

**MINUTES OF REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF  
RUST FOUNDATION  
(a Delaware non-profit corporation)**

**Date:** July 13, 2021

**Time:** 21:10 UTC

**Place:** By online videoconference

**Directors present:**

Bobby Holley

Florian Gilcher

Jane Lusby

Josh Stone

Lars Bergstrom

Mark Rousskov

Nell Shamrell-Harrington

Peixin Hou

Shane Miller

Tyler Mandry

Joel Marcey

**Others present:**

Aaron Williamson (outside counsel)

Tom Pappas (treasurer)

A quorum was present.

**1. Opening Remarks**

Ms. Miller opened the meeting with some opening remarks. No changes were made to the agenda.

**2. Announcements**

The Board turned their attention to the earlier circulated resolution to add Ms. Shamrell-Harrington to the Finance Committee. There was some brief discussion about the duration chosen for the appointment; it was noted that many of the committee appointments would be expiring in 2 months, and that at the next board meeting several resolutions re-appointing people to various committees would be circulated. Board members were asked to email the Executive Committee with the committees they continue to be interested in. The motion passed by unanimous consent, with the exception of Mr. Marcey, who was not at the meeting at this time.

*RESOLVED, that Nell Shamrell-Harrington is hereby appointed as a member of the Finance Committee, to hold such position for 2 months or until their respective successor is appointed and qualified or until their earlier death, disqualification, resignation or removal.*

### **3. RustConf**

Ms. Miller provided an update on the planning of RustConf. She noted that Rust Foundation will be a Diamond Sponsor and that the Foundation's marketing team is preparing materials to submit to the organizers.

It was noted that in future years, the Foundation may wish to direct the organizers to provide more consistency in talk selection; at least one talk had been accepted outside of the program committee.

### **4. Infrastructure On-Call Rotation**

It was noted that:

- The crates.io team had only 2 people carrying out on-call duties;
- One of them was seeking to leave that rotation in short order due to changes in their circumstances;
- It was necessary to move quickly to sustain the on-call rotation;
- Discussions had taken place with various vendors;
- The preferred option was a package deal offer from Ferrous Systems to cover the full on-call rotation.

Ms. Lusby suggested a resolution to approve a contract with Ferrous Systems covering the contract.

Mr. Gilcher stated that his relationship with Ferrous Systems represented a conflict of interest (although he had intentionally not been involved in the discussions with Ferrous Systems on either side) and he therefore requested to be excluded from any deliberations.

It was agreed that the Board would allocate time at the end of this meeting, and Mr. Gilcher would recuse himself at that point.

### **5. Maintainer Support**

Mr. Marcey joined the meeting at this time.

Ms. Lusby had previously circulated a proposal for how to compensate volunteer maintainers. The details of this proposal were discussed. Mr. Williamson indicated that the legal and tax implications would need to be considered, with regards to the Foundation's 501(c)6 qualifications.

It was noted that incorporating the proposal into a budget would be ideal, given that the proposal is likely to represent a significant chunk of the Foundation's income.

It was noted that many organizations, both in the software world and outside, run programs that finance volunteers, whether through direct payment or through grants. Several board members indicated that their companies have programs to this effect. It was agreed that this prior art should be explored further (including speaking to contacts at other open source foundations) before making any significant decisions.

## **6. Committee Updates**

*The Executive Committee* had focused on completing the transition from the Interim Executive Director to Virtual Inc's services.

*The Executive Search Committee* had finalized the Executive Director job description and initiated a candidate search. There had so far been roughly 30 responses to the various advertisements issued, and recruitment was proceeding on schedule.

*The Corporate Governance Committee* had been conducting a licensing review, with an approach of surveying a broad swath of historical questions and GitHub issues, and then working with Mr. Williamson to identify particular policies or responses to the key questions.

*The Finance Committee* had shared a written report prior to the meeting, and reported that the Foundation is financially in an excellent position at this time.

## **7. On-call rotation**

The board returned its attention to the on-call rotation for the crates.io service. Mr. Gilcher left the meeting at this time.

The various options and proposals received were discussed.

Several individuals had expressed that they may be available to provide a single portion of the on-call rotation, but it was felt that individuals produced too patchwork a solution and required considerable management overhead from the Foundation.

The Ferrous Systems proposal was for a six month contract to provide a full rotation of on-call engineers to the service. Several other companies had been contacted, but all indicated either that they were only able to provide partial coverage of the rotation, or that they would not currently be able to commit to a contract. Some of these may be available in several months, but given the urgency, that essentially removed them from consideration.

The exact terms of the Ferrous Systems offer were reviewed and considered acceptable in terms of service levels and pricing, although some desire for a greater understanding of the range of prices for this type of service was expressed.

It was agreed to enter into a 6 month arrangement with Ferrous Systems to resolve the immediate and urgent on-call issue, and to task the new Executive Director with sourcing an alternative or extending the contract.

The following resolution was approved unanimously by the Board, with the exception of Mr. Gilcher due to his absence per the disclosed conflict of interest.

*Having considered the conflict of interest inherent in contracting with a company owned by a director, in light of the urgent need to find support and the lack of viable alternatives, it is in the best interests of the Foundation to contract with Ferrous Systems to provide on-call support for Crates.io. The executive committee is authorized to negotiate and execute a contract with Ferrous Systems according to the terms presented to the board.*

## **8. Adjournment**

There being no further business to come before the Board at this time, the meeting adjourned at approximately 7:10 p.m. Eastern Time.