update on Financial Operations

Paul White introduced a discussion of the proposed Eclipse Foundation operations update. Paul explained that an update to the forecast would be forthcoming in June, which is consistent with our normal practice. Paul further explained that a discussion on the Eclipse Foundation's AI Strategy would also be forthcoming in June.

7. Update on our IT infrastructure

Mike Milinkovich introduced a discussion on IT Infrastructure.

The meeting was adjourned at 16:18 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 21 May 2025, is attested to and signed by me below.

        /s/ Paul White
        Secretary of Meeting