Eclipse Foundation AISBL

International not-for-profit association
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RLE Brussels (French-speaking Enterprise Court)
(THE "ASSOCIATION")

Minutes of the Meeting
of
Board of Directors

24 October 2022

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A Meeting of the Board of Directors (the **"Board"**) of Eclipse Foundation AISBL was held as a regularly scheduled in-person meeting in Ludwigsburg, Germany scheduled to begin at 8h30 CEST.

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

Present	Director	Organization
Y	Bryan Che	Huawei
Y	Ed Merks	Elected Committer Representative
Y	Etienne Juliot	OBEO
Proxy	Farah Papaioannou	Elected Contributing Representative
Y	Gorkem Ercan	Red Hat
Y	Gunnar Wagenknecht	Elected Contributing Representative
Y	James Eggleston	European Space Agency
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthew Khouzam	Elected Committer Representative
Y	Matthias Sohn	SAP SE
N	Pradeep Balachandran	IBM
N	Robert Hilbrich	DLR
N	Sébastien Gerard	CEA List
Y	Shelley Lambert	Elected Committer Representative
Y	Steffen Evers	Bosch
Y	Stephen Walli	Microsoft
Y	Tom Ritter	Fraunhofer FOKUS
Y	Torkild Ulvøy Resheim	Elected Contributing Representative
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 Gesine Freund, Corporate Executive Assistant of Eclipse Foundation AISBL.

Also in attendance was Alasdair Nottingham, representative of IBM.

The following proxy was submitted to the Secretary by the following Board members: Farah Papaioannou

AGENDA

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

1. Roll Call and Approval of Agenda
2. General Business
    a. Reminder of Eclipse Antitrust Compliance Policy
    b. Approval of September 21, 2022 Board meeting full and abridged minutes
3. October 2022 Operations Update
    a. Approval of the October forecast as the 2022 revised budget for the Eclipse Group
4. Approval of annual membership fee increase*
5. Approval of updated Code of Conduct *
6. Approval of 2023 Board meeting schedule*
7. Community Topics
    a. GitHub Sponsors for individual committers
    b. Project websites
8. Review management reports
    a. Discussion of key elements from Topics & Issues report
    b. Discussion of European competitive landscape
9. Review of 2023 Program Plan
10. Review of Executive Director succession plan

IN-CAMERA: Executive Director, Treasurer annual review

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 8:32 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. Antitrust Policy

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

    b. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 21 September 2022 Board Meeting, attached as Appendix 2. With all Board members present or validly represented at the meeting voting in favor, the Board passed the following resolution:

> RESOLVED, the Board approves the draft full and abridged minutes of the 21 September 2022 Board Meeting as circulated.

3. October 2022 Operations Update
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Paul White presented the October 2022 Operations Update of the Eclipse Foundation. As part of the Operations Update, Paul presented management's financial updates in relation to the 2022 budget for the Eclipse Group.

Based on the October 2022 forecast, Paul presented an updated proposed budget for fiscal 2022 for the Eclipse Group. With all Board members present or validly represented at the meeting voting in favor, the Board passed the following resolution:

> RESOLVED, the Board adopts the October 2022 Eclipse Group forecast as presented as the revised 2022 budget for the Eclipse Group.

4. Approval of annual membership fee increase

Mike Milinkovich introduced a discussion of a proposal to modify the annual membership fees of the Association. Mike reminded the Board this topic has been discussed during each of the past few meetings of the Board, as well as within separate board working group discussions on the topic. He emphasized that the fee increase applies to new members as of January 2023 and comes into effect on the anniversary month in 2024 for currently existing members. Mike also provided an overview of the specific changes to the Membership Agreement required to enact the proposed changes to the fees, attached as Appendix 4b. Paul White explained that each member representative would receive a notice of the fee change over the coming few weeks, and he agreed to include in the notice an information brief that provides the rationale for the increase in fees.

With the exception of Kenji Kazamura, Wolfgang Gehring, and Gorkem Ercan who each abstained, and with all other Board members present or validly represented at the meeting voting in favor, the Board passed the following resolutions:

RESOLVED, the Board approves the amended Annual Membership Fees as presented, and that these amended Annual Membership Fees shall take effect on 1 January 2023, recognizing there will be no resulting net increase in Annual Membership Fees for existing Members until 1 January 2024; and

RESOLVED FURTHER, the Board approves the revised Exhibit C of the Eclipse Foundation Membership Agreement as presented, and that this revision shall take effect on 1 January 2023.

5. Approval of updated Eclipse Community Code of Conduct

Mike Milinkovich provided a summary of previous board meeting discussions and board working group meetings, and the latest version of the Eclipse Community Code of Conduct, attached as Appendix 5. A brief discussion followed, and a few minor clarifying edits were made to the Code. Mike proposed the following steps, based on input from the board working group meetings: that the board adopt in principle the proposed revised Community Code of Conduct, the Code be posted for comment by the community for a a 30-day period, and subsequently, the Board would consider a final version of the Eclipse Community Code of Conduct at their 14 December 2022 meeting, and be effective as of 1 January 2023. Mike also confirmed that legal counsel will be consulted regarding the recent change of wording before posting a final version.

With the exception of Farah Papaioannou's vote which was cast via proxy and not valid for this resolution since additional edits were made at the meeting, all Board members present or validly represented at the meeting voting in favor, the Board passed the following amended resolution:

RESOLVED, the Board adopts in principle the draft Eclipse Foundation Community Code of Conduct as presented and amended, and asks management to seek community comment on the draft over the next 30 days, and to bring that feedback to the Board for further consideration prior to the Board formally approving the Eclipse Foundation Community Code of Conduct.

6. Approval of 2023 Board meeting schedule

Mike Milinkovich introduced a discussion regarding the 2023 Board meeting schedule, attached as Appendix 6. With with all other Board members present or validly represented at the meeting voting in favor, the Board passed the following resolution:

RESOLVED, the Board approves the following schedule of Board meetings for 2023:

Face-to-face meetings

Tuesday, April 18, 2023   8:30am - 5:00pm CEST
Brussels, Belgium

Tuesday, June 27, 2023   9:00am - 5:00pm EDT
Wednesday, June 28, 2023   9:00am - 1:00pm EDT
Ottawa, ON, Canada

Monday, October 16, 2023   8:30am - 5:00pm CEST
Ludwigsburg, Germany (in conjunction with EclipseCon 2023)

Monthly Board calls
NOTE: All meetings tentatively scheduled for 90 minutes

Wednesday, January 18	10:30 - 12:00 EST / 16:30 - 18:00 CET
Wednesday, February 15	9:00 - 10:30 EST / 15:00 - 16:30 CET
Wednesday, March 15	10:30 - 12:00 EDT / 16:30 - 18:00 CEST
Wednesday, May 17	9:00 - 10:30 EDT / 15:00 - 16:30 CEST
Wednesday, July 19	10:30 - 12:00 EDT / 16:30 - 18:00 CEST
Wednesday, August 16	9:00 - 10:30 EDT / 15:00 - 16:30 CEST
Wednesday, September 20	10:30 - 12:00 EDT / 16:30 - 18:00 CEST
Wednesday, November 15	9:00 - 10:30 EST / 15:00 - 16:30 CET
Wednesday, December 20	10:30 - 12:00 EST / 16:30 - 18:00 CET

7. Community Topics

7.a GitHub Sponsors for individual committers

Mike Milinkovich introduced a discussion of the Foundation's use of Github's sponsorship program, the materials for which are attached as Appendix 7.a. Mike reminded the Board that the Foundation had begun a pilot program in May 2022 to enable GitHub sponsors for Eclipse projects that are under the purview of a working group, with Adoptium being the first working group to take advantage of the pilot. Mike explained it's the EMO's desire to support our Committer community in any way possible, including enabling them to benefit financially, but that there are particular challenges related to the Foundation's role within how Github implements their sponsorship program. Mike committed to have the EMO continue to explore enabling sponsorships as a possibility.

7.b Project websites

Mike Milinkovich introduced a discussion of the topic of migrating the Eclipse project websites currently hosted on projects.eclipse.org, the related materials for which are attached as Appendix 7.b. Mike explained that these project websites have been hosted on projects.eclipse.org for many years, but that current business and technical challenges, including security and privacy constraints, are forcing the Foundation to reorganize its websites. Mike noted the strong feedback received from some projects and members in response to the proposed changes. Mike offered that the EMO would provide additional background and context to explain its decisions related to the proposed changes, and to investigate potential further refinements to the proposed approach to minimize the disruption to the project community.

8. Review management reports

8.a Discussion of key elements from Topics & Issues report

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

8.b Discussion of European competitive landscape

At the request of the Board, Mike Milinkovich shared his thoughts on the topic of the European open source competitive landscape.

9. Review of 2023 Program Plan

Mike Milinkovich introduced a discussion of the Foundation's 2023 Program Plan. Mike walked the Board through the current draft of the 2023 Program Plan. He reminded them of the Annual Planning Cycle and Process Timeframe and that they had reviewed an earlier draft of the plan during the summer. He explained to the Board that the program plan is actually approved by the Finance Committee in December, and that subsequently the budget is approved by the Board.

10. Review of Executive Director succession plan

Mike Milinkovich presented an updated Executive Director succession plan.

The meeting was adjourned at 17:25 CEST upon conclusion of the **In-camera meeting** (agenda item 11).

Action Items:
  Mike agreed to investigate further the Github sponsorship program, and to provide further details regarding the migration of the project websites from projects.eclipse.org.

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on 24 October 2022, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting