

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	Jun 26, 2024 (Wednesday) 12:00 PM – 12:52 PM (HKT)
Location:	DotAsia Zoom Meeting Room: <a href="http://aji.asia/zoomboardgov">http://aji.asia/zoomboardgov</a>
Attendees:	Satish BABU Tom BARRETT Jordan CARTER Nicole CHAN Edmon CHUNG Maureen HILYARD Jo-Fan YU  Timothy LI (DotAsia Team)

No.	Action Items:	Owner	Remarks
G2024.03.A01	Draft a document to describe general ethos of Board interactions.	Edmon CHUNG	Completed (incorporated into review of BGC-006).
G2024.06.A01	Draft update to Board Code & Resolution Process (BGC-006).	Edmon CHUNG	To be circulated for next BGC meeting.
G2024.06.A02	Finalize adjusted Board and Board Committee meeting schedule.	BoardSec	In progress.
G2024.06.A03	Further study on risk management approach and options.	Edmon CHUNG	To be presented at F2F Board meeting.

**Discussions:**

**1. Roll Call**

- 1.1. Satish BABU continued as BGC chair after receiving unanimous support from committee members.
- 1.2. Satish BABU chaired the BGC meeting on Jun 26, 2024.
- 1.3. Roll call. Those present for all or part of the meeting are included in the Attendees section.

## **2. Adoption of last BGC Meeting minutes (Mar 13, 2024)**

- 2.1. Draft 1 of BGC meeting minutes Mar 13, 2024 and action items were presented.
- 2.2. BGC meeting minutes Mar 13, 2024 were adopted.

## **3. Review of Board Elections Procedures (BEP: BGC-004)**

- 3.1. It was noted that due to the shift in timeline of the Board Elections 2024 this first review of the BEP is late and relatively closer to the typical cycle for the next Board Elections.
- 3.2. It was further noted that both the EC and the NomCom had been invited to join the full Board meeting at the end of July to present their feedback regarding the BEP, and that after the feedback from EC and NomCom, the BGC could further develop the BEP for the next elections.
- 3.3. The new elements incorporated into the BEP were presented. Question was raised on whether or not any of the processes need to be adjusted. It was highlighted that no complaints were received during the elections therefore there may be no pressing need for adjustments. It was further noted that however, simplification of the process should be explored further in the future.

## **4. Review of Board Resolution Process (BGC-006)**

- 4.1. At the last meeting, the BGC discussed about documenting the ethos of the Board as a consensus driven and deliberative board.
  - 4.1.1. A proposal to update the Board Resolution Process (BGC-006) policy document was presented.
  - 4.1.2. The following items were suggested to be updated to BGC-006:
    1. update title to: DotAsia Board Code & Resolution Process
    2. add in emphasis on consensus driven deliberation and decision processes
    3. purpose of document to build trust among Board members (Internal & External communications)
    4. incorporate a community driven spirit (not DotAsia commercial interest centric) in Board considerations
  - 4.1.3. There was agreement on the direction of the revision. The staff team will develop a first draft of a revised BGC-006 for consideration. (G2024.06.A01)

- 4.2. It was commented that documenting such Board ethos is good and useful, however the primary focus should be on developing the right group dynamics and shared processes for how the Board functions together.
- 4.3. It was agreed that at the moment the Board dynamics are favourable therefore it is an opportune time to develop the document, but the priority does not need to be high.

## 5. Adjustments to Board Calendar 2024

- 5.1. Based on the now known dates of other meetings, the proposed adjustments to meeting dates for the second half of the year were presented as follows:
  - In response to Sep F2F meeting (Sep 15-16) just before the APTLD meetings:
    - Aug BGC meeting Aug 28 → Aug 7
    - Sep BGC meeting Sep 17 → Sep 4
    - Sep BFC meeting Sep 19 → Sep 12
  - In response to IGF (Dec 15-19):
    - Dec BGC meeting Dec 10 → Dec 3
    - Dec BFC meeting Dec 11 → Dec 4
    - Dec BCC meeting Dec 12 → Dec 5
    - Dec Board meeting Dec 18 → Dec 11
- 5.2. A comment was raised that feedback from respective committees should be sought before finalizing the adjustments. The Board Secretariat will work with Committee Chairs to set the dates for the meetings. (G2024.06.A02)

## 6. AOB

- 6.1. A first discussion on developing a Risk Management approach for DotAsia as set out in the Strategic Plan was raised.
  - 6.1.1. Two main areas of work were identified and presented:
    - Risk Management Approach
    - Business/Organizational Continuity Planning
  - 6.1.2. A further consideration regarding the office space as a significant asset held by DotAsia was raised.
- 6.2. It was agreed that it is of great importance to thoroughly discuss and align on a risk management framework that establishes the appropriate scale, with both the Board and management input on identifying key risks, defining risk tolerance levels, and determining the mitigations that the organization should invest in going forward.

- 6.3. There was discussion about the utilization of the office space, including whether or not renting it out in part or in whole may be a possibility in view of market conditions.
- 6.4. The DotAsia team will conduct a more detailed analysis of the risk management framework including options and considerations for the office space in preparation for more in depth discussion at the upcoming F2F Board meeting. (G2024.06.A03)