

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

28-29 June 2022

A Meeting of the Board of Directors (the **"Board"**) of Eclipse Foundation AISBL was held as a regularly scheduled in-person meeting scheduled to begin at 15:00 CEST / 9:00 AM EDT at the Association's operating facility at 2932 Baseline Road, Suite 202, Ottawa, ON K2H 1B2.

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

Present 6/28 (AM)	Present 6/28 (PM)	Present 6/29	Director	Organization
Y	Y	Y	Bryan Che	Huawei
Y	Y	Y	Ed Merks	Elected Committer Representative
Y	N	N	Etienne Juliot	OBEO
N	N	N	Farah Papaioannou	Elected Contributing Representative
Proxy	Proxy	Proxy	Gorkem Erkan	Red Hat
Y	Y	Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	Proxy	Proxy	James Eggleston	European Space Agency
Y	N	N	Jim Wright	Oracle
Y	N	N	Kenji Kazumura	Fujitsu
Y	Y	Y	Matthew Khousam	Elected Committer Representative
Proxy	Proxy	Proxy	Matthias Sohn	SAP SE
Y	N	N	Pradeep Balachandran	IBM
Y	Proxy	Proxy	Robert Hilbrich	DLR
N	N	N	Sébastien Gerard	CEA List
Y	Y	Y	Shelley Lambert	Elected Committer Representative
Y	Y	Y	Steffen Evers	Bosch
Proxy	Proxy	Proxy	Stephen Walli	Microsoft
N	N	N	Tom Ritter	Fraunhofer FOKUS
Y	Proxy	Proxy	Torkild Ulvøy Resheim	Elected Contributing Representative
Y	Y	Y	Wolfgang Gehring	Mercedes-Benz Tech Innovation GmbH

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Paul White, Secretary/Treasurer, and Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL.

Also present at the invitation of the board were John Duimovich of Red Hat for the entire meeting, and Donald Smith of Oracle for portions of the meeting..

The following proxies were submitted to the Secretary by the following Board members: Gorkem Ercan, James Eggleston, Matthias Sohn, Robert Hilbrich, Stephen Walli, and Torkild Resheim.

AGENDA

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

28 June - AM

1. Roll Call and Approval of Agenda
2. General Business
 - Reminder of the Eclipse Antitrust Compliance Policy
 - Approval of May 25, 2022 Board meeting full and abridged minutes
3. Approval of appointment of Pradeep Balachandran to Finance Committee
4. Approval of Valuation RulesJune 2022 Operations Update
 - a. Approval of 2022 revised combined budget for the Eclipse Group
 - b. Approval of 2022 Eclipse Foundation AISBL budget
5. Approval of Valuation Rules
6. Eclipse Foundation AISBL 2021 financials
 - a. Approval of 2021 Eclipse Foundation AISBL financial statements
 - b. Approval of 2021 Eclipse Foundation AISBL auditors report
 - c. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette
7. Security Strategy Update
8. Approval of updated IP Policy
9. Approval of Eclipse Foundation Interest Group Process

28 June - PM

10. Management reports
11. SDV Working Group Update
12. 2023 Strategy and Objective Setting

29 June

13. OpenAtom Agreement Update
14. 2023 Strategy and Objective Setting (continued)

Adjournment

VALIDITY

The Secretary established from the attendance list that a quorum of members were 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

DAY 1 - 28 JUNE

The meeting was called to order at 9:03 EDT 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.

1. Approval of Agenda

Paul White 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.

2. General Business

a. Anti-Trust Policy

Paul White reminded the Board of its obligations under the Foundation's Anti-trust Compliance Policy, attached as Appendix 2a.

b. Minutes

Paul White introduced a discussion of the full and abridged minutes of the 25 May 2022 Board Meeting, attached as Appendix 2. With Steffen Evers abstaining, and the remaining Board members present or validly represented at the meeting voting in favor, the Board passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the 25 May 2022 Board Meeting as circulated.

3. Approval of appointment of Pradeep Balachandran to Finance Committee

Mike Milinkovich proposed that Pradeep Balachandran be appointed to the Finance Committee. For the information of Board members, this will result in the Finance Committee comprising of Bryan Che (Huawei Technologies Co., LTD.), Donald Smith (representing Jim Wright of Oracle), Pradeep Balachandran (IBM), and Tom Ritter (Fraunhofer-Gesellschaft).

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

RESOLVED, Pradeep Balachandran is appointed to the Board's Finance Committee.

4. June 2022 Operations Update

Paul White presented the Operations Update, including the revised 2022 Eclipse Group forecast and the 2022 revised 2022 Eclipse Foundation AISBL forecast. Paul noted that, overall, the forecast is a very good news story, and that both forecasts show increased growth as compared with the 2022 budget, which had already predicted significant growth as compared to 2021.

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

RESOLVED, the Board adopts the 2022 Eclipse Group budget forecast as presented as the revised 2022 budget for the Eclipse Group.

RESOLVED, the Board adopts the 2022 Eclipse Foundation AISBL budget forecast as presented as the revised 2022 budget for the Eclipse Foundation AISBL, and recommends that the General Assembly approve it as the Association's 2022 budget.

5. Approval of Eclipse Foundation AISBL Valuation Rules

Paul White introduced a discussion of the Valuation Rules to be adopted by the Association in relation to the preparation of its financial statements, the relevant material for which is attached as Appendix 5.

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.

6. Eclipse Foundation AISBL 2021 financials

a. Approval of 2021 Eclipse Foundation AISBL annual accounts

Paul White introduced a discussion of the Association's 2021 annual accounts for the financial year ending 31 December 2021, the related materials for which are attached as Appendix 6. Paul explained that the annual accounts had been reviewed by the Board's Finance Committee at their 23 June 2022 meeting, and that the committee unanimously approved the annual accounts, and recommended the Board do the same.

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 2021 Eclipse Foundation AISBL financial statements for the financial year ending 31 December 2021 as presented, and recommends that the General Assembly approve them as the Association's financial statements for the financial year ending 31 December 2021.

b. Approval of 2021 Eclipse Foundation AISBL auditors report

Paul White introduced a discussion of the auditor's report for the Association's annual accounts for the financial year ending 31 December 2021, the related materials for which are attached as Appendix 6. Paul explained that the Association's statutory auditor, EY Reviseurs d'Entreprises SRL represented by

Mr. Carlo-Sébastien D’addario, presented the report of their audit to the Board’s Finance Committee at the committee’s 23 June 2022 meeting, and that the committee unanimously approved the auditor’s report, and recommended the Board do the same.

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

RESOLVED, the Board acknowledges the 2021 Eclipse Foundation AISBL auditors report as presented, and recommends that the General Assembly accept the 2021 Eclipse Foundation AISBL auditors report.

c. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette

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

RESOLVED, the Board grants power to Ruth Wirtz, Laurent De Pauw, and Nora Myriam Lazar, attorneys-at-law with office at Bastion Tower, Marsveldplein 5, 1050 Brussels, or any other attorney-at-law 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.

7. Approval of updated IP Policy

Mike Milinkovich introduced a discussion of revisions to the Association’s Intellectual Property Policy, the related materials for which are attached as Appendix 7. Mike reminded the Board these proposed changes were discussed at the February and March 2022 Board meetings, and had also been reviewed by the IP Advisory Committee. Mike also explained the policy updates and the changes associated with the overhaul were socialized with the committer community in the past months.

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 updated Eclipse Foundation Intellectual Property Policy as presented.

8. Approval of Eclipse Foundation Interest Group Process

Mike Milinkovich introduced the topic of the establishment and implementation of an Interest Group Process, the related materials for which are attached as Appendix 8. Mike reminded the Board they had discussed the topic at both the March and May 2022 Board meetings, and had discussed at length both the motivation as well as the process itself. Mike explained the revisions discussed at those meetings had been captured in the version of the Interest Group Process being presented. Mike reminded the Board that, once adopted, the EMO would implement the process over the coming months, and that the Board would have an opportunity to consider updates to the process going forward similar to how it updates other similar processes such as the EDP and the EFWGP.

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 Eclipse Foundation Interest Group Process as presented.

9. Security Strategy Update

Mike Milinkovich provided the Board with an update on the Foundation's strategy with respect to supply chain security. Of note, Mike indicated that Mikael Barbero had been promoted to Head of Security, and is already leading the Foundation's technical initiatives in this area. Mike also noted the Foundation had recently secured funding from the OpenSSF's Alpha Omega project, and is leveraging those funds to, among other things, perform security audits on select projects.

10. Management reports

Marketing Update

Mike Milinkovich updated the Board on the current status of the Foundation's recent marketing activities, the related material for which is attached in Appendix 10a.

Membership Update

Mike Milinkovich updated the Board on the current status of the Foundation's membership and highlighted the new members that have joined the Foundation since the March, 2022 Board meeting, the related material for which is attached in Appendix 10b.

Projects Update

Mike Milinkovich provided to the Board a summary of the Foundation's open source projects, the related material for which is attached in Appendix 10c.

Working Groups Update

Mike Milinkovich provided to the Board a summary of the Foundation's working groups, the related material for which is attached in Appendix 10d.

IT and Infrastructure Update

Mike Milinkovich provided to the Board a summary of the Foundation's IT and infrastructure department's updates, the related material for which is attached in Appendix 10e.

11. SDV Working Group Update

Mike Milinkovich provided to the Board a summary of the new SDV working group, the related material for which is attached as Appendix 11. Mike highlighted the tremendous success seen thus far in terms of recruiting participation in the working group, and the technical and community momentum associated with the new initiative.

DAY 2 - 29 JUNE

The meeting was called to order by Mike Milinkovich at 9:30 EDT.

13. OpenAtom Agreement Update

Mike Milinkovich provided the Board with a brief update regarding the ongoing negotiations with the OpenAtom Foundation, explaining the negotiations continue to proceed and that we are anticipating to conclude the negotiations sometime in the next few weeks.

The meeting was adjourned at 12:00 EDT.

Action Item:

- 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 28-29 June 2022, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting