

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

15 February 2023

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 15h00 CET.

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

Present	Director	Organization
N	Andreas Nauerz	Bosch
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBEO
N	Farah Papaioannou	Elected Contributing Representative
Y	Gorkem Ercan	Red Hat
Proxy	Gunnar Wagenknecht	Elected Contributing Representative
Y	Ian Robinson	IBM
N	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	Robert Hilbrich	DLR
Y	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Y	Stephen Walli	Microsoft
Y	Tom Ritter	Fraunhofer FOKUS
Y	Torkild Ulvøy Resheim	Elected Contributing Representative
Y	Wolfgang Gehring	Mercedes-Benz Tech Innovation GmbH

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Paul White, Secretary/Treasurer of Eclipse Foundation AISBL, Gaël Blondelle, Chief Membership Officer, and

Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL.

Regrets were received from Gunnar Wagenknecht and Etienne Juliot. The following proxy was submitted to the Secretary by the following Board member: Gunnar Wagenknecht.

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
 - a. Approval of 18 January 2023 Board meeting minutes
3. Approval of date and agenda for the Annual General Assembly in April
4. Appointment of Stephen Walli and Ian Robinson as Eclipse Foundation AISBL's representative on EF-US board of directors
5. Approval to revoke the Eclipse Mylyn TLP charter
6. Approval of Eclipse Foundation AISBL 2023 budget
7. Update on International Strategy
8. Update on the status of the 3-way Adoptium TCK Participant Agreement with IBM
9. Update on OpenAtom Agreement
10. Other Business

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 15h03 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 favor, b) those voting against, and c) those abstaining.

1. Approval of Agenda

Mike Milinkovich reviewed the agenda with the Board.

Matthew Khouzam proposed to add a discussion on open-vsx.org service as an additional item to add to the agenda under "Other Business".

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. Minutes

Mike Milinkovich introduced a discussion of the minutes of the 18 January 2023 Board Meeting, attached as *Appendix 2*. With Jim Wright abstaining, and with all other 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 18 January 2023 Board Meeting as circulated.

3. Approval of date and agenda for the Annual General Assembly in April

Paul White explained that according to the bylaws, the annual general assembly meeting (the "AGA") shall be held in the second quarter of every year. Management is proposing that, starting this year, to hold the AGA in early April. Holding the meeting in early April does align the AGA with the election of the new directors. However, we will still have to hold a second, shorter General Assembly meeting sometime in the third quarter once the 2022 audited financial statements are ready and approved by the Board.

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

RESOLVED, the Board convenes the Annual General Assembly meeting of Members of the Association to be held on **Tuesday, 4 April 2023 beginning at 17:00 CEST** with the following preliminary agenda (subject to further modifications thereto that can be made in accordance with the Bylaws):

1. Executive Director's Welcome
2. Appointment of the directors of the Board
3. Appointment of the observer to the Board
4. Approval of the 2023 budget as submitted by the Board
5. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette

RESOLVED FURTHER, the Board approves the Annual Meeting to be held at the Association's Operating Office located at: 2934 Baseline Road, Suite 202, Ottawa, ON, Canada, and further approves the possibility for the Members and any other participants or guests to participate, and as far as the Voting Members are concerned to vote, remotely through the use of the electronic communication system Zoom made available by the Association, the practicalities of which will be specified in the convening notice. The Secretary and/or the Executive Director composing the bureau of the Annual Meeting will, however, attend the Annual Meeting physically at the Association's Operating Office located at: 2934 Baseline Road, Suite 202, Ottawa, ON, Canada to ensure a smooth organization and running of the meeting as required by law.

RESOLVED FURTHER, to approve, in accordance with Article 20.4 of the bylaws of the Association, that voting can be validly done (i) by electronic voting in real time or (ii) by electronic voting by correspondence prior to the general assembly meeting.

RESOLVED FURTHER, to approve, in accordance with Article 20.7 of the bylaws of the Association, the Annual Meeting is validly constituted to discuss and resolve when at least one-third (1/3) of the Voting Members are present, have voted electronically prior to the meeting, or are represented or participating remotely in the meeting. In the event that at the Annual Meeting of 4 April 2023 the legally required quorum to validly discuss and resolve on the final agenda items is not reached, a second meeting with the same agenda than for the first meeting will be convened on 25 April 2023 at 17:00 CEST to decide definitively and validly on said agenda, irrespective of the number of Voting Members present, having voted electronically prior to the meeting, or represented or participating remotely in the meeting.

4. Appointment of Stephen Walli and Ian Robinson as Eclipse Foundation AISBL's representative on EF-US board of directors

Mike Milinkovich introduced a discussion of the Association's representation on the Eclipse.org Foundation, Inc.'s board of directors. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

WHEREAS, Steffen Evers has resigned as Director from the Board, and
WHEREAS, Pradeep Balachandran has resigned as Observer from the Board, therefore,

RESOLVED, the Board appoints Ian Robinson, Stephen Walli, Kenji Kazumura, Matthias Sohn, Jim Wright to be designated to represent the Association on the Eclipse.org Foundation, Inc. board of directors.

5. Approval to revoke the Eclipse Mylyn TLP charter

Mike Milinkovich introduced a discussion of the Eclipse Mylyn Top Level Project. Mike reminded the Board that the creation and revoking of top level charters is at the discretion of the Board. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, that the Board revokes the Eclipse Mylyn Top-level Project's charter and hereby disbands the Eclipse Mylyn PMC, thanking them for their past service to the Eclipse Mylyn subprojects and community.

6. Approval of Eclipse Foundation AISBL 2023 budget

Paul White presented the Eclipse Foundation AISBL 2023 Budget. 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 2023 Eclipse Foundation AISBL budget as presented, and recommends that the General Assembly approve it as the Association's 2023 budget at the Annual General Assembly meeting.

7. Update on International Strategy

Paul White presented an update on the International Strategy. Paul explained that management is exploring transferring ownership of all trademarks currently owned by Eclipse.org Foundation, Inc. to the Association as the next step in the implementation of the strategy. Paul noted this would include the Eclipse and Eclipse Foundation trademarks. He further explained there is no rush to do this as there exists a trademark license agreement between the two entities that enables both to use the trademarks, but transferring ownership was always identified as part of the strategy.

8. Update on the status of the 3-way Adoptium TCK Participant Agreement with IBM

Mike Milinkovich presented an update on the 3-way Adoptium TCK Participant Agreement with IBM. Mike reported that, as requested by the Board at its January 2023 meeting, he did request Oracle to sign the Adoptium TCK Participant Agreement for IBM by Friday, 3 February 2023, and that as of today, Oracle had not. Mike further reported that he is investigating the topics regarding antitrust that were requested by the Board in January, and that he expected to report back to the Board at either the March or April Board meeting.

9. Update on OpenAtom Agreement

Mike Milinkovich provided a brief update on the OpenAtom Agreement.

10. Other Business

Mike Milinkovich informed the Board of a Member Information Session scheduled for 1 March 2023 on the topic of the EU's new Cyber Resilience Act. Mike explained that this Act will have a significant negative impact on open source in general, and on the Foundation in particular. He invited all Board members to attend, and in particular, asked that they ensure that those people within their respective organizations with responsibility for government relations to attend. He agreed to forward to the Board the invitation to the session shortly after today's meeting.

Matthew Khouzam spoke to the topic of the Eclipse Foundation hosting the open-vsx.org service. Matthew explained that the service is based on the Eclipse open-vsx project, and that the service serves the Eclipse Theia community very well. He compared it to the success of the Eclipse Marketplace's role in contributing to the vibrant ecosystem for the Eclipse IDE. He noted that, to date, the Eclipse Cloud Development Tools working group has had support of the service as a priority, and funds from the working group have been allocated to the operation of the service, but this is no longer viable with the working group and its current membership, and that without a different solution being found, that the service likely will be terminated. He urged other members to help in ensuring the service does remain.

The meeting was adjourned at 16:05 CET.

Action Items: n/a

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on 15 February 2023, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting