

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

14 December 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 16h30 CET.

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

Present	Director	Organization
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
N	Farah Papaioannou	Elected Contributing Representative
Y	Gorkem Ercan	Red Hat
Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	James Eggleston	European Space Agency
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
N	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
Y	Pradeep Balachandran	IBM
Y	Robert Hilbrich	DLR
N	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Y	Steffen Evers	Bosch
Proxy	Stephen Walli	Microsoft
N	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, Gael Blondelle, Chief Membership Officer, and Gesine Freund, Corporate Executive

Assistant of Eclipse Foundation AISBL.

The following proxy was submitted to the Secretary by the following Board members: Stephen Walli.

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 October 24, 2022 Board meeting full and abridged minutes*
3. Approval of the Annual Executive Director, Treasurer reviews*
4. Re-appoint officers (Mike Milinkovich, Paul White, Gaël Blondelle)**
5. Re-appoint members to serve on the Eclipse.org Foundation, Inc. board**
6. Approval of revised Community Code of Conduct*
7. Approval of the 2023 Eclipse Group budget*
9. Update on Project websites
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 16h30 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.

Steffen Evers shared that he will be leaving Bosch.IO and therefore no longer serve on the Association's Board of Directors effective January 1, 2023. He expressed his gratitude for the opportunity to work with Eclipse and the Board. Mike Milinkovich thanked Steffen for all his contributions and particularly called out his effort in helping bring SDV to Eclipse and in general for being a trailblazer and avid supporter of open source and the Foundation in general.

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 favor, 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 24 October 2022 Board Meeting, attached as Appendix 2. 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 draft full and abridged minutes of the 24 October 2022 Board Meeting as circulated.

3. Results of the Annual Executive Director and Treasurer reviews

At the October 24, 2022 Board meeting, Stephen Walli and Wolfgang Gehring, on behalf of the Compensation Committee, led an in camera performance review discussion of the Executive Director and Treasurer. The review was subsequently distributed via email. Mike Milinkovich and Paul White thanked the Board for their feedback in the report. With Jim Wright recusing himself, and with all remaining Board members present or validly represented at the meeting voting in favor, the Board passed the following resolutions:

RESOLVED, the Board approves the Executive Director's annual review as presented.

RESOLVED, the Board approves the Treasurer's annual review as presented.

4. Appoint/Re-appoint officers

With all Board members present or validly represented at the meeting voting in favor, 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.

5. Re-appoint members to Eclipse.org Foundation, Inc. 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 appoints Pradeep Balachandran, Steffen Evers, Kenji Kazumura, Matthias Sohn, and Jim Wright to be designated to represent the Association on the Eclipse.org Foundation, Inc. board of directors.

6. Approval of revised Community Code of Conduct

Mike Milinkovich introduced a discussion regarding the Eclipse Community Code of Conduct, the related materials for which are attached as Appendix 6. Mike reminded the Board they had adopted in principle a revised version of the Code of Conduct at their October 2022 meeting, and had asked management to seek community input before approving as a final version. Mike explained that the Code of Conduct had been made available to the community for review for 30 days, and that while there were a few comments made by a small number of members of the community, the comments were in reference to topics the Board had previously considered in their earlier deliberations, and thus no further amendments were being proposed.

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 Community Code of Conduct as presented, and that the Community Code of Conduct shall take effect on 1 January 2023.

Mike further mentioned that with the updated Code of Conduct a Code of Conduct Committee will be established early in the new year.

7. Approval of the 2023 Eclipse Group budget

Paul White provided an overview of the 2023 Budget for the Eclipse Group. Paul explained the Finance Committee had approved the Eclipse Group budget at their 13 December 2022 meeting. He also reminded the Board that this budget is periodically updated throughout the year. 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 Annual Eclipse Group Budget as presented.

Paul explained that a specific budget for the Association would be presented in early 2023 for the Board's approval, and subsequent approval by the Associations General Assembly.

Paul further mentioned that the Finance Committee had approved the Eclipse Group's 2023 Program Plan at their 13 December 2022 meeting.

9. Update on Project websites

Mike Milinkovich introduced a brief discussion on the topic. He noted that further contemplation on the right approach is necessary, and that management continues to seek the best possible solution, given the competing constraints.

The meeting was adjourned at 17:50 CET.

Action Items:

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on 14 December 2022, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting