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

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Date: January 10, 2023
Time: 22:00 UTC
Place: By online videoconference

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

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. Rousskov, acting chair, opened the meeting with opening remarks and a check for a quorum. He welcomed the quorum to the January 2023 Board meeting and began the logistics of the meeting.

2. Approval of Minutes

A resolution was put forth to approve the minutes of the December 13th 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 December 13th 2022, which were circulated to the Board (the "December 13th Minutes").*

NOW, THEREFORE, BE IT RESOLVED, that the December 13th Minutes are hereby approved.

3. Vote: election of a new Chair of the Board

Two candidates had self-nominated (Lars Bergstrom and Stephen Chin), requiring a simple majority vote to determine the winner. Ms. Rumbul had circulated the election link prior to the meeting, and now invited all directors to cast their votes.

Mr. Bergstrom was elected Chair.

4. Vote: to determine the establishment of a Vice-Chair position

It was clarified that if the Vice-Chair position is established, the bylaws will be amended to have the holder of this position deputize for the Chair, rather than, as currently, the Secretary.

The Board approved the proposal.

Nominations to be sent to Ms. Rumbul via email. The vote will happen at the February meeting.

5. Project Directors update

Ms. Losare-Lusby gave an update. Since the last meeting:
- Rust 1.66 had been released; 1.66.1 was due out shortly to address a CVE (https://blog.rust-lang.org/2023/01/10/cve-2022-46176.html)
- A productive governance virtual meetup had occurred, leading to a draft RFC that has already been circulated within the Project and is expected to be published by the end of the month. The voting group on this RFC will be those that signed the letter of formation - the core team, and team leads.

Several Project Directors' terms of office were due to come to an end in February. However, with full affirmation from the Project and the Board, existing terms will be extended and the election will be delayed until 21st June 2023, so that the Project's governance council can be fully-formed and established first.

6. ED update

Management

A final draft of the trademark policy was nearly ready to go to the Trademark Working Group for approval. There was a discussion about the process for granting custom licenses to pre-existing

users of the trademarks. As it currently stands, custom licenses will be considered at the discretion of Foundation staff, with appropriate consultation (e.g., the Project, legal) as needed. The Board agreed this was appropriate, and that trademark licenses did not need board approval.

Ms Rumbul asked board members to raise, by email and before the next meeting, any remaining points on the bylaws redraft on which they feel a board discussion is warranted. Following that discussion in February a final draft would be circulated for review and put forward for approval in March.

Ms. Rumbul outlined plans to refresh the board's sub-committees and develop Terms of Reference for each.

The Foundation is investigating joining the OpenInfra Foundation as an Associate Member, and creating its own Associate Membership tier for non-profits in order to be able to offer a reciprocal relationship.

The Foundation is going to be involved in three (3) OSS Global Policy Development Forums on Security/Regulation. State of Open Con & EU Open Source Policy Summit. Ms. Rumbul to be on panels and providing keynotes re: the Foundation's position on how Rust could be a key component to security initiatives.

Currently contracting an individual for Moderation Team assistance.

Technology and Infrastructure

The Security Engineer vacancy has been filled, and in addition two software engineering roles for crates.io and general security work are currently open for applications.

Migration to Fastly is nearly complete for crates.io. Production traffic has not yet been switched over but Fastly is set up and ready for it. Plan is to switch on production next week, starting with 1-2% of traffic and slowly ramping up. The Foundation's technical team is working with AWS and the Rust Project to figure out the main sources of credit cost usage and come up with a plan of action to reduce.

Cloud Dev Desktops continues to gain instances, requests and users.

The Foundation is supporting the development of a Rust language specification. There is now an RFC nearing the final comment period (FCP) phase.

Finance & Grants

There was no financial report this meeting, as it came too soon after the financial year end and the figures were still being finalized. An update will be provided in the next meeting.

The formal announcement of the current round of Project Grant awards was made on 5th January. Grants totalling $270,500 have been awarded to 24 people, from 12 different countries. It is also now mid-way through the Fellowship year, and catch-up conversations with each of the Fellows were being scheduled.

Planning and budgeting for the 2023 grants program is ongoing and a proposal will be shared with the board in due course.

Communications & Events

The Foundation is finalizing the 2022 Annual Report for public distribution.

The Foundation will have promotions, hosted reception, & booth planning at Rust Nation UK in London in February. There will also be an AMA upcoming.

Initial planning for a refresh of the Foundation's website has begun. This will include a more cohesive design, better organization of content allowing us to spotlight material such as the grants, easier updating of the website, and adherence to web content accessibility guidelines.

Q1 Goals

Ms. Rumbul gave the following outline:
- Board sub-committee refresh
- 2 x Software Engineer recruitment
- Onboarding Security Engineer
- Announcement and payment for round 2 Project Grants
- Develop CGP 2023 framework
- Global OSS policy engagement in USA/EU/UK
- All-staff meeting RustNation
- Publish new Trademark policy
- Approve revised bylaws
- Progress onboarding additional projects

7. Open Forum

Mr. Markle asked for a reminder of the existing board sub-committees, which are: Corporate Governance, Finance, and Remuneration. Some of these committees need to be restaffed due to board turnover. Potential additional committees might include equality and diversity, and a policy committee.

Ms. Rumbul will share with the Board a list of proposed committees and their remits, for additional discussion.

8. Adjournment

There being no further business to come before the Board at this time, the meeting adjourned at approximately 23:40 UTC.