

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	January 13, 2021 (Wednesday) 14:00 – 15:02 (UTC+8)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Satish BABU Nicole CHAN Edmon CHUNG Maureen HILYARD Freda CHEUNG (DotAsia Team) June LAU (DotAsia Team) Absent: Billy CHEON

No.	Action Items:	Owner	Remarks
G2020.07.A01	Follow up with AC members on behalf of Board Chair for AC membership confirmation.	Edmon CHUNG	In progress.
G2020.08.A02	Propose the amendment of the M&A on the logistics of Nominations, Voting & Ratification at AGM 2021.	Edmon CHUNG	Completed. Refer to Discussion Item 3.
G2020.11.A02	Bring the discussion on audit fee to BFC for consideration.	Edmon CHUNG	Superseded by later discussion & developments.
G2020.11.A04	Begin drafting of DotAsia Accountability & Transparency Framework.	Edmon CHUNG	Refer to Discussion Item 5.
G2020.12.A01	Send Administrative Roles during Board Election to the Board and Election Committee for consideration.	Edmon CHUNG	Completed.
G2021.01.A01	Amend the BFC-002 and bring to BFC for discussion.	Edmon CHUNG	Completed.
G2021.01.A02	Bring amended BEP 2021 to BFC for discussion and table to the Board for adoption.	Edmon CHUNG	Completed.
G2021.01.A03	Draft DotAsia mailing lists webpage description and circulate for consideration.	Edmon CHUNG	Completed

Discussions:

1. Roll Call

- 1.1. Mr. Satish BABU 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 Dec 10, 2020**
 - 2.1. Draft 1 of BGC meeting minutes 2020.12.10 and action items were discussed.
 - 2.2. BGC meeting minutes 2020.12.10 unanimously approved.
- 3. Consideration of Legal Advice received**
 - 3.1. Received legal advice was sent to Board Members by Maureen on Jan 11, 2021.
 - 3.2. Clarifications and action items were highlighted and explained to BGC.
 - 3.2.1. It was highlighted that the Board is entitled to perform the Board Elections Procedure (BEP), and that the implementation of the Nominations Period in the BEP 2021 does not conflict with Article 40(b) of the DotAsia M&A.
 - 3.2.2. It was advised that the ratification of the Election is unnecessary and suggested to cancel the practice (further discussion in item 3.4 below).
 - 3.2.3. Suggestions were provided to update Article 40(b) in the DotAsia M&A at AGM 2022 to eliminate the confusion of interpretation.
 - 3.2.4. Legal advice suggested that other accounting firms may be considered for serving as third-party scrutineer in the Board Elections 2021 (further discussion in item 3.4 below).
 - 3.2.5. It was suggested to amend BFC-002: Company Documents Director Request Process, which will be brought to BFC meeting for discussion. (G2021.01.A01)
 - 3.2.6. It was highlighted that Board Meetings are being held legitimately as per Article 51, and that Article 54 applies only to exceptional instances where a Board Member takes it upon himself to convene a particular Board meeting.
 - 3.2.7. Legal advice included a suggestion to adopt a new practice to circulate draft meeting minutes to the Board Chair for review first and thereupon circulated to the full Board.
 - 3.3. Question was raised about announcement sent to DotAsia Members on Jan 11, 2021. It was reported that the original announcement was sent in error, and, as per received legal advice, recalled on Jan 12, 2021 with explanation stating that the document was sent by error and explicitly asking Members to disregard and do not share.
 - 3.4. Board Elections Procedures 2021 Amendment
 - 3.4.1. Amended BEP 2021 was presented and briefed to BGC for reference. Changes were highlighted:
 - 3.4.1.1. Deleted “Amendment of AGM Resolution” and “ratification of election results” in the timelines.

- 3.4.1.2. Changed ratification to reporting of Board election results at the AGM.
- 3.4.1.3. Revised the appointment of scrutineer and corresponding description of work into more generic statements.
- 3.4.1.4. Added Appendix C summarizing amendments.
- 3.4.2. The Amended Final BEP 2021 draft will be brought to BFC for discussion on appointment of third-party scrutineer and tabled to the Board for adoption. (G2021.01.A02)
- 3.4.3. Adopted Amended Final BEP 2021 will be circulated to Election Committee (EC) and updated to the BEP 2021 webpage.
- 3.4.4. It was suggested to include the rationale of the amendments in the update to the full Board and refer to the received legal advice for better clearance.
- 3.4.5. It was also suggested and agreed to state in the BEP 2021 that the election result will be reported by the Election Chair.

4. DotAsia Mailing List Policies

- 4.1. Comment were received from members on member and governance related mailing list policies. Proposal was received to publish DotAsia mailing lists with descriptions on DotAsia website for better transparency.
- 4.2. There was discussion on the moderation considerations and moderation notice.
 - 4.2.1. It was reported that current moderation notice is generated automatically by mailman and cannot be configured, which could be triggered by non-member posting, large size of email, implicit destination or too many recipients.
 - 4.2.2. It was discussed and agreed that the current restrictions, moderation and automatic moderation notice are appropriate and common industry practice.
 - 4.2.3. It was suggested to add a footnote at the end of emails to the members list to explain situations that mail may be moderated.
- 4.3. It was discussed and agreed to set up DotAsia mailing lists page. Draft page will be circulated to Board for consideration. (G2021.01.A03)

5. Accountability & Transparency Framework

- 5.1. Comparison of the Accountability & Transparency Framework of APTLD, APNIC and ICANN was presented and briefed to BGC.
- 5.2. It was proposed to create a webpage and link the framework to adopted governance documents.
- 5.3. It was suggested and agreed to obtain legal advice and involve knowledgeable industry partners to review the framework as it is being developed.
- 5.4. It is targeted to have a first draft of the Accountability & Transparency Framework for review by BGC by March 2021. (G2020.11.A04)

6. AC Confidentiality Guidelines

- 6.1. Discussion deferred to next BGC meeting.