

## DotAsia Board Governance Committee (BGC) Meeting Minutes

<b>Date(s) &amp; Time:</b>	June 24, 2021 (Thursday) 14:02 – 15:00 (UTC+8)
<b>Location:</b>	DotAsia Zoom Meeting Room: <a href="http://aji.asia/zoomboardgov">http://aji.asia/zoomboardgov</a>
<b>Attendees:</b>	<p>Santanu ACHARYA Kashif ADEEL * Satish BABU Andi BUDIMANSYAH Joel DISINI ** Edmon CHUNG Freda CHEUNG (DotAsia Team)</p> <p>Apologies: Nicole CHAN Maureen HILYARD</p> <p>Absent: Billy CHEON</p> <p>* Joined meeting during Discussion Item 3.5.2. ** Joined meeting during Discussion Item 2.1.</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	Completed. Refer to Discussion Item 4.
G2021.05.A04	Draft the section of delegation of authority and responsibilities of team for discussion at Jun BGC meeting.	Edmon CHUNG	Completed. Refer to Discussion Item 5.
G2021.06.A01	Seek advice from other organizations regarding banking situation.	Edmon CHUNG	
G2021.06.A02	Gather information on guidelines of rotation of appointment of professional service in Hong Kong and report back at the Jul BGC meeting.	Edmon CHUNG	
G2021.06.A03	Seek comment from Santanu and BFC on the draft delegation of authority section for BGC-001.	Edmon CHUNG	

No.	Action Items:	Owner	Remarks
G2021.06.A04	Gather information on attendance considerations from different community organizations for further discussion.	Edmon CHUNG	

## Discussions:

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### 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 May 18, 2021

- 2.1. Draft 1 of BGC meeting minutes 2021.05.18 and action items were discussed.
- 2.2. BGC meeting minutes 2021.05.18 unanimously approved.

### 3. Banking Situation Update

- 3.1. Background and updates of banking situation with list of contacted banks was presented and explained to the BGC for discussion.
- 3.2. It was reported that several banks in the past and in the recent outreach have already indicated the difficulty of opening a bank account for companies that have a director from sanctioned countries. It was discussed and agreed to wait for response of remaining banks for further discussion.
- 3.3. DotAsia will first follow up with other banks in Hong Kong before considering exploring the setting up of bank accounts outside of Hong Kong.
- 3.4. It was suggested and agreed to inquire the experience from other similar organizations with their banking situation regarding similar considerations. (G2021.06.A01)
- 3.5. Following the discussion at the May 2021 Board meeting, the estimated cost for engaging in legal specialist to obtain legal advice on the banking issue was discussed at the Jun 2021 BFC meeting where it was suggested for the matter to also be brought to the BGC for consideration.
- 3.6. There was discussion on the appointment of legal specialist. It was explained that as a collective responsibility, the Board as a whole should appoint the legal specialist. It was also noted that since there Board Members do not generally have expertise on this issue, it is planned to seek DotAsia's legal counsel to evaluate all shortlisted specialists and make recommendation for Board decision on the appointment of the legal specialist.

#### **4. Board Chair Elections Process Roadmap**

- 4.1. Draft timeline and roadmap for the continuation of the Board Chair Elections based on the received legal advice were presented and briefed to BGC for consideration.
- 4.2. Question was raised on fast-tracking the communication with legal specialist. It was explained that the received advice would need to be discussed at the BGC the Board for acceptance for further actions and the estimation had taken such process into consideration.
- 4.3. It was discussed and agreed that the risk of proceeding with the continuation of the Board Chair elections process without the legal specialist advice is not acceptable. It was discussed and agreed that the option of proceeding with obtaining the legal specialist advice and the process for considering how the Board would resolve a tie in the voting for the Board Chair elections proceed in parallel, but the implementation of such continuation must first take into consideration the legal special advice on the matter before proceeding.
- 4.4. Question was raised whether there is any accepted practice in Hong Kong regarding the rotation of appointment of professional service, such as legal consultants or auditors. DotAsia team will gather information on whether there are general practice or guidelines and report back at the Jul BGC meeting. (G2021.06.A02)

#### **5. BGC-001 Update: Delegation of Authority**

- 5.1. Following from the suggestion by the BFC to add a section on the delegation of authority to BGC-001: Board Governance Framework, and the discussion at the May 2021 BGC meeting, a draft of the section as inserted into BGC-001 was presented and briefed to the BGC for consideration.
- 5.2. It was highlighted that the draft takes the ICANN delegation of authority framework as a reference (<https://features.icann.org/icann-delegation-authority-guidelines>).
- 5.3. It was discussed that the draft is straightforward and describes the matter reasonably. Given that the initiative was first raised by Santanu through the BFC, it was agreed to seek Santanu's comments and potentially discuss at the next BFC meeting before bringing the draft back to the BGC for consideration. (G2021.06.A03)

#### **6. Attendance of Meetings**

- 6.1. Comment was raised on the attendance and activeness of Board Members at DotAsia Board and Board Committees. It was explained that serving on the Board and Board Committees is on a voluntary basis.
- 6.2. It was suggested to take the activeness Board activities into consideration during future Board elections.
- 6.3. A question was raised whether the offering of incentives to Board Members may enhance attendance. It was remarked that the suggestion for offering optional compensation is being discussed at the BFC and should continue there.
- 6.4. DotAsia team will gather information on attendance considerations from different community organizations for further discussion. (G2021.06.A04)