

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 September 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 16h30 CEST.

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

Present	Director	Organization
N	Andreas Nauerz	Bosch
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
Y	Gorkem Ercan	Red Hat
N	Gunnar Wagenknecht	Elected Contributing Representative
Y	Hendrik Ebbers	Elected Contributing Representative
Y	Ian Robinson	IBM
Y	James Eggleston	European Space Agency
Y	Johannes Matheis	Elected Contributing Representative
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthew Khouzam	Elected Committer Representative
N	Matthias Sohn	SAP SE
Y	Robert Hilbrich	DLR
N	Sébastien Gerard	CEA List
N	Shelley Lambert	Elected Committer Representative
Y	Stephen Walli	Microsoft
N	Tom Ritter	Fraunhofer FOKUS
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.

Regrets were received from Andreas Nauerz.

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 19 July 2023 Board meeting full and abridged minutes
3. Approval of any outstanding project license requests
 - a. Eclipse BlueChi Project to be licensed under GNU Lesser General Public License v2.1 or later (LGPL-2.1-or-later)
4. Approval of Eclipse Foundation Specification License
5. Approval of Eclipse Foundation Technology Compatibility Kit (TCK) License
6. Approval of trademark transfer agreement from Eclipse.org Foundation, Inc. to Eclipse Foundation AISBL
7. Approval of a Collaboration Agreement with OpenAtom Foundation

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 16h34 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 19 July 2023 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 19 July 2023 Board Meeting as circulated.

3. Approval of the Eclipse BlueChi Project to be licensed under GNU Lesser General Public License v2.1 or later (LGPL-2.1-or-later)

Mike Milinkovich introduced a proposal to license the Eclipse BlueChi project under the GNU Lesser GPL v2.1-or-later license, the related material for which is attached as Appendix 3. 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 use of the LGPL-2.1-or-later as the project license for the Eclipse BlueChi open source project.

4. Approval of Eclipse Foundation Specification License

Mike Milinkovich introduced proposed edits to the Eclipse Foundation Specification License, the related material for which is attached as Appendix 4. Mike explained that the changes call for the license grant to be made by the Association as opposed to Eclipse.org Foundation, Inc. Mike confirmed that the changes had been reviewed by the IP Advisory Committee. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board unanimously approves the Eclipse Foundation Specification License as presented, and amended to indicate it is version 1.1.

5. Approval of Eclipse Foundation Technology Compatibility Kit (TCK) License

Mike Milinkovich introduced proposed edits to the Eclipse Foundation TCK License, the related material for which is attached as Appendix 5. As with the EFSL, Mike explained that the changes call for the license grant to be made by the Association as opposed to Eclipse.org Foundation, Inc., and that the changes had been reviewed by the IP Advisory Committee. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board unanimously approves the Eclipse Foundation Technology Compatibility Kit (TCK) License - v1.1, as presented.

6. Approval of trademark transfer agreement from Eclipse.org Foundation, Inc. to Eclipse Foundation AISBL

Mike Milinkovich introduced a discussion of transferring the ownership of the trademarks held by Eclipse.org Foundation, Inc. to the Association. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

WHEREAS, the Association is a not-for-profit association incorporated in Belgium that was formed to promote the common business interests of its members for the benefit of the open source industry;

WHEREAS, the Association is also deemed a section 501(c)(6) business league as that term is defined in the United States federal tax code;

WHEREAS, Eclipse.org Foundation, Inc. (the "US Foundation") is a not-for-profit 501(c)6 corporation incorporated in the state of Delaware, and is an affiliate of the Association and which was formed to promote the common business interests of its members for the benefit of the international open source industry;

WHEREAS, the Association and the US Foundation have both entered into a common Eclipse Foundation International Strategy; and

WHEREAS, in furtherance of implementation of the International Strategy, the Board of Directors has determined that it is in the best interest of the Association to authorize the transfer of ownership of the names, marks and logos and related rights currently owned by the US Foundation (the "Eclipse Trademarks"), and that such transfer of ownership should be done in a manner that enables the US Foundation to retain a perpetual license to use the Eclipse Trademarks in any manner it determines, including, but not limited to the right to transfer or otherwise sublicense all rights that the US Foundation retains in the Eclipse Trademarks to a third party.

NOW THEREFORE, BE IT RESOLVED, that the Executive Director of the Association is hereby authorized and empowered, for and on behalf of the Association, to retain such advisors, to execute and deliver such documents, papers or instruments and to do or cause to be done any and all such other acts and things as he may deem necessary, appropriate or desirable in connection with ensuring that the ownership of all the Eclipse Trademarks held by Eclipse.org Foundation, Inc. are transferred or otherwise assigned to the Association in a manner that enables Eclipse.org Foundation, Inc. to retain a perpetual license to use the Eclipse Trademarks in any manner it determines, including, but not limited to the right to transfer or otherwise sublicense all rights that Eclipse.org Foundation, Inc. retains in the Eclipse Trademarks to a third party, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors.

7. Approval of a Collaboration Agreement with OpenAtom Foundation

Mike Milinkovich introduced a discussion of the agreement recently negotiated between the Association and the OpenAtom Foundation. Mike explained the agreement calls for both organizations to collaborate on the alignment of OpenAtom's OpenHarmony specifications with Eclipse's Oniro specifications, and to promote both brands in the global marketplace. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, that the Executive Director of the Association is hereby authorized and empowered, for and on behalf of the Association, to retain such advisors, to execute and deliver such documents, papers or instruments and to do or cause to be done any and all such other acts and things as he may deem necessary, appropriate or desirable in connection with entering into a Strategic Cooperation Agreement with OpenAtom Foundation, and subsequently building a global collaboration to support OpenHarmony and Oniro, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors.

Adjournment

The meeting was adjourned at 17:29 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 20 September 2023, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting