

# 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 October 2025**

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A Meeting of the Board of Directors (the “**Board**”) of Eclipse Foundation AISBL was held as a regularly scheduled in-person meeting at the offices of Osborne Clarke, Bastion Tower, Marsveldplein 5, Place du Champ de Mars, B – 1050 Brussels.

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

Present	Director	Organisation
Y	Florian Bankoley	Robert Bosch GmbH
Y	Bryan Che	Huawei Technologies Co., LTD.
Y	Angelo Corsaro	Elected Contributing Representative
N	Tim deBoer	Red Hat, Inc. Observer representative
Y	Hendrik Ebbers	Elected Contributing Representative
N	James Michael Eggleston	European Space Agency (ESA)
Y	John Ellis	Codethink Ltd
Y	Wolfgang Gehring	Mercedes-Benz Tech Innovation GmbH
N	Robert Hilbrich	Deutsches Zentrum für Luft- und Raumfahrt e.V. (DLR)
Y	Emily (Fenghui) Jiang	IBM
Y	Etienne Juliot	OBEO
N	Kenji Kazumura	Fujitsu Limited
N	Matthew Khouzam	Elected Committer Representative
N	Shelley Lambert	Elected Committer Representative
Y	Johannes Matheis	Elected Contributing Representative
Y	Ed (Eduardus) Merks	Elected Committer Representative

N	Chokri Mraidha	CEA LIST
Y	Tom Ritter	Fraunhofer-Gesellschaft
Y	Matthias Sohn	SAP SE
Y	Stephen Richard Walli	Microsoft Corp.
Y	Jim (James) Wright	Oracle

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.

Jean Schütz attended the meeting as the Alternate representative from the European Space Agency (ESA). Regrets were received from Tim deBoer, James Eggleston, Chokri Mraidha, Robert Hilbrich, Matthew Khouzam, Shelley Lambert, and Kenji Kazumura.

## 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 <ul style="list-style-type: none"> <li>○ Reminder of Eclipse Antitrust Compliance Policy</li> <li>○ Approval of September 17, 2025 Board meeting full and abridged minutes</li> <li>○ Appointments of Board representative <ul style="list-style-type: none"> <li>i. Approval of co-opting Chokri Mraidha as CEA List board member</li> </ul> </li> <li>○ Update on updated Bylaws approval (EGA, 20 October, 2025)</li> </ul>
3. Approval of updated 2026 Board meeting schedule
4. Discussion - Proposal on 2026 Officers
5. Review of Executive Director and Treasurer succession plan
6. October 2025 Operations Update <ul style="list-style-type: none"> <li>○ Approval of the October forecast as the 2025 revised budget for the Eclipse Group</li> </ul>
<b>BREAK</b>
7. Approval of updates to the Eclipse Foundation Working Group Process
8. Update on ORC
9. Update on Open VSX
<b>LUNCH BREAK</b>

10. Review of 2025 Committer Survey Results 11. Update on OCX'26 12. Update on AI Strategy 13. Update on Eclipse Foundation Functional Safety Process 14. Review management reports ( <i>Topics and Issues Report</i> ) <ul style="list-style-type: none"> <li>• Discussion of key elements from Topics &amp; Issues report</li> </ul>
15. Review of 2026 Program Plan
<b>BREAK</b>
IN-CAMERA: Executive Director, Treasurer annual review

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 9:00 a.m. 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. Roll Call and 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.

Mike welcomed everyone in attendance, and in particular welcomed both Emily Jiang and Jean Scheutz to their first in-person board meeting.

### 2. General Business

#### a. Antitrust Policy

Mike Milinkovich reminded the board members of their obligations under the Association's Antitrust Compliance Policy, attached as *Appendix 2a*.

#### b. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 177 September 2025 Board Meeting, attached as *Appendix 2b*. 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 minutes of the 17 September 2025 Board Meeting as circulated.

Paul White was asked and agreed that, if and when possible, to distribute the minutes of Board meetings via the Board portal as early as possible rather than the current practice of distributing two weeks in advance of the next meeting.

**c. Appointment of Chokri Mraidha as Board Representative for CEA List**

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

WHEREAS, Sébastien Gérard has resigned as Director; therefore

RESOLVED, the Board approves, in accordance with Article 24.7 of the Bylaws, that Chokri Mraidha is co-opted on behalf of CEA List as Strategic Member Director, as that term is defined in the Bylaws, as from the date of this meeting until the next general assembly that will decide on the new Board to be subsequently appointed. In accordance with article 27.1 of the Bylaws, his mandate will not be remunerated. Chokri Mraidha is electing domicile at the registered office of the Association.

FURTHER RESOLVED, to grant power to Ruth Wirtz, Laurent De Pauw and Karen Calvo Vleugels, attorneys-at-law, and to Sofía Ballesteros García, paralegal, all with office at Bastion Tower, Marsveldplein 5, 1050 Brussels, or any other attorney-at-law or paralegal from the firm Osborne Clarke, with office at the same address, each acting alone and with power to substitute, to act on behalf of the Eclipse Foundation AISBL in order to comply with the legal requirements resulting from these minutes, and in particular the publication of an extract of these minutes in the Annexes to the Belgian State Gazette and the updating of the Eclipse Foundation AISBL registration information at the register of legal persons of the Belgian Crossroads Bank of Enterprises. The proxies are authorized to sign every document, form, register, notification or letter and to take every necessary step towards the Enterprise Court, the one-stop business shops and the Belgian Crossroads Bank of Enterprises and more generally, to undertake any action necessary following these minutes.

**d. Update on updated Bylaws approval (EGA, 20 October, 2025)**

Paul White reminded the Board of the Extraordinary General Assembly (EGA) meeting held the previous day, 20 October, where the agenda was to have the GA approve the revisions to the Bylaws. Paul explained that the meeting did occur and that quorum for the meeting was reached. Paul noted that 81 votes were received, which is 43% of the eligible voters and a new milestone in this regard. Paul explained that 77 members voted in favour and four abstained, and thus the Bylaws were approved. Finally, Paul explained to the Board that the Bylaws are in effect as of the GA vote, and that he would be taking steps to have the Bylaws posted as soon as possible and to inform the GA of the update.

Paul thanked Gesine Freund for her diligent personal engagement with the voting members to secure such a significant number of votes.

### **3. Approval of 2026 Board meeting schedule**

Mike Milinkovich introduced a discussion regarding the 2026 Board meeting schedule, attached as *Appendix 3*.

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 schedule of meetings for 2026 as presented.

### **4. Discussion - Proposal on 2026 Officers**

Mike Milinkovich introduced a discussion regarding his recommendation to the Board regarding the officers of the Association for 2026. Mike explained that:

- a) He had announced to the staff and the Board a major reorganisation of the Foundation's senior leadership; this reorganization was due to the Foundation's continued growth and changing priorities as well as Paul White's decision to end his full-time employment with the Foundation at the end of the year.
- b) Paul will be resigning as Secretary effective the end of the year, but that he had agreed to remain as Treasurer through 2026 and to continue to remain on staff of the Foundation in a part-time capacity through 2026.
- c) He was proposing that Gaël Blondelle be approved as Secretary beginning 1 January 2026 as Paul's replacement.
- d) He was proposing that Michael Plagge be appointed to the role of Chief Membership Officer, as Michael was assuming more direct responsibility for membership as part of the reorganisation.
- e) He would later this year bring forward to the Board a proposal to create a Chief Marketing Officer role, proposing Thabang Mashologu to serve as that officer.

Mike explained that these recommendations would be brought to the Board as part of the December board meeting in keeping with the Internal Rules, which call for the reappointment of officers each December.

### **5. Review of Executive Director succession plan**

Mike Milinkovich introduced a discussion of the succession plan document for the Executive Director. Mike explained that the succession plan for the Treasurer, which normally would be documented in a similar fashion, was in fact being executed on through the reorganisation plan discussed earlier. After discussion, the Board thanked Mike and Paul for the care put into the planning.

### **6. October 2025 Operations Update**

Paul White provided an update on the Eclipse Group 2025 forecast. Paul also discussed the revised 2025 cash and headcount projections. He highlighted the projection of an increase in the net income for the year as compared to the June meeting. Paul indicated that the Foundation is well positioned for continued

growth in 2026 and beyond.

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 2025 Eclipse Group budget forecast as presented as the revised 2025 budget for the Eclipse Group.

## **7. Approval of updates to the Eclipse Foundation Working Group Process**

Mike Milinkovich introduced a discussion of proposed updates to the Eclipse Foundation Working Group Process, materials attached as Appendix 7. Mike reminded the Board they have discussed the revisions at both the June and July board meetings, and that management had since held information sessions with working group stakeholders and while attendance was relatively small, the feedback received was positive. Mike noted that no substantial changes had been made since the Board reviewed the changes in depth in July.

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 revised Eclipse Foundation Working Group Process as presented.

## **8. Update on ORC**

Gaël Blondelle introduced a discussion on the status, recent and upcoming activities of the Open Regulatory Compliance Working Group, materials attached as Appendix 8. Gaël highlighted that membership in ORC has now reached 61, including 20 Foundation members. Gaël also explained that, overall, the operations associated with ORC continue to expand and deliver on the objectives identified for the working group.

