

# 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 December 2023

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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 16h30 CEST.

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

Present	Director	Organization
N	Andreas Nauertz	Bosch
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBEO
Y	Gunnar Wagenknecht	Elected Contributing Representative
N	Hendrik Ebbers	Elected Contributing Representative
Y	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
Y	Robert Hilbrich	DLR
N	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Y	Stephen Walli	Microsoft
Y	Tim deBoer	Red Hat
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, Gael Blondelle, Chief Membership Officer, and Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL. Also present was Sarah Novotny, Microsoft Corp.

## **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 October 16 2023 Board meeting full and abridged minutes
3. Board resolution co-opting Tim deBoer as a Director for Red Hat Inc.
4. Appointment of Osborne Clarke as Special Proxy enabling legal counsel to publish notices to Belgian Gazette
5. Approval of the Annual Executive Director, Treasurer reviews
6. Re-appointment of officers (Mike Milinkovich, Paul White, Gaël Blondelle)
7. Re-appointment of representatives of the Association to the Eclipse.org Foundation, Inc.
8. Approval of the updated 2024 Board meeting schedule
9. Approval of the 2024 Eclipse Group budget
10. Update on ThreadX opportunity
11. Review of the 2024 Program Plan
12. Update on OCX24
13. Update on CRA

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 16h34 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 favour, b) those voting against, and c) those abstaining.

### **1. 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. Minutes**

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 16 October 2023 Board Meeting, attached as *Appendix 2*. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the 16 October 2023 Board Meeting as circulated.

### **3. Board resolution co-opting Tim deBoer as a Director for Red Hat, Inc.**

Mike Milinkovich provided an update on the resignation of Gorkem Ercan from the Eclipse Foundation AISBL Board of Directors effective 17 November 2023. He mentioned that in accordance with Article 24.7 of the Bylaws, the Board must formally co-opt a replacement Strategic Member Director, and that Red Hat has proposed that Tim DeBoer be such replacement. With all other Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

WHEREAS, Gorkem Ercan has resigned as Director from the Board; therefore

RESOLVED, the Board approves, in accordance with Article 24.7 of the Bylaws, that Tim deBoer is co-opted on behalf of Red Hat, Inc. as Strategic Member Director, as that term is defined in the Bylaws, as from as the date of this meeting until the next general assembly that will decide on the new Board to be subsequently appointed. In accordance with article 27.1 of the Bylaws, his mandate will not be remunerated.

### **4. Appointment of Osborne Clarke as Special Proxy enabling legal counsel to publish notices to Belgian Gazette**

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

RESOLVED, to grant power to Ruth Wirtz, David Haex, and Karen Calvo Vleugels 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.

### **5. Approval of the Annual Executive Director and Treasurer reviews**

As the draft final text of the annual reviews has not yet been distributed to all board members, the board decided to defer this agenda item to a future meeting.

## **6. Re-appoint officers (Mike Milinkovich, Paul White, Gaël Blondelle)**

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

RESOLVED, Mike Milinkovich is re-appointed as Executive Director of the Eclipse Foundation AISBL.

RESOLVED, Paul White is re-appointed as Secretary and Treasurer of the Eclipse Foundation AISBL.

RESOLVED, Gaël Blondelle is re-appointed as Chief Membership Officer of the Eclipse Foundation AISBL.

## **7. Re-appoint members to Eclipse.org Foundation, Inc. Board**

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 appoints Ian Robinson, Stephen Walli, Kenji Kazumura, Matthias Sohn, and Jim Wright to be designated to represent the Association on the Eclipse.org Foundation, Inc. (“EF-US”) board of directors, and

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

FURTHER RESOLVED that, if requested by any of these directors during their tenure, that any of Mike Milinkovich, Paul White, or Gaël Blondelle be permitted to act as their delegate at an Eclipse.org Foundation, Inc board meeting.

## **8. Approval of the updated 2024 Board meeting schedule**

Mike Milinkovich introduced a discussion regarding the 2024 Board meeting schedule, attached as *Appendix 8*. 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 updated schedule of meetings for 2024 as presented.

## **9. Approval of the 2024 Eclipse Group budget**

Paul White provided an overview of the 2024 Budget for the Eclipse Group. Paul explained the Finance Committee had approved the Eclipse Group budget at their 7 December 2023 meeting. He also reminded the Board that this budget will be periodically updated throughout the year. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the 2024 Annual Eclipse Group Budget as presented.

Paul explained that a specific budget for the Association would be presented in early 2024 for the Board's approval, and subsequent approval by the Association's General Assembly.

Paul further mentioned that the Finance Committee had approved the Eclipse Group's 2024 Program Plan at their 7 December 2023 meeting.

**10. Update on ThreadX opportunity**

Mike Milinkovich provided an overview on this new initiative.

**11. Review of the 2024 Program Plan**

Paul White had noted during the budget update earlier in the meeting that the 2024 Program Plan was essentially unchanged from the version presented to the Board in October 2023, and was recently approved by the Association's Finance Committee. There were no further questions on the topic.

**12. Update on OCX24**

Gaël Blondelle provided a brief overview on the new format of Eclipse Foundation's annual conference, the related material for which is attached as *Appendix 12*.

**13. Update on CRA**

Mike Milinkovich provided an update on the status of the proposed European Union's Cyber Resilience Act.

**Adjournment**

The meeting was adjourned at 17:49 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 20 December 2023, is attested to and signed by me below.

/s/ Paul White  
Secretary of Meeting