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

Date: February 14, 2023
Time: 22:00 UTC
Place: By online videoconference

Directors present:
Jane Losare-Lusby
Nell Shamrell-Harrington
Lars Bergstrom
Tyler Mandry
Peixin Hou
Seth Markle
Eric Garcia
Josh Stone
Ryan Levick
Stephen Chin
Mark Rousskov

Others present:
Rebecca Rumbul (Executive Director)
Paul Lenz (Director of Finance & Funding)
Abi Broom (Operations Manager)
Joel Marcey (Director of Technology)
Gracie Gregory (Director of Communications and Marketing)

Apologies:
Andy Wafaa

A quorum was present.

1. Opening Remarks

Mr. Bergstrom opened the meeting with opening remarks and a check for a quorum. He welcomed the quorum to the February 2023 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 January 10th 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 January 10th 2023, which were circulated to the Board (the "January 10th Minutes").

NOW, THEREFORE, BE IT RESOLVED, that the January 10th Minutes are hereby approved.

3. Vote: election of a Vice-Chair of the Board

One candidate had self-nominated (Nell Shamrell-Harrington).

Ms. Shamrell-Harrington was elected Vice-Chair.

4. Project Directors update

Mr. Mandry gave an update. Since the last meeting:
- Rust 1.67.1 had been released.
- Further work had been done on the draft governance RFC to simplify and clarify the proposal – it was still on track to be published in the near future.
- Sparse index support was being stabilized in Cargo.
- The Project had officially established and announced a new Types team.

5. Discussion of Rust Infrastructure Cost Strategy

Mr. Marcey explained that the Foundation was looking at cost reduction and efficiency improvements in infrastructure. For this meeting, an outline plan had been shared with proposed guiding principles. The board agreed these principles were good and that the outline plan should be shared with the infrastructure team for feedback and further iteration.

There was a discussion around cloud cost optimization and what metrics to measure to achieve this, being mindful not to be sidetracked by changing things simply because those things were measurable, and to focus on real impact. For the March Board meeting, goals will be proposed for this effort, followed up with monthly updates on tracking to those goals.

6. Discussion of Bylaws points raised by board members

Two points had been raised for board discussion. Bylaws final draft to be cascaded by 1st March (delay due to Counsel availability).

a) Board size and composition

The proposed new draft of the Foundation's bylaws places no cap on the number of directors. It was agreed that this was the right approach to take in the bylaws, but that a cap should still exist

(currently set at 20) requiring a supermajority vote of the board to amend. There was also a discussion of the composition of the board between member and project directors.

Ms. Rumbul undertook to take these points back to counsel and ask for appropriate wording to be drafted.

b) Expansion of the mission of the Foundation to include "projects supporting the Rust language and the broader Rust ecosystem".

The discussion point was not about the principle and aims of such an expansion, but rather the Foundation's ability to expand its support beyond the Rust Project without the Project losing out.

Ms. Rumbul had circulated a document outlining the proposed principles for accepting new projects, and drew attention to a couple of specifics: that projects would be expected to be net contributors to the Foundation, bringing in additional resources that may currently go elsewhere; and that board approval would be required in every case. The concerns raised were primarily to do with ensuring the Foundation would not be spread too thinly. Several people raised the point that the resources brought in by new projects would allow more hiring if necessary.

With agreement on the principle of accepting new projects provided that the Rust Project remained the Foundation's priority, the discussion turned to process and the best ways to ensure that projects were a good fit with the Foundation's values and the wider goals for the Rust ecosystem. Staff would develop further proposals.

7. Discussion of Trademark Policy & Guidance

The board reviewed the current final draft of the trademark policy and considered it broadly acceptable, with a query on the wording "We will likely consider using the Marks [...] for a software program written in the Rust language to be an infringement of our Marks", which seemed unintentionally strict and on which Ms. Rumbul would seek clarification from counsel.

Associated FAQs and guidance had been developed by staff to aid community understanding of the policy, and Ms. Rumbul invited board members to contribute more FAQs if they felt anything was missing.

8. Executive Director & Management Team update

Communications & Events

Ms. Gregory outlined how the plans for a Foundation brand refresh and relaunch of the website were developing.

The Foundation had a presence at FOSDEM, EUOpenForum, StateofOpenCon23, and Rust Nation London was later the same week including a live staff 'Ask Me Anything'.

Ms. Gregory drew attention to a survey of current Rust member companies to find out more about the value they were getting from Foundation membership, and what they would like to see in future. Staff would soon be starting a recruitment drive for new members.

Management

The Security Engineer had started a couple of weeks prior, and recruitment of two Software Engineers was close to completion.

The Rust Foundation had become an Associate Member of the OpenInfra Foundation.

Ms. Rumbul noted a UK consultation on OSS regulation (and other efforts in the US and EU) to which the Foundation intended to make a submission.

Sub Committees

Ms. Rumbul thanked those board members who had already put themselves forward for sub committee membership, and invited further self-nominations. Meeting dates would be arranged in the near future.

Technology / Infrastructure

Mr. Marcey outlined recent work on infrastructure and security:
- Fastly is now running production traffic to crates.io.
- AWS account consolidation into a single organization.
- Staging environment for docs.rs progressing.
- Operational improvements
- Cost reduction and efficiency improvement strategy ramping up.
- Partnered with GitHub as a secret scanning integrator for crates.io.
- POC experiments are underway for identified risks in the ecosystem.
- Goal: Threat model draft for end of March.

The specification RFC is at a point of determining the exact requirements for a specification editor in order to create an official job description. This effort is led by the Rust Project with support from the Foundation as needed.

Finance & Grants

Not discussed due to lack of time, but Mr. Lenz had shared a financial report on which the board had no questions.

Highlights of that report: The Foundation made an operating surplus of $172,000 in the year 2022, corresponding to a growth in membership. It distributed $411k of grant funds, supported the Project with over $200k of direct financial costs, and built its operations and staffing during the year from a single member of staff to a team of 7, with 3 more to join in early 2023.

9. Discussion of pending Trademark License

The board discussed a request received for a license to use the Rust Trademark, and agreed to follow the advice provided by legal counsel in drafting a license for use.

10. AOB

There was no other business.

11. Adjournment

There being no further business to come before the Board at this time, the meeting adjourned at approximately 00:03 UTC.