

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

**Date:** August 9, 2022

**Time:** 21:00 UTC

**Place:** By online videoconference

**Apologies:**

Andy Wafaa

**Directors present:**

Bobby Holley

Jane Lusby

Lars Bergstrom

Nell Shamrell-Harrington

Peixin Hou

Shane Miller

Tyler Mandry

Eric Garcia

Josh Stone

Mark Rousskov

Ryan Levick

**Others present:**

Rebecca Rumbul (Executive Director)

Paul Lenz (Director of Finance & Funding)

Joel Marcey (Director of Advocacy and Operations)

A quorum was present.

**1. Opening Remarks**

Ms. Miller opened the meeting with opening remarks and a check for a quorum. Ms. Miller welcomed the quorum to the August 2022 Board meeting and handed the lead and logistics to Ms. Rumbul.

**2. Approval of Minutes**

A resolution was put forth to approve the minutes of the July 12th meeting, was briefly discussed, and approved by unanimous consent of the members of the Board present.

*WHEREAS, the Board of Directors of the Foundation has reviewed the draft minutes of its regular meeting held on July 12th 2022, which were circulated to the Board (the "July 12th Minutes").*

*NOW, THEREFORE, BE IT RESOLVED, that the July 12th Minutes are hereby approved.*

### **3. Project Directors update**

Mr. Rousskov gave an update. Since the last meeting:

- Rust 1.63 is going to be released this Thursday
- Crater is undergoing some stress. Discussion with Ms. Shamrell-Harrington and Mr. Bergstrom to see what can be done. The Foundation offered to pay any necessary funding.
- Work is ongoing for governance reform

Ms. Miller gave an additional update

- Compiler team gave a mid-year status report.  
<https://blog.rust-lang.org/inside-rust/2022/08/08/compiler-team-2022-midyear-report.html>

### **4. Executive Director update**

Ms. Rumbul gave an overview of activity since the last board meeting.

#### ***Management***

The Infrastructure Engineer planned to start at the Foundation on 6th September.

JFrog to join as a Platinum Membership.

Fastly may be a potential provider of infrastructure to reduce load off of AWS. Ms. Miller and Mr. Rousskov offered to help with preparing for the migration in advance of the agreement coming in place.

Trademark survey to be published after board meeting to resume trademark policy work. With the help of a working group, there is hope to have an updated policy by December.

The Foundation has joined the OSS as Infrastructure Working Group, development of the Foundation Security project continues and draft of proposed bylaws changes complete - asking the Corporate Governance committee to have a first review.

Options were presented on potentially expanding the number of Foundation Board of Directors from its current 15. A decision on a direction here is necessary as the Foundation updates the bylaws. Mr. Bergstrom and Mr. Levick both mentioned that if we increase the number of Board members that we need to be cognizant of the representation and vote weight of the Project Directors. It is important to note that any option of expansion will not remove the voting balance and weight of Project Directors on the Board. Ms. Rumbul mentioned that the Foundation would not change wording in the bylaws of supermajority rules for votes. For example, any vote requiring a supermajority will still continue to require  $\frac{2}{3}$  of Project Directors in addition to  $\frac{2}{3}$  of Corporate Directors. Ms. Shamrell-Harrington suggested that the Foundation have an option in the bylaws to expand the Board by resolution. Ms. Rumbul responded that the Foundation has

the ability to do that via supermajority. Mr. Hou mentioned the Linux Foundation had a cap but then raised the cap, with applicant review, because they wanted to welcome more members. Mr. Rousskov acknowledged that Gold membership may be lagging now, but the Foundation should keep it and find ways to make it more attractive in the future. A straw-poll was conducted on the potential options:

- Keep as-is: 0
- Increase the cap to a certain number (e.g, 22): 5
- Remove the cap all together: 2
- Abstain: 5

### ***Finance***

Mr. Lenz gave an update. The costs of RustConf and operational fees means a potential operating deficit for August 2022. However, overall, on a constant spend/membership basis, the Foundation is on a strong financial footing with a surplus out to the end of 2023. Once there is more clarity on new members and the Security project, a more formal re-forecast will be done for the remainder of 2022 and 2023.

### ***Community Grants Program (CGP)***

Working to identify causal and tangible impact metrics for CGP.

Ms. Lusby suggested that both personal and professional situation changes be assessed as CGP impact.

Mr. Levick and Mr. Rousskov suggested that impact be assessed for the broader Project, even for those that may not have been participating in the project.

Ms. Miller wants to ensure we are measuring across all dimensions. For example, Ms. Miller is interested in how many take advantage of the educational and training opportunities.

Mr. Levick raised education from CGP and more broadly. Education training is available to Fellows. The Foundation has also been thinking about providing education training across a bigger spectrum.

### ***Communications & Events***

RustConf conversations focused some on education, particularly <https://rust-edu.org> . There was discussion about a potential partnership between the Foundation and rust-edu.org. Ms. Shamrell-Harrington mentioned that RustConf logistics went very well. Mr. Levick stated how the virtual/remote attendance was handled and hopes that good virtual experiences continue to be the norm. Mr. Stone enjoyed the following day's Un-Conference. Ms. Lusby and Mr. Mandry also had positive experiences and hope to expand the un-conference even more in the future. Ms. Rumbul shared there were various types of conversations, positive and constructive, on the Foundation.

Working on a strategy around how the Foundation assesses its sponsorship of events.

Working on a communications brief on the Foundation's approach to security.

Pitch deck for future CGP Sponsorships in the works.

## **5. Open Forum**

Mr. Levick discussed distinguishing between audiences that the Foundation interacts with. E.g., Community vs. Project. Ms. Miller suggested that we can utilize marketing and communications to help us do this.

Mr. Holley raised the discussion about bringing on board more Platinum Members and how that might affect further funding in general. In relation to increasing the Board size, one option is to increase the cost of Platinum membership to keep the size of the Board in check.

## **6. Adjournment**

There being no further business to come before the Board at this time, the meeting adjourned at approximately 23:01 UTC.