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

Date: May 11, 2021
Time: 22:00 UTC
Place: By online videoconference

Directors present:
Ashley Williams (Interim Executive Director)
Bobby Holley
Florian Gilcher
Jane Lusby
Joel Marcey
Josh Stone
Lars Bergstrom
Mark Rousskov
Nell Shamrell-Harrington
Peixin Hou
Shane Miller
Tyler Mandry

Others present:
Aaron Williamson (outside counsel)
Tom Pappas (Treasurer)

A quorum was present.

1. Agenda; Opening Remarks

Ms. Miller opened the meeting by introducing Mr. Marcey to the Board, who joined the Board since the last meeting. Ms. Williams welcomed the members of the board, made introductory remarks, and presented the agenda for the meeting. No changes were made to the agenda.

2. Resolutions

Ms. Williams drew the attention of the Board to the previously circulated resolutions.

The Board voted unanimously to approve the following resolutions:

Approval of Minutes of April 13 Private Session

> **WHEREAS**, the Board of Directors of the Foundation reviewed the draft minutes of its closed private session held on April 13, 2021.

> **NOW, THEREFORE, BE IT RESOLVED**, that the April 13 Private Session Minutes are hereby approved.

Joel Marcey's Membership on Corporate Governance Committee

> **RESOLVED**, that Joel Marcey is hereby appointed as a member of the Corporate Governance Committee, to hold such position for 5 months or until their respective successor is appointed and qualified or until their earlier death, disqualification, resignation or removal.

Ms. Williams introduced the statement on global collaboration, including the rationale behind accepting it. She noted that the statement was based on material prepared by the Linux Foundation, and had been reviewed by the counsel for several members. Mr. Williamson provided a brief description to the Board of the particular reasons for the statement.

Ms. Lusby disclosed a potential conflict of interest in her participation in the vote on the statement on global regulations due to her employer's stance on this matter. In consultation with the Foundation's counsel, it was determined that she would abstain from the vote. The resolution was then put to a vote, and passed with affirmative votes by all other members of the board.

Approval of Statement on Global Regulations

> **WHEREAS,** the board has been advised that it is in the Foundation's best interest to proactively communicate its position on US Export controls as they relate to open source software and the Foundation's activities.

> **WHEREAS**, the Board of Directors of the Foundation has reviewed the Statement on Global Regulations.

> **NOW, THEREFORE, BE IT RESOLVED**, that the Statement on Global Regulations is approved.

3. Project Updates

The Project Directors of the Board presented updates on the ongoing work within the project, and its effects on the Foundation's activities.

The Board was informed of the purpose and intent of the Team Charter initiative within the Project. Several teams of the Project had commenced initial work on the most difficult parts of their charter, and it was the expectation of the Project that the top-level Rust teams would have charters by the end of the year. Some discussion ensued on the question of how changes to the charters would be tracked and evaluated over time. It was also noted that member companies in particular are likely to have a strong interest in team membership, as there are discounts for their

membership dues for team membership, and that some of the requirements that result from that had been discussed with the group driving this effort.

The Board's attention was then drawn to the release process, and in particular that the latest release had an unexpected regression which prompted the release team to examine its policies with an eye towards identifying ways to avoid similar problems in the future. At this time, there were no concrete requests for the Foundation, but it was not unlikely that those requests would be raised at a future time, and may be served in a variety of ways. A question of whether better ways of informing users of Rust, including member companies, of similar regressions in the future was raised and briefly discussed, with no resulting outcomes at this time.

The Board then moved to discussing the last topic of the Project Update: the Target Tier Policy which was approved through the project's RFC process. A brief description of the policy as it stands today was outlined. A brief discussion ensued on the particular approval process for moving targets up and down tiers. It was noted that as new targets are added, that may lead to increased costs for the Foundation through the added maintenance overheads on the CI infrastructure, and the evaluation of whether they should be accepted would involve the relevant party within the Foundation (depending on magnitude of the change).

4. Private Session

The board then switched to the private section of the agenda.

5. Adjournment

There being no further business to come before the meeting, it was adjourned at approximately 7:35 p.m. Eastern Standard Time.