

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

Date: October 12th, 2021

Time: 21:00 UTC

Place: By online videoconference

Directors present:

Bobby Holley

Jane Lusby

Lars Bergstrom

Mark Rousskov

Nell Shamrell-Harrington

Peixin Hou

Shane Miller

Tyler Mandry

Joel Marcey

Josh Stone

Florian Gilcher

Others present:

Aaron Williamson (outside counsel)

Tom Pappas (treasurer)

A quorum was present.

1. Opening Remarks

Ms. Miller opened the meeting with some opening remarks. No changes were made to the agenda.

2. Meeting Resolutions

A resolution was put forth to approve the minutes of the September 21st 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 21st 2021, which were circulated to the Board (the "September 21st Minutes").

NOW, THEREFORE, BE IT RESOLVED, that the September 21st Minutes are hereby approved.

3. Executive Committee Update

The Executive Committee noted the continued interest in membership. The membership blog posts in particular are drivers for new membership inquiries and pushing those along. As a result of this membership, the committee is also working on driving the election process, including defining a role for the silver director, the election process, and the marketing roll out plan. No concrete schedule has yet been set in stone, but updates will be forthcoming in future meetings.

The committee also presented the continued marketing work it is conducting, including a tentative calendar. Several updates on ongoing initiatives.

The committee also noted several areas it is explicitly deferring action on: membership agreement updates, maintainer/contributor sponsorship programs, and next year's budget. The committee is continuing to make sure that things are ready for the executive director to take on.

4. Finance Committee Update

The treasurer provided a financial report updating the board on the ongoing state of the Foundation. No particular issues were raised; the financial position was judged fairly good at this point.

5. Corporate Governance Committee Update

The committee provided an update on their ongoing initiatives.

The trademark subgroup is continuing to iterate on the trademark policy, with slow but steady progress over the past several weeks, and is optimistic about its success at this time.

The guidelines on requesting feedback from board members were reviewed by the Board after several rounds of iteration prior to the meeting, and some brief discussion ensued. The Board was positive about approving the guidelines for their usage. The Board also discussed the desire to make the guidelines public, but determined while transparency is critical, the document needs to be put in context to do so well.

Mr. Bergstrom joined the meeting at this time.

6. DevX Initiative

Ms. Lusby and Ms. Miller met with this outside party for an exploratory meeting in order to identify whether we could partner on an organizational level to fund maintainers. At this time, they felt that we should not immediately move on this. They will be moving ahead with an announcement, without involvement from the Foundation at this time. Ms. Lusby will be keeping in touch as well to continue exploring the appropriate next steps here.

7. Executive Search Committee Update

The committee updated the Board on its progress, noting that the contract was signed and a start date is set for November 15th. It was felt that avoiding leaking details beyond the Board at this time is appropriate, but that we will be announcing the hire ahead of the start date.

A proposal will be forthcoming by the next board meeting for winding down the executive search committee, and forming a compensation committee which would make yearly recommendations to the Board on discretionary spending.

The onboarding process for the future executive director has also started, with initial meetings and plans continuing to progress over the coming weeks.

The Board was also briefed on the desire by the future executive director to hire quickly.

8. Adjournment

There being no further business to come before the Board at this time, the meeting adjourned at approximately 6:50 p.m. Eastern Time.