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

Date: June 13, 2023
Time: 21:00 UTC
Place: By online videoconference

Directors present:
Jane Losare-Lusby
Lars Bergstrom
Tyler Mandry
Seth Markle
Josh Stone
Ryan Levick
Mark Rousskov
Andy Wafaa
Chris Konstad - representing Meta, alternate for Eric Garcia
Peixin Hou
Lori Lorusso – representing JFrog, alternate for Stephen Chin
Jay White – representing Microsoft, alternate for Nell Shamrell-Harrington

Apologies
Nell Shamrell-Harrington
Stephen Chin
Eric Garcia

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. Bergstrom opened the meeting with opening remarks and a check for a quorum. He welcomed the quorum to the June 2023 Board meeting and handed the lead and logistics to Ms. Rumbul.

2. Approval of Minutes

A resolution was put forth to approve the minutes of the May 16th meeting, was briefly discussed, and approved by unanimous consent of the members of the Board present, excepting Mr. Hou who abstained on the grounds of having not been present at the previous meeting.

> *WHEREAS, the Board of Directors of the Foundation has reviewed the draft minutes of its regular meeting held on May 16th 2023, which were circulated to the Board (the "May 16th Minutes").*

> *NOW, THEREFORE, BE IT RESOLVED, that the May 16th Minutes are hereby approved.*

3. Executive Director & Management Team update

Management

Ms. Rumbul gave an update on:
- Conversations with the German Sovereign Tech Fund – hopes for receiving funding alongside the Alpha-Omega work, waiting on the German government to approve the fund's budget for the upcoming year.
- Rust.edu – waiting on them to complete some required documentation around project governance. Once due diligence is satisfactorily complete, a board vote will be proposed on whether to accept them as a Foundation project.
- A positive visit to Shanghai, and conversations with potential new Asian members.
- Member recruitment generally, with plans to drive this further forward over the next few months as companies develop their 2024 budgets.
- The Foundation's intent to develop training and certification courses – to be discussed later in the meeting.

She also noted recent challenges with obtaining a unified voice of the Rust Project, which has impacted progress in some areas, including the development of the revised trademark policy. The Foundation was opting to keep communications around the trademark policy to a minimum until there was something substantive to share. It was hoped that the new governance council would now be able to provide some forward momentum.

Technology/Infrastructure

Mr. Marcey noted that the Cloud Compute program had been particularly successful, growing from just a couple of testers to 81 users in the year since launch. He is working to gather insights about how it is being used, to gain a clearer picture of the program's value and be in a good position to pitch for further financial resources to support its growth.

On the specification, concerns had surfaced within the community about the use of the term "specification", as that may be considered to carry certain connotations (ex: regulatory concerns, standardization plans). Mr. Bergstrom suggested the Foundation reach out to legal counsel for advice around the regulatory component. Mr. Marcey was beginning outreach to potentially suitable candidates for the editor role and asked board members to share names of anyone they thought might be qualified and interested in it.

Finance & Grants

Mr. Lenz stated that the Foundation was still operating well within budget, and as of a couple of hours ago, had just opened applications for the 2023 Fellowship Grants cohort.

The discussion point for this meeting was a proposal to use some of the Foundation's financial reserves in developing training and certification courses. Paid-for courses could provide a boost to the Foundation's financial outlook for the future, and it had been determined that a modest level of investment in developing these wouldn't have a significant impact on the Foundation's overall financial position even if totally unsuccessful (which seemed unlikely based on the understanding of the addressable market). The initial proposal would be for a relatively small set of courses, drawing on current expertise in the Rust ecosystem to develop and package content..

The board agreed that this was a valuable opportunity and were happy to sign off on an exploratory phase of the work over the next ~2 months, to establish in more detail what the costs might be. A costed proposal was suggested to be put before the August board meeting.

Ms. Rumbul asked board members to make introductions to people within their circles that have experience of developing training and certification.

Communications & Events

Ms. Gregory provided an update on announcements and content over the last month, including new silver members Red Badger and Traverse Research, a grantee spotlight, and Fellowship Application announcement. All of these have been met with positivity. She also shared a preview of the new brand kit, and some wireframes from the website redevelopment.

The Foundation is now able to contract additional comms support from a crisis PR specialist consultant for future comms items that may elicit a negative response. Mr. Markle asked if this support should be extended to the Rust Project. Ms. Gregory noted that this was a Foundation priority initially, but Project support could be considered once the governance council was more established and clearer lines of communication and decision-making emerged.

The Foundation had not commented publicly on the recent RustConf issue, as the programming decision was not ours, but had reached out to the affected party, a Rust Foundation grantee, personally. Several comments/blogs published on this issue had called out the Foundation as a positive actor.

