

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

Date: October 10, 2023

Time: 21:00 UTC

Place: By online videoconference

Directors present:

Seth Markle

Ryan Levick

Mark Rousskov

Peixin Hou

Nell Shamrell-Harrington

Lars Bergstrom

Andy Wafaa

Eric Garcia

Scott McMurray

Santiago Pastorino

Apologies:

Jakob Degen

Others present:

Rebecca Rumbul (Executive Director)

Paul Lenz (Director of Finance & Funding)

Gracie Gregory (Director of Communications and Marketing)

Joel Marcey (Director of Technology)

Abi Broom (Operations Manager)

Jane Losare-Lusby (outgoing Project Director)

Tyler Mandry (outgoing Project Director)

Josh Stone (outgoing Project Director)

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 October 2023 Board meeting and handed the lead and logistics to Ms. Rumbul.

There was a round of introductions for the benefit of the newly-elected Project Directors who were present, Scott McMurray and Santiago Pastorino.

2. Approval of Minutes

A resolution was put forth to approve the minutes of the previous 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 September 12th 2023, which were circulated to the Board (the "September 12th Minutes").

NOW, THEREFORE, BE IT RESOLVED, that the September 12th Minutes are hereby approved.

3. Executive Director & Management Team update

Management

Ms. Rumbul gave an update:

- It is hoped that continued funding from Alpha-Omega for the Security Initiative will be confirmed within the next week, although not yet known if this will be the full \$460k requested.
- Training and Certification planning continues.
- The staff team, with input from the board's policy committee, has completed a substantial draft response to the White House RfI which will be submitted shortly.

There was a brief discussion around the Trademark Policy draft and what needs to happen in order to get that process moving again. The outgoing Project Directors intend to sync with the new Project Directors within the next few weeks to share context and brief them on moving the draft along. It is expected that there will be some progress by the December board meeting.

There was a discussion on a paper outlining the Foundation's planned workstreams and consequent staffing needs in 2024. In particular, refocusing and scaling back the Community Grants Program due to reduced funding, continuing to develop more direct and organic communications between Foundation staff and Project members, and the Foundation's intent to work more closely with the Leadership Council and Project Directors to create a long term community advocacy plan. The need for additional support for membership engagement, education/training development and further engineering capacity was outlined as key to achieving long-term financial stability. Changes to current staffing and the creation of new roles were discussed in this context, with a clear commitment from all to ensure that Project/community relations and communications moved forward positively and productively.

Ms. Rumbul also presented a paper with a proposal for RustConf 2024 and beyond, based on an assessment of the past 2 years, and goals to move the conference location year-on-year to enable better access, and to broaden the appeal to those outside of North America and to students and wider community members. This proposal would mean working with a different event management vendor, or bringing that management in-house. Taking on the management and logistics of RustConf would enable the Foundation to find cost savings, and direct any and all profits from sponsorship and ticket sales back into the Rust community and ecosystem. For the majority of attendees and community members it was anticipated that they would notice little to no difference as a result of this change, as there is already a widespread perception that the

Foundation runs RustConf. The Board supported this proposal and requested further detail for the next meeting on the specifics of RustConf 2024.

Technology/Infrastructure

Mr. Marcey gave the update, and noted that detailed discussions would henceforth be taking place in a dedicated technology subcommittee of the board. Of particular interest this month was confirmation from GitHub of continued support for Rust's CI until the end of 2024, and an increase in the monthly bandwidth donation from Fastly from 1PB to 5PB.

Finance & Grants

The Foundation's operating surplus year to date stood at \$228k, of which \$40k has been transferred to the grants program and \$20k to the specification work, leaving \$146k.

As agreed at the last meeting, \$1.2m is in the process of being transferred into interest-bearing certificates of deposit (6-month term, earning 5% annualized interest). Formal filing of the IRS 1024 has been made, following its provisional acceptance, and data collation for the 2022 990 return has been completed and sent to the Foundation's CPA.

The budget for 2024 would be finalized within the next few weeks once clarity was gained on some of the outstanding funding bids. There was a discussion on the levels of membership dues, and whether members would be amenable to paying higher fees (or indeed whether fees should be lowered in order to encourage more members to sign up). Mr. Lenz responded that this is a very difficult call to make and the Foundation does not currently have the data to make a rational decision. Ms. Rumbul noted some Platinum prospects have recently gone quiet for budgetary reasons, or switched their technology strategy.

The Board received and noted the review of the grants program's first year of operations that had been prepared by the staff, and supported the suggested changes. In the present limited funding environment it would be necessary to focus on funding work that is closely in line with the Project's priorities, and staff would be working with the Leadership Council to identify where and how value can best be delivered.

Communications & Events

Ms. Gregory gave a brief update on communications work since the last meeting, and said that the Foundation would be aiming to produce a 2023 Annual Report for release in the last week of December.

For the next meeting, further progress on the redesigned Foundation website would be available for the Board to look at.

Q4 Goals

Ms. Rumbul outlined the following goals for Q4 of 2023:

- Onboard new PDs
- Secure 2024 Security Initiative funds
- Submit final White House RfI
- Complete 2023 Annual Report
- Progress Rust Spec
- Progress trademark policy
- Finalize 2024 workplan/budget
- All staff Annual Reviews
- Attendance at EuroRust, Linux Members Summit, OSS Tokyo

Mr. Wafaa noted that his initial 2-year term as Silver representative on the board would be coming to an end in February and asked for clarification on the process for the next Silver election. Ms. Rumbul responded that she would reach out to the membership during Q4 for nominees, and then begin the election process starting in January.

4. Project Directors update

Mr. Rousskov gave the update:

- The Project had elected three new Directors elected - Scott McMurray, Santiago Pastorino, Jakob Degen (two of whom present at this meeting)
- [1.73 Rust release](#)

5. Discussion: legal naming issues

During the process of electing Project Directors some concerns had been raised within the Rust community that the requirement for directors to provide their legal names could inhibit some segments of the community from taking on the role. The existing PDs had requested a discussion at board level of what the Foundation might be able to do to mitigate against this in order not to present a barrier to community members to participation.

Specifically, the Foundation's IRS filing requires the names of directors to be submitted, and becomes part of the public record. There is leeway to use preferred names in board minutes and the Foundation's other communications. The Foundation has already engaged counsel to advise on alternative possibilities re. the IRS, such as using initials instead of full names, and was advised that full names are the requirement. The Board was not willing to go against the advice of counsel.

The Foundation will continue to explore possibilities in regard to supporting members of the community who are personally affected by the requirement.

6. Sub-committee updates

The **People** committee is in the midst of planning the ED's annual review.

The **DEI** committee is working on DEI-based questions for the annual Rust Survey.

The **Technology** committee is about to have its first meeting.

New Project Directors were encouraged to self-nominate to join subcommittees, once they were better established in their roles and had had the chance to become familiar with the remit of the board's committees.

7. AOB

There was no other business.

8. Adjournment

There being no further business to come before the Board at this time, the meeting adjourned at approximately 22:59 UTC.