Eclipse Foundation AISBL

International not-for-profit association
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(THE "ASSOCIATION")

Minutes of the Meeting
of
Board of Directors

25-26 June 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 Microsoft at 2000 McGill College Avenue - 14th Floor, Montreal, QC H3A 3H3, Canada.

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

Present 06/25	Present 06/26	Director	Organization
Y	Y	Andreas Nauerz	Robert Bosch GmbH
N	N	Angelo Corsaro	Elected Contributing Representative
Y	Y	Bryan Che	Huawei Technologies Co., LTD.
Y	Y	Ed (Eduardus) Merks	Elected Committer Representative
N	N	Etienne Juliot	OBEO
Y	Y	Hendrik Ebbers	Elected Contributing Representative
Y	Y	Ian Robinson	IBM
N	N	James Eggleston	European Space Agency (ESA)
N	N	Jim (James) Wright	Oracle
Y	Y	Johannes Matheis	Elected Contributing Representative
Y	Y	Kenji Kazumura	Fujitsu Limited
Y	Y	Matthew Khouzam	Elected Committer Representative
N	N	Matthias Sohn	SAP SE
N	N	Robert Hilbrich	Deutsches Zentrum fuer Luft- und Raumfahrt e.V. (DLR)
N	N	Sébastien Gérard	CEA List

Y	Y	Shelley Lambert	Elected Committer Representative
Y	Y	Stephen Walli	Microsoft Corp.
Y	Y	Tim deBoer	Red Hat, Inc.
N	N	Tom Ritter	Fraunhofer-Gesellschaft
Y	Y	Wolfgang Gehring	Mercedes-Benz Tech Innovation GmbH

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Paul White, Secretary/Treasurer, Gaël Blondelle, Membership Officer, and Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL. Thabang Mashologu joined for parts of the meeting on Day 1.

Regrets were received from Angelo Corsaro, Etienne Juliot, James Eggleston, Jim Wright, Matthias Sohn, Robert Hilbrich, Sébastien Gérard, and Tom Ritter. Proxies were submitted to the Secretary by the following Board members: James Eggleston, Robert Hilbrich, Tom Ritter, and Matthias Sohn.

AGENDA

The following agenda was proposed for the meeting, the materials for which were posted on the Association's Board portal.

Day 1

1. Roll Call and Approval of Agenda
2. General Business
    a. Reminder of Eclipse Antitrust Policy
    b. Approval of 15 May 2024 Board meeting minutes
    c. Appointment of Matthias Sohn to the Compensation Committee

3. June 2024 Operations Update
    ○ Approval of revised 2024 combined budget for the Eclipse Group
    ○ Approval of revised 2024 Eclipse Foundation AISBL budget
4. Eclipse Foundation AISBL 2023 financials
    ○ Approval of 2023 audited financial statements
    ○ Approval of 2023 auditors' report

5. Update on OCX 6. Update on IT/infra services 7. Update on Open Regulatory Compliance WG
8. Update on the Foundation's value proposition and positioning

9. 2025 Strategy and Objective Setting
    ○ Review 2025 Strategy Setting Process
    ○ Mission Statement Update
    ○ Review of 2024 Program Plan

○ 2024 SWOT analysis ○ Establish draft 2025 Goals and Objectives (to be continued on Day 2)

Adjournment

Day 2

10. Roll Call
11. Cyber incident simulation
12. a. Update ThreadX Alliance   b. Update on the Safety Process
13. 2025 Strategy and Objective Setting (continued) ○ Establish draft 2025 Goals and Objectives

Adjournment

VALIDITY

The acting 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.

GENERAL BUSINESS

The meeting was called to order at 9:03 a.m. EDT 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. **Roll Call and 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. **Antitrust Policy**

Mike Milinkovich reminded the board members of their obligations under the Association's Antitrust

Compliance Policy, attached as *Appendix 2a*.

b. Minutes

Mike Milinkovich introduced a discussion of the minutes of the 15 May 2024 Board Meeting, attached as *Appendix 2b*. With all other Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

> RESOLVED, the Board approves the minutes of the 15 May 2024 Board Meeting as circulated.

c. Appointment of Matthias Sohn to the Compensation Committee

Mike Milinkovich explained that currently, the Compensation Committee is composed of Wolfgang Gehring and Stephen Walli, and that Wolfgang Gehring has proposed that Matthias Sohn also be appointed to the Compensation Committee. With all other Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

> RESOLVED, Matthias Sohn, Stephen Walli and Wolfgang Gehring are appointed to the Eclipse Foundation Board's Compensation Committee.

3. June 2024 Operations Update

Paul White presented the Operations Update, including the forecast and revised 2024 Eclipse Group budget, and the forecast and revised 2024 Eclipse Foundation AISBL budget. In his report, Paul highlighted that Paul Buck, the Eclipse Foundation's VP, Community Development has decided to retire from the Eclipse Foundation, effective 30 June 2024. The Board thanked Paul Buck for his many years of contribution and leadership.

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

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

> RESOLVED, the Board adopts the 2024 Eclipse Foundation AISBL budget forecast as presented as the revised 2024 budget for the Eclipse Foundation AISBL, and recommends that the General Assembly approve it as the Association's 2023 budget.

4. Eclipse Foundation AISBL 2023 financials

a) Approval of 2023 audited financial statements

Paul White introduced a discussion of the Association's 2023 annual accounts for the financial year ending 31 December 2023, the related materials for which are attached as *Appendix 4*. Paul explained that the annual accounts had been reviewed by the Board's Finance Committee at their 18 June 2024 meeting and that the committee unanimously approved the annual accounts, and recommended the Board do the same. 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 2023 Eclipse Foundation AISBL financial statements for the financial year ending 31 December 2023 as presented and recommends that the General Assembly approve them as the Association's financial statements for the financial year ending 31 December 2023.

b) Acknowledgement of the 2023 auditor's report

Paul White introduced a discussion of the auditor's report for the Association's annual accounts for the financial year ending 31 December 2023, the related materials for which are attached as *Appendix 4*. Paul explained that the Association's statutory auditor, EY Reviseurs d'Entreprises SRL represented by Mr. Carlo-Sébastien D'Addario, presented the report of their audit to the Board's Finance Committee at the committee's 18 June 2023 meeting and that the committee unanimously acknowledged the auditor's report, and recommended the Board do the same. With all Board members present or validly represented at the meeting voting in favour, the Board unanimously passed the following resolution:

RESOLVED, the Board acknowledges the 2023 Eclipse Foundation AISBL auditors' report as presented, and recommends that the General Assembly accept the 2023 Eclipse Foundation AISBL auditor's report.

5. Update on OCX

Gaël Blondelle presented an update on the OCX'24 and a draft plan for the OCX'25.

6. Update on IT/infra services

Paul White presented an update on IT and infrastructure services.

7. Update on Open Regulatory Compliance WG

Mike Milinkovich presented an update on the Open Regulatory Compliance Working Group.

8. Update on the Foundation's value proposition and positioning

Thabang Mashologu presented an update on the Foundation's value proposition and positioning, the related materials for which are attached as *Appendix 8*.

9. 2025 Strategy and Objective Setting

The Board adjourned for the day at 17:00 EDT.

Day 2

The meeting was called to order by Mike Milinkovich at 9:00 EDT.

10. Roll Call
See attendance listed above.

11. Cyber incident simulation
Mike Milinkovich introduced a discussion on the Security Table Top Exercise. Mike explained the exercise has been developed by the US Cyber and Infrastructure Security Agency (CISA) and made publicly available for general use. Mike used the exercise as a means to identify the Association's current readiness as well as to identify areas of improvement.

12. Update ThreadX Alliance and Update on the Safety Process

Mike Milinkovich introduced a discussion on the establishment of the ThreadX Alliance, and in association with the implementation of this Alliance, the plans for the creation of an Eclipse Foundation Safety Process for designated Eclipse projects.

13. 2025 Strategy and Objective Setting (continued)

As there was insufficient time to complete the objective-setting process, the Board agreed to return to the topic at the July 2024 meeting.

The meeting was adjourned at noon EDT.

Action Items:
None

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on 25-26 June 2024, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting