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

20 April 2026

A Meeting of the Board of Directors (the ***"Board"***) of Eclipse Foundation AISBL was held as a regularly scheduled in-person meeting at Brussels Marriott Grand Place, Rue Auguste Orts 3-7, 1000 Bruxelles.

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

Present	Director	Organisation
Yes	Antonio J. Jara	Elected Committer Representative
Yes	Bryan Che	Huawei
Yes	Chokri Mraidha	CEA List
Yes	Ed Merks	Elected Committer Representative
Yes	Emily Jiang	IBM
Yes	Etienne Juliot	OBEO
No	Florian Bankoley	Robert Bosch GmbH
No	Hendrik Ebbers	Elected Contributing Representative
No	James Eggleston	European Space Agency
Yes	Johannes Matheis	Elected Contributing Representative
Yes	John Ellis	Codethink
Yes	Jim Wright	Oracle
Yes	Kenji Kazumura	Fujitsu
Yes	Matthias Sohn	SAP SE
No	Rao Lakkakula	Microsoft
Yes	Robert Hilbrich	DLR
Yes	Sebastian Schildt	Elected Contributing Representative
Yes	Shelley Lambert	Elected Committer Representative
No	Tim deBoer	Red Hat (Observer)
Yes	Tom Ritter	Fraunhofer FOKUS
Yes	Wolfgang Gehring	Mercedes-Benz Tech Innovation GmbH

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Gaël Blondelle, Secretary, Paul White, Treasurer, Thabang Mashologu, Chief Marketing Officer, Michael Plagge, Chief Membership Officer, Jennifer Martel*, VP Finance and Operations, Mikaël Barbero*, Head of Security, and Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL.

*for parts of the meeting

Jean Schuetz attended the meeting as the Alternate representative from the European Space Agency (ESA). Regrets were received from Tim deBoer, Hendrik Ebbers, Robert Hilbrich, Rao Lakkakula, Florian Bankoley, and James Eggleston.

AGENDA

The following agenda was proposed for the meeting, the materials for which were posted on the Association's Board portal.

1. **Welcome and Agenda**
    - 1.1. Roll Call
    - 1.2. Approval of Agenda
2. **General Business**
    - 2.1. Introductions
    - 2.2. Reminder of Eclipse Antitrust Compliance Policy
    - 2.3. Approval of the 18 March 2026 Board meeting full and abridged minutes
    - 2.4. Resolution to co-opt new Board member
3. **For Approval**
    - 3.1. Approval of re-appointments to Board committees
    - 3.2. Approval of the members of the Code of Conduct Committee
    - 3.3. April 2025 Operations Update
        - Approval of the April forecast as the 2026 revised budget for the Eclipse Group
    - 3.4. Approval of Valuation Rules

4. **For Information**

    4.1. Update on ORC

    4.3. Update on Building Working Groups with governance by EU organisations

    4.4. Update on OCX

    4.5. Update on Open VSX Launch

    4.6. Update on SDV

    4.7. Employee survey results

    4.8. Review management reports (Topics and Issues Report)

5. **AoB**

    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 9h33 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.

1.2 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.

2.1 Introductions

Mike Milinkovich welcomed Sebastian Schildt and Antonio Jara to their first face-to-face board meetings.

2.2 Reminder of Eclipse Antitrust Compliance Policy

Mike Milinkovich reminded the board members of their obligations under the Association's Antitrust Compliance Policy, attached as *Appendix 2.2*.

2.3 Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 18 March 2026 Board Meeting, attached as *Appendix 2.1*.

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 18 March 2026 Board Meeting as circulated.

2.4 Resolution to co-opt new board member

WHEREAS, Google LLC has joined the Eclipse Foundation AISBL as a Strategic member, resulting in an increase of the eligible number of Strategic Member directors; therefore

RESOLVED, the Board approves, in accordance with Article 24.7 of the Bylaws, that Amanda Casari is co-opted on behalf of Google LLC 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, her mandate will not be remunerated. Amanda Casari is electing domicile at the registered office of the Association.

3.1 Approval or re-appointment 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 Finance Committee.

RESOLVED, Jim Wright (Oracle), Valentina Boyet (SAP), Richard Fontana (Red Hat), Ed Merks (Elected Committer Representative), John McBroom (IBM), and Alex Talsma (Microsoft) are re-appointed to the Eclipse Foundation IP Advisory Committee.

RESOLVED, Rao Lakkakula, Wolfgang Gehring and Matthias Sohn are re-appointed to the Eclipse Foundation Compensation Committee.

3.2 Approval of the members of the Code of Conduct Committee

The Board unanimously approved the following appointment:

RESOLVED, the Board appoints Emily Jiang to the Eclipse Code of Conduct Committee.

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

3.3 April 2026 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 2025 fiscal year-end, noting that the Foundation finished the year better than budgeted. Paul also provided an updated forecast against the 2026 budget for the Eclipse Group; based on the updated forecast, Paul detailed a revised budget for fiscal year 2026 for the Eclipse Group and the updated forecast now shows a profit of for the Eclipse Group, compared to the loss reflected in the December budget originally approved in December 2025. 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 2026 Eclipse Group forecast as presented as the revised 2026 budget for the Eclipse Group.

3.4 Approval of Valuation Rules

Paul White introduced a discussion of the updated Valuation Rules which were first approved by the board in June 2022, and adopted by the Association in relation to the preparation of its financial statements. Paul explained that the updates pertain to intangible fixed assets, the relevant material for which is attached as *Appendix 3.4*.

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

RESOLVED, the Board approves the Valuation Rules as presented.

4.1 Update on ORC

Gaël Blondelle updated the board on recent Open Regulatory Compliance working group activities and progress, attached as *Appendix 4.1*.

The board commended the team on their outstanding work.

4.3 Update on Building Working Groups with governance by EU organisations

Gaël Blondelle updated the board on the need to offer the possibility to create Working Groups with EU-centric governance.

4.4 Update on OCX

Thabang Mashalogu updated the board on the Open Community Experience 2026 (OCX'26).

4.5 Update on OpenVSX Launch

Thabang Mashalogu updated the board on the OpenVSX Launch.

4.6 Update on SDV

Michael Plaggge updated the board on SDV initiatives.

4.7 2026 Employee engagement survey results

Mike Milinkovich presented the findings of the Eclipse Foundation's most recent employee engagement survey. He reminded the Board that management carried out a similar in-depth survey with employees each of the four previous years, and uses the most recent findings to identify positive and negative trends, and ultimately to identify improvements to our human resources policies and practices. Once again, the results of this year's survey were very positive.

4.8 Management reports

Mike Milinkovich introduced a discussion on the management reports. The board reiterated that they find these detailed reports very valuable.

The meeting was adjourned at 15:54 CET.

Action Items:

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on 20 April 2026, is attested to and signed by me below.

/s/ Gaël Blondelle
Secretary of Meeting