

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	February 10, 2023 (Fri) 14:00 PM – 15:17 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	<p>Santanu ACHARYA^{*a} Kashif ADEEL Satish BABU Andi BUDIMANSYAH Edmon CHUNG Murad IBRAGIMOV Ellen STRICKLAND Leonid TODOROV</p> <p>Nick CHAN (SPB Legal Counsel) Bryan CHAN (SPB Legal Counsel) Phyo Thiri LWIN (DotAsia Team)</p> <p>Apologies: Arthur CHANG</p> <p>Absent: Joel DISINI</p> <p>^{*a}Joined during the discussion item 2.2</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	Awaiting M&A discussion.
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 M&A discussion. To be further considered in update to BGC-001 & BGC-002.
G2023.02.A01	Compile a clean version of the DotAsia Articles of Association that only transplants the current DotAsia M&A to the updated Companies Registry template.	Edmon CHUNG	Completed.
G2023.02.A02	AGM for member discussion on amendments to the DotAsia Articles of Association	BoardSec	Completed.

Discussions:

1. Roll Call

- 1.1. Murad IBRAGIMOV chaired the BGC meeting on February 10, 2023.
- 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 December 15, 2022 & on January 11, 2023

- 2.1. BGC meeting minutes 2022.12.15 adopted.
- 2.2. Draft 1 of BGC meeting minutes 2023.01.11 and action items were discussed.
- 2.3. BGC meeting minutes 2023.01.11 adopted.

3. Board Resolution Process (BGC-007)

- 3.1. The Board Resolution Process (BGC-007) was briefly explained. It was noted that a draft Board Resolution Process has been circulated to the BGC and relates to the decision process for other Board matters.
- 3.2. The discussion digressed into a suspected breach of confidentiality regarding the CEO position process. There were discussion regarding the need for further internal investigation and to seek legal advice regarding the matter.
- 3.3. The BGC agreed to recommend the BGC-007 (to be renumbered BGC-006) for the consideration and adoption by the full Board.

4. DotAsia Articles of Association (M&A) amendments/update

- 4.1. Five items are under consideration regarding the amendment of the DotAsia M&A as follows:
 - Updating of M&A to Articles of Association (HK Companies Ordinance update)
 - Board Elections clarifications (Nominations Report)
 - Formal inclusion of Observers to the Board
 - Requirements for Major Majority decisions of the Board
 - CEO's position as a Board Director
- 4.2. It was highlighted that the 4th and 5th items were first raised last month at the BGC meeting and that only subsequently had the DotAsia team provided its input to the Board Paper presented at this BGC meeting.
- 4.3. It was noted that the threshold of 75% was used in previous Board decisions on updating the DotAsia M&A in 2009, and that the concept of "major majority", or "majority beyond simple majority" for Member resolution on updating M&A is defined in the Companies Ordinance as 75% and that was therefore used for the DotAsia Board decisions requiring "major majority" as well. It was also noted that, consistent with SPB legal counsel's advice, the

Board may also reasonably interpret the “major majority” threshold as 75% or two-thirds or somewhere in between, since there is no specific definition of “major majority” for Board resolutions.

- 4.4. The SPB legal counsel suggested that the Board had made a decision on suggesting for a two-thirds majority threshold in its last meeting. This was corrected in that the Board had not voted on the issue and discussion was pending input from DotAsia staff, which is only presented at this meeting. It was further clarified that even if the Board does decide to suggest to the Members to define the major majority threshold for the Board at two-thirds, its decision for putting forward such suggestion should follow the more conservative 75% threshold notwithstanding the proposal to define such a threshold as two-thirds.
- 4.5. There was a discussion regarding the CEO’s position as a Board Director. It was highlighted that the governance structure with the CEO as one of the Board Directors at DotAsia had been consistently presented to DotAsia Members and the community at large since the beginning. Some directors noted that having the CEO in a dual position also as a Board Director may create ambiguity and hinder robust corporate governance processes. Other directors explained that CEOs in other community organizations such as ICANN, ISOC and APNIC also serve as a full board director without compromising robust governance practices.
- 4.6. It was suggested and agreed to have staff work with SPB legal counsel to produce a clean version of the DotAsia M&A as transplanted to the DotAsia Articles of Association based on the updated Companies Ordinance and Companies Registry template, without including any amendments considered yet. (G2023.02.A001)
- 4.7. The BGC will consider further amendments and add it to the clean copy in the updated template thereupon, and provide its recommendation to the full Board for consideration after which.
- 4.8. It was suggested that such fundamental changes should be discussed with Members before the Board consider tabling a Member resolution for an amended DotAsia Articles of Association. It was agreed that a Member discussion session with the 5 topics discussed herein be added to the DotAsia AGM 2023 agenda.

5. AOB

Other discussion items were deferred to the next meeting.