

Eclipse Foundation AISBL
International not-for-profit association
Rond Point Schuman 11 Brussels 1040 Belgium
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RLE Brussels (French-speaking Enterprise Court)
(THE "ASSOCIATION")

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

16 July 2025

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 CEST.

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

Present	Director	Organisation
N	Angelo Corsaro	Elected Contributing Representative
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBE0
Y	Florian Bankoley	Robert Bosch GmbH
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
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, Eclipse Foundation, Executive Director, Paul White, Secretary/ Treasurer, Gaël Blondelle, Chief Membership Officer, and Gesine Freund, Corporate

Executive Assistant of Eclipse Foundation AISBL.

Regrets were received from John Ellis and Tom Ritter.

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 25-26 June 2025 Board meeting full and abridged minutes
3. Approval of Bylaws changes
4. Discussion of changes to Working Group Process
5. Update on Eclipse.org Foundation, Inc.

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 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 25 and 26 June 2025 Board Meeting, attached as *Appendix 2*. With Bryan Che, Etienne Juliot, James Eggleston, Jim Wright, and Matthew Khouzam abstaining, and 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 25 and 26 June 2025 Board Meeting as circulated.

3. Approval of Bylaws changes

Mike Milinkovich reminded the Board they had reviewed the proposed revisions to the Bylaws at previous meetings this year, and that the updated Bylaws had been approved by the Board at their May meeting.

Since that approval, counsel has advised and management is recommending that we revert the Purposes to the original language, and thus not change them as contemplated in the revised Bylaws. The French and English revisions are attached as Appendix 3.

Mike reminded the Board 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. The resolutions brought forward here are the same as at the May Board meeting. Mike also reminded all that a super majority approval is required.

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.

Paul White reminded the Board that these changes will be approved by the General Assembly at an Extraordinary General Assembly in October. The date and venue of the EGA had been approved by the Board at their June meeting. Further, Paul explained that the revised Bylaws would take effect only after the General Assembly approves them and after they are acknowledged via the relevant Belgian legal authorities.

4. Discussion of changes to Working Group Process

Paul White introduced a discussion on the proposed Working Group Process revisions, attached as *Appendix 4*. Paul emphasized that the recommended updates include clarifications to the process as well as updates directly relating to the revisions being introduced to the Bylaws. He indicated that, prior to bringing the revisions to the Board for approval management intends to hold information sessions to seek input regarding these proposed changes from key working group stakeholders and the membership at large.

5. Update on Eclipse.org Foundation, Inc.

Mike Milinkovich reminded the Board that steps were continuing to wind up [Eclipse.org](https://eclipse.org) Foundation, Inc, and that it was expected that the US' board of directors would approve the wind up imminently and

management would take the final steps to execute the wind up in the coming weeks.

There being no other business, the meeting was adjourned at 17:25 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 16 July 2025, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting