

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	May 18, 2021 (Tuesday) 14:02 – 14:56 (UTC+8)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	<p>Santanu ACHARYA Kashif ADEEL Satish BABU Andi BUDIMANSYAH * Nicole CHAN Maureen HILYARD Edmon CHUNG Freda CHEUNG (DotAsia Team)</p> <p>Apologies: Joel DISINI</p> <p>Absent: Billy CHEON</p> <p>* Joined meeting during Discussion Item 3.2.</p>

No.	Action Items:	Owner	Remarks
G2021.04.A01	Propose draft introduction on the purpose and objective of the amendment of DotAsia M&A to BGC for consideration.	Edmon CHUNG	In progress.
G2021.05.A01	Seek opinion from banks on having Directors from sanctioned countries.	Rebecca CHAN	In progress.
G2021.05.A02	Draft timeline on the completion of the Board Chair election process for discussion at Jun BGC meeting.	Edmon CHUNG	To be circulated before Jun 2021 BGC Meeting.
G2021.05.A03	Inform and discuss with Mazars the current background and situation before EGM on May 25.	Rebecca CHAN	Completed.
G2021.05.A04	Draft the section of delegation of authority and responsibilities of team for discussion at Jun BGC meeting.	Edmon CHUNG	To be circulated before Jun 2021 BGC Meeting.

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 Apr 20, 2021**
 - 2.1. Draft 1 of BGC meeting minutes 2021.04.20 and action items were discussed.
 - 2.2. BGC meeting minutes 2021.04.20 unanimously approved.
- 3. Board Chair Elections Process**
 - 3.1. Voting process of Board Chair Elections was held at last Board meeting on Apr 28, 2021, where the voting result came to a tie-situation. The Board discussed and agreed to continue the discussion at BGC.
 - 3.2. BGC obtained legal advice on the matters of tie-breaking and co-chairmanship, which was presented and briefed to BGC for consideration.
 - 3.2.1. It was highlighted that in terms of DotAsia Articles of Association, the concept of Co-Chairs is acceptable with no conflicts with the articles, where the appointment of two individuals is a single appointment whereby these individuals collaborate and work together in the function and duties of the chair.
 - 3.2.2. It was also highlighted that both tie-breaking mechanism and the concept of Co-Chairs are workable for DotAsia with its nature of a not-for-profit organization.
 - 3.3. The background of banking issues was briefed to BGC for discussion. It was clarified that Alireza has acknowledged, understands and agrees with the current arrangements.
 - 3.3.1. It was understood that there are no restrictions under HK laws for including a person from sanctioned countries on the Board of a HK company. It was also noted that there are banking codes to prevent banks from discrimination behaviour. Nevertheless, it was highlighted that banks retain a wide discretion when it comes to refusing to provide their service.
 - 3.3.2. It was explained that Board Chair(s) would be identified on audit reports.
 - 3.3.3. It was reported that DotAsia had been trying to look for different banks and different corporate arrangements especially between 2015 and 2018 to address the issue. However due to the importance of maintaining efficient banking relationships with US and EU registrars, viable alternatives have not been forthcoming.
 - 3.3.4. It was reported that the DotAsia team has had further discussions with Alireza on the matter, and he has expressed continued understanding and agreement with the arrangement while suggesting that further options be explored considering the current situation.
 - 3.4. Concern was raised on the immediate risks of the banking relationships with our current banks. It was felt that the risk should be low given that they have completed their review in 2018.

- 3.5. It was discussed and agreed to reorganize previous materials and seek opinion from several banks on the issue and document their responses for further consideration. (G2021.05.A01)
- 3.6. Question was raised on whether there will be any issue from auditor to list Board member who is from sanctioned countries. It was clarified that prior to 2018, Alireza was correctly included in the audit reports, and after 2018 Alireza was also correctly not included in audit reports.
- 3.7. It was suggested to draft a timeline for completing the consideration of the Board Chair election process for discussion at the Jun BGC meeting, taking the background and legal advice into consideration. (G2021.05.A02)
- 3.8. It was clarified that, according to the Articles 48, the term of Board Chair continues until the Director is no longer on the Board, or when the next Chair is elected (by way of the BGC-001: Board Governance Framework).
- 3.9. It was suggested and agreed to inform and discuss with Mazars the current background and situation before proposing the appointment of auditors to the Members. (G2021.05.A03)

4. Preparations for EGM (May 25, 2021)

- 4.1. It was clarified that the DotAsia M&A specifies a 21 day notice period for the calling of an EGM and a 14 day notice period for the agenda to be tabled. It was further clarified that the agenda, which only contains one item, which is member appointment of auditors, have already been included in the EGM notice issued.
- 4.2. It was discussed and agreed that there should be only one agenda item for appointment of auditor at the upcoming EGM.
- 4.3. It was discussed and agreed to continue the discussion of level of detail on quotation information to be presented to Members at the BFC.

5. BGC-001 update: delegation of authority and responsibilities of team

- 5.1. Comment received from BFC on including a delegation of authority and responsibilities of DotAsia team in the BGC-001.
- 5.2. The ICANN delegation of authority guidelines to its CEO adopted in 2016 was referenced.
- 5.3. It was suggested and agreed to draft an additional section in the BGC-001 on delegation of authority for further discussion. (G2021.05.A04)