

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	Oct 15, 2024 (Tue) 13:01 PM – 13:43 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Satish BABU Tom BARRETT Jordan CARTER Edmon CHUNG Maureen HILYARD Jo-Fan YU Timothy LI (DotAsia Team) Apologies: Nicole CHAN

No.	Action Items:	Owner	Remarks
G2024.10.A01	Explore approach to update Member voting representative and primary contact on a regular basis.	Edmon CHUNG	To be reported at next BGC meeting.
G2024.10.A02	Check for consistent definition of "Nomination Period" across relevant documents.	Edmon CHUNG	To be reported at next BGC meeting.
G2024.10.A03	Review Roles and Responsibilities description for EC and NomCom	BGC members	Before full Board Meeting on Oct 30.
G2024.10.A04	Finalize and table Board Code & Consensus Process document (BGC-006) for full Board consideration.	Edmon CHUNG	Completed.
G2024.10.A05	Table closing of complaint process draft resolution for full Board consideration.	Edmon CHUNG	Completed.
G2024.10.A06	Present further development of the DotAsia Code of Conduct for BGC review.	Edmon CHUNG	To be further discussed at next BGC meeting.

Discussions:

1. Roll Call

- 1.1. Satish BABU chaired the BGC meeting on Oct 15, 2024.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Adoption of last BGC Meeting minutes (Sep 11, 2024)

- 2.1. Draft 1 of BGC meeting minutes Sep 11, 2024 and action items were presented.
- 2.2. BGC meeting minutes Sep 11, 2024 were adopted.

3. Board Elections 2025 (BGC-004) – Seating of Election Committee (EC) & Nomination Committee (NomCom)

- 3.1. It was noted that the draft Board Elections Procedures (BEP: BGC-004) and the Notice of Board Elections 2025 were posted and circulated to members as planned on Oct 4.
- 3.2. It was discussed and agreed that the current description in the BEP is sufficient for the Board to set the deadline for confirmation of Member Voting Representative in each year's Board Elections timeline.
- 3.3. A question was raised on whether periodic outreach is done to update voting emails and primary contact details. The current practice is that the confirmation and/or update is sought in the two months leading up to the annual Board Elections in accordance with the BEP. It was noted that multiple outreach through the year may create confusion regarding the requirement for confirmation for the Board Elections. The DotAsia team will explore approaches to update Member contact details in a more regular interval. (G2024.10.A01)
- 3.4. A question was raised on whether the definition of "Nomination Period" is consistently defined. It was explained that the terminology is included in the DotAsia Articles and should be consistently used. The DotAsia team will check for consistency across relevant documents and report further to the BGC. (G2024.10.A02)
- 3.5. The seating of the EC and NomCom for the Board Elections 2025 was discussed.
 - 3.5.1. Draft description for the roles and responsibilities of EC and NomCom was presented. It was suggested and agreed that the anticipated time commitment based on past experience be included.
 - 3.5.2. BGC members are asked to review and provide any comments before the full Board meeting scheduled for Oct 30. (G2024.10.A03)

4. Board Code & Consensus Process (BGC-006)

- 4.1. An updated draft of the Board Code & Consensus Process (BGC-006) was circulated and presented. It was highlighted that the only edit from the previous draft is the inclusion of a clarification footnote on the collective responsibility of the Board and an individual Board Director's remedy to resign should the person not be willing to abide a resolution.

- 4.2. The BGC agreed to recommend the policy document for full Board consideration at its next scheduled meeting. (G2024.10.A04)

5. Review of DotAsia Code of Conduct (BGC-002)

- 5.1. A draft formal resolution for closing the current process of the formal complaint received was circulated and presented.
 - 5.1.1. It was suggested and agreed that the resolution should address the complainants and respond to the complaints as it formally closes the process.
 - 5.1.2. It was also suggested and agreed that an emphasis on responding to violations in a timely manner should be added to the resolution.
 - 5.1.3. The BGC agreed to recommend the draft resolution for full Board consideration at its next scheduled meeting. (G2024.10.A05)
- 5.2. Further review of BGC-002 was discussed.
 - 5.2.1. A question was raised on whether more detailed description of the complaint handling process should be included in BGC-002 as a public document. It was agreed that transparency of the remedy and escalation path is important.
 - 5.2.2. The matters of handling sensitive complaints, due process and appeals, as well as remedies and escalation paths where the alleged violator is uncooperative was discussed.
 - 5.2.3. It was agreed that further discussion is needed and that a review of BGC-002 should be included in the agenda for the next BGC meeting. (G2024.10.A06)

6. AOB

It was noted that with APRICOT's announcement of their next meeting in Petaling Jaya, Malaysia, the Board should confirm the F2F meeting and AGM dates. A tentative schedule is proposed for the DotAsia Board meeting on Feb 20-21, 2025 (Thu-Fri), followed by the DotAsia AGM (together with AP* Retreat) on Feb 23 (Sun).