

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

**Date:** November 08, 2022

**Time:** 22:00 UTC

**Place:** By online videoconference

**Apologies:**

Ryan Levick

Stephen Chin

**Directors present:**

Bobby Holley

Jane Losare-Lusby

Nell Shamrell-Harrington

Lars Bergstrom

Tyler Mandry

Peixin Hou

Seth Markle

Eric Garcia

Josh Stone

Mark Rousskov

Andy Wafaa

**Others present:**

Shane Miller (Chair)

Rebecca Rumbul (Executive Director)

Paul Lenz (Director of Finance & Funding)

Abi Broom (Operations Manager)

Joel Marcey (Director of Advocacy and Operations)

Gracie Gregory (Director of Communications and Marketing)

Andy Updegrave (Legal Counsel) - Present for Training Section only

A quorum was present.

**1. Opening Remarks**

Ms. Miller opened the meeting with opening remarks and a check for a quorum. She welcomed the quorum to the November 2022 Board meeting and introduced Seth Markle from AWS to the Board of Directors, and Gracie Gregory, the new Director of Marketing and Communications at the Foundation. Ms. Miller noted that she is leaving Amazon which is why Mr. Markle is replacing her on the Board. Shane handed the lead and logistics to Ms. Rumbul.

## **2. Approval of Minutes**

A resolution was put forth to approve the minutes of the October 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 October 11th 2022, which were circulated to the Board (the “October 11th Minutes”).*

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

## **3. Update from chair, Ms. Miller**

Ms. Miller announced that she is leaving Amazon, and hence her position as the AWS Member Director on the Foundation’s board, but will serve out the remainder of her two-year term as chair. A new chair will be elected at the scheduled January board meeting. She asked board members to nominate (including self-nomination) for the chair position.

Nominations to be sent to Ms. Rumbul via email.

## **4. Project Directors update**

Mr. Rousskov gave an update. Since the last meeting:

- 2022 annual survey being worked on. Mr. Levick is leading the effort if there are any questions.
- Blog post on dynamic async in traits posted in nightly
- Early-stage discussions about a project management working group
- Specification meeting to discuss requirements scheduled

## **5. Board Discussion**

Foundation Staff temporarily left the meeting for this discussion.

Mr. Holley outlined, on behalf of the compensation committee, the proposal previously circulated by email for the Executive Director’s remuneration. This was briefly discussed and unanimously agreed to by all members of the board present.

## **6. Executive Director update**

Ms Rumbul gave an update.

## **Management**

Sage Griffin, the Communities Advocate, has started and has hit the ground running establishing relationships with members of the Project.

The Security Engineer job role has been posted and the Foundation is now waiting for applications.

Trademark policy and review is ongoing. Pam has provided an outline draft for the policy.

Ms. Rumbul thanked the Board for their feedback on the strategic planning for the Foundation over the next few years.

The Foundation is waiting on rust.edu for paperwork to move forward with the possibility of joining the Foundation.

The By-laws update has received comments from the Board and are in the process of being reviewed.

AWS is providing the Foundation additional funding around security and software engineering efforts. This will be used for hires and fellowships.

Export Compliance Policy has been updated.

Discussions are ongoing with Schmidt Family Futures for funding.

### **Infrastructure / Operations**

Mr. Marcey provided an update.

The Foundation officially has Fastly access as part of their Fast Forward program. Jan David Nose, the Foundation Infrastructure engineer, has worked with Fastly to get technical questions answered and is starting to test the migration waters, aspects of crates.io or docs.rs looks to be the first on deck.

Microsoft, particularly Ms. Shamrell-Harrington, has provided the Foundation and the Project Infrastructure Team \$20K worth of credits to use on Cloud Compute or other initiatives. In addition, two more cloud compute desktops have been deployed to AWS and we are adding more folks to the list with the ability to access them, including CGP members.

Mr. Marcey presented with Foundation board member Mr. Chin from JFrog at the CD Summit on Rust, its benefits to security and software supply chain and the JFrog product Pyrsia. This could be a presentation that is given at other forums as well.

The compiler team licensing questions are getting closer to resolution. Felix and Wesley from the Project compiler team have met with Pam to discuss the current state of the world and we have an agreed upon response to one of the biggest issues around compiler-builtins where the Foundation and legal has concluded that the license of the package can remain Apache/MIT.

Mr. Marcey and Ms. Shamrell-Harrington are participating on a Community Advisory Board led by SkillsMatter in order to determine potential ways to grow the Rust Community through events and learning opportunities.

Mr. Marcey just wanted to give a shout out to Pietro Albini and Tobias Bieniek for helping move the Security Engineer recruitment forward with their feedback and support before we posted to broader leadership. And, of course, Sage Griffin, has been invaluable as well.

## **Finance**

Mr. Lenz provided an update.

Small operating deficit in October due to staff costs in travel, etc. But still have a healthy operating surplus.

Additional funding from AWS as Ms. Rumbul mentioned earlier, along with additional funding from Google for the Community Grants Program.

The formal 2023 budget will be available at the December Board meeting.

Ms. Miller asked about a potential shortfall for the CGP. Mr. Lenz said that an additional \$125K would be beneficial. Ms. Miller asked if Member Spotlights could be tied to potential funding. Mr. Lenz said that ideas around potential funders are being discussed with Ms. Gregory.

## **Grants Program**

Second round of Project grants has just closed on November 7 with 101 applications. First sifting pass of the applications has been accomplished and it is clear that tough decisions will need to be made in choosing grantees.

Ms. Lusby asked about target acceptance rate given the number of increased applications and trying not to make the experience negative for those that do not receive a grant. Mr. Lenz said that about 25% will be accepted this round.

Ms. Lusby would like to see if we can find out how much time on average is spent on writing an application. Mr. Lenz could probably survey applicants to find this out.

Mr. Merkle asked about when the Board will find out who received grants. Announcements will be done in December.

## **Communications & Events**

Ms. Gregory provided an update.

A couple of press op-eds around the Security Engineer role and the momentum of Rust over the past year are being written.

The new hire announcements were met with positive reception.

The first Foundation member email was sent out on October 20th.

Ms. Gregory is working on a CGP grantee spotlight series. Three interviews have been conducted so far, out of the hope of ten. Quote from grantee “The program feels like home.”

The 2022 Annual Report is under development.

The Foundation is being quoted in Fastly’s announcement of their Fast Forward Program, which is the program we are receiving credits from.

#### Events

- OpenUK + OpenSSF event London 17th October - successful event with media coverage in the UK
- EuroRust in Berlin 13/14th October - successful event, RF to sponsor again in 2023
- Mr. Marcey attending Re:Invent 28th Nov-2nd Dec

Ms. Gregory is leading an effort to draft an official Foundation and Project collaboration policy.

### **7. Refresher on Antitrust, Compliance and Board responsibilities**

A welcome to Mr. Andy Updegrove.

Mr. Updegrove gave an introduction to the legal duties of the Foundation as a non-profit organization.

A Board of Directors is the top governing body of an organization. The rules and responsibilities are oversight, advising staff on operation of the organization, approving the Foundation strategic direction and initiatives, compliance with law and ethics, set compensation, and manage the risks of the organization.

A slide deck and Board information packet with detailed information will be sent to the Board members for reference.

Mr. Stone asked about the two classes of Board Directors, with the corporate and project members. From a legal point of view, there is no distinction.

Ms. Miller asked about the distinction between Board member and officer. Officers could support the Executive Director in day-by-day management. Officers play a supportive role in management. Legally they are similar.

Mr. Updegrove gave an overview on Antitrust. Always have to be mindful that what the Foundation is doing is in the general benefit of consumers. The Board of Directors should not be

doing anything that can be seen as improper conduct. There should always be agendas and minutes of official gatherings of the Board.

Ms. Shamrell-Harrington asked about the difference between anti-competitive and antitrust behavior. <https://foundation.rust-lang.org/policies/anti-trust-policy/>

Project Directors working for companies that employ them to work on the project as 'volunteers' are actually at highest risk if they are taking decisions on participation.

Ms. Miller asked if a super-majority or majority is needed to elect a new chair. Mr. Updegrove said you need a quorum and more than half of the directors voting in favor.

## **8. Adjournment**

There being no further business to come before the Board at this time, the meeting adjourned at approximately 23:59 UTC.