

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

**Date:** December 14, 2021

**Time:** 22:00 UTC

**Place:** By online videoconference

**Directors present:**

Bobby Holley

Jane Lusby

Lars Bergstrom

Nell Shamrell-Harrington

Peixin Hou

Shane Miller

Tyler Mandry

Joel Marcey

Josh Stone

Mark Rousskov

Ryan Levick (alternate for Mark Rousskov)

**Others present:**

Rebecca Rumbul (Executive Director)

Aaron Williamson (outside counsel)

Tom Pappas (treasurer)

A quorum was present.

**1. Opening Remarks**

Ms. Miller opened the meeting with some opening remarks.

**2. Meeting Resolutions**

A resolution was put forth to approve the minutes of the November 9th 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 November 9th 2021, which were circulated to the Board (the "November 9th Minutes").*

*NOW, THEREFORE, BE IT RESOLVED, that the November 9th Minutes are hereby approved.*

### **3. Project Governance Discussions Update**

Mr. Levick provided context and the latest developments from the project discussions after the recent resignation of the moderation team, and a brief discussion ensued. There were three main areas with open questions: underspecified moderation process, gaps in governance structure, and the specific moderation question which led to the resignation. There was gratitude expressed for those who had stepped up to work on answering these questions, and a note that public announcements were in the works on the project side.

The project would be continuing to work with an informal subset of leaders: core and moderation teams, project directors to the Foundation, and top-level team leads. The expectation is that impact will be on project members and leaders, not on daily project operations or contributors; Rust as a language will not be affected.

Mr. Levick noted that there were several avenues along which the Foundation can likely contribute: clarifying the exact nature of the relationship between the Project and the Foundation, bringing in expertise around governance and moderation, and working to not surprise each other on public communications, particularly in crisis mode. However, at this time, no concrete requests for action by the Foundation are made. It was noted that more information which could be shared with corporate leadership of members to reassure them that Rust will continue to be healthy and a good place for participation would be helpful.

As an update for the rest of the Board, it was also noted that Mr. Mandry and Ms. Rumbul had met with the moderation team and had a positive discussion, reiterating the Foundation's desire of support for project work.

### **4. Executive Committee Update**

The executive committee provided an update on its activities in the last month. The committee expected 17 silver members to have joined by January, and planned to hold a silver director election early next year. The committee had also scheduled an AMA with Ms. Rumbul early next year.

The community grants program is expecting to start announcing grants at the start of Q2 2022, building upon Ms. Lusby's research efforts and community feedback over Q1, particularly on identifying ways to provide fairness without excessive bureaucratic overhead. The Board would have an opportunity to weigh in on the planning as it materialized.

Mr. Rousskov joined the meeting at this time.

### **5. 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 excellent at this point.

A brief discussion ensued on what happens when both an alternate and their director join at the same time; it was decided that Mr. Rousskov would vote for himself and Mr. Levick would remain as a visitor.

## **6. ED Report**

Ms. Rumbul gave a report on the activities over the last month. The upcoming work would be centered on defining the mission, vision, and values of the Foundation, with several streams of work: community support, infrastructure development, membership growth, financial support, and organization building. These would be overseen by management and coupled with clear communication.

In order to facilitate these, the expectation is that several positions would be added to the staff: directors of community & infrastructure; marketing & communications; finance & funding, as well as an operations manager. The director of finance & funding and operations manager are expected to join approximately in the beginning of February, with progress being made on hiring for other positions.

Planning for 2022 is ongoing, with several expected projects across the year. It was noted that as planning for events starts, one open question is whether in-person events are a possibility. At this time, no decision either way has been made; the expectation is to gather feedback from both project members and foundation members.

Finally, Ms. Rumbul presented the expectations on separating responsibilities between staff and the Board, including herself. It was noted that there would be interest in training for the board, particularly on managing the transition from operations to governance. It was noted that the Board – when seeking action from the staff or Ms. Rumbul, not just providing feedback – should be careful to speak with a single voice, rather than providing conflicting expectations. Further, a clarification was made that the Discord channels are a good way to provide relatively asynchronous feedback.

## **7. Open Forum**

The Board then turned to an open forum for any questions or quick topics. It was noted that Mr. Gilcher's departure from the core team would have a public announcement soon, but that its exact schedule is not yet known.

A brief discussion occurred on the impacts of potential changes to governance to the Foundation; it concluded that no immediate problems were known. It was also noted that Ms. Rumbul expects to have regular meetings with all of the project directors, and plans to explore structures for communications from the project to the Foundation.

## **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.