

# Eclipse Foundation AISBL

International not-for-profit association  
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(THE “ASSOCIATION”)

## Minutes of the Meeting of Board of Directors

10 April 2024

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A Meeting of the Board of Directors (the “**Board**”) of Eclipse Foundation AISBL was held as a regularly scheduled meeting at the offices of Osborne Clarke, 6th floor - Bastion Tower, Place du Champ de Mars 5 1050 Ixelles (Brussels), Belgium.

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

Present	Director	Organisation
Y	Andreas Nauerz	Bosch
Y	Angelo Corsaro	Elected Contributing Representative
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
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
N	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
N	Robert Hilbrich	DLR
N	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
N	Sarah Novotny	Microsoft
N	Tim deBoer	Red Hat
Y	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, and Gaël Blondelle, Chief Membership Officer, of Eclipse Foundation AISBL. Also present for part of the meeting was Mikael Barbero, Head of Security, Eclipse Foundation.

Regrets were received from Hendrik Ebbers, James Eggleston, Kenji Kazumura, Matthew Khouzam, Robert Hilbrich, Sébastien Gerard, and Tim deBoer. The following proxies were submitted to the Secretary by the following Board members: Matthew Khouzam, Robert Hilbrich, and Sébastien Gerard.

## **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. Introductions
  - b. Welcome / introduction Angelo Corsaro
  - c. Reminder of Eclipse Antitrust Compliance Policy
  - d. Results of the 2024 Board elections
  - e. Resolution to thank Gunnar Wagenknecht
  - f. Approval of 21 February 2024 Board meeting full and abridged minutes
3. For Board Approval
  - a. Approval of re-appointments to Board committees
  - b. Approval to revoke the Eclipse SOA TLP charter
  - c. Approval to convert Foundation process and policy documents to UK English
  - d. Approval of updates to the Eclipse Foundation - Affiliates Membership Guidelines
4. Discussion of updates to the Eclipse Foundation Specification Process
5. Discussion of Eclipse Foundation Mission Statement
6. Update on ThreadX
7. April 2024 Operations Update
  - Approval of the April forecast as the 2024 revised budget for the Eclipse Group
8. Update on Growing in China
9. Update on Research proposals
10. Update on EU CRA standards strategy
11. Update on Eclipse Security initiative (Mikael Barbero, Head of Security)
12. Update on employee survey results
13. Review management reports (Topics and Issues Report)

## Adjournment

### **1. Roll Call and Approval of Agenda**

The Secretary established from the attendance list that a quorum of members was 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.

The meeting was called to order at 9H00 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 favour, b) those voting against, and c) those abstaining.

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. Introductions,**

#### **b. Welcome / introduction Angelo Corsaro**

Mike Milinkovich congratulated all of the elected representatives on their election, particularly Angelo Corsaro on being a newly elected Contributing Member representative, and welcomed him to the Board.

A round of welcome and introductions followed.

#### **c. Reminder of Eclipse Antitrust Compliance Policy**

Mike reminded the board members of their obligations under the Foundation's Antitrust Compliance Policy, attached as *Appendix 2c*.

#### **d. Results of the 2024 Board elections**

Mike provided a quick update on the overall election process and outcome and noted that the percentage of eligible votes cast for Contributing and Committer Members was consistent with last year.

Paul noted that the Annual General Assembly was held on 8 April 2024 and that all resolutions were passed by the General Assembly, including the appointment of directors and the observer to the Board.

#### **e. Resolution to thank Gunnar Wagenknecht**

Mike reminded the Board that at the meeting in February, Gunnar announced that he would not stand for re-election to the Board of Directors, meaning his tenure with the Board would end effective 31 March 2024. As requested in February by various board members, the Executive Director proposed acknowledging Gunnar's contributions to the Board. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, that the Board acknowledges Gunnar Wagenknecht's long and valuable history with the Board, and thanks him for his many years of service to the Board.

**f. Minutes**

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 21 February 2024 Board Meeting, attached as *Appendix 2f*. 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 21 February 2024 Board Meeting as circulated.

**3. For Board Approval**

**a. Approval of re-appointments to Board committees**

As is customary for the Board each April, the following appointments were proposed in accordance with the Foundation's Bylaws.

The Executive Director proposed that Bryan Che, Tom Ritter, and Donald Smith (representing Jim Wright of Oracle) be re-appointed to the Eclipse Foundation AISBL Board's Finance Committee.

The Executive Director proposed that Ed Merks, Jim Wright, John Broom, Richard Fontana, and Valentina Boyet be re-appointed to the Eclipse Foundation IP Advisory Committee.

Sarah Novotny proposed that Stephen Walli (representing Sarah Novotny of Microsoft) be appointed to the Compensation Committee. Wolfgang Gehring proposed that he be appointed to the Compensation Committee.

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

RESOLVED, Bryan Che, Tom Ritter, and Donald Smith (representing Jim Wright of Oracle) are re-appointed to the Eclipse Foundation AISBL Board's Finance Committee.

RESOLVED, Ed Merks, Jim Wright, John Broom, Richard Fontana, and Valentina Boyet are re-appointed to the Eclipse Foundation IP Advisory Committee.

RESOLVED, Stephen Walli (representing Sarah Novotny of Microsoft) and Wolfgang Gehring are re-appointed to the Eclipse Foundation Board's Compensation Committee.

**b. Approval to revoke the Eclipse SOA TLP charter**

Mike Milinkovich introduced a discussion that the Eclipse SOA top-level project be revoked, the related materials for which are attached as *Appendix 3b*. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, that the Board revokes the Eclipse SOA Top-level Project's charter and hereby disbands the Eclipse SOA PMC, thanking them for their past service to the Eclipse SOA subprojects and community.

#### **c. Approval to convert Foundation process and policy documents to UK English**

Mike Milinkovich explained to the Board that most of the Foundation's documents currently use US English rather than UK English, the official language version in the European Union, as explained further in the attached *Appendix 3C*. The Board passed the following resolution:

RESOLVED, the Board approves the conversion of all process documents and documents that support the various processes that would otherwise require Board approval to UK English. The Bylaws, Membership Agreement, Internal Rules, Eclipse Public License, Eclipse Foundation Specification License, and Eclipse Foundation TCK License are excluded from this pre-approval.

#### **d. Approval of updates to the Eclipse Foundation Affiliates Membership Guidelines**

Mike Milinkovich introduced an update to the Eclipse Foundation Affiliates Membership Guidelines, attached as *Appendix 3d*. Mike explained that these updates were drafted to provide better clarity for members regarding affiliated entities participating in Eclipse and reminded the Board these guidelines are used frequently when engaging with new members. 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 updated Eclipse Foundation Affiliates Membership Guidelines as presented.

### **4. Discussion of updates to the Eclipse Foundation Specification Process**

Mike Milinkovich introduced a discussion regarding updates to the Eclipse Foundation Specification Process (EFSP), attached in *Appendix 4*. Mike explained the main thrust of the updates would enable the EFSP to support process specifications, in addition to the current technical specifications. Mike encouraged board members to solicit those within their organisations to review the proposed changes and to provide feedback as soon as possible. Mike also explained the changes were being socialised with those working groups already using the EFSP. Mike mentioned that the topic would be brought to the Board in May for a decision.

### **5. Discussion of Eclipse Foundation Mission Statement**

Mike Milinkovich introduced a discussion of the Foundation's Mission Statement. Mike explained that the Mission Statement has remained mostly the same for many years. The Board discussed possible updates that might better reflect the true mission. Mike agreed to bring the topic forward again at the June Board meeting as part of the Board's annual planning cycle.

### **6. Update on ThreadX**

Mike Milinkovich provided the Board with an update on the Eclipse ThreadX initiative, attached as *Appendix 6*. Mike reminded the Board that he had last updated the Board on the initiative in December and that since then a decision had been taken to no longer proceed with forming a ThreadX Working Group, and alternative strategies were being pursued. Mike noted that the intention remains to safety-certify the Eclipse ThreadX project and discussed the benefits for the ThreadX project per se and the Foundation overall in terms of developing a safety certification process.

## **7. April 2024 Operations Update**

Paul White presented the April 2024 Operations Update of the Eclipse Foundation. As part of the update, Paul presented management's financial projects for the 2023 fiscal year-end. Paul also provided an updated forecast against the 2024 budget for the Eclipse Group; based on the updated forecast, Paul detailed a revised budget for fiscal 2024 for the Eclipse Group. Paul explained that the Board's Finance Committee had reviewed and approved the proposed revisions to the budget. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board adopts the April 2024 Eclipse Group forecast as presented as the revised 2024 budget for the Eclipse Group.

## **8. Update on Growing in China**

Gaël Blondelle introduced a discussion of the Foundation's activities related to growing the Foundation's presence in China.

## **9. Update on Research proposals**

Gaël Blondelle provided the Board with an update on the Foundation's successes with European research initiatives, attached as *Appendix 9*. Gaël highlighted that the number of proposals we are invited to bid on continues to increase significantly and that our success rate remains very high relative to industry standards.

## **10. Update on EU CRA standards strategy**

Mike Milinkovich provided the Board with an update on the Foundation's strategy regarding the European Union's CyberResiliency Act, attached as *Appendix 10*. Mike detailed that the Foundation intends to lead a broad consortium of industry and other open source organisations in developing standards to support the implementation of the CRA's requirements.

## **11. Update on Eclipse Security initiative**

Mikaël Barbero, the Foundation's Head of Security, updated the Board on the strategy and activities of the Foundation's ongoing open source supply chain security initiative, attached as *Appendix 11*. Mike Milinkovich emphasised that in the short 15 months since the Foundation has embarked on this strategy, Mikaël and his team's work has established the Foundation's leadership in this field.

## **12. Present employee survey results**

Paul White presented the findings of the Eclipse Foundation's most recent employee survey. Paul reminded the Board that management carried out a similar in-depth survey with employees each of the two previous years and will use the findings to identify positive and negative trends to identify improvements to our human resources policies and practices. Paul explained that similar to last year, the

results of this year's survey were extremely positive, and that the outcomes exceeded management's expectations.

### **13. Review management reports**

Mike Milinkovich introduced a discussion of the EMO's management reports.

Mike also shared a presentation recently developed by staff to explain the Foundation's industry collaboration initiatives, attached as *Appendix 13b*. Mike invited board members to comment on and use the presentation.

The meeting was adjourned at 16:00 CEST.

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This being a true and accurate record of the minutes of this Meeting of the Board of Directors held on 10 April 2024, is attested to and signed by me below.

/s/ Paul White  
Secretary of Meeting