

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

15 December 2021

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 16:30 CET.

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

Present	Director	Organization
Y	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
Y	Farah Papaioannou	Elected Contributing Representative
Proxy	Gunnar Wagenknecht	Elected Contributing Representative
N	James Eggleston	European Space Agency
N	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Kevin Sutter	Elected Committer Representative
Y	Matthias Sohn	SAP SE
N	Navin Ramachandran	IOTA Foundation
Y	Pradeep Balachandran	IBM
Y	Robert Hilbrich	DLR
N	Sebastien Gerard	CEA List
N	Steffen Evers	Bosch
Proxy	Stephen Walli	Microsoft
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, and Donald Smith of Oracle.

The following proxies were submitted to the Secretary by the following Board members:

1. Gunnar Gunnar Wagenknecht is represented by Ed Merks
2. Stephen Wallie is represented by Ed Merks

AGENDA

The following agenda was proposed for the meeting, the materials for which are attached as Annex 1:

1. Roll call and approval of agenda
2. Approval of November 17, 2021 minutes
3. Read into minutes results of the Executive Director review
4. Reappointment of the officers of the Foundation
5. Approval of the appointment of Deborah Bryant to Finance Committee
6. Approval of distribution by Eclipse Kiso-testing of python-can
7. Approval of the 2022 Eclipse Group budget

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 16:33 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 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. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the November 17, 2021 Board Meeting, attached as Appendix 2. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the draft minutes of the November 17, 2021 Board Meeting as circulated.

3. Executive Director Review

At the October 20-21, 2021 Board meeting, Chris Aniszczyk and Pradeep Balachandran led a Board discussion of the Executive Director's annual review, and subsequently distributed a draft version of the review to the Board. Paul White read into the minutes that, with all who voted voting in favor, the Board passed the following resolution by electronic vote:

RESOLVED, the Board approves the Executive Director's annual review circulated to the Board via an Electronic Vote on November 8, 2021.

4. Re-appointment of Officers

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

RESOLVED, Mike Milinkovich is re-appointed as Executive Director of the Eclipse Foundation.

RESOLVED, Paul White is re-appointed as Secretary and Treasurer of the Eclipse Foundation.

5. Appointment of Deborah Bryant to Finance Committee

Mike Milinkovich informed the Board that Pradeep Balachandran has resigned from the Finance Committee. Mike thanked Pradeep for his many years of service to FinCom. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, Deborah Bryant is appointed to the Board's Finance Committee.

6. Distribution by Eclipse Kiso-testing of python-can

Mike Milinkovich introduced a discussion of enabling the Eclipse Kiso-testing project to distribute the python-can package, which is distributed under the LGPL 3.0 (SPDX: LGPL-3.0-or-later), the related materials for which are attached as Appendix 6. With all Board

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

RESOLVED, that the Board approves the distribution by the Eclipse Kiso-testing project of the python-can library under the LGPL-3.0.

7. 2022 Eclipse Group budget

Paul White provided an overview of the 2022 Budget for the Eclipse Group. Paul explained the Finance Committee had approved the Eclipse Group budget at their December 6, 2021 meeting. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the 2022 Annual Eclipse Group budget as presented.

Paul explained a specific budget for the Association would be presented to the Board in early 2022 for Board approval, and it will be based on the Eclipse Group budget.

Paul informed the Board that the Finance Committee approved the 2022 Program Plan at their December 6, 2021 meeting. Paul also explained that all working groups had approved their respective 2022 budgets.

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 December 15, 2021, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting