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

23.-24. March 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 14:00 CET.

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

Present 3/23	Present 3/24	Director	Organization
Y	Y	Bryan Che	Huawei
Y	Y	Chris Aniszczyk	Elected Committer Representative
Y	Y	Deborah Bryant	Red Hat
Y	Y	Ed Merks	Elected Committer Representative
Y	Y	Etienne Juliot	OBEO
N	N	Farah Papaioannou	Elected Contributing Representative
Y	Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	Y	James Eggleston	European Space Agency
Y	Y	Jim Wright	Oracle
Y	Y	Kenji Kazumura	Fujitsu
Y	Y	Kevin Sutter	Elected Committer Representative
Y	Y	Matthias Sohn	SAP SE
Y	Y	Pradeep Balachandran	IBM
Y	Y	Robert Hilbrich	DLR
N	N	Sebastien Gerard	CEA List
Y	Y	Steffen Evers	Bosch
Y	Y	Stephen Walli	Microsoft
Y	Y	Tom Ritter	Fraunhofer FOKUS
N	N	Torkild Ulvøy Resheim	Elected Contributing Representative
Y	Y	Wolfgang Gehrig	Daimler TSS

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Paul White, Secretary/Treasurer, and Gesine Freund of Eclipse Foundation AISBL, as well as Shelley Lambert and Matthew Kouzham, both of whom were recently elected as Committer Member representatives and will be joining the Board in April. Present at the invitation of the Board during portions of the meeting on March 24th was Wayne Beaton 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 were posted on the EF Board portal.

Day 1 - March 23, 2022:
1. Roll Call and Approval of Agenda
2. General Business
   - Eclipse Antitrust Policy
   - Approval of February 16, 2022 Board meeting full and abridged minutes
3. Approval of appointment of Wolfgang Gehring as Daimler TSS GmbH representative
4. Approval of committee charters
   - Finance Committee Charter
   - Compensation Committee Charter
   - IP Advisory Committee Charter
5. Approval of appointments to committees
   - Appointment of Bryan Che to Finance Committee
   - Appointment of Stephen Walli to Compensation Committee
   - Appointment of John T. McBroom to IP Advisory Committee
6. Approval of update to the updated 2022 Board meeting schedule
7. Approval of date and agenda for General Assembly meeting in June
8. Operations Update and Approval of Eclipse Foundation AISBL 2022 Budget
9. Update on status of IP process overhaul
10. Employee survey results
11. Discussion of changing membership fees of for-profit organizations that are Associate members
12. Update on introduction of "lightweight working groups"

Day 2 - March 24, 2022:
13. Roll-call
14. Retrospective of departing Board members
15. Update on Eclipse management of trademarks
16. EclipseCon 2022 Conference Update

17. Security working group concept
18. GitHub sponsorships for working groups (e.g. appropriate use of GitHub sponsors program)
19. Management reports
    ○ Membership Update
    ○ Projects Update
    ○ Working Groups Update

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 14:03 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. Anti-Trust Policy

Mike Milinkovich reminded the Board of its obligations under the Foundation's Anti-trust Policy, attached as Appendix 2a.

    b. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the February 16, 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 February 16, 2022 Board Meeting as circulated.

3. Approval of appointment of Wolfgang Gehring as Daimler TSS GmbH representative

Mike Milinkovich informed the Board that Basem Vaseghi resigned as a Director of the Board. In accordance with Article 23.7 of the Bylaws, the Board must formally co-opt a replacement Strategic Member Director; Daimler TSS has proposed that Wolfgang Gehring be such replacement.

The Board unanimously passed the following resolutions:

> WHEREAS, Basem Vaseghi has resigned as Director from the Board; therefore

> RESOLVED, the Board approves, in accordance with Article 24.7 of the Bylaws, that Wolfgang Gehring is co-opted on behalf of Daimler TSS 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; 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 committee charters

Mike Milinkovich presented three committee charters to the board as follows, Finance Committee Charter (Appendix 4a), Compensation Committee Charter (Appendix 4b), and IP Advisory Committee Charter (Appendix 4c).

The Board unanimously passed the following resolution:

> RESOLVED, the Board approves the three Committee Charters as circulated and presented.

