

## DotAsia Board Governance Committee (BGC) Meeting Minutes

<b>Date(s) &amp; Time:</b>	September 15, 2020 (Tuesday) 14:03 – 15:15 (UTC+8)
<b>Location:</b>	DotAsia Zoom Meeting Room: <a href="http://aji.asia/zoomboardgov">http://aji.asia/zoomboardgov</a>
<b>Attendees:</b>	Nicole CHAN Edmon CHUNG Lianna GALSTYAN * Maureen HILYARD Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)  Absent: Billy CHEON  *Joined meeting during Discussion Item 2.1.

No.	Action Items:	Owner	Remarks
G2020.06.A02	Draft edits on existing confidentiality guidelines regarding access to DotAsia Board materials.	Edmon CHUNG	Completed. Discussion included in Item 5.
G2020.07.A01	Follow up with AC members on behalf of Board Chair for AC membership confirmation.	Edmon CHUNG	In progress.
G2020.07.A02	Draft Board Election Procedures and propose to the Board for consideration.	Edmon CHUNG	Completed. Discussion included in Item 3.
G2020.07.A03	Prepare overall timeline of Board Election 2021 for reference.	Edmon CHUNG	Completed. Discussion included in Item 3.1.
G2020.08.A02	Propose the amendment of the M&A on the logistics of Nominations, Voting & Ratification at AGM 2021.	Edmon CHUNG	To be developed.
G2020.08.A03	Study and provide recommendations on online voting platform.	DotAsia Team	Completed. Discussion included in Item 3.3.
G2020.09.A01	Complete tests on 3 potential online voting platforms and report at Oct BGC meeting.	DotAsia Team	
G2020.09.A02	Draft AC Confidentiality Guidelines.	Edmon CHUNG	
G2020.09.A02	Table Board Confidentiality Guidelines update to the Board for adoption at the Sep 2020	Edmon CHUNG	

No.	Action Items:	Owner	Remarks
	Board Meeting.		
G2020.09.A03	Propose the written resolution of allowing Namesphere Limited to allot shares during DotAsia Sep Board Meeting.	Edmon CHUNG	Completed.
G2020.09.A04	Propose the appointment of additional Board Director of Namesphere to the Board for consideration in Sep Board Meeting.	Edmon CHUNG	Completed.
G2020.09.A05	Propose the Reappointment of Chairs of Board Committees to the Board in Sep Board Meeting for resolution.	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 Attendees section.

### 2. Adoption of Minutes of last BGC Meeting on Aug 18, 2020

- 2.1. BGC meeting minutes 2020.08.18 and action items were discussed.
- 2.2. Question was raised on the formation of the Board Election Committee. Discussion included in Discussion Item 3.
- 2.3. BGC meeting minutes 2020.08.18 unanimously approved.

### 3. Board Elections Procedures 2021 Draft update

- 3.1. Updated Board Elections 2021 timeline was presented and briefed to the BGC.
  - 3.1.1. Due to the COVID-19 situation, it was proposed to have 3-days consecutive meetings in Nov 24 – 26 instead of full day F2F meetings.
  - 3.1.2. It was proposed to add a tentative Special Board Meeting on Feb 4, 2021 in between nomination period and voting period. It was explained that similar arrangement was put in place previously.
- 3.2. Updated draft Board Election Procedures 2021 (BEP2021) was presented and briefed to the BGC. Major changes of Draft 0.2 were highlighted:
  - 3.2.1. Timeline updated as discussed at the BGC meeting in the pervious month, and as already included in the version circulated to the full Board for the Aug 2020 Board Meeting.

- 3.2.2. Directorship of DotAsia Foundation. As resolved in Aug 2020 Board Meeting (2020.08.003), being a director of DotAsia Organisation Limited shall also carry the responsibility of being a director of DotAsia Foundation Limited.
- 3.2.3. Voting Process. The voting process is updated to be conducted through a third-party online platform.
- 3.2.4. It was further explained that taking feedback from our AC members and with reference to the APNIC EC Elections Procedures (<https://www.apnic.net/community/participate/elections/ec/ec-election-process/>), 3 features are proposed to be added to the BEP2021 draft:
  - 3.2.4.1. Appointment of Election Chair from the DotAsia Board.
  - 3.2.4.2. Acceptance of duties and responsibilities (BGC-001, BGC-002 and Board Confidentiality Guidelines) by the candidacy if elected.
  - 3.2.4.3. Dispute Resolution process.
- 3.2.5. A comparison of 3 potential online voting platforms (Election Runner, Election Buddy, and OpaVote) was presented to BGC for discussion. Further tests and evaluation will be conducted and reported to the BGC for further consideration (G2020.09.A01)

#### **4. AC Terms of Reference (TOR) Draft update**

- 4.1. Based on the discussions at the last AC meeting, an updated draft of the AC-TOR will focus on the originally drafted TOR 1 and 2.
- 4.2. Further discussion will be included in the quarterly AC meeting scheduled for Nov 2020. It was explained that upon endorsement from the AC the AC-TOR will be tabled at a subsequent Board Meeting for adoption.
- 4.3. There was suggestion and agreement that Confidentiality Guidelines for AC should be developed. (G2020.09.A02)

#### **5. Update of Board Confidentiality Guidelines**

- 5.1. Based on the discussion in Jun BGC meeting, the updated Board Confidentiality Guidelines was presented to the BGC.
- 5.2. It was highlighted that the Guidelines was updated to allow Board Member to provide access to Confidential Information to their assistant or representative after DotAsia's acknowledgement.
- 5.3. It was also highlighted that the term of the Guidelines shall begin on the date of a person's inclusion into the Board mailing list(s), communications and meetings, since it is usual that new Board members elect are onboarded before the ratification at the AGM.
- 5.4. BGC agreed to endorse the updated Board Confidentiality Guidelines, which will be sent to the Board for consideration. (G2020.09.A03)

## **6. Namesphere Resolution (Sep 24)**

- 6.1. Legal advice was received on Share Allotment of Namesphere. DotAsia, as a sole member of Namesphere, needs to have a resolution to allow Namesphere Limited to allot shares. It is planned to have two written resolutions on Namesphere during the scheduled DotAsia Sep 2020 Board Meeting. (G2020.09.A04)
- 6.2. Appointment of additional Board Director of Namesphere.
  - 6.2.1. Received legal advice suggested to appoint a natural person from DotAsia Board as the 3<sup>rd</sup> Director for Namesphere along with Dr. THAM and Edmon.
  - 6.2.2. Detailed approaches were presented and briefed to the BGC, which will also be tabled to the Board for consideration during the Sep 2020 Board Meeting. (G2020.09.A05)
  - 6.2.3. Question was raised on whether any geographic limitations are necessary for the additional Board Director for Namesphere. It was explained that there is no specific preference on the geographic location since it is anticipated that most of the duties could be performed online.

## **7. Reappointment of Chairs of Board Committees**

- 7.1. Considering the increasing responsibilities on Board Chair, Maureen reported that Satish has accepted to become the new BGC Chair and Lianna has also accepted to become the new BCC Chair.
- 7.2. The proposal will be tabled for the full Board at the Sep 2020 Board Meeting for adoption. (G2020.09.A06)