

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

20 July 2022

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 16:30 CEST.

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

Present	Director	Organization
Y	Bryan Che	Huawei
N	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBE0
N	Farah Papaioannou	Elected Contributing Representative
Y	Gorkem Ercan	Red Hat
N	Gunnar Wagenknecht	Elected Contributing Representative
Y	James Eggleston	European Space Agency
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
Y	Pradeep Balachandran	IBM
N	Robert Hilbrich	DLR
N	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Y	Steffen Evers	Bosch
N	Stephen Walli	Microsoft
Y	Tom Ritter	Fraunhofer FOKUS
Y	Torkild Ulvøy Resheim	Elected Contributing Representative
N	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.

AGENDA

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

1. Roll Call and Approval of Agenda
2. General Business
 - a. Approval of June 28-29, 2022 Board meeting minutes (*posted in portal*)
3. Approval of 2023 strategic objectives (*posted in portal, draft resolution here below*)
4. Discussion of potential annual membership fee increase (*posted in portal*)
5. Update re. OpenAtom negotiations

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

The meeting was called to order at 16:32 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.

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

Paul White informed the Board that the 2022 Annual General Assembly was held earlier in the day, and that all matters before the general assembly were approved. He noted that this included the (re)appointment of the Board members for another year.

Paul White introduced a discussion of the full and abridged minutes of the 28-29 June 2022 Board Meeting, attached as *Appendix 2*. The Board passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the 28-29 June 2022 Board Meeting as circulated.

3. Approval of 2023 strategic objectives

Mike Milinkovich introduced a discussion of the Foundation's 2023 strategic objectives as well as a discussion of the Foundation's mission and vision statement. Mike reminded the Board these objectives were defined by the Board at its June meeting. Mike also stated that the management team of the Foundation has since made a number of suggested edits. Mike explained that, once the objectives are approved by the Board, the next step will be for the EMO to develop a draft program plan which will include measurable objectives in line with these strategic objectives, and that the draft program plan will then be brought forward to the Board for its consideration in the September/October timeframe, and then again for final approval at the December meeting.

The Board unanimously passed the following resolutions:

RESOLVED, the Board approves the Eclipse Foundation mission and vision statements as presented.

FURTHER RESOLVED, the Board approves the Eclipse Foundation strategic goals for 2023 as presented.

4. Discussion of potential annual membership fee increase

Mike Milinkovich introduced a discussion of the Foundation potentially raising its annual membership fees. The Board agreed to revisit the topic at its next meeting.

5. Update re. OpenAtom negotiations

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 near future.

The meeting was adjourned at 17:31 CEST.

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 20 July 2022, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting