

## 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

16 February 2022

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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 15:00 CET.

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

Present	Director	Organization
N	Basem Vaseghi	Daimler TSS
Y	Bryan Che	Huawei
Y	Chris Aniszczyk	Elected Committer Representative
Y	Deborah Bryant	Red Hat
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
N	Farah Papaioannou	Elected Contributing Representative
Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	James Eggleston	European Space Agency
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Kevin Sutter	Elected Committer Representative
Y	Matthias Sohn	SAP SE
Y	Pradeep Balachandran	IBM
N	Robert Hilbrich	DLR
N	Sebastien Gerard	CEA List
Y	Steffen Evers	Bosch
Y	Stephen Walli	Microsoft
Y	Tom Ritter	Fraunhofer FOKUS
N	Torkild Ulvøy Resheim	Elected Contributing Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Paul White,

Secretary/Treasurer, and Gesine Freund of Eclipse Foundation AISBL.

The following proxies were submitted to the Secretary by the following Board members:

None

## **AGENDA**

The following agenda was proposed for the meeting, the materials for which are attached as Annex 1:

1. Roll call and approval of agenda
2. Approval of December 15, 2021 minutes
3. Approval of reduction of the number of Board members and resignation of Navin Ramachandran as Board member
4. Approval of new PMC Lead for Eclipse Science Top-level Project
5. Approval of the distribution of the current and future versions of the JFreeChart library by the Eclipse TRACE4CPS project, under the LGPL
6. Approval of the distribution of the current and future versions of the SNAKES library by the Eclipse Comma project, under the LGPL
7. Discussion of appointment of BDO as auditor for EF-US and EF-CA
8. Update on negotiations with OpenAtom Foundation re. OpenHarmony cooperation agreement
9. Discussion of Overhaul of IP Due Diligence Process
10. Eclipse Foundation Updates and New Board Portal

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 15:03 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.

## 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 December 15, 2021 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 December 15, 2021 Board Meeting as circulated.

## 3. Approval of reduction of the number of Board members and resignation of Navin Ramachandran as Board member

Mike Milinkovich informed the Board that in consequence of IOTA Foundation's termination of their Strategic membership, Navin Ramachandran is deemed to have resigned as a Director of the Board.

The Board unanimously passed the following resolutions:

WHEREAS, IOTA Foundation has terminated their Strategic Membership in the Eclipse Foundation, and in accordance with Article 23.2, a) of the Bylaws, the number of Directors of the Board of Directors immediately decreases by one, and Navin Ramachandran is deemed to have resigned as a Director of the Board; therefore

RESOLVED, 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 new PMC Lead for Eclipse Science Top-level Project

Mike Milinkovich informed the board that Greg Watson is stepping down as PMC lead for Eclipse Science TLP. Jay Jay Billings has agreed to act in this capacity going forward.

The Board unanimously passed the following resolution:

RESOLVED, the Board approves Jay Jay Billings as the PMC Lead for the Eclipse Science Top-level Project.

#### 5. Approval of the distribution of the current and future versions of the JFreeChart library by the Eclipse TRACE4CPS project, under the LGPL

Mike Milinkovich introduced a discussion on the distribution of current and future versions of JFreeChart library by Eclipse TRACE4CPS project, the related materials for which are attached as Appendix 5.

The Board unanimously passed the following resolution:

RESOLVED, the Board approves the distribution of the current and future versions of the JFreeChart library by the Eclipse TRACE4CPS project, under the LGPL.

#### 6. Approval of the distribution of the current and future versions of the SNAKES library by the Eclipse Comma project, under the LGPL

Mike Milinkovich introduced a discussion on the distribution of current and future versions of the SNAKES library by the Eclipse Comma project, the related materials for which are attached as Appendix 6.

The Board unanimously passed the following resolution:

RESOLVED, the Board approves the distribution of the current and future versions of the SNAKES library by the Eclipse Comma project, under the LGPL.

#### 7. Discussion of appointment of BDO as auditor for EF-US and EF-CA

This item was brought forward for information only. Mike Milinkovich provided a brief background regarding this proposed change. A motion to approve will be presented to the board of the Eclipse Foundation, Inc. at their upcoming meeting, and Eclipse Canada already voted electronically in favor.

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

Paul White presented an overview and status update on the negotiations with OpenAtom Foundation towards establishing a cooperation agreement.

9. Discussion of Overhaul of IP Due Diligence Process

Mike Milinkovich provided an overview and motivation of the intended overhaul of the IP Due Diligence Process being considered.

10. Eclipse Foundation Updates and New Board Portal

Mike Milinkovich informed the board members that Board elections are underway, and that in accordance to the Association’s Bylaws, there would again this year be three elected Contributing representatives and three elected Contributing representatives on the Board.

For informational purposes, Mike further informed the Board that effective April 1, 2022, the Eclipse.org Foundation, Inc.’s Board (EF-US) will change from seven total members to five total members. He explained this is due to the fact that EF-US no longer has any Strategic members, and in accordance with EF-US’ Bylaws, there will no longer be any elected contributing and committer representatives. The five remaining EF-US Board members will be representatives of the Association.

Finally, Mike reminded the Board a new Board portal was set up on Osborne Clarke’s platform. Going forward board documents will be made available on this portal.

**Action Items:** None

The meeting was adjourned at 16:15 CET.

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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 February, 2022, is attested to and signed by me below.

/s/ Paul White  
Secretary of Meeting