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

Date: May 16, 2023
Time: 21:00 UTC
Place: By online videoconference

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

Apologies
Peixin Hou

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 May 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 April 11th 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 April 11th 2023, which were circulated to the Board (the "April 11th Minutes").

NOW, THEREFORE, BE IT RESOLVED, that the April 11th Minutes are hereby approved.

3. Executive Director & Management Team update

Management

The Foundation had held a first discussion with counsel and the Project's trademark working group on next steps for the trademark policy. Members of the working group were at present conferring in order to provide their instructions on specific changes, to be reviewed again with legal counsel. Foundation staff were also continuing to review all feedback received as part of the consultation process, with a report to be generated and published afterwards.

Ms. Rumbul had met with various government agencies to discuss open source and security. This included the UK Gov, CISA and the WH Assistant Director.

The Foundation was intending to apply for a second year of Alpha-Omega funding and had been given the indication that matched funds will help the case for more funding, so was looking at the Sovereign Tech Fund as a possibility. Mr. Wafaa offered an introduction to members of the Sovereign Tech Fund.

Mr. Markle inquired about progress of membership recruitment. Ms. Rumbul shared that there was positive forward momentum on several prospects, but rather than resulting in immediate membership this was more likely to take the form of building it into their 2024 budgets.

Technology / Infrastructure

Fastly was continuing to provide value, and bandwidth reduction from AWS. Crates.io bandwidth will shortly be bumped up from 50% with Fastly to 95%. The environment for having Fastly serve Rust releases had been set up and tested, and those will be moved over as well imminently.

Efficiency measures have also begun between the Foundation engineers and the Infra team concerning our use of other online and infra services/platforms, to examine how and where savings may be made. Mr. Markle asked if this had had any impact in terms of performance / speed. Mr. Marcey responded that there was currently no significant regression.

The Foundation was also dealing with a migration of Crater from Google's internal billing to an account managed by the Foundation. This was largely administrative and Google had indicated their intention to continue to support Crater at least until the end of the calendar year, but this was again a potential cost for the future that the Board needed to be aware of.

On the security initiative side, five primary engineering efforts were kicking off - a crates.io admin console, surfacing crates.io security information, crates.io token scope improvements,

crates.io technical debt reduction, and threat modeling engineering preparation. The crates ecosystem threat model had been drafted and was in review with a select group before wider circulation. The Foundation was in the planning stages of up-leveling the security initiative work to a wider audience through communication efforts.

Next steps on the Rust Specification work would be to hire a technical editor / project manager for somewhere between 6-9 months, but this was dependent on approval of the RFC by the Project's governance council. Mr. Marcey was currently setting up meetings with key stakeholders to discuss some of the open questions around whether to start a specification from scratch or use something existing as a base, and what a realistic target outcome (MVP) would be for the initial 6-9 month period.

Finance

The Foundation's YTD operating surplus continued, but was likely to reduce later in the year due to contributions to RustConf, the specification work and some other planned large expenditures.

For the 2022 Form 990 filing an extension had been requested until November to give a little more time to finalize some of the reporting – more detail would be required this year because of the establishment of the grants program.

Mr. Lenz shared that the key thing on his mind as finance lead is potential loss of in-kind donations of infrastructure services. The Foundation had been working on collating details of every provider and the value of the donation. If all of this support were to stop, the potential outlay for the Foundation would be around $1.5m annually (on top of current costs). The Board should be aware of this as a significant risk.

Mitigations were briefly discussed, such as recruiting more members to increase the Foundation's income, and the likelihood of getting discounts on 'rate card' price if it was actually necessary to pay for some of these services. Mr. Markle raised that he would like to discuss the discounts being offered to existing members on their dues, and this was added to the AOB section of the agenda.

Grants

The details of this year's program were being finalized, with the intent to launch a round of Fellowships in late May, followed by a Project Grants round at the start of July. Mr. Lenz stated that separating them out would bring two advantages: firstly, the ability to focus on each grant round with proper care and attention, and secondly, the opportunity for those not selected for Fellowships to apply for support under the Projects scheme instead.

The number of Fellowships would likely be lower than the previous year due to a reduction in budget. Targeted Fellowships would be offered, based on suggestions from the Project about where extra help would be welcome. Up to 50% of the Fellowships would be available for existing Fellows to receive another year of support.

Communications & Events

The Foundation's attendance at Open Source Summit North America had been very successful. A number of meaningful connections with open source leaders and government officials had been made, and new opportunities identified for the foundation. The security initiative had also been superbly showcased on an Alpha-Omega panel in the OpenSSF Day track.

Ms. Gregory trailed upcoming comms around RustConf and new Silver members, and said that she would like to explore a potential change in process to announce new members, as part of the planned website relaunch.

A new Rust Foundation brand kit was nearly complete and there will be a brand discussion with leaders within the Rust Project.

Ms. Gregory shared that she had recently met with [Mentors in Tech](#), a program for connecting overlooked tech students at smaller, less well-known, accessible, and affordable colleges with industry for mentorship and networking, and felt this would be a valuable program for Foundation member companies to get involved with. More details to come in the member update email.

4. Project Directors update

Mr. Rousskov gave a brief update on the governance work. The Project was nearly done with selecting candidates for the council, with only 2 teams remaining to finalize their selections. It was hoped this would be complete by the time of the next board meeting.

Mr. Stone raised that the term extension for Project Directors agreed in January, to June 21st, would likely not be long enough given the delays in forming the council, and proposed a further extension of up to 3 months. After confirmation that the full 3-month period did not need to be used if the council was ready to proceed with the election sooner than this, the motion passed unanimously.

Ms. Rumbul stated that the Foundation is keen to be able to provide transparent communications around the election process, in order to keep the community fully informed of the process to be followed and the opportunities for them to be involved in it.

5. Update on Rust Infrastructure Cost Strategy

Mr. Marcey gave an update. As previously mentioned, the in-progress migration to Fastly was having an impact on AWS spending, but the changes were still working through the system and the real interesting point would be the April/May month-on-month comparison.

The Foundation had been given a trial with Datadog as a potential platform for an infrastructure dashboard, and was currently conducting testing against the Foundation's needs and also the needs of the Project's infrastructure team.

A new goal for infrastructure efficiency had been added to reduce CI costs by at least 50% by the end of 2023. 40% reduction was already achieved, and the further 10% reduction looked to be possible but would require some engineering effort.

6. Board Approval Vote: Bylaws

Ms. Rumbul drew the Board's attention to the final minor revisions which had been circulated by email before the meeting. There were no questions, concerns, or comments.

Mr. Bergstrom moved that the Board vote to approve the new bylaws. The motion passed unanimously.

Ms. Rumbul noted that she had also spoken to Mr. Hou before the meeting, who had said that, had he been able to be present, he would also have voted to approve.

7. AOB

Proposal to remove membership discounts.

Background: some Platinum members receive discounts on their annual membership dues in exchange for employing Rust Project team members. Mr. Markle stated that he believes these discounts were originally offered to incentivize hiring people who'd been laid off by Mozilla, and that this may have been effective at the time, but he does not see the rationale for retaining them now.

There are also some discounts in place for members (of all tiers) who signed up for a 3+ year membership term. Whilst there is value in getting a multi-year commitment, many companies simply do not fix their budgets for more than 1 year up-front. Therefore, these discounts are already no longer offered to new members, and the existing discounts are gradually expiring over time.

Several Platinum representatives confirmed that their membership dues budgets and hiring budgets were separate, and a discount on one would not be an effective incentive on the other. There was also a general sentiment that it was easier to wrap all funding requests into a single annual ask (the membership fee) than to go back later in the year seeking additional funding for specific initiatives, such as had recently been requested to support the specification development.

Mr. Chin emphasized the potential impact of removing discounts on membership retention, in a climate where many companies are looking critically at their budgets – it would be important to focus on communicating the value that Foundation membership can provide to an organization. Ms. Rumbul stated support for members to surface their ideas on what the good talking points would be here. The Foundation is always seeking to further evolve its offerings to current and prospective members.

It was agreed that Foundation staff would review notes from this discussion, communicate with member companies individually, and circle back to the Board with a proposal.

8. Adjournment

There being no further business to come before the Board at this time, the meeting adjourned at approximately 22:14 UTC.