Ms. Lorusso asked if the Foundation was able to provide a set of social media assets (such as pre-written tweets) to its membership to enable them to provide positive spotlights on some of the work that the Foundation is doing. It was agreed this was a good idea.

4. **Project Directors update**

Mr. Levick provided the update.
- Rust 1.70 had been released, with sparse index protocol.

- The governance RFC was merged, and the council was almost formed.
- The council's initial workload would include a lot of administrative tasks related to setting up its operations.
- There were a couple of urgent Foundation-related tasks high on its agenda: Project Director elections, and decision-making to help the trademark policy move forward.

5. Subcommittee updates

The People Committee's primary output was the creation of a welcome and onboarding packet for new board directors. As part of the website revamp Foundation staff were looking at how to make more of this type of information available in public, for anyone thinking about becoming a board director to find out more about the role and its requirements.

The DEI Committee had identified a starting goal to focus on: Gaining a deeper understanding of Project/community demographics and a need to identify gaps and unmet needs. They also raised the idea of having a dedicated DEI expert as a permanent board member. It was agreed to schedule a more substantive conversation about this at a future board meeting, after looking into whether the bylaws currently permitted this, and if not, how they would need to be amended.

6. Update on Rust Infrastructure Cost Strategy

Following discussions at previous meetings, Foundation staff had been working on putting together an overall picture of all the Foundation's infrastructure providers and the annual cost. Mr. Marcey and Mr. Lenz introduced a summary report of the findings and stated that as most of the total of $1.65m is currently donated in-kind, it would represent a substantial existential risk to the Foundation, and hence to Rust, if the donations ceased.

Ms. Lorusso checked if the infrastructure had already been reviewed to identify and shut down unnecessary usage, which JFrog had found made a huge impact in a similar situation. Mr. Rousskov confirmed that it was not likely that enough of these minor adjustments could be found to make any significant dent, since the Foundation's costs were primarily bandwidth-related. Mr. Markle advocated for the use of mirroring, and Mr. Marcey confirmed that this was already a Q3 priority.

Q2 goals of reducing AWS bandwidth and establishing an infrastructure dashboard to monitor usage were on track. A trial of DataDog as an observability and visualization platform was well in progress. Mr. Markle stated that the primary driver should not just be metrics for the board – any platform should be assessed through the lens of providing tangible benefits for the Foundation's technology team and the Project's infra team.

7. Proposal to Terminate Membership Discounts

As briefly discussed at the end of the previous meeting, it was no longer considered to be in the interests of the Rust Foundation's ability to achieve its goals or sustain itself financially to continue to offer discounts to member organizations for employing Project maintainers.

A proposal to cease offering those discounts in 2024 was presented, briefly discussed, and approved unanimously.

8. Update on Associate Membership Tier

Ms. Rumbul stated that the Foundation's Bylaws already provided for Associate Membership ("Each Associate Member, while in good standing, shall be entitled to such benefits, rights, and privileges as the Board may from time to time designate") and outlined that the Foundation was proposing to create such a tier of membership. This would be free of charge and open to non-profit organizations, open source entities, government entities, and not-for-profit educational institutions that use, support, or are otherwise invested in the success of the Rust programming language. Associate members would not get board representation or voting rights.

The Board agreed that it would be good to have this tier available, but that acceptance to it should be tightly controlled to prevent organizations simply seeking cheap affiliation with Rust from taking advantage of it: associate member recommendations should be presented to the board for a vote of approval.

Foundation staff would continue to develop the benefits package for the associate membership tier and bring this to a future meeting.

9. Update on Rust Foundation events

Ms. Rumbul opened a discussion on the future of RustConf. She outlined that whilst the name is owned by and the brand is strongly associated with the Rust Foundation, the conference has been mostly community-led/run alongside a commercial vendor. This had led to some friction, especially in recent weeks, with the Foundation being held responsible for issues it has no control over.

Ms. Rumbul asked for board input going forward: whether things should stay as they are, whether the organization of RustConf should be brought fully in-house, or if the relationship should be reduced to sponsor-only. She stressed that the programming would still be led by the Rust community in all cases. The board agreed that the current situation was not tenable and requested a fuller proposal on options.

Alongside this, the Foundation had been working on a new event brand: Rust Global, which would enable the Foundation to host a flexible range of co-located and stand-alone events all around the world. The first event would be announced later in the week, a half-day co-located event at WASMCON.

10. AOB

There was no other business.

11. Adjournment

There being no further business to come before the Board at this time, the meeting adjourned at approximately 23:04 UTC.