## **9. Update on Open VSX**

Mike Milinkovich introduced a discussion on the status of the Foundation's Open VSX registry service. Mike highlighted the recent significant growth in both the number of extensions published in the registry as well as an explosion in the usage of the registry. He also highlighted that, like many similar registry services hosted elsewhere, the costs and challenges associated with operating this service have grown significantly over the past year and are projected to continue to rapidly grow for the foreseeable future. Mike stated that, again like other similar registry services, there are businesses that have built commercial operations that rely on Open VSX Registry that are not currently supporting it financially or the associated open source project.

Mike pointed to a recent open letter, of which the Eclipse Foundation was a signatory, calling on commercial enterprises that introduce such dependencies and heavy demand on registries to support those providing the service. Related, Mike explained a few of these commercial entities have indeed stepped forward with significant funding commitments to Eclipse Foundation, and that steps were already underway to leverage these funds to stabilize and enhance the registry service and the Foundation's infrastructure overall.

Finally, Mike discussed a plan to have the Eclipse Foundation rate limit heavy commercial users of the registry service, and to consider entering into commercial agreements to provide enhanced access to the service to commercial users. Mike explained the Foundation would not expect to make any formal SLA commitments as part of such commercial agreements, but instead would likely offer SLOs instead. Mike emphasized that the registry service is and would always remain free for open source developers, and the rate limiting restrictions and enhanced commercial service would be used to support the registry service for all users, to support the Eclipse Open VSX project, and ultimately to support the Foundation and its mission more generally.

## **LUNCH BREAK**

The Board adjourned for 45 minutes for lunch beginning at 12:30pm, and reconvened at 1:15pm. Upon reconvening, Mike suggested changes to the order in which topics would be addressed, and the Board agreed to the change in order. The original order is preserved in the numbering for consistency with the appendices.

## **16. Review of 2026 Program Plan**

Mike Milinkovich introduced a discussion of the 2026 Program Plan. Mike reminded the board that the annual objectives for 2026 had been discussed at the June 2025 meeting, and that subsequent to that, leadership had spent significant time honing the objectives as well as identifying annual key results to advance those objectives. Mike highlighted that the Program Plan as shared continues to be a work-in-progress document, and that some of the metrics associated with the specific objectives still need to be defined by staff. He also invited further input on the Plan via the Board's mailing list.

Mike reminded the Board of the Annual Planning Cycle and Process Timeframe, and in particular the Program Plan will be approved by the Finance Committee in December, and that subsequently the budget will be approved by the Board at the December 2025 Board meeting.

## **14. Update on Eclipse Foundation Functional Safety Process**

Mike Milinkovich updated the Board on the development of an initial version of the Eclipse Foundation Functional Safety Process, materials attached as Appendix 14. Mike indicated that he felt the current draft is very close, and that in the coming days he would strike an ad hoc board working group to review the draft process in detail. He indicated his plan to bring the draft process for the Board's consideration and approval as early as December 2025.

## **11. Review of 2025 Committer Survey Results**

Mike Milinkovich introduced a discussion on the Foundation's recent survey of its Committer community, materials attached as Appendix 11. Mike highlighted that the overall satisfaction of the Committer community remained consistent with 2024 at 71%, but noted that those who stated they were "very satisfied" has risen by 10% over that same period. Mike noted that the EMO would be presenting the survey results to the Committer community over the coming weeks.

## **12. Update on OCX'26**

Gaël Blondelle updated the Board on the progress being made towards OCX 2026, which is scheduled to

be held in Brussels 21-23 April 2026, material attached in Appendix 12. Gaël emphasized that talk submissions are underway, that registrations are now open, and that we are actively working to secure additional sponsorships.

### **13. Update on AI Activities**

Mike Milinkovich updated the Board regarding the recent activities and outcomes related to the topic of AI, material attached in Appendix 15.

### **15. Review management reports**

Mike Milinkovich introduced a discussion of the EMO's management reports as presented in the recent Q3 Topics & Issues report distributed to the Board. The Board had no questions arising from the report, which included a status update on the Foundation's projects, membership, working groups, and research.

### **17. IN-CAMERA: Executive Director, Treasurer annual review**

The Eclipse Foundation staff excused themselves from the meeting to allow the Board to conduct the annual review of the Executive Director and Treasurer.

The meeting was adjourned at 16:30 CEST.

#### **Action Items:**

A board ad hoc working group committee will be struck to enable the board to provide further input on the draft Eclipse Foundation Functional Safety Process.

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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 October 2025, is attested to and signed by me below.

/s/ Paul White  
Secretary of Meeting