5. Approval of appointments to committees

Mike Milinkovich proposed that Bryan Che be appointed to the Finance Committee; resulting in the Finance Committee comprising of Bryan Che (Huawei Technologies Co., LTD.), Deborah Bryant (Red Hat), Donald Smith (representing Jim Wright of Oracle). Mike further proposed the appointment of Stephen Walli to the Compensation Committee, resulting in the Compensation Committee comprising of Pradeep Balachandran (IBM), and Stephen Walli (Microsoft Corp). Further, Mike explained that Anita Shaw is stepping down from her role on the IP Advisory Committee, he therefore proposed that John T. McBroom be appointed to the IP Advisory Committee, resulting in the IP Advisory Committee comprising of Jim Wright (Oracle), Valentina Boyet (SAP), Richard Fontana (Red Hat), Ed Merks (Elected Committer Representative), and John McBroom (IBM).

The Board unanimously passed the following resolutions:

> RESOLVED, Bryan Che is appointed to the Board's Finance Committee.

> RESOLVED, Stephen Walli is appointed to the Board's Compensation Committee.

> RESOLVED, John T. McBroom is appointed to the Board's IP Advisory Committee.

Mike added that the Compensation Committee needs 1-2 additional members. Wolfgang Gehring raised that he would be interested in participating in that committee going forward.

6. Approval of update to the updated 2022 Board meeting schedule

Mike Milinkovich reminded the board members that the June Board meeting is scheduled to take place as a face-to-face meeting in Ottawa and was originally scheduled to take place on June 21.-22. Since this date overlaps with the Open Source Summit North America, a survey was held and the majority of the board members agreed with the alternatively suggested dates; therefore, Mike proposed that the June Board meeting be moved to take place on June 28.-29. 2022.

The Board unanimously passed the following resolution:

> RESOLVED, the Board approves the June Board meeting to be held on June 28.-29., 2022.

7. Approval of date and agenda for General Assembly meeting in June

Mike Milinkovich provided a brief summary of the upcoming AGA, and proposed the following date and agenda for this meeting in June.

RESOLVED, the Board convenes an Annual Meeting of Members of the Association to be held on June 29, 2022 beginning at 15:00 CEST, with the following preliminary agenda (subject to further modifications thereto that can be made in accordance with the Bylaws):

1. Executive Director's Welcome
2. Appointment of the directors of the Board
3. Appointment of the observer to the Board
4. Approval of the 2022 budget as submitted by the Board
5. Approval of the 2020-2021 auditor's report as submitted to the Board
6. Approval of special proxy enabling legal counsel to publish notices to Belgian Gazette

RESOLVED FURTHER, the Board approves the Annual Meeting to be held at the Association's Operating Office located at: 2934 Baseline Road, Suite 202, Ottawa, ON, Canada, and further approves the possibility for the Members and any other participants or guests to participate, and as far as the Voting Members are concerned to vote, remotely through the use of the electronic communication system Zoom made available by the Association, the practicalities of which will be specified in the convening notice. The Secretary and/or the Executive Director composing the bureau of the Annual Meeting will, however, attend the Annual Meeting physically at the Association's Operating Office located at: 2934 Baseline Road, Suite 202, Ottawa, ON, Canada to ensure a smooth organization and running of the meeting as required by law.

RESOLVED FURTHER, to approve, in accordance with the Bylaws, that voting can be validly done (i) by electronic voting in real time or (ii) by electronic voting or voting by correspondence prior to the general assembly meeting.

8. Operations Update and Approval of Eclipse Foundation AISBL 2022 Budget

Paul White presented an overview and status update on operations and Eclipse Foundation AISBL 2022 budget.

As part of the Operations Update, Paul presented management's financial updates in relation to the 2022 budget for the Eclipse Group which was approved in December 2021; there was no need for any changes to the approved budget at this time.

Paul also informed the Board that the sale of Eclipse Foundation Europe GmbH from Eclipse.org Foundation, Inc. (EF-US) to Eclipse Foundation AISBL (EF-BE) was completed on February 16, 2022. Paul reminded the Board that this action was approved by both the EF-US and EF-BE Boards in 2021 as part of the Foundation's International Strategy.

Paul also introduced a proposed budget for fiscal year 2022 for Eclipse Foundation AISBL. Paul explained the revenues for Eclipse Foundation AISBL as a percentage of the overall Eclipse Group revenues continue to grow based on the revenue recognition model adopted by the Eclipse group for members migrating from EF-US to EF-BE. Paul stated that this has led to the significant budget increase of revenues to 7.5M€ in 2022, as well as the associated budget increase in expenses to 7.7M€ in 2022. The Finance Committee reviewed and approved the Eclipse Foundation AISBL budget, and recommended that the Board approve it as the Association's 2022 Budget.

> RESOLVED, the Board approves the 2022 Eclipse Foundation AISBL budget as presented, and recommends that the General Assembly approve it as the Association's 2022 Budget at the Annual General Assembly meeting.

9. Update on status of IP process overhaul

Mike Milinkovich provided an update of the overhaul of the IP Due Diligence Process. Mike reminded the Board he had first provided an overview of the overhaul in February, 2022, and that he was wanting to provide further details on management's progress. In particular, Mike explained that revisions would be required to the IP Policy in order to support the overhaul, and that the target date for the Board to consider adopting these modifications is the June Board meeting. He also explained that management will socialize the changes associated with the overhaul with the committer community over the coming months, and that he expects the changes represented by the overhaul to be well received.

10. Employee survey results

Paul White informed the board members that the Foundation conducted an employee survey, using the Lattice platform, and presented the key results.

Paul stated the results overall were very positive and that management is pleased with the outcome. Mike went on to explain that the Foundation has been emphasizing with staff over the past 3+ years its four core values of service, respect, collegiality, and professionalism, and believes that emphasizing these has served the Foundation and its staff very well.

11. Discussion of changing membership fees of for-profit organizations that are Associate members

Paul White introduced a discussion of potentially changing membership fees of for-profit organizations that are Associate members.

Paul explained that Associate members often make significant contributions to the Foundation and towards achieving the Foundation's Purposes. However, the justification for offering lower fees to for-profit organizations to participate as Associate members rather than Contributing members no longer exists. Indeed, the current lower fee structure for for-profit Associate members serves as a disincentive to have for-profit organizations actively participate in the Foundation, and in particular in many of the Foundation's working groups.

Paul emphasized the proposal would not change the fees for any other Associate members other than for-profit Associate members, and thus to leave the fees for Associate members other than for-profit organizations as they are currently defined.

12. Update on introduction of "lightweight working groups"

Mike Milinkovich presented a proposal of a lighter weight working groups model. Following an extensive discussion, it was established that a Board working group will convene over the next few weeks to further discuss the proposal.

Day 2 - March 24, 2022

13. Roll Call and welcome back

The meeting was again called to order at 14:03 CET by Mike Milinkovich. The Secretary did roll call again, and again established from the attendance list that a quorum of members continued to be present or properly represented, and the meeting could validly deliberate and decide on the remaining matters listed on the agenda.

14. Retrospective of departing Board members

The Board members joined Mike Milinkovich in thanking the two outgoing Board members, Kevin Sutter and Chris Aniszczyk, for their many contributions.

15. Update on Eclipse management of trademarks

Wayne Beaton updated the Board on the Foundation's management of trademarks and domains, the related materials for which are attached as Appendix 15.

16. EclipseCon 2022 Conference Update

Paul White provided an update and the plan for the 2022 EclipseCon, which will be held as an in-person event on October 24-27, 2022 in Ludwigsburg, Germany, the related materials for which are attached as Appendix 16.

17. Security working group concept

Mike Milinkovich introduced a discussion on a security working group concept with the aim to fund, collaborate on, and prioritize enhancements to our security-related processes and infrastructure.

Following an initial discussion, it was established that a Board working group will convene over the next few weeks. Alternative funding proposals will be presented at a future board meeting.

18. GitHub sponsorships for working groups (e.g. appropriate use of GitHub sponsors program)

Paul White informed the Board of the Foundation's intent to begin a pilot program that enables working groups to leverage the Github Sponsors program. Paul informed the Board the Adoptium working group would be the first to begin accepting funds through the Github Sponsor program as the test for this pilot, which will be evaluated after 6 months of operation.

19. Management reports

Membership Update
Mike Milinkovich updated the Board on the current status of the Membership and the new members that have joined the Foundation since the October, 2021 Board meeting, the related material for which is attached in Appendix 19A.

Projects Update
Mike Milinkovich provided to the Board a summary of the Foundation's projects, the related

material for which is attached in Appendix 19B.

Working Groups Update
Mike Milinkovich provided to the Board a summary of the Foundation's working groups, the related material for which is attached in Appendix 19C.

Action Items:

- Paul White agreed to set up Board working group calls to further discuss the "lightweight working groups" model.
- Paul White agreed to set up Board working group calls to further discuss the Security working group.
- Gesine Freund agreed to email details of the EclipseCon sponsorship package to Board members.

The meeting was adjourned on March 24 at 15:43 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 March 23.-24., 2022, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting