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

Date: December 13, 2022
Time: 22:00 UTC
Place: By online videoconference

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

Others present:
Shane Miller (Chair)
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)
Lori Lorusso (JFrog)

A quorum was present.

1. Opening Remarks

Ms. Miller opened the meeting with opening remarks and a check for a quorum. She welcomed the quorum to the December 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 November 8th 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 November 8th 2022, which were circulated to the Board (the "October 11th Minutes").

NOW, THEREFORE, BE IT RESOLVED, that the November 8th Minutes are hereby approved.

3. Project Directors update

Mr. Rousskov gave an update:
- The 2022 Rust Survey has launched - https://blog.rust-lang.org/2022/12/05/survey-launch.html
- A couple of teams had in-person meetups
- Governance work continues

Ms. Shamrell-Harrington thanked everyone for their work on the governance side of things.

4. Member update - Bobby Holley (Mozilla)

Mr. Holley is stepping off the board at the end of the year and Mozilla is adjusting their membership to silver. Mr. Stone is the only one left on the compensation committee after the departure of Mr. Holley and Ms. Miller. It will need to be restaffed.

Ms. Miller thanked Mr. Holley for his contributions to the Foundation and the Rust industry.

5. Notification of nominations for Chair, and Nominee presentations

Two nominations for the vacant Chair position: Mr. Bergstrom and Mr. Chin. Both Mr. Bergstrom and Mr. Chin gave candidacy statements to support their nomination. The vote will happen at the January board meeting. There is consensus on a ranked choice approach.

Mr. Bergstrom in his statement requested the nomination of Ms. Shamrell-Harrington as vice-chair. It was agreed that a description of the vice-chair position should be created by Foundation staff in concert with the chair, and at the January meeting a vote would also be taken on whether to establish this role. This allows potential vice-chair candidates to run as chair first should they wish to, and unsuccessful chair candidates to stand as vice-chair for a vote in February if the vice-chair position is agreed.

6. ED update

Management

Trademark policy review/update work almost complete. Preparing a TL;DR that is more approachable. Hoping to have a full draft in January.

Strategic plan 2023-2025 was provided with the board papers. Agreed to discuss in the Open Forum part of the meeting.

The Bylaws final draft is in preparation. Final document still on hold due to requiring some legal input on a few comments. Targeting February for release.

Additional funding from AWS - $500k received - for securing the Rust ecosystem. Software Engineering role(s) part of this. Potential funding from other organizations is being explored.

Development of Role Descriptions for Board Members and Sub-committee refresh plans for 2023.

Considering creation of Associate Membership tier for non-profits and creation of official Rust Foundation Advisory role (unpaid positions). Ms. Lusby has a concern that we may be limiting ourselves to pro-bono work when we may be able to utilize paid positions. The goal for these roles is essentially for those who already have full-time work who are willing to volunteer their time and expertise – it isn't a way to get out of paying people who ought to be paid.

Technology and Infrastructure

In a hiring update, the security Engineer application closed. Sifting reviews complete. Interviews in progress. Software Engineer job description draft completed with input from crates.io team and project directors. Finalizing potential applicant reviewers and interviews. Posting planned for this week.

Discussions on how we reduce the growth of AWS credit requirements, and developing an understanding of the drivers of the cost in order to do so. Looking to implement an AWS Well Architected review in the new year. Fastly configuration is complete, with the switchover of crates.io staging imminent, to be followed by Rust releases. Cloud Compute Desktops now running on Azure.

The Rust Specification effort is moving from the conceptual to the planning stage. Mara Bos is leading the effort to make this a real thing and the Foundation is committed to support it with infra and logistical support and the potential hiring of an editor.

Working with various Foundation members or potential members on Rust-based initiatives including product reviews, joint engagements and speaking partnerships.

Finance & Grants

The Board discussed the budget for the year 2023. Mr. Chin asked about potential plans for cuts if we see reduction in investment in technology companies continue into 2023. Mr. Lenz said that travel and events could be potential reduction areas. Headcount freezes / reduction in staffing in the Foundation can be avoided at present.

Autumn 2022 grants round closed on the 7th of November, applicants were informed of the decisions on the 7th December, currently finalizing agreements. Public announcement to come in early January. Mr Lenz gave an update on the number and value of grants awarded. Grants will be made to both moderation team leads, with an ongoing discussion on how the Foundation can support moderation work.

Communications & Events

Initial version of our 2021-2022 Annual report available. Final report to come in early January.

Community Grants Program Spotlight Series has begun. Next installment to be published over the next few days.

Rust Nation UK preparation - promotions, team travel, booth planning.

Joel attended AWS re:Invent two weeks ago where he made a handful of connections – conversations are ongoing.

Announcing Shopify as our first Gold Member on Wednesday, December 14.

Foundation has been amplifying the Rust Survey.

7. Open Forum

The Board discussed the strategy. Ms. Rumbul explained that the strategy is a statement of where we expect/wish Rust to be in 3 years: including that both the Rust Project and corporate members feel the Rust Foundation is working to support their interests. There will be, as a separate document, an 'implementation plan' with a framework of detailed activities, including measurable outcomes.

Ms. Shamrell-Harrington thanked the Foundation for offering support to the moderators.

Mr. Stone wondered if there were ways for the Rust Foundation to provide support to other less well funded Foundations. The creation of an Associate Membership tier would be the first step in thinking about this.

8. Farewell to outgoing Chair, Shane Miller

Ms. Miller discussed her journey over the past many years working at AWS and how the culmination of her journey is how the Foundation has become successful. The Board expressed its thanks to her.

9. Adjournment

There being no further business to come before the Board at this time, the meeting adjourned at approximately 23:52 UTC.