

## DotAsia Board Governance Committee (BGC) Meeting Minutes

<b>Date(s) &amp; Time:</b>	February 12, 2020 (Wednesday) 09:00 – 10:00 (UTC+8)
<b>Location:</b>	DotAsia Zoom Meeting Room: <a href="http://aji.asia/zoomboardgov">http://aji.asia/zoomboardgov</a>
<b>Attendees:</b>	Edmon CHUNG Atsushi ENDO Maureen HILYARD Freda CHEUNG (DotAsia Team)  Apologies: Lianna GALSTYAN Tommy MATSUMOTO

No.	Action Items:	Owner	Remarks
G2020.01.A01	Draft DotAsia Board Director Onboarding documents for discussion during next BGC meeting in Feb.	Edmon CHUNG	Topics drafted. Content development in process.
G2020.02.A01	Obtain legal advice from Chris DUNDONS on the revised Code of Conduct.	Edmon CHUNG	Completed

### Discussions:

#### 1. Roll Call

- 1.1. Ms. Maureen HILYARD led the meeting as Chair of BGC.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendee section.
- 1.3. It was suggested to reach out to Tommy to provide him with updates on BGC discussions and coordinate meeting schedules with Tommy to avoid timing conflicts.

#### 2. Adoption of Minutes of last BGC Meeting on Nov 19, 2019

- 2.1. As per last meeting on Jan 21, the minutes were circulated and affirmed through the BGC mailing list.

- 2.2. BGC Meeting Minutes 2019.11.19 approved with abstention from Lianna GALSTYAN.

### **3. Adoption of Minutes of last BGC Meeting on Jan 21, 2020**

- 3.1. BGC meeting minutes 2020.01.21 and action items were discussed.
- 3.2. BGC Meeting Minutes 2020.01.21 approved unanimously.

### **4. DotAsia Board Governance Framework Draft**

- 4.1. Draft 3.1 of the DotAsia Board Governance Framework was presented to the BGC. BGC suggested edits and Chris DUNDONS' legal advice were included in the draft.
  - 4.1.1. It was discussed and agreed to use the "Board Executive Committee (Board Exco)" in the content page for clarity.
  - 4.1.2. It was discussed and confirmed the quorum of a Board Exco meeting to be 3.
  - 4.1.3. Legal counsel suggested moving the section on Fiduciary Responsibilities to the DotAsia Code of Conduct document.
  - 4.1.4. Under the Election of the Chairman and any other Officers, it was suggested to have an Annual election of the Chairman during the first meeting after the AGM with new Board Directors. Legal counsel suggested that in accordance with the DotAsia M&A (Article 48), an additional consideration be added, in that, if any Director objects to conducting the election, the existing Chairman shall continue to serve as the Chairman until an election is agreed upon.
- 4.2. The draft will be shared to the Board for consideration and details will be further discussed during the F2F meeting.

### **5. DotAsia Code of Conduct Draft**

- 5.1. Code of Conduct draft 1 was presented to BGC for discussion.
- 5.2. Code of Conduct was drafted with reference to the sample Code of Conduct from the HK Council of Social Services and from other regional and global Internet organizations.
  - 5.2.1. Sections includes:
    - Fiduciary and Duties of Care, Skill and Diligence
    - Respectful, Ethical and with Personal and Professional Integrity
    - Confidentiality and Proprietary Information
    - Conflict of Interest
    - Solicitation and Acceptance of Advantages
    - Refraining from Harassment and Inappropriate Behaviour
    - Reporting Complaints and Remedial Processes

- 5.2.2. It was suggested to insert an acknowledgement in the introduction on how the Code of Conduct was developed and a reference section at the end of the document with links to The Hong Kong Council of Social Services and various regional and global Internet organizations.
- 5.2.3. Hong Kong Personal Data (Privacy) Ordinance (Cap.486) was included in 3.1 for reference.
- 5.2.4. It was suggested that any questions or issues that may arise concerning the compliance with the Code of Conduct be discussed with the BGC Chair. Any breach of the Code of Conduct shall be reviewed by the BGC.
- 5.3. The Code of Conduct will be adopted for DotAsia Directors and Representatives (Advisory Council Members, Staff and other Consultants).
- 5.4. It was suggested to obtain legal advice on the draft of the Code of Conduct, as well as consider how to respond to Directors who may not be comfortable with implementing the Code of Conduct. (G2020.02.A01)

## **6. Onboarding Program**

- 6.1. Presentation materials will be prepared and circulated to BGC. An outline will be proposed during the F2F Board Meeting for discussion.

## **7. Arrangements of Board Meeting after AGM**

- 7.1. It was suggested to change the schedule of Board Meeting and AGM in the future to include a Board Meeting after the AGM to discuss but not limited to:
  - 7.1.1. Welcoming new Board Members
  - 7.1.2. Summary of AGM
  - 7.1.3. Confirm Board Chairman and Board Committee representatives
  - 7.1.4. Table urgent and need-to-know matters
  - 7.1.5. Future Board Meeting schedule