

Eclipse Foundation AISBL

International not-for-profit association
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RLE Brussels (French-speaking Enterprise Court)
(THE "ASSOCIATION")

Minutes of the Meeting of Board of Directors

June 15-17, 2021

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 15:00 CET each day of June 15, 16, and 17, 2021.

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

Present 6/15	Present 6/16	Present 6/17	Director	Organization
Y	Y	Y	Adam Gibson	SkyMind
Y	Y	Y	Basem Vaseghi	Daimler TSS
Y	Y	Y	Bryan Che	Huawei
N	N	N	Chris Aniszczyk	Elected Committer Representative
Y	Y	Y	Deborah Bryant	Red Hat
Y	Y	Y	Ed Merks	Elected Committer Representative
N	Y	N	Etienne Juliot	OBE0
N	Y	Y	Farah Papaioannou	Elected Contributing Representative
Y	Y	Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	Y	Y	Jim Wright	Oracle
Y	Y	Y	Kenji Kazumura	Fujitsu
Y	Y	Proxy	Kevin Sutter	Elected Committer Representative
Y	Y	Y	Matthias Sohn	SAP SE
N	N	N	Navin Ramachandran	IOTA Foundation
Y	Y	Y	Pradeep Balachandran	IBM
Y	Y	Y	Robert Hilbrich	DLR
N	N	N	Sebastien Girard	CEA List
Y	Y	Y	Steffen Evers	Bosch
Y	Y	Y	Tom Ritter	Fraunhofer FOKUS
Y	Y	Y	Torkild Ulvøy Resheim	Elected Contributing Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, and Paul White, Secretary/Treasurer, of Eclipse Foundation AISBL. Also in attendance for portions of the meeting were Gael Blondelle, Paul Buck, and Thabang Mashologu of Eclipse Foundation, as well as Konstantin Stumvoll of DLR and Tom Watson of IBM.

The following proxies were submitted to the Secretary by the following Board members:

1. Kevin Sutter assigned his proxy to Ed Merks for Thursday, June 17.

AGENDA

The following agenda was proposed for the meeting, the materials for which are attached as Annex 1:

1. Roll Call & Approval of Agenda
2. General Business
 - Review of Eclipse Antitrust Policy
 - Approval of May 19, 2021 minutes
 - Approval of AsciiDoc Top-Level Project Charter
3. June 2020 Operations Update
 - Approval of 2021 Forecast
 - Approval of 2021 Eclipse Foundation AISBL budget and financial operations resolutions
 - Approval of 2021 revised combined budget for the Eclipse Group
4. Discussion of revisions to the Eclipse Foundation Working Group Process
5. Approval of partnership with OpenAtom Foundation re. OpenHarmony
6. Update on Code of Conduct review and recommendations

Day 2 - June 16, 2021

7. Roll call
8. Marketing Update
9. Management Reports
 - Membership Update
 - Projects Update
 - Working Groups Overview Update
 - Working Groups - Specific Updates

Day 3 - June 17, 2021

10. Roll call
11. Approval of sale of ownership of Eclipse Foundation Europe GmbH to Eclipse Foundation AISBL

12. Approval of amendments to Annual Membership Fees for Associate members
13. Update on Code of Conduct review and recommendations

VALIDITY

The Secretary established from the attendance list that a quorum of members were present or properly represented on each day of the meeting, that the meeting had been validly convened, and the meeting could validly deliberate and decide on the matters listed on the agenda.

GENERAL BUSINESS

Tuesday, June 15, 2021

The meeting was called to order at 15:03 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 favor, b) those voting against, and c) those abstaining.

Approval of Agenda

Mike Milinkovich reviewed the agenda with the Board. With all Board members present or validly represented at the meeting voting in favor, the agenda was approved unanimously by the Board.

General Business Items

Antitrust Policy

Mike Milinkovich reminded the Board of its obligations under the Foundation's anti-trust policies, attached as Appendix 2A.

Minutes

Mike Milinkovich introduced a discussion of the minutes of the May 19, 2021 Board Meeting, attached as Appendix 2B. 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 draft minutes of the May 19, 2021 Board Meeting as circulated.

