Eclipse Foundation AISBL

International not-for-profit association
Rond Point Schuman 11 Brussels 1040 Belgium
VAT BE 0760.624.114
RLE Brussels (French-speaking Enterprise Court)
(THE "ASSOCIATION")

Minutes of the Meeting
of
Board of Directors

16 October 2023

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A Meeting of the Board of Directors (the **"Board"**) of Eclipse Foundation AISBL was held as a regularly scheduled meeting at the offices of Bosch.IO GmbH – LB079, Grönerstrasse 5/1, 71636 Ludwigsburg, Germany.

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

Present	Director	Organisation
Y	Andreas Nauerz	Bosch
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBEO
N	Gorkem Ercan	Red Hat
Y	Gunnar Wagenknecht	Elected Contributing Representative
N	Hendrik Ebbers	Elected Contributing Representative
N	Ian Robinson	IBM
Y	James Eggleston	European Space Agency
Y	Johannes Matheis	Elected Contributing Representative
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
N	Robert Hilbrich	DLR
Y	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Y	Stephen Walli	Microsoft
Y	Tom Ritter	Fraunhofer FOKUS
Y	Wolfgang Gehring	Mercedes-Benz Tech Innovation GmbH

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

Cédric Brun, OBEO participated in the meeting as the alternate to Etienne Juilot.
Sébastien Gerard joined the meeting for the afternoon only.

Regrets were received from Gorkem Ercan, Hendrik Ebbers, Ian Robinson, and Robert Hilbrich. The following proxies were submitted to the Secretary by the following Board members: Etienne Juilot, Hendrik Ebbers, and Robert Hilbrich.

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 　　○ Reminder of Eclipse Antitrust Compliance Policy *(posted in portal)* 　　○ Approval of September 20, 2023 Board meeting full and abridged minutes
3. Approval of a maintenance update to the Eclipse Foundation Specification Process to include the addition of MIT as a pre-approved licence 4. Approval of 2024 Board meeting schedule
5. September 2023 Operations Update 　　○ Approval of the October forecast as the 2023 revised budget for the Eclipse Group
6. Events and Conference Update 7. Research Update
8. Review management reports (*Topics and Issues Report*) 　　● Discussion of key elements from Topics & Issues report
9. Review of 2024 Program Plan

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 9:00 a.m. CEST by Mike Milinkovich. Mike thanked Andreas Nauerz and Bosch for hosting the meeting at their facilities.

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. Roll Call and 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. General Business

a. Antitrust Policy

Mike Milinkovich reminded the board members of their obligations under the Foundation's Antitrust Compliance Policy, attached as *Appendix 2a*.

b. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 20 September 2023 Board Meeting, attached as *Appendix 2b*. With all other Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the full and abridged minutes of the 20 September 2023 Board Meeting as circulated.

3. Approval of the addition of MIT as a pre-approved licence for Eclipse Foundation Specification Process

Mike Milinkovich introduced a discussion of the addition of the MIT licence as one of the pre-approved open source licences noted in the Eclipse Foundation Specification Process, the related materials for which are provided in *Appendix 3*. Mike indicated to the board the omission of the MIT licence was an oversight when the other pre-approved licences were included, and that this one change is deemed to be a maintenance release of the EFSP rather than a new revision.

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

RESOLVED, the Board approves the release of a maintenance release to the Eclipse Foundation Specification Process to include the addition of MIT as a pre-approved Open Source License.

4. Approval of 2024 Board meeting schedule

Mike Milinkovich introduced a discussion of the 2024 Board meeting schedule, attached as *Appendix 4*. Paul pointed out that the October Board meeting will again be held in conjunction with EclipseCon in

October 2024, however the meeting will be held on the last day of the conference rather than the first day, given the relatively large number of board members who wish to participate in the conference. During the meeting, it was proposed to explore holding the April face-to-face meeting on 10 April 2024 rather than 17 April 2024, and Mike agreed to return to the Board at a subsequent meeting should any changes be made.

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

> RESOLVED, the Board approves the schedule of Board meetings for 2024 as presented.

5. September 2023 Operations Update

Paul White presented the Operations Update, including the October forecast and revised cash projections, as well as an HR update/headcount projections and a revised assessment of risks and other factors for the Eclipse Group. Paul mentioned that overall this is a "no news" update, as the Foundation is tracking well to the forecast presented in June.

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 2023 Eclipse Group budget forecast as presented as the revised 2023 budget for the Eclipse Group.

6. Events and Conference Update

Gaël Blondelle provided the Board a status update on the Eclipse-run events. Gaël indicated we support a wide variety of event activities, including hosting and operating both EclipseCon and Automotive Open Source Summit (AOSS), hosting numerous virtual events including JakartaOne Livestreams and TheiaCon, and participate and/or sponsor a number of industry events. Gaël updated the Board on the Foundation's plans to increase the relevance of Eclipse-hosted events in support of growing and nurturing the ecosystem of our community of communities, with the objective of having our event be seen as one of Europe's pre-eminent open source events.

7. Research Update

Gaël Blondelle updated the Board about the Foundation's engagement in European-funded research activities.

8. Review management reports

Mike Milinkovich introduced a discussion of the EMO's management reports as presented in the most recent Topics & Issues report distributed to the Board.

8.a Eclipse Dataspace Working Group

Mike Milinkovich presented an overview of the newly proposed Eclipse Dataspace Working Group.

9. **Review of 2024 Program Plan - Draft**

Mike Milinkovich introduced a discussion of the Foundation's draft 2024 Program Plan.

The meeting was adjourned at 16:45 CEST.

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 16 October 2023, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting