

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

17 May 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 CEST.

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

Present	Director	Organization
No	Andreas Nauerz	Bosch
Proxy	Bryan Che	Huawei
Yes	Ed Merks	Elected Committer Representative
Yes	Etienne Juliot	OBEO
Yes	Gorkem Ercan	Red Hat
No	Gunnar Wagenknecht	Elected Contributing Representative
Yes	Hendrik Ebbers	Elected Contributing Representative
No	Ian Robinson	IBM
Yes	James Eggleston	European Space Agency
Yes	Johannes Matheis	Elected Contributing Representative
Yes	Jim Wright	Oracle
Yes	Kenji Kazumura	Fujitsu
Yes	Matthew Khouzam	Elected Committer Representative
Yes	Matthias Sohn	SAP SE
Yes	Robert Hilbrich	DLR
No	Sébastien Gerard	CEA List
No	Shelley Lambert	Elected Committer Representative
Yes	Stephen Walli	Microsoft
No	Tom Ritter	Fraunhofer FOKUS
Yes	Wolfgang Gehring	Mercedes-Benz Tech Innovation GmbH

Present at the invitation of the Board were Mike Milinkovich, Executive Director, and Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL. Also present were Ansgar Lindwedel, on behalf of Andreas Nauerz, and Thomas Watson, on behalf of Ian Robinson.

Regrets were received from Paul White, Secretary/Treasurer of Eclipse Foundation AISBL; as a result, Mike Milinkovich delegated Gesine Freund to act as Secretary of this meeting. Regrets were also received from Gaël Blondelle, Chief Membership Officer, Eclipse Foundation, Ian Robinson, Shelley Lambert, Tom Ritter, and Bryan Che.

The following proxy was submitted to the Secretary by the following Board members: Bryan Che.

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 April 2023 Board meeting full and abridged minutes
 - b. Follow-up on action items
3. Approval of 2022-23 Annual Community Report
4. Approval of the members of the Code of Conduct Committee
5. Update on OpenAtom Agreement

Adjournment

VALIDITY

The acting 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 15h04 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

a. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 18 April 2023 Board Meeting, attached as *Appendix 2*. With all other 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 18 April 2023 Board Meeting as circulated.

b. Follow-up on action items

Mike Milinkovich confirmed that the June Board meeting will be held in Montreal at Microsoft's offices as a face-to-face meeting, and the October Board will be held as a face-to-face meeting in Ludwigsburg at Bosch's offices.

3. Approval of 2022-23 Annual Community Report

Mike Milinkovich introduced a discussion of the content of the 2023 Annual Eclipse Foundation Community report, attached as *Appendix 3*. He reminded the Board that the document shared is the content of the annual report, and once approved by the Board, the Eclipse marketing team will work on the layout, including images and infographics before the report gets published.

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

RESOLVED, the Board approves the content for the 2023 Annual Eclipse Foundation Community Report as presented.

4. Approval of the members of the Code of Conduct Committee

Mike Milinkovich introduced a discussion on the Conduct Committee as contemplated in the Eclipse Community Code of Conduct. He reminded the Board he had called for volunteer(s) from the Board to the committee, and welcomed Matthew Khouzam's initiative to serve as the initial representative for the Board. Mike further noted that Maria Teresa Delgado had similarly volunteered to serve as the initial representative for Eclipse staff. He explained that Matthew and Maria will now take charge of recruiting more volunteers from the community to join the Committee.

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

RESOLVED, the Board appoints Maria Teresa Delgado and Matthew Khouzam to the Eclipse Code of Conduct Committee.

5. Update on OpenAtom Agreement

Mike Milinkovich provided a brief update on the OpenAtom Agreement, noting that a near-final draft of the agreement has been shared with the Board for their review.

The meeting was adjourned at 15:29 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 17 May 2023, is attested to and signed by me below.

/s/ Gesine Freund
acting Secretary of Meeting