Approval of AsciiDoc Top-Level Project Charter

Mike Milinkovich introduced a proposal to create the AsciiDoc Top-Level Project, the related materials for which are attached as Appendix 2C. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolutions:

RESOLVED, the Board approves the AsciiDoc top-level project charter.

RESOLVED, the Board approves Sarah White as the PMC Lead for the AsciiDoc top-level project.

June 2020 Operations Update

Paul White provided the Board with an update on the operations of the Foundation. As part of the update, Paul presented a revised 2021 forecast for the entire Eclipse Group against the 2021 budget for the Board to consider adopting as the revised 2021 budget.

Paul also presented the Board with a proposed 2021 budget specific to the Association, and reminded the Board that, if approved, would be put before the General Assembly for their subsequent approval. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolutions:

RESOLVED, the Board approves the June 2021 Financial Forecast as presented, and approves it as the revised 2021 Eclipse Group Budget.

RESOLVED, the Board approves the Eclipse Foundation AISBL budget as presented, and recommends that the General Assembly approve it as the Association's 2021 Budget.

Discussion of revisions to the Eclipse Foundation Working Group Process

Paul White presented a draft set of revisions to the Eclipse Foundation Working Group Process, the related materials for which are attached as Appendix 4. Paul reminded the Board that the Foundation has expanded the number of working groups, and currently has 18 working groups. Paul explained that the changes largely reflect an update to practices already being used by the various working groups as a matter of practice and clarifications of governance. Paul further explained that the charters of all of the working groups had recently been updated as part of the international strategy, specifically to have the charters better reflect the changes introduced to the Bylaws. The Board asked that management work to ensure that the proposed changes are understood by the various working group leadership. As the materials had not been distributed with sufficient lead time for the Board to deliberate, approval of the revised Working Group Process was deferred until the July 2021 meeting.

Approval of partnership with OpenAtom Foundation re. OpenHarmony

Mike Milinkovich introduced a discussion regarding the opportunity to have the Association enter into a partnership relationship with the OpenAtom Foundation. Mike explained that the Association has begun non-binding discussions already with OpenAtom, and that the discussions have been promising thus far. Mike explained that key elements of the arrangement, including dispute resolution and termination, have not been formally decided upon yet. Mike explained that the costs associated with negotiating the relationship, as well as the costs for establishing an associated Eclipse Foundation working group, were being borne by the lead organizations interested in the initiative. Mike did note that he believes there are new membership opportunities associated with the initiative.

Mike further explained there is interest by both parties to announce the intention to negotiate and close on this relationship. Mike noted that being open in this manner would make it simpler to engage and to attract potential interested members. The Board discussed whether specifics of the negotiations would be shared with the Board prior to finalizing the arrangement, and Mike reminded the Board that is their prerogative to do so. Due to limited time, the Board decided to revisit the topic the following day.

The meeting was adjourned for the day at 18:02.

Wednesday, June 16, 2021

The meeting was called again to order at 15:03 CEST by Mike Milinkovich.

Paul White proposed to adjust the agenda, suggesting the Board defer the topic of the Update on Code of Conduct until Thursday, June 17, and to revisit the topic of approving the partnership with OpenAtom Foundation during the Wednesday portion of the meeting. With all Board members present or validly represented at the meeting voting in favor, the revised agenda was approved unanimously by the Board.

Marketing Update

Thabang Mashogolu, VP of Marketing and Business Strategy of the Eclipse Foundation, provided the Board with an update on the Association's marketing activities, the related materials for which are attached as Appendix 8.

Approval of partnership with OpenAtom Foundation re. OpenHarmony (continued)

Mike Milinkovich reintroduced the topic of the Association entering into a partnership with the OpenAtom Foundation. Bryan Che explained that the model proposed for OpenHarmony, and

the relationship between OpenAtom and the Association, is unique for an open source operating system, noting the goal is to create a network of distributions of the operating system that all conform to a common set of open specifications. Mike also explained that his take on the opportunity is that the opportunity is rather-like the Jakarta opportunity as originally presented a few years earlier, with the notable exception that the negotiations are with a non-profit association rather than a for-profit strategic member. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, that the Executive Director of the Association is hereby authorized and empowered, for and on behalf of the Association, to retain such advisors, to execute and deliver such documents, papers or instruments and to do or cause to be done any and all such other acts and things as he may deem necessary, appropriate or desirable in connection with announcing the intended collaboration, and negotiating a binding, long-term Cooperation Agreement or similar agreement with OpenAtom Foundation to enable the long-term coordination and collaboration related to developing a global ecosystem in support of the OpenHarmony project, including cooperative development, licensing, marketing, and branding programs, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors.

Mike assured the Board he would provide them updates on the negotiations at the upcoming Board meetings. Mike also asked the Board to provide him input and comment on the negotiations, either on the Board's mailing list or privately.

Management Updates

Paul Buck provided the Board with an update on the Foundation's working groups, the related materials for which are attached as Appendix 9A.

Mike Milinkovich had provided updates on Membership and the Eclipse Projects, but did not discuss them at the meeting, and the Board asked no questions about these reports. The reports are attached as Appendices 9B and 9C.

The meeting was adjourned at 18:00.

Thursday, June 17, 2021

The meeting was called again to order at 15:03 CEST by Mike Milinkovich.

Approval of sale of ownership of Eclipse Foundation Europe GmbH
to Eclipse Foundation AISBL

Mike Milinkovich introduced a proposal that, as part of the International Strategy adopted by the Association, would enable the Eclipse Foundation Europe GmbH to be sold by Eclipse.org Foundation, Inc. to the Association, the related material for which is attached as Appendix 12. Mike reminded the Board this topic had been discussed originally at the May, 2021 Board meeting. Mike noted the sale price for the purchase would be finalized based on the advice of the Association's accountants and legal counsel. He further reminded the Board that the decision for the Association to purchase the shares of Eclipse Foundation Europe GmbH would require the approval of the General Assembly. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

WHEREAS the Association and Eclipse.org Foundation, Inc. have both entered into a common Eclipse Foundation International Strategy;

WHEREAS, in furtherance of implementation of the International Strategy, the Board has determined that transferring the ownership of Eclipse Foundation Europe GmbH (EFE-GmbH) from Eclipse.org Foundation, Inc. to the Association is in the Association's best interest;

RESOLVED, the Board approves the transfer of ownership of EFE GmbH from Eclipse.org Foundation, Inc. to the Association, and that the Executive Director of the Association is hereby authorized and empowered, for and on behalf of the Association, to retain such advisors, to execute and deliver such documents, papers or instruments and to do or cause to be done any and all such other acts and things, including monetary payment not-to-exceed 500.000€, as he may deem necessary, appropriate or desirable in connection with transferring the ownership of EFE to the Association, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors.

Approval of amendments to Annual Membership Fees for Associate members

Mike Milinkovich introduced the topic of amending the annual membership fees for Associate members who join the Association strictly on the basis of participation in another foundation that the Association enters into a formal relationship with, the related materials for which are attached as Appendix 13. Mike explained the approach of engaging with other foundations on

initiatives of common interest, and to enable membership across the other foundation and the Association, that making the barrier of membership fee be lower is beneficial. Mike explained that such arrangements are still in discussions, and that he recommended the Board revisit the topic as one or more of those opportunities comes closer to fruition.

Update on Code of Conduct review and recommendations

Mike Milinkovich updated the Board on the fact there has been an increase in the number of formal complaints introduced under the Association's Code of Conduct. Mike noted these complaints include a combination of complaints within the various channels used by the community as well as complaints of harassment raised by the Foundation's staff. Mike informed the Board that management had, based on the increase as well as the nature of the complaints, engaged with external counsel with particular expertise in managing open source codes of conduct, and that it's management's intent to act on counsel's recommendations to the extent possible. Mike noted that these recommendations include making enhancements to the processes used by the Foundation in addressing complaints, as well as increased training for staff, Board members, and Eclipse community leaders.

Adjournment

The meeting was then adjourned at 16:55.

Action Items:

None.

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on June 15-17, 2021, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting