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

Date: March 14, 2023
Time: 21:00 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
Andy Wafaa

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)

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 March 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 February 14th 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 February 14th 2023, which were circulated to the Board (the "February 14th Minutes").*

NOW, THEREFORE, BE IT RESOLVED, that the February 14th Minutes are hereby approved.

3. Executive Director & Management Team update

Management

One of the newly-hired Software Engineers had already started and the second was due to come on board in early April. Ms. Rumbul noted that it was great to have a full-strength technical team, and that at present the Foundation was not planning any further hires.

Further trademark registrations had been confirmed in Norway, Switzerland, Australia & Indonesia. There was no update as yet on the specific trademark license request discussed at the last board meeting.

A discussion had been opened with O'Reilly concerning Rust training programs, and discussions with Rust.Edu were restarting about bringing them on board as a Foundation-supported project.

Final draft of the revised Bylaws is with Platinum member legal teams for review, with an approval vote anticipated at the April meeting.

Technology / Infrastructure

Fastly is now serving 50% of the production traffic of crates.io. 95% is coming soon. It was hoped that the addition of Fastly infrastructure will make a significant dent in AWS credit costs, which continue to grow. (Further discussion on this point later in the meeting agenda.)

The security initiative was making progress with a draft threat model being developed in four categories - Crates.io, Rust Project, Rust crates ecosystem and Rust Project infrastructure. Priority engineering initiatives emerging from this included administration tools for crates.io, auditable logging within the infrastructure, and crates ecosystem scanning.

Mr. Marcey noted that the specification progress had appeared to have lost momentum, but just before this meeting he had heard back from the Project and been able to schedule the next discussion. The Foundation stands ready to provide all necessary support to help progress the specification work.

Finance

Mr. Lenz reported that the February 2023 operating surplus was approximately $21k, with a $31k operating surplus year to date.

Due to a technical error by the IRS in setting the Foundation up in their systems, it had proved impossible to file 2021's Form 990 either online or on paper. The Foundation's CPA has been in contact with the IRS to resolve the issue. Other organizations he works with have been affected in the same way, and he has advised that any late filing penalties will most likely be waived.

Preparation of Form 1024 (application for recognition of tax-exempt status) was almost complete, and good progress had already been made on the 2022 Form 990, although neither of these can be filed until the previous year's submission is taken care of.

Grants

The 2023 grant round was planned to open for applications in mid-May. Fellowship and Project grants schemes will both be repeated, though with reduced volumes of grants due to reduced funding.

The big change for this year involves project teams becoming more active in scoping the areas of work for funding – where there is a specific project a team would like someone to carry out, or they have the capacity and bandwidth to mentor a Fellow within their team, the Foundation will look to solicit applications in those areas. Additional capacity for mentorship will come from the staff engineering team.

Communications & Events

Rust Nation was a great success. Ms. Rumbul and Ms. Gregory have been accepted to give a talk at the Open Source Summit in Vancouver in May. A communication plan for RustConf is in development.

Ms. Gregory reported on progress on refreshing the Foundation's brand identity, and work to relaunch its website.

Several new member announcements were upcoming, and the Foundation was commencing a recruitment drive for membership.

4. Project Director Update

Mr. Levick gave an update. Since the last meeting:
- Two new versions had been released, 1.67.1 and 1.68.
- The governance RFC had been published and was receiving and incorporating feedback. Mr. Levick encouraged attendees to take a look.

5. Rust Infrastructure Cost Strategy

Problem Statement: "The growth of Rust is causing unprecedented use of infrastructure, much of which is generously donated, and we need to ensure that we are targeting cost and utilization efficiency as a first-class priority."

Mr. Marcey gave an update. Led by the Infrastructure Engineer, the Foundation's goal this year is to focus on infrastructure efficiency. Currently in an analysis phase, gathering data on cost drivers and potential actions that could be taken. Next will come a phase of hot fixes to cover the most pressing issues, followed by a more considered strategic engineering phase to the end of the year. Mr. Marcey stated his hope that by then cost growth would be flat.

There was a general sentiment that 0% infra cost growth might be overambitious. It was hard for the board to imagine that Rust would not continue to increase in popularity, so stifling growth to hit an arbitrary target was not desirable. Cost per activity was suggested as a more helpful metric. The Foundation cannot control usage (the number of activities), but it can control the cost of each one.

Board members also raised that it would be important to ensure that improvements to infrastructure efficiency did not result in a negative impact on developer productivity, or present more of a barrier to onboarding new infrastructure contributors.

6. Membership Acquisition

The Foundation plans to do a membership push this year and the team has created a prioritized list of organizations which are publicly documented to use and rely on Rust.

Mr. Lenz asked board members to each take a look at this target list and identify any prospects they have a contact with and would be happy to reach out to. Ms. Gregory has prepared messaging templates if needed.

7. Trademark Policy

Ms. Rumbul led a discussion on the final issues that needed to be addressed before the policy could be put to a vote of the board. There were some technical notes on wording that should be simple to resolve with the assistance of counsel, and the structure of the document would also be looked at for clarity and readability.

Prior to the meeting, the Project Directors had raised the issue of getting wider buy-in to the policy before formal publication, and their suggestion was to solicit feedback from the Project leadership and wider stakeholders in a controlled fashion.

Ms. Rumbul outlined that this was a legal document not suitable for a RFC and consensus approach, but it was workable to have a public consultation period to help identify and resolve any substantive community concerns with the policy. She had circulated a proposal for how this might be carried out, and the Board was content to approve this approach. There would be a short consultation period during which the Foundation would receive and collate feedback, identify common issues raised, and provide a summary response alongside a revised policy document for board approval.

Ms. Rumbul also stated that the policy did not have to be set in stone even after approval and publication, and the Foundation was happy to commit to a regular review based on real-world cases that come up. It was agreed that 6-monthly would be the most appropriate initial interval for doing this.

8. AOB

There was no other business.

9. Adjournment

There being no further business to come before the Board at this time, the meeting adjourned at approximately 22:41 UTC.