

Eclipse Foundation AISBL
International not-for-profit association
Rond Point Schuman 11 Brussels 1040 Belgium
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RLE Brussels (French-speaking Enterprise Court)
(THE “ASSOCIATION”)

**Minutes of the Meeting
of
Board of Directors**

20 April 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
Y	Deborah Bryant	Red Hat
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
N	Farah Papaioannou	Elected Contributing Representative
N	Gunnar Wagenknecht	Elected Contributing Representative
N	James Eggleston	European Space Agency
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthew Khousam	Elected Committer Representative
Proxy	Matthias Sohn	SAP SE
Y	Pradeep Balachandran	IBM
N	Robert Hilbrich	DLR
N	Sebastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Y	Steffen Evers	Bosch
Y	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 of Eclipse Foundation AISBL. The following proxies were submitted to the Secretary by the following Board members:

- Matthias Sohn assigned to Ed Merks

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
 - Approval of March 23-24, 2022 Board meeting full and abridged minutes
 - Approval of appointment of new Committer Directors Shelley Lambert and Matthew Khouzam
 - Approval of appointment of Wolfgang Gehring to the Compensation committee
 - Approval of modifications to the Eclipse Foundation AISBL Membership Agreement Schedule C - Fee Schedule
 - Approval of Proposal to approve distribution by Eclipse Kiso-testing of pyXCP
3. Approval of changes to the Working Group Process
4. Update on negotiations with OpenAtom Foundation re. OpenHarmony cooperation agreement

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 16:35 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

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

Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the March 23-24, 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 minutes of the March 23-24, 2022 Board Meeting as circulated.

3. Approval of appointment of new Committer Directors Shelley Lambert and Matthew Khouzam

Mike Milinkovich informed the Board that Committer directors Chris Aniszczyk and Kevin Sutter resigned from the Eclipse Foundation AISBL Board of Directors effective March 31, 2022 as their term expired. Shelley Lambert and Matthew Khouzam were elected in this year's election as new Committer directors. Mike Milinkovich is proposing that they be appointed to the Eclipse Foundation AISBL Board of Directors.

The Board unanimously passed the following resolutions:

WHEREAS, Chris Aniszczyk and Kevin Sutter have resigned as Committer Directors from the Board; therefore

RESOLVED, the Board approves, in accordance with Article 24.7 of the Bylaws, that Shelley Lambert and Matthew Khouzam are co-opted as Committer 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; and

RESOLVED FURTHER, the Board grants power to Ruth Wirtz, Laurent De Pauw, and Nora Myriam Lazar, 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.

4. Approval of Wolfgang Gehring to the Compensation committee

Wolfgang Gehring is proposing that he be appointed to the Compensation Committee. For the information of Board members, this will result in the Compensation Committee comprising of Pradeep Balachandran (IBM), and Stephen Walli (Microsoft Corp) and Wolfgang Gehring (Mercedes-Benz Tech Innovation GmbH).

The Board unanimously passed the following resolution:

RESOLVED, Wolfgang Gehring is appointed to the Board's Compensation Committee.

5. Approval of modifications to the Eclipse Foundation AISBL Membership Agreement Schedule C - Fee Schedule

The Executive Director proposed revisions of the Foundation's membership fees for for-profit Associate members effective July 1, 2022, as discussed at the previous board meeting. The related material for which is attached as *Appendix 5*.

The Board unanimously passed the following resolution:

RESOLVED, the Board approves the amendment of Schedule C of the Eclipse Foundation AISBL Membership Agreement in the form as originally provided to the directors on April 6, 2022, and as presented, with the amended Schedule C of the Membership Agreement to take effect July 1, 2022.

6. Approval of Proposal to approve distribution by Eclipse Kiso-testing of pyXCP

The Executive Director introduced a discussion regarding the distribution by Eclipse Kiso-testing of pyXCP. The related material for which is attached as *Appendix 6*.

The Board unanimously passed the following resolution:

RESOLVED, that the Board approves the distribution by the Eclipse Kiso-testing project of the pyXCP library under the LGPL-3.0.

Mike Milinkovich took the action item to confirm with the project lead they have the requisite rights to permit this distribution to occur.

7. Approval of changes to the Working Group Process

The Executive Director introduced a discussion on the updated Eclipse Foundation Working Group Process (EFWGP). The related material for which is attached as *Appendix 7*.

Mike reminded the Board they had approved revisions to the Eclipse Foundation Specification Process (EFSP) in October, 2021. In part, the revisions clarified how the Patent License regime to be used by the working group would be selected. The motivation in doing so was to simplify the process for new working groups by providing a default choice of the Implementation Patent License. The changes to the EFWGP being proposed here will bring the EFWGP in line with the amendments to the EFSP. No other changes are being contemplated at this time.

The Board unanimously passed the following resolution:

RESOLVED, that the Board approves the Eclipse Foundation Working Group Process (EFWGP) as presented.

9. Update on negotiations with OpenAtom Foundation re. OpenHarmony cooperation agreement

Mike Milinkovich informed the Board that the negotiations are proceeding well. He also reminded the Board he will provide a draft of the proposed final agreement for their consideration once it is available.

10. Other Business

Deborah Bryant informed the Board that she is resigning from the Association's Board, effective April 30, 2022.

The Board unanimously passed the following resolution:

RESOLVED, the Board thanks Deborah Bryant for her years of service and tremendous contributions to the Association and the Board.

Action Item:

- Mike Milinkovich to confirm with the project lead that they have the requisite rights to permit this distribution to occur.

The meeting was adjourned on April 20 at 17:00 CEST.

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on April 20, 2022, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting