

## DotAsia Board Governance Committee (BGC) Meeting Minutes

<b>Date(s) &amp; Time:</b>	February 23, 2022 (Wednesday) 14:30 – 15:30 (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 Nicole CHAN Edmon CHUNG Joel DISINI Maureen HILYARD Freda CHEUNG (DotAsia Team) June LAU (DotAsia Team) **</p> <p>Absent: Billy CHEON</p> <p>* Joined meeting during Discussion Item 4.1. ** Left meeting after Discussion Item 3.6.</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. Refer to Discussion Item 5.
G2021.08.A03	Seek legal advice and make recommendation to the Board on taking action to remove Board members who continue to miss Board meetings over an extended period of time.	Edmon CHUNG	Awaiting legal advice.
G2022.01.A01	Bring the discussion of choosing email service for Board Elections to Elections Committee for feedback, and then report back to BGC.	Board Secretariat	In progress. Refer to Discussion Item 3.5.
G2022.02.A01	Seek legal advice to clarify the definition of major majority of Board for initiating amendment of the M&A.	Edmon CHUNG	

### Discussions:

#### 1. Roll Call

- 1.1. Mr. Satish BABU chaired the BGC meeting as Chair of BGC on Feb 23, 2022.

- 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 Jan 18, 2022**
  - 2.1. Draft 1 of BGC meeting minutes 2022.01.18 and action items were discussed.
  - 2.2. BGC meeting minutes 2022.01.18 unanimously approved.
3. **Board Elections 2022 Update**
  - 3.1. Voting period closed on Feb 14, 2022 at UTC 23:59.
  - 3.2. Scrutineer report was provided to Elections Committee on Feb 21, 2022, and sent to DotAsia Board and Members by Elections Committee Chair.
  - 3.3. Onboarding sessions for new Board Member will be held on Feb 25 and Mar 2, 2022.
  - 3.4. Elections Report will be reported to Members at AGM 2022 by Elections Chair.
  - 3.5. It is planned to collect feedback from Elections Committee after AGM regarding email service and candidacy withdrawal terms.
  - 3.6. Election result was presented and briefed to BGC for reference.
4. **BGC-001: DotAsia Board Governance Framework & BGC-002: Code of Conduct Review**
  - 4.1. Referencing previous discussions at BGC and the Board, the issues raised regarding the participation of Observers and the consensus basis approach included, the potential situation where voting may be required to assess the direction of the Board on a matter, and how to incorporate Observers views proportionately into such decisions made by the Board.
  - 4.2. It was reported that comments were especially sought and received from Alireza given his interest on the matter expressed at the previous Board meeting on how to move forward in formalizing the roles and processes of Observers that could best support their full participation on the Board.
    - 4.2.1. Suggested edits based on discussions at the previous BGC and Board meetings as well as feedback from Alireza were incorporated in draft 2 of BGC-001 (version 1.2).
    - 4.2.2. It was reported the draft had been circulated to Alireza and that preliminary confirmation was received from Alireza that the suggested edits are in the direction that he feels comfortable with, while further adjustments may still be required.
    - 4.2.3. It was further reported that the draft is currently being reviewed by Alireza and his legal team at IRNIC for further comment.
  - 4.3. Major edits were highlighted:
    - 4.3.1. An added emphasis on ensuring that other than for the listing in the Companies Registry, for banking purposes and other official documents

for relevant authorities, Observers participate on the Board as other Board Members.

- 4.3.2. A subsection for potentially appointing an Observer as an Honorary Chair was added. It was also highlighted that as an Observer, such Honorary Chair would not be included in the Companies Registry and therefore will not be considered an official Board director of DotAsia, and therefore will not be included as signatories in banking documents, audit reports and other official documents for relevant authorities. As such an Alternate Chairman as specified in the BGC-001 will serve in the execution of such documents.
- 4.3.3. Clarification of consensus basis was added. In cases where determining the direction of the Board is needed, informal polls among Board Members and Observers can be utilized and subsequent consensus position determined with reference to BGC-002: Code of Conduct.
- 4.4. Draft edits to BGC-002 on consensus process and collective responsibility were presented and briefed to BGC for discussion.
  - 4.4.1. It was highlighted that in the draft, for cases where determining the direction of the Board is needed, and informal polls are taken, Board Directors as well as Observers are equally to take part in informal polls.
  - 4.4.2. The consensus position will be established, and the results of which shall be recorded as appropriate with reference to section 7.2 (e.g., full consensus, consensus, strong support with significant opposition, etc.).
  - 4.4.3. Once a designation in terms of consensus is reached, the formal decision record will be based on that, and the draft places emphasis on that once the level of consensus is established, Board members are expected uphold the consensus designated with the participation from Observers, and that divergence thereupon would not be considered as an act in good faith or in alignment with the Code of Conduct.
- 4.5. Question was raised on whether DotAsia should wait for feedback from Alireza before further discussion on the draft 2. It was suggested that the discussion be continued at the BGC and to incorporate feedback from the BGC discussions as well as from Alireza to subsequent draft for consideration.
- 4.6. Concern was raised on whether such a participant should be called an "Observer". It was discussed that in terms of terminology, apart from "Observer", a role of "Liaison" or other designations could be adopted by DotAsia.
- 4.7. Comment was raised that the Observer status was developed in response to the banking situation, and that specialist legal advice suggested DotAsia has a legal right to recognize Observer status to address DotAsia banking situation. However, question on whether the designation and role for an Observer as an Honorary Chair is appropriate, and that guidelines should be developed to address the issue.
- 4.8. Comment was raised that policy development should remain objective without being personalized for a particular person, especially given the fact that US has just enacted sanctions against Russia on Feb 24, 2022, and a newly elected candidate in the Board Elections is from Russia.
  - 4.8.1. It was explained that the draft edits presented represented an approach to address some of the issues that Alireza raised in previous Board meetings. However, it was agreed that the Board should work

collectively to decide on how to deal with these types of situations and not customize it to a particular person.

- 4.8.2. It was further clarified that this discussion is for DotAsia and the Board to work towards a direction to address those issues and to structure it to represent to the banks and authorities properly without compromising community processes at DotAsia because of the sanction issues.
- 4.9. Question was raised on the received legal advice that suggested Alireza should be considered an Observer, and concern was raised on the legality and DotAsia's reputation for stating differently to the authorities and to the community. It was explained that DotAsia will represent to the community and the authorities consistently, and that legal advice should be sought on both draft BGC-001 and BGC-002 before adoption and implementation to ensure that they are appropriate.
- 4.10. A further question was raised on the difference between recording the result of the vote directly. It was explained that Observer would not have a voting right in a formal vote since the person is not included in Companies Registry and for other authorities. However, a consensus basis approach allows both Observers and Board Directors to participate fully and to express their positions.
- 4.11. It is planned to report the input of BGC to the Board at the Feb Board meeting, then feedback from BGC and Alireza will be incorporated for a revised draft. It was highlighted that consensus has not been reached on some of the suggested edits, and that plan for further discussion at the BGC is required before being adopted by the Board.

## **5. DotAsia Articles of Association Amendments (AA) Update**

- 5.1. Draft 1 of DotAsia AA prepared together with legal counsel was presented and brief to BGC for discussion.
- 5.2. Major updates were highlighted:
  - 5.2.1. It was highlighted that sections 22 and 23 were developed based on the existing Board Elections Procedures (BEP – BGC-004). It was suggested to consider whether DotAsia takes the approach of minimal edits by using the format from the existing M&A and updating the necessary parts only, or the approach of rewriting the articles to provide clarity based on the BEP. Further discussion to be continued at Mar BGC meeting.
  - 5.2.2. An additional section for Observer was added. It was highlighted that the section is contingent on the discussion regarding Observers as to be incorporated into BGC-001 and BGC-002, and will be updated based on the results of the discussion and decision made.
- 5.3. It is planned to give a brief report to the Board at Feb Board meeting, as well as to Members at the AGM.
- 5.4. Question was raised on the major majority requirement to change the M&A, and the definition of major majority in the DotAsia M&A. It was clarified that with the major majority of the Board, the amendment is put to the DotAsia Members for consideration. It was suggested to seek legal advice to clarify the definition of major majority of in proposing changes to the M&A. (G2022.02.A01)

**6. Proxy Processes**

- 6.1. Discussion deferred to next meeting.

**7. Preparation for DotAsia AGM2022**

- 7.1. Draft slides of BGC report at AGM 2022 were presented and briefed to BGC.