

Eclipse Foundation AISBL

International not-for-profit association
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Minutes of a Meeting of Board of Directors

January 20, 2021

A Meeting of the Board of Directors (the **“Board”**) of Eclipse Foundation AISBL was held as a regularly scheduled conference call.

Present at the meeting were the following Directors:

Present	Director	Organization
N	Adam Gibson	Skymind
N	Basem Vaseghi	Daimler TSS
Y	Bryan Che	Huawei
Y	Chris Aniszczyk	Elected Committer Representative
Y	Deborah Bryant	Red Hat
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
N	Farah Papaioannou	Elected Contributing Representative
Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthias Sohn	SAP SE
Y	Navin Ramachandran	IOTA Foundation
Y	Pradeep Balachandran	IBM
Y	Robert Hilbrich	DLR
N	Sebastien Girard	CEA List
Y	Steffen Evers	Bosch
Y	Tom Ritter	Fraunhofer FOKUS
Y	Torkild Ulvøy Resheim	Elected Contributing Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, and Paul White, Secretary/Treasurer, of Eclipse Foundation AISBL.

PROPOSED AGENDA

The following agenda was proposed for the meeting:

1. Approval of January 13, 2021 minutes
2. Approval of Eclipse ESCET to use JavaBDD under the LGPL
3. Approval of Automotive Top Level Charter
4. Selection of Committer member to serve as Board Committer representative
5. Approval of initial policies & processes
 - IP Policy, Antitrust Policy, EFDP, EFSP, EFWGP
6. Approval of enabling resolutions related to implementation of International Strategy
7. Approval of 2021 Board meeting schedule
8. Discussion regarding Disruptive Infrastructure Changes

GENERAL BUSINESS

The meeting was called to order at 16:35 CET and the agenda was approved by the Board.

1. Approval of January 13, 2021 Board meeting minutes

Paul White explained the January 13, 2021 would be distributed at a later date, and that the Board would be asked to approve them at the February 17, 2021 Board meeting.

2. Approval of Eclipse ESCET to use JavaBDD under the LGPL

Mike Milinkovich introduced a proposal to enable the Eclipse ESCET project to use JavaBDD under the LGPS, the related materials for which are attached as Appendix A. The Board unanimously passed the following resolution:

RESOLVED, the Board unanimously approves the proposal for the Eclipse ESCET project to use the current and future versions of JavaBDD, maintained under the LGPL-2.0+.

3. Approval of Automotive Top Level Charter

Mike Milinkovich introduced a proposal to create the Eclipse Automotive Top Level Project, the related materials for which are attached as Appendix B. The Board unanimously passed the following resolutions:

RESOLVED, the Board approves the Eclipse Automotive top-level project charter.

RESOLVED, the Board approves Harald Mackamul as the PMC Lead for the Eclipse Automotive top-level project.

4. Selection of Committer member to serve as Board Committer representative

Mike Milinkovich reminded the Board that with the passing of the late Daniel (Dani) Megert as the long-serving Committer representative to the Board, the Board had decided, in accordance with the Bylaws, to appoint a member from the Committer community to fill the vacant Committer representative position on the Board. Mike reminded the Board the selected candidate would serve as Board member until the Board elections were completed in March and the new Board was subsequently installed.

Mike explained that after his outreach to both the candidates suggested by Board members as well as his soliciting input from the Committer community, two candidates had agreed to be put forward for the position. The Board deliberated over the more appropriate choice of candidate, considering a variety of criteria for making their choice. Many Board members spoke very favourably of both potential candidates, and all emphasized that the Board would be well served by either of the candidates.

After considerable discussion, the Board voted unanimously to appoint Andrey Loskutov as the new Committer representative. The Board asked Mike to take the necessary steps to onboard Andrey as soon as practicable, and to thank the other candidate.

5. Approval of initial policies & processes

Mike Milinkovich introduced the topic of having the Board approve the initial set of policies and processes for the Foundation, the related materials for which are attached as Appendices C-G. These included: Intellectual Property Policy, Antitrust Policy, the Eclipse Foundation Development Process, the Eclipse Foundation Specification Process, and the Eclipse Foundation Working Group Process.

Mike reminded the Board that each of these had been reviewed by the Board members previously, and that each is identical to the policies and processes of Eclipse.org Foundation, Inc. Mike also reminded the Board there would be further policies and processes for them to consider adopting over the next few months.

The Board unanimously approved the following resolutions:

RESOLVED, the Board approves the Intellectual Property Policy as presented.

RESOLVED, the Board approves the Antitrust Policy as presented.

RESOLVED, the Board approves the Eclipse Foundation Development Process as presented.

RESOLVED, the Board approves the Eclipse Foundation Specification Process as presented.

RESOLVED, the Board approves the Eclipse Foundation Working Group Process as presented.

6. Approval of enabling resolutions related to implementation of International Strategy

Mike Milinkovich introduced a discussion about the Foundation's International Strategy. Mike explained the board of directors of the Eclipse.org Foundation, Inc. ("EF-US") had approved the International Strategy in March, 2020, for the establishment of non-profit open source organizations based in Belgium and Canada under the name "Eclipse Foundation". Mike explained that the implementation of this Strategy by that board had culminated in the formation of Eclipse Foundation AISBL.

Mike further reminded the Board that to fully implement the International Strategy, Eclipse Foundation AISBL must also adopt the strategy and to have management execute on the strategy. The Board unanimously approved the following resolutions:

WHEREAS, the Executive Director and Secretary/Treasurer of the Eclipse Foundation AISBL have presented to the Board of Directors (the "Board") the strategy adopted and implemented by the board of directors of Eclipse.org Foundation, Inc. in March, 2020 for the establishment of non-profit open source organizations based in Belgium and Canada under the name "Eclipse Foundation" (the "International Strategy"), that have culminated in the creation of Eclipse Foundation AISBL;

RESOLVED, that following consideration by the Board, the Board has determined that the International Strategy is, in all respects, consistent with Eclipse Foundation AISBL's Purposes, including the advancement of the creation, evolution, promotion, and support of the Eclipse Technology (as defined in the Bylaws), and the cultivation of both an open source community and an ecosystem of complementary products, capabilities, and services;

RESOLVED FURTHER, that Eclipse Foundation AISBL adopts and approves the International Strategy; and

RESOLVED FURTHER, that the officers and directors of Eclipse are, and the same hereby are, authorized, directed and instructed (a) to pursue, implement and execute the International Strategy on behalf of the Eclipse Foundation AISBL, and (b) to take all other steps necessary or appropriate to effectuate the foregoing resolutions, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors, including but not limited to:

- have the Eclipse Foundation AISBL join Eclipse.org Foundation, Inc. as a Strategic Foundation Member, and to appoint representatives to the Eclipse.org Foundation, Inc.'s Board of Directors;
- have the Eclipse Foundation AISBL enter into a trademark agreement with

Eclipse.org Foundation, Inc.;

- have the Eclipse Foundation AISBL join Eclipse Foundation Canada as a member;
- have the Eclipse Foundation AISBL enter into a Services Agreement with Eclipse Foundation Canada;
- the Eclipse Foundation AISBL initiate filing with the United States Internal Revenue Service as a 501(c)(6) organization; and
- have the Eclipse Foundation AISBL assume the role of steward of the Eclipse Public License.

7. Approval of 2021 Board meeting schedule

Mike Milinkovich introduced a schedule of proposed dates and meeting locations for the Board's meetings in 2021, the related materials for which are attached in Appendix I. Mike noted that all of the meetings would be scheduled for a minimum of 90 minutes to accommodate the additional business expected to be brought to the Board. Mike also noted that the Board meetings coincide with the board meetings of Eclipse.org Foundation, Inc. Finally, Mike noted that while the schedule currently shows face-to-face meetings in Ottawa in June, 2021 and Germany in October, 2021, both these are likely to be rescheduled to virtual meetings, depending on the state of the global pandemic. Mike committed to keeping the Board informed of any such planned change. The Board passed unanimously the following resolution:

RESOLVED, the Board approves the following schedule of meetings for 2021:

Face-to-face meetings (tentative, depending on Covid-19 impact globally)

Tuesday, June 15, 2021 9:00am - 5:00pm EDT
Wednesday, June 16, 2021 9:00am - 1:00pm EDT
Ottawa, ON

Monday, October 25, 2021 8:30am - 5:00pm Central European Time
Ludwigsburg, Germany (in conjunction with EclipseCon 2021)

Monthly Board calls

NOTE: All meetings tentatively scheduled for 90 minutes, except for March which is 3 hours

Wednesday, January 20 10:30 - 12:00 EST
Wednesday, February 17 9:00 - 10:30 EST
Wednesday, March 24 9:00 - 12:00 EDT
Thursday, March 25 9:00 - 12:00 EDT

Wednesday, April 21 10:30 - 12:00 EDT
Wednesday, May 19 9:00 - 10:30 EDT
Wednesday, July 21 10:30 - 12:00 EDT
Wednesday, August 18 9:00 - 10:30 EDT
Wednesday, September 15 10:30 - 12:00 EDT
Wednesday, November 17 9:00 - 10:30 EST
Wednesday, December 15 10:30 - 12:00 EST

8. Discussion regarding Disruptive Infrastructure Changes

Ed Merks introduced a discussion regarding proposed disruptive infrastructure changes. Ed explained the context for the discussion came from emails in December describing changes to the Foundation’s project infrastructure. Ed noted that the changes were framed as a decision rather than a proposal, which was surprising. Mike explained that indeed the emails were intended to be a proposal, and that any changes being considered would be shared with the Committer community for their input and consideration, and that in fact no decisions had been taken. Mike agreed to have the EMO develop a potential plan and to communicate that further, notably beginning with the Architecture Council.

The meeting was adjourned at 17:30 CET.

Action Items:

Mike Milinkovich agreed to have the EMO develop a plan related to potential infrastructure changes, and to communicate that plan, notably with the Architecture Council.

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on January 20, 2021, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting