

Rust Foundation Director Roles & Responsibilities

The Rust Foundation

The Rust Foundation is an independent non-profit organization to steward the Rust programming language and ecosystem.

In legal terms, it is a non-stock corporation, organized under Delaware law, and claiming exemption from U.S. federal taxation under Section 501(c)(6) of the Internal Revenue Code.

Board members need to be aware that the Rust Foundation's funds are dedicated to the tax-exempt purposes set forth in the Rust Foundation's Certificate of Incorporation and By-laws, and may only be used in a manner consistent with those tax-exempt purposes.

Director Duties and Responsibilities

Delaware law requires that Directors discharge their duties:

- In good faith,
- With the care an ordinarily prudent person in a like position would exercise under similar circumstances, and
- In a manner the director reasonably believes to be in the best interests of the Rust Foundation.

The obligations of Directors can be divided generally into two broad categories: a duty of loyalty and a duty of care.

Duty of Loyalty. The duty of loyalty requires Directors to put the best interests of the Rust Foundation first, ahead of their own interests or those of any other person or organization.

Decisions taken by the Board should comply with the principle of 'first loyalty' described above, and therefore be weighted towards the good of the Foundation as a legal and registered 501(c)6 entity. Assuming the mission of the Rust Foundation remains the same, decisions taken for the good of the Foundation should ultimately be for the good of the Project and the Language.

Member Directors need to bear in mind that they will sometimes be required to support decisions with a wider bearing than their employer's interests, and Project Directors need to bear in mind that they will sometimes be required to support decisions with a wider bearing than the Rust Project's interests.

Directors **must**:

- Abide by the Terms of Reference for the Rust Foundation Board, and those for any committee of the board of which they are a member.
- Disclose any conflicts of interest. The Rust Foundation's Board has adopted a [Conflict of Interest Policy](#). All Directors must abide by this policy, and are expected to make an annual declaration that they have done so.
- Support board decisions, even when they disagree with the majority. It is important that the board speaks with one voice when representing the organization to the wider public.
- Maintain confidentiality of board and other internal discussions until it is agreed to make such matters public.

Directors **must not**:

- Take part in any discussions or decisions where their interests and the Rust Foundation's interests may conflict. The Board will decide how to approach COI's on a case-by-case basis.
- Use their position for personal advantage, such as by taking a business opportunity that is offered to the Rust Foundation and using it personally.
- Take decisions for the Rust Foundation on an individual basis, without the backing of the wider board and relevant staff members.
- Share information about the Rust Foundation's activities (actual or potential), unless that information is already in the public domain.

Duty of Care. The duty of care requires Directors to be diligent and attentive to the Rust Foundation's affairs.

Directors should:

- Regularly attend meetings and participate in discussions.
- Thoroughly review all information provided in advance of meetings (agenda, financial reports and other papers) and in between meetings.
- Be familiar with the Rust Foundation's By-laws and Certificate of Incorporation, and its mission, policies, activities and needs.
- Weigh their votes carefully and use them in the best interests of the Rust Foundation or its mission. Abstaining or dissenting from a vote is not intended to be used as a way to record the director's personal disagreement.

To help them fulfill their duties, Directors have the right to:

- Rely on information, opinions, reports or statements provided to the Rust Foundation by professional experts, including members of the staff team (unless the director has their own knowledge to the contrary).
- Rely on the findings and recommendations of committees of the Board (again, unless the director has their own knowledge to the contrary).
- Reasonable access to the staff who are managing the day by day affairs of the Rust Foundation.

- Access to the Rust Foundation's books and records, including financial statements.
- Adequate notice of meetings and the content thereof.
- Minutes of meetings of the Board and its committees.

Additional Reading

[Board Terms of Reference](#)

<https://cvnl.org/wp-content/uploads/2020/02/What-Effective-Board-Members-Do-CVNL.pdf>

<https://www.wildapricot.com/blog/nonprofit-board-responsibilities>