

DotAsia Board Meeting Minutes

Date(s) & Time:	24 May, 2019 (Friday) 09:00 – 18:30 25 May, 2019 (Saturday) 09:00 – 12:30
Location:	Hotel Panorama, Hong Kong
Attendees:	<p>Atsushi ENDO Maureen HILYARD THAM Yiu Kwok Alireza SALEH LIM Choon Sai Tommy MATSUMOTO Satish BABU Lianna GALSTYAN Joel DISINI Edmon CHUNG Rebecca CHAN (DotAsia Team) Kelvin TRUONG (DotAsia Team) via Remote Participation June LAU (DotAsia Team, May 24 AM)</p> <p>Guests: Tony LEE Christopher TO Gloria DISINI (May 24 - Mediation Process; 25 - Namesphere)</p> <p>Absent: Yong Wan JU</p>

Action Items:	Owner	Remarks
1. Create knowledge base repository for fundamental information and separation of resource between DotAsia Organisation and Foundation	Edmon	Ongoing
2. Review Sponsor Community Projects (SCP).proposal process and forms	Board members	
3. Develop analysis and report on investment in Namesphere (including exploring options of divesting) as well as pathway towards becoming a self-sustaining and operationally separate entity (from DotAsia)	Edmon	To be prepared before next F2F board meeting
4. Set timeline and scope of exchange of documents for the Mediation	Namesphere Stakeholders	

Action Items:	Owner	Remarks
5. Collect and post Statements of Interests (SOIs) from Board Members on DotAsia website	Edmon	
6. Provide DotAsia team members and organizational structure	Edmon	For further discussions on May 25
7. Provide the cost for holding Face to Face board meeting	Edmon	

#	Resolutions / Decisions:
2019.05.001	<p>ICBC New DotAsia Bank Account Opening for BUD-ASEAN Fund:</p> <p>RESOLVED that the Company add a new multi currency account and assigns Chung, Edmon Wang On and Tham Yiu Kwok to be the representative and signer to execute the company account opening at ICBC (Asia).</p> <p>Completed</p>
2019.05.002	<p>Appointment of Chair of Board Meeting</p> <p>(1) Appoint Mr. Atsushi ENDO as Chair of DotAsia Board meeting</p> <p>Motioned by: Ms. Maureen HILYARD Seconded by: Mr. Satish BABU Resolved unanimously with abstention from Edmon CHUNG as ex officio.</p>
2019.05.003	<p>Resignation of Mr. Yong Wan JU:</p> <p>(1) Accept the resignation of Mr. Yong Wan JU from the DotAsia Board (2) Leave the seat vacant until AGM Feb 2020</p> <p>Resolved unanimously with abstention from Edmon CHUNG as ex officio.</p>
2019.05.004	<p>Participation of DotAsia CEO in Committees</p> <p>(1) DotAsia CEO should join all Board Committees except the Board Governance Committee (unless otherwise requested)</p> <p>Resolved unanimously with abstention from Edmon CHUNG as ex officio.</p>
2019.05.005	<p>Appointment of Dr. Christopher TO as the mediator for the discussions on DotPH investments in Namesphere</p> <p>Resolved unanimously with abstentions from Joel DISINI and Edmon CHUNG.</p>
2019.05.006	<p>Appointment of mediation representatives:</p> <p>(1) DotAsia – Edmon CHUNG</p>

#	Resolutions / Decisions:
	(2) Namesphere – Edmon CHUNG (3) ER3 – Edmon CHUNG (4) DotPH – Joel DISINI (5) Atsushi ENDO will witness the process on behalf of the DotAsia Board Resolved unanimously.
2019.05.007	Creation of 3 Board Committees: (1) Governance Committee (2) Finance Committee (3) Community Committee Resolved unanimously.

Discussions:

Day 1: May 24, 2019 (Friday)

1. Roll Call / Appointment of Chair of the meeting
 - 1.1 Roll call. Those present for all or part of the meeting are included in the Attendee section.
 - 1.2 DotAsia Board and governance processes to be formalized. Statements of Interests (SOIs) to be collected from Board members and posted on DotAsia Website. Board meeting minutes to be compiled, approved and thereupon posted on the DotAsia website.
 - 1.3 Edmon as CEO welcomed the development and DotAsia team will provide secretariat support for the DotAsia Board.
 - 1.4 Atsushi ENDO appointed as Chair of board meeting
2. Resignation of Mr. Yong Wan JU
 - 2.1 Confirmed resignation from Mr. Yong Yan JU week of May 20th (elected from KISA).
 - 2.2 Options of by-election, leaving seat open or other actions discussed.
 - 2.3 Agreed to leave seat vacant until AGM Feb 2020.
3. Revisit Corporate Constitutional Documents (Memorandum of Association & Articles of Incorporation (M&A) of DotAsia Organisation and DotAsia Foundation
 - 3.1 DotAsia Organisation started in 2006 incorporated as a not-for-profit, limited by guarantee corporation. It has tax exemption as offshore status for income is generated outside of Hong Kong. Conceptually, the Organisation operates the registry business.
 - 3.2 DotAsia Foundation created in 2014 incorporated as a not-for-profit, limited by guarantee corporation. It has tax exemption through a charity license (Section 88). DotAsia Organisation is the sole member of the Foundation. An annual allocation of funding by

DotAsia Organisation is allocated to the Foundation to subsidize deficits.

- 3.3 A knowledge base repository of fundamental Organisation and Foundation information including information outlining the separation of staffing and resource between the two entities suggested to be developed.
- 3.4 Edmon confirms and clarifies that:
 - 3.4.1 Financial accounting are separated between the Organisation and Foundation
 - 3.4.2 Currently all employees are employed under DotAsia Organisation.
 - 3.4.3 Availability of Foundation bank account discussed.
- 3.5 Suggestion raised to create a Board Committee from DotAsia board members to support the charity/community work of the Foundation and consider its governance.
4. Vision and Corporate Strategy of DotAsia Organisation
 - 4.1 Edmon provided brief on DotAsia Organisation and DotAsia Foundation objects and the Hong Kong Charitable status requirements.
 - 4.2 Sponsor Community Projects (SCP) process discussed. Board members to review SCP proposal process and documents and discuss potential improvements.
5. Vision and Mission of DotAsia
 - 5.1 Edmon provided brief on DotAsia Vision and Mission
 - 5.2 Edmon to develop analysis and report on investment in Namesphere (including exploring options of divesting) as well as pathway towards becoming a self-sustaining and operationally separate entity from DotAsia
6. Knowledge sharing of ITRC business and governance model
 - 6.1 Mr. Tony LEE, General Manager (Information Technology Resource Centre – ITRC, Hong Kong Council of Social Service) joined to share his experience at ITRC.
 - 6.2 ITRC board of directors is assigned by HKCSS by post for formalities. An ITBMC (IT Business Management Committee) is setup and members assigned by HKCSS (including the formal ITRC board). Currently, there are 9 committee members (that in fact govern the operations of ITRC) + the 3 formal ITRC board members (functional for company registration) on the ITBMC.
 - 6.3 Work done by ITRC for HKCSS are performed under contract to differentiate the roles of both entity. Brand value of HKCSS leveraged for ITRC, IT expertise and flexibility as an independent company of ITRC leveraged by HKCSS for bids and tenders.
7. Mediation Process Sharing from Dr. Christopher TO
 - 7.1 Dr. Christopher TO joined the meeting and provided explanations and clarifications on moving forward with a mediation process.
 - 7.2 Namesphere Stakeholders agreed to set timeline and scope of exchange of documents for the mediation

8. Corporate Governance

- 8.1 Role of the Board of Directors for DotAsia discussed. Suggestion for publishing Statements of Interests (SOIs) from all Board members confirmed.
- 8.2 Structure of Board Meetings to also be formalized to develop better expectations of and for the CEO, staff and the Board.
- 8.3 Role of Board Chair to be discussed in more details in the Board Governance Committee.
- 8.4 Role of CEO, Financial Officer and Board Secretariat as well as their relationship with the Board to be discussed in more details in the Board Governance Committee.
- 8.5 Appointment of Board Officers (Vice Chair/Secretary/Treasurer) and formalization of Board Committee or subcommittees will be discussed in more details in the Board Governance Committee.
- 8.6 DotAsia to provide secretariat support for the Board and Board Committees. Edmon to provide DotAsia team structure and staff list.
- 8.7 Edmon inquired about the appropriate participation from the CEO as an ex officio in the various Board Committees. It was agreed that the CEO will participate in all Board Committees except for the Board Governance Committee unless otherwise requested.
- 8.8 2 categories of documents to be potentially produced by Board Governance Committee:
 - 8.8.1 Documentation of roles and expectations
 - 8.8.2 Rules of procedures
- 8.9 Roles of Board Officers (Chair, Vice Chair and Board Secretary), as well as secretariat function to take minutes and publish to website (when minutes are approved) discussed.
- 8.10 Several potential Board Committees were discussed.
- 8.11 Operation and structure of Board meetings and AGM discussed. It is generally agreed that both the ability to contribute via text chat and audio interventions are important for monthly online meetings. Comments confirming the usefulness of the .Asia monthly scorecard (of domain registration and operations statistics summary) were received.
- 8.12 There was general consensus to plan to meet face-to-face 3 times in 2020, including at the APRICOT meetings, later in the year (Sep/Oct/etc.) in Hong Kong, as well as one other meeting around the middle of the year. Edmon to provide the total cost of holding Face to Face Board Meeting in Hong Kong.
- 8.13 Considerations to co-locate with ICANN if it is hosted in the AP region was raised.
- 8.14 Potential of holding the October Board face-to-face meeting for 2019 in Hong Kong in proximity to the ICANN local engagement event being planned was discussed.
- 8.15 Board travel budget to be considered for the upcoming budget development cycle. Potential of special allocation of funds to be setup for Board member travel beyond attending the DotAsia Board meetings were discussed. Guidelines and processes for such Board travel to be further developed.
- 8.16 Role of the Advisory Council will be discussed after the Board Governance Committee and

processes established.

Day 2: May 25, 2019 (Saturday)

9. Namesphere Matters

- 9.1 The background of Namesphere and of DotPH's investments into Namesphere were explained and discussed.
- 9.2 Details of the financials of Namesphere were inquired. DotAsia to circulate Namesphere financials and audited reports produced previously to further the discussion.
- 9.3 There was agreement to move forward in appointing Dr. Christopher TO as the mediator and on the representatives for the 4 entities involved in the mediation process:
 - 9.3.1 DotAsia - Edmon CHUNG
 - 9.3.2 Namesphere - Edmon CHUNG
 - 9.3.3 ER3 - Edmon CHUNG
 - 9.3.4 DotPH - Joel DISINI
 - 9.3.5 Atsushi ENDO will witness the process on behalf of the DotAsia Board
- 9.4 Mediation costs are suggested and agreed to being split equally among the 4 parties involved.
- 9.5 General agreement was reached for all DotAsia Board members to sign the confidentiality agreement for the mediation.

10. Face to Face Board Meeting Schedule

- 10.1 First option of October 24-25, 2019 considered, to be confirmed in scheduled June 19 Board meeting.
- 10.2 A proposed ICANN local engagement meeting in Hong Kong on Oct 22-23 was mentioned, and DotAsia as well as ISOC HK, CSC and HKIRC involvement explained.

11. Updates on Planned Travel Schedule

- 11.1 Edmon provided an update to recent changes in travel plans
- 11.2 Edmon provided expense reports requested previously. Further processes on such matters to be discussed at Finance Committee when formed.
- 11.3 There was agreement that there is value in travelling to support visibility of DotAsia and support of the Asia Pacific Internet community.
- 11.4 Observations were provided on project related trips and importance of maintaining their relevance to DotAsia's objective and mission, as well as geographical scope. Maintaining communications with members is also important.
- 11.5 A suggestion that DotAsia staff travel should remain in the discretion of the CEO as long as it is relevant to DotAsia was raised.

12. Finance Updates

- 12.1 Rebecca presented the Audited Financial report for the Consolidated DotAsia Group for the financial year ending September 2018.
- 12.2 Rebecca walked through the Audit Report, including the Statement of Profit or Loss and the Statement of Financial Position for the fiscal year of Sep 2018.
- 12.3 Clarification questions on the Audit Report were raised and responded to by Rebecca. There being no further question, the Audit Report is to be affirmed on the Board mailing list.
- 12.4 Rebecca provided an update on the Cash flow updated to Apr 30, 2019. The updated report format including summary of major items and other changes were discussed and explained.

13. Lawsuit Updates (.box)

- 13.1 Updated timelines and processes of the ongoing lawsuit on .BOX was discussed.

14. Wrap Up

- 14.1 Agreement reached to setup 3 Board Committees:
 - 14.1.1 DotAsia Board Governance Committee
 - 14.1.2 DotAsia Board Finance Committee
 - 14.1.3 DotAsia Board Community Committee
- 14.2 It is suggested each Board member joins at least 1 committee by the next monthly Board meeting online. Each committee should also identify a Chair and staff secretariat support will commence after the committee is created at the next monthly Board meeting online.