

Eclipse Foundation AISBL

International not-for-profit association
Rond Point Schuman 11 Brussels 1040 Belgium
VAT BE 0760.624.114
RLE Brussels (French-speaking Enterprise Court)
(THE "ASSOCIATION")

Minutes of the Meeting of Board of Directors

21 February 2024

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 CET.

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

Present	Director	Organisation
N	Andreas Nauerz	Bosch
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
Y	Gunnar Wagenknecht	Elected Contributing Representative
N	Hendrik Ebbers	Elected Contributing Representative
Y	Ian Robinson	IBM
N	James Eggleston	European Space Agency
Y	Johannes Matheis	Elected Contributing Representative
Y	Jim Wright	Oracle
N	Kenji Kazumura	Fujitsu
Y	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
Y	Robert Hilbrich	DLR
Y	Sarah Novotny	Microsoft
Y	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Y	Tim deBoer	Red Hat
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. Ansgar Lindwedel, Alternate representative for Bosch, participated on behalf of Andreas Nauerz.

Regrets were received from James Eggleston and Tom Ritter.

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 17 January 2024 Board meeting full and abridged minutes
3. Approval of date and agenda for the Annual General Assembly in April
4. Approval of Eclipse Foundation AISBL 2024 budget
5. Approval of updates to the membership agreement Schedule C
6. Discuss "post-open source" (as per materials shared by Robert Hilbrich via mailing list)

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 15h05 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 favour, 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 favour, 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 17 January 2024 Board Meeting, attached as *Appendix 2*. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the 17 January 2024 Board Meeting as circulated.

3. Approval of date and agenda for the Annual General Assembly in April

Paul White explained that according to the bylaws, the annual general assembly meeting (the "AGA") shall be held in the second quarter of every year. Management is proposing that, consistent with last year, to hold the AGA in early April. Holding the meeting in early April does align the AGA with the election of the new directors, and approval of the annual budget. However, we will still have to hold a second, shorter General Assembly meeting sometime in the third quarter once the 2023 audited financial statements are finalised and approved by the Board.

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

RESOLVED, the Board convenes the Annual General Assembly meeting of Members of the Association to be held on Monday, 8 April 2024 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 2024 budget as submitted by the Board
5. 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 Eclipse Foundation, Rond Point Schuman 11 Brussels 1040 Belgium, 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 Rond Point Schuman 11 Brussels 1040 Belgium, to ensure a smooth organisation and running of the meeting as required by law.

RESOLVED FURTHER, to approve, in accordance with Article 20.4 of the bylaws of the Association, that voting can be validly done (i) by electronic voting in real time or (ii) by electronic voting by correspondence prior to the general assembly meeting.

RESOLVED FURTHER, to approve, in accordance with Article 20.7 of the bylaws of the Association, the Annual Meeting is validly constituted to discuss and resolve when at least one-third (1/3) of the Voting Members are present, have voted electronically prior to the meeting, or are represented or participating remotely in the meeting. In the event that at the Annual Meeting of 8 April 2024 the legally

required quorum to validly discuss and resolve on the final agenda items is not reached, a second meeting with the same agenda than for the first meeting will be convened on 30 April 2024 at 15:00 CEST to decide definitively and validly on said agenda, irrespective of the number of Voting Members present, having voted electronically prior to the meeting, or represented or participating remotely in the meeting.

4. Approval of Eclipse Foundation AISBL 2024 budget

Paul White presented the 2024 Eclipse Foundation AISBL budget details and the process of establishing the budget. He reminded the Board that at their meeting in December 2023, the Board approved the Eclipse Foundation Group budget which the Foundation staff manages within. Paul explained that, separate from the Eclipse Foundation Group budget, it is a requirement that the Board approves the annual budget specific for the Association, and that the specific budget for the Association be brought forward to the General Assembly for its approval as well.

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

RESOLVED, the Board approves the 2024 Eclipse Foundation AISBL budget as presented, and recommends that the General Assembly approve it as the Association's 2024 Budget at the Annual General Assembly meeting.

5. Approval of updates to the Eclipse Foundation AISBL Membership Agreement Schedule C

Mike Milinkovich introduced a discussion on the proposed amendments to Schedule C of the Eclipse Foundation membership agreement, as per materials attached as *Appendix 5*. Mike explained to the Board there were no changes to any of the fees nor any material changes to the Membership Agreement, and instead the changes were to: a) remove the language in Schedule C explaining the rollout of the 2022 fee changes as that rollout is now complete, and b) to better highlight to members the fact that membership fees are based on the aggregate annual revenues of a member and its affiliated organisations as defined in the Bylaws.

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

RESOLVED, the Board approves the revised Exhibit C of the Eclipse Foundation Membership Agreement as presented, noting that no changes to the fees are included in the updates

6. Discuss “post-open source” (as per materials shared by Robert Hilbrich via mailing list)

Mike Milinkovich introduced a brief discussion on the topic.

Adjournment

The meeting was adjourned at 16:39 CET.

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 21 February 2024, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting