

DotAsia Board Meeting Minutes

Date(s) & Time:	October 16 - 17, 2019 (Wednesday - Thursday) 09:00 – 17:00
Location:	Face to Face: Hyatt Regency Hong Kong, Tsim Sha Tsui Zoom Meeting Room (https://aji.asia/zoomboard)
Attendees:	<p>Alireza SALEH**** Atsushi ENDO Edmon CHUNG Lianna GALSTYAN LIM Choon Sai (Remote)* Maureen HILYARD Satish BABU THAM Yiu Kwok Tommy MATSUMOTO Freda CHEUNG (DotAsia Team) June LAU (DotAsia Team)** Rebecca CHAN (DotAsia Team)</p> <p>Guest: Mildred R. Ramos, Principle of RT&Co***</p> <p>Absent: Joel DISINI</p> <p>* Oct 16, 2019 Joined meeting from Discussion Item 5.1.3 Oct 16, 2019 Left meeting after completion of Discussion Item 9.6.5 Oct 17, 2019 Joined meeting from Discussion Item 18 ** Oct 16, 2019 Left meeting after completion of Discussion Item 9.4.6 Oct 17, 2019 Left meeting after completion of Discussion Item 21.2 *** Oct 16, 2019 Joined Discussion Item 5 only ****Oct 17, 2019 Left meeting after completion of Discussion Item 21.2</p>

No.	Action Items:	Owner	Remarks
2019.05.A03	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 CHUNG	Completed
2019.05.A04	Set timeline and scope of exchange of documents for the Mediation	Namesphere Stakeholders	Ongoing
2019.05.A05	Collect and post Statements of Interests (SOIs) from Board Members on DotAsia website	Board Sec	Ongoing
2019.09.A02	Prepare other BGC discussion topics before next F2F meeting	Maureen HILYARD	Completed
2019.09.A03	Prepare report to board regarding BFC status before next F2F meeting	LIM Choon Sai	Completed

No.	Action Items:	Owner	Remarks
2019.10.A01	Draft document request process for Board and circulate to BFC for discussion.	Edmon CHUNG	Completed
2019.10.A02	Explore options to minimize perceived potential conflicts, including but not limited to hiring a part-time staff or accounting firm to oversee certain financial matters..	Edmon CHUNG	Ongoing
2019.10.A03	Propose further resolutions on Namesphere works for consideration by the DotAsia Board.	Edmon CHUNG	Upon obtaining legal advice
2019.10.A04	Explore feasibility and strategic value of supporting candidate community projects from Japan.	Edmon CHUNG	
2019.10.A05	Collect historical information on domain abuse in .Asia for Board discussion on the matter.	DotAsia Team	
2019.10.A06	Create a Board communication group in Skype.	Board Sec	Completed
2019.10.A07	Consult with RSM auditor on salary allocation to Namesphere and requirements of appropriate documentation for accounting.	Rebecca CHAN	
2019.10.A08	Prepare budget layout for 2020-2022	Edmon CHUNG	

#	Resolutions / Decisions:
2019.10.001	<p>Board Meeting Minutes (September 18, 2019)</p> <p>1) Approval of Board meeting minutes of September 18, 2019.</p> <p>Resolved unanimously with Dr. THAM Yiu Kwok abstaining.</p>
2019.10.002	<p>Confirmation of Board Committee leadership</p> <ul style="list-style-type: none"> • Maureen as Chair of Board Governance Committee(BGC) • Satish as Chair of Board Community Committee(BCC) • Choon Sai to lead Board Finance Committee(BFC) until roles and responsibilities statements are completed and adopted. <p>Resolved unanimously.</p>
2019.10.003	<p>Standard Operating Procedure (SOP) of Finance & Procurement</p> <p>1) Board Finance Committee (BFC) has drafted, discussed and presented an SOP of Finance & Procurement for DotAsia operations.</p> <p>2) BFC recommends to the Board for Adoption the SOP of Finance & Procurement</p> <p>Resolved unanimously to adopt the SOP of Finance & Procurement</p>

#	Resolutions / Decisions:
2019.10.004	<p>Further Action on Namesphere Works</p> <p>WHEREAS, an important impetus for the setup of Namesphere and DotAsia's undertaking into participating in the new gTLD program was to contribute knowledge and experience of the ICANN and new gTLD process to support new gTLD applicants in navigating the journey,</p> <p>WHEREAS, Namesphere has been successful in supporting partners through and completing the ICANN process to obtain the rights to operate a number of new gTLDs, including community new gTLDs,</p> <p>WHEREAS, DotAsia's historical role for such may be near completion and DotAsia should focus its efforts more on the .Asia TLD and community projects aligned with DotAsia's vision and mission going forward,</p> <p>NOW THEREFORE, it is RESOLVED unanimously to instruct the CEO to proceed in exploring further actions on Namesphere works, and to obtain quotations for selection of legal services to support such exploration based on the adopted SOP Finance and Procurement procedures.</p>

Discussions on October 16, 2019:

1. Roll Call

- 1.1 With no objection from board members present, Mr. Atsushi ENDO continued to chair the Board meeting on Oct 16 – 17, 2019.
- 1.2 Roll call. Those present for all or part of the meeting are included in the Attendee section.

2. Review / Amend Agenda

- 2.1 October 16, 2019 agenda was accepted with addition of discussion with RT&Co.

3. Updates of SOI (Statement of Interest)

- 3.1 Pending reply from Joel and Dr. Tham as of October 15, 2019.
- 3.2 Dr. Tham declared that he has no direct or indirect interest in a contract or a proposed contract with DotAsia and did not have any conflict of interest.
- 3.3 Satish declared that he had been elected Chair of Asia Pacific School of Internet Governance (APSIG) since last meeting. APSIG has a transaction arrangement with DotAsia. DotAsia is responsible for receiving APSIG funding and sponsorship since APSIG has no bank account and legal registration.
- 3.4 Employees who have close relations with CEO was discussed. Dr. Tham pointed out that he believed that the CEO had not declared his relationship in the employment of some employees. Other members of the Board disagreed. Edmon explained that personnel hired are highly qualified professionals and not hired because of the relationship. The Board agreed. Dr. Tham indicated his concern

on the matter.

- 3.5 It was clarified that the SOI is not mandatory but is encouraged to more clearly declare the relationship between the organization with each board member.

4. Approval of last Board Meeting Minutes (September 18, 2019)

- 4.1 Last meeting minutes and action items updates were presented.
- 4.2 Mediation process is pending (2019.05.A04) on signed mediation agreements including confidentiality agreements from Joel.
- 4.3 Formality of meeting minutes was discussed.
- 4.4 Meeting minute circulation schedule was discussed. Board Sec will put best effort to circulate the draft minutes 2 weeks prior to the next board meeting with dependency on the length and volume of minutes preparation required between board and committee meetings.
- 4.5 Board Meeting Minutes 2019.09.18 approved unanimously with Dr. Tham Yiu Kwok abstaining. (2019.10.001)

5. Reyes Tacandong & Co. (RT&Co) Namesphere Transactions Audit

- 5.1 Edmon briefed the Board on current audit situation prior to discussion with RT&Co.
- 5.1.1 Edmon explained that Joel was actively involved in the auditor selection process and that it was understood that the audit is a requirement prior to mediation. The sequence of event is as follows:
- 5.1.1.1 Emails exchanged between Joel and the board regarding the request of receipts and Namesphere transaction records.
- 5.1.1.2 Edmon explained that the bulk request of all transaction documents and receipts for the Namesphere transactions was unreasonable.
- 5.1.1.3 It was agreed with Joel that instead, the audit firm RT&Co identified by Joel, will perform an onsite investigative audit against the Namesphere transactions.
- 5.1.1.4 It was also agreed that DotAsia will retain the services of RT&Co and the costs of the audit will be borne equally between DotAsia and Namesphere.
- 5.1.1.5 Thereupon DotAsia management completed and signed the engagement contract with accounting firm RT&Co to audit the Namesphere transaction records.
- 5.1.1.6 There was no disagreement raised on the understanding of the sequence of events.
- 5.1.2 Audit scope was presented to the Board.
- 5.1.3 Preliminary report was received from RT&Co and DotAsia management has responded with comments and in the process of providing additional information to RT&Co.

- 5.1.4 RT&Co has acknowledged and generally accepted the edits from DotAsia and is in the process of updating the report.
 - 5.1.5 RT&Co explained that it has received a request from Joel to release the preliminary audit report to himself and DotPH stating that DotPH should be regarded as the client for the audit.
 - 5.1.6 The audit report circulation process was confirmed with RT&Co.
 - 5.1.7 It was reiterated that the execution of the Mediation Agreement and corresponding confidentiality agreements were considered important in order to move forward with the mediation process.
 - 5.1.8 Edmon explained that RT&Co has suggested terminating the contract with DotAsia due to threat of legal actions from Joel/DotPH. However, given that the report is understood to be a requirement for entering into Mediation, it is in the interest of DotAsia to continue the contract and finish the report.
 - 5.1.9 To address transparency concerns from Joel, it is agreed with RT&Co that upon completion of the final report, DotAsia will provide the final and all versions of the report to DotAsia Board of Directors and stakeholders of Namesphere with copy to RT&Co to ensure that all versions are released.
 - 5.1.10 There was discussion that the audit reports and receipts are company transactions and with reference to Article 67 of the DotAsia M&A, books of account “shall always be open to the inspection of the directors”.
- 5.2 RT&Co and DotAsia Teleconference Discussion
- 5.2.1 Mildred Ramos, RT&Co legal team and DotAsia board members, Mildred confirmed that the preliminary audit report was only released to DotAsia and that discussions had been held with DotAsia and amendments will be incorporated.
 - 5.2.2 Mildred expressed that RT&Co is considering terminating the engagement with DotAsia due to legal concerns with Joel/DotPH.
 - 5.2.3 Edmon expressed that since there was agreement between RT&Co and DotAsia (and Namesphere) on the scope of work and with most of the items included in the preliminary audit report, DotAsia would like to proceed to continue to work with RT&Co and finalize the report.
 - 5.2.4 Edmon further explained that to increase transparency, the DotAsia Board has agreed that upon completion of the final report, DotAsia will provide the final and all versions of the report to DotAsia Board of Directors and stakeholders of Namesphere with copy to RT&Co to ensure that all versions are released.
 - 5.2.4.1 Participating Board members accepted the process with the exception of Dr. Tham who registered his reservations.
 - 5.2.5 RT&Co agreed that it will proceed with completion of the report and email the Board and Joel regarding clarifications of RT&Co’s understanding and agreement, without including any materials or report in the emails.

6. Election of the Board Chair and Officers

- 6.1 Concern was raised on whether the roles and responsibilities of the Board Chair should be defined and adopted before formalizing the election.
- 6.2 It was agreed that discussion of governance, roles and responsibilities of the board chair and officers should be continued through the Board Governance Committee (BGC) with consideration that Board Members are volunteers and are geographically dispersed.
- 6.3 There was general understanding for Mr. Atsushi ENDO to continue to serve as Chair of Board Meeting and to be confirmed before each board meeting.
- 6.4 It was discussed and there was consensus that, Board Financial Committee (BFC) Chair will act as Board Treasurer; Board Governance Committee (BGC) Chair will act as Board Secretary.
- 6.5 It was also discussed for plans to be made for a short Board Meeting to be convened immediately after the AGM for the election of the Board Chair, should the roles and responsibilities of the Board Chair be completed by then.
- 6.6 Appointment of Board Committee Chairs. Resolved unanimously that Board Committee leadership remains as follows (2019.10.002):
 - Ms. Maureen HILYARD as Chair of Board Governance Committee (BGC)
 - Mr. Satish BABU as Chair of Board Community-Projects Committee (BCC)
 - Mr. LIM Choon Sai to lead Board Finance Committee (BFC) until roles and responsibilities statements are completed and adopted.

7. DotAsia Vision and Mission

- 7.1 DotAsia Vision and Mission was reviewed:
 - 7.1.1 The vision of DotAsia is to create a globally visible domain that embodies the successful, cooperative atmosphere established within the Pan-Asia and Asia-Pacific Internet community to accelerate the overall growth of the region.
 - 7.1.2 The mission of DotAsia is:
 - To sponsor, establish and operate a regional Internet namespace with global recognition and regional significance, dedicated to the needs of the Pan-Asia and Asia-Pacific Internet community.
 - To reinvest surpluses in socio-technological advancement initiatives relevant to the Pan-Asia and Asia-Pacific Internet community; and
 - To operate a viable not-for-profit initiative that is a technically advanced, world-class TLD registry for the Pan-Asia and Asia-Pacific community.
- 7.2 The Board reaffirms the DotAsia Vision and Mission as set out, and emphasizes that DotAsia works must remain firmly aligned with the Vision and Mission.
- 7.3 There was discussion that the last bullet point in the mission statement may be the top priority at this time. There was also discussion that the Vision and Mission statements must be treated as an integral statement as the Vision on its own does not already incorporate the important aspects of being a not-for-profit initiative and the mandate to support socio-technological advancement initiatives (such as the many Community Projects that DotAsia already contributes to).

- 7.4 There was agreement that DotAsia activities as well as strategies explored within Board Committees should be closely aligned with DotAsia's Vision & Mission.
- 7.5 DotAsia Core Values and Core Competencies framework developed by the DotAsia Team was presented.
- 7.6 There was agreement to focus on the development of .Asia TLD and DotAsia mission and vision and minimize involvement in commercial new gTLDs.

8. Board Finance Committee (BFC) Updates

- 8.1 Choon Sai briefed the board on the BFC report.
- 8.2 The draft Standard Operating Procedure (SOP) of Finance & Procurement was discussed.
- 8.3 Resolved unanimously to adopt the SOP of Finance & Procurement. (2019.10.003)
- 8.4 BFC agreed that salaries of individuals are strictly confidential and should not be revealed to BFC. If needed in the future, Board could decide whether to set up another committee to review salary details.
- 8.5 Discussion on non-committee board member participating in Board Committee meetings.
 - 8.5.1 Edmon confirmed that all committee meeting minutes / recording / transcript are accessible through the DotAsia Board Wiki by all Board Members.
 - 8.5.2 There was general acceptance that non-committee members can join committee meetings and provide feedback.
 - 8.5.3 There was general understanding that Board Committees would make recommendations to the Board and the Board would review the recommendations at a quorate meeting.
- 8.6 BFC meeting minutes on September 12, 2019 was reviewed.
 - 8.6.1 Discussion on provision of supporting documents for payment authorization.
 - 8.6.1.1 Some members expressed that all supporting documents should be submitted to signatories when transaction approval is required; while others suggest that specific supporting documents can be requested by signatories when random validation is solicited.
 - 8.6.1.2 Board Finance Committee suggested that a process be put in place where the board could ask for supporting financial documents in general, with a special consideration of payment authorization signatories where transaction records and documents can be provided by default based on the request of the signatory. Board Finance Committee suggested that DotAsia Team draft a financial document request process and circulate to BFC for discussion (2019.10.A01).

8.6.1.3 September 12, 2019 BFC minutes approval to be deferred to next BFC meeting.

8.7 Consideration of ICBC Banking and Signatory Arrangements updates to be deferred.

9. Board Governance Committee (BGC) Updates

9.1 Maureen led the discussion on results from the Board Governance questionnaire.

9.1.1 It was agreed that the questionnaire summary report reflects the board members' opinion and views on the roles and responsibilities between the Board, the Board Chair and the CEO. Further discussions on finalizing the roles and responsibilities can be based on the summary report.

9.1.2 It is suggested that all Board Members along with the Board Chair be ambassadors of DotAsia.

9.1.3 It was discussed that the Board Chair should be welcomed to join any Board Committee but not mandatory, whereas the CEO should be included in all Board Committees as the ex officio. It is further noted that the Board and Board Chair responsibilities should be reasonable to encourage participation.

9.1.4 It was discussed that a Code of Conduct for Board Members should be developed.

9.1.5 It was discussed that finalized description of the roles and responsibilities should be announced to DotAsia Members. Guidelines for the Board Chair should also be published on the website and reported at DotAsia AGMs.

9.1.6 It was reminded that changes in the constitutional documents (i.e. the M&A) of DotAsia can only be made with approval from 75% of DotAsia Members.

9.2 DotAsia Members

9.2.1 Currently there are a total of 30 DotAsia Members listed on the DotAsia website, including 8 regional Internet organizations (Co-Sponsor Members) and 22 ccTLDs (Sponsor Members).

9.2.2 It was noted that currently only a limited number of Members are actively involved in DotAsia and that Members are engaged primarily for election proceedings.

9.2.3 Further discussion on engaging with Members as well as the Membership structure should be had.

9.3 Member's and Board of Directors' Liability in DotAsia

9.3.1 It was clarified that DotAsia is registered as a limited-by-guarantee corporation with no shares. The rights of Members are defined by the M&A including voting rights. The limited liability as set out in the DotAsia M&A is HK\$1 per Member.

9.3.2 DotAsia maintains a Directors and Officers' (D&O) insurance for its Board Directors and Officers.

9.3.3 Directors' Liability detail can be referenced in Article 72 of the DotAsia M&A.

9.4 Subsidiary Matters Discussion

9.4.1 Article 54 of the Namesphere M&A was reviewed. Dr. Tham expressed some concerns with how some decisions were made in the past and going forward more formal processes should be put in place. DotAsia Team clarified that both Dr. Tham Yiu Kwok and Mr. Edmon Chung are directors for both Namesphere Ltd. and Namephere Holdings Ltd.

9.4.2 It was discussed that the creation of Board Committees and formalizing resolution was put in place to enhance DotAsia's governance.

9.4.3 It was suggested that a similar SOP of Finance & Procurement should be adopted by DotAsia subsidiaries.

9.4.4 There was general agreement that DotAsia should focus on the .Asia TLD and community projects aligned with DotAsia's vision and mission.

9.4.5 It was clarified that both DotAsia Organisation and DotAsia Foundation are member-based companies which are registered as limited by guarantee without share capitals. DotAsia Foundation has only one member which is DotAsia Organisation. There was agreement that stakeholders of DotAsia, besides DotAsia Members include staff, customers, partners and the general public.

9.5 Financial Officer Discussion

9.5.1 There was agreement that while a close personal relationship between the management exists, to address any perceived potential conflicts on financial matters, additional measures should be explored.

9.5.2 There was agreement to request Edmon to explore options to minimize perceived potential conflicts, including but not limited to hiring a part-time staff or accounting firm to oversee certain financial matters.
(2019.10.A02)

9.5.3 It was discussed that the Board Treasurer is a volunteer position who may or may not be a qualified accountant who can advise the Board on aspects of finance and financial operations for DotAsia.

9.6 Board Chair Election Discussion

9.6.1 It was suggested that the Board Chair should be elected by the board prior to or immediately following the AGM and reported to the Members.

9.6.2 Chair election process of other organizations as well as procedures for incoming and outgoing Chairs at and around AGMs were discussed.

9.6.3 It was agreed that if the Board Chair roles and responsibilities can be finalized by the upcoming AGM that a brief Board Meeting immediately after the AGM be convened after the AGM for the election of the Board Chair.

9.6.4 It is recommended that Board Chair candidates demonstrate good experience and knowledge of DotAsia operations and matters.

10. Namesphere Discussions

- 10.1 As per the Action Item from May 2019 Board meeting (2019.05.A03) Edmon provided an update on Namesphere works.
 - 10.1.1 Front-end Registry Services Provider (FRSP) for PCCW
 - 10.1.1.1 PCCW brand gTLDs are currently operationally in the root (i.e. ICANN processes complete) but inactive. Namesphere provides maintenance services for liaising with ICANN and Backend Registry Services provider, as well as with accounting and legal departments of PCCW.
 - 10.1.1.2 Particulars of the PCCW agreements were presented, including pricing and contract terms.
 - 10.1.2 FRSP for .世界 (.WorldIDN), .健康 (.HealthIDN).
 - 10.1.2.1 Both gTLDs have completed ICANN processes as well as through Sunrise and Landrush periods. Namesphere is providing Front-end Registry Services including liaising with ICANN, Backend Registry Services Provider as well as developing marketing programs and coordinating with Accredited Registrars.
 - 10.1.2.2 Particulars of the agreements with Stabletone were presented, including pricing and contract terms.
 - 10.1.3 .网站 (.WEBinChinese)
 - 10.1.3.1 Namesphere serves as the Front-end Registry Services Provider and retains a 50% shareholding of .WEBinChinese entity.
 - 10.1.3.2 .WEBinChinese has successfully obtained the China license from MIIT, and a “relaunch” (i.e. revitalization of market development activities) for the TLD is scheduled to begin at a registrar event in China in November 2019.
 - 10.1.3.3 Particulars of the shareholding structure and shareholder agreement were presented.
 - 10.1.4 .SPA – Asia Spa and Wellness Promotion Council (ASWPC)
 - 10.1.4.1 Ratification of recommendations to ASWPC was confirmed during the Sep 18, 2019 board meeting (Resolution 2019.09.003).
 - 10.1.4.2 ASWPC has requested assistance on completing ICANN processes. In accordance with the DotAsia Board resolution and direction, DotAsia will continue to provide assistance through the ICANN processes but cease further negotiations with ASWPC.
 - 10.1.4.3 Given that agreements for the formulation of a separate structure which would include Namesphere for the operation of the .SPA community gTLD have not been successfully executed, considerations may be required for concluding the prior investments.
 - 10.1.5 .BOX

10.1.5.1 Ongoing legal dispute with partner in Canada.

10.1.5.2 Further actions may need to depend on litigation process, including mandatory mediation process that is anticipated.

10.2 Board Discussion on Namesphere & Related gTLDs.

10.2.1 There was acknowledgement that DotAsia's support to Namesphere has been successful in providing knowledge and experience to support Namesphere partners in navigating through and completing the ICANN process to obtain the rights to operate a number of new gTLDs, including community new gTLDs, in alignment with DotAsia's purpose for Namesphere as set out originally.

10.2.2 There was also acknowledgement that DotAsia's historical role for supporting partners in the new gTLD process may be near completion and DotAsia should focus its efforts more on the .Asia TLD and community projects aligned with DotAsia's vision and mission going forward.

10.2.3 Particulars of contracts with partners were discussed and considered.

10.2.4 There was agreement on obtaining legal advice in Hong Kong to consider contracts as well as Namesphere matters. Bearing in mind the business disputes and lawsuit, Dr. Tham cautioned that the interests of the CEO and his company ER3 should be kept distinct.

10.2.5 Resolved to obtain quotations for selection of legal services based on the adopted SOP Finance and Procurement procedures, and to proceed in exploring further actions on Namesphere works. (2019.10.004)

10.2.6 It was discussed that upon obtaining legal advice, that further resolutions on Namesphere works are to be drafted for consideration by the DotAsia Board (2019.10.A03).

11. .mo (Macau) Updates

11.1 Operated .MO (MONIC) since 2011.

11.2 Contract with CTT (Macau Post and Telecommunications / Correios e Telecomunicações de Macau) extended until Feb 2021.

11.3 Operated by HNET Asia Limited, a joint venture of HN Group (Macau) 60% and DotAsia Organisation 40%, with equal voting rights for key decisions at the board (i.e. both DotAsia directors and HN Group directors must agree).

12. .KIDS Updates

12.1 Reaffirmation that .KIDS is not part of Namesphere works.

12.2 DotAsia will continue to support the DotKids Foundation as a partner and founding sole member, and through the ICANN process.

12.3 Preparation Committee being formed from Global Children Rights & Welfare community to establish DotKids foundation with the aim for the foundation to eventually become an independent entity. Nevertheless, that time frame may be anticipated to be long.

13. Mobile Subscription Registration System for Timor Leste (MSRS.TL) Updates

- 13.1 DotAsia is currently providing services to The National Communications Authority of Timor-Leste / Autoridade Nacional de Comunicações (ANC) to develop a registry system for mobile phone subscriptions.
- 13.2 ANC has also requested information regarding supporting the .TL domain potentially similar to deployment for .MO. .TL is currently operated by Council of County Code Administrators (CoCCA).

Discussions on October 17, 2019:

14. Review / Amend Agenda

- 14.1 October 17, 2019 agenda was accepted with minor schedule adjustment.

15. Community Project & Social Media Engagement Updates

- 15.1 Updates on APriGF.Asia, Youth IGF, Multi-Stakeholder Steering Group (MSG) and NetMission.Asia were provided by DotAsia Team.
 - 15.1.1 Positive comments received regarding DotAsia's performance as the Secretariat in APriGF 2019.
 - 15.1.2 Financial contributions from DotAsia and income from sponsorships for APriGF were discussed. It was explained that this year, DotAsia received some funding from the UN IGF Secretariat fund for its work as the APriGF Secretariat, in particular for the Synthesis Document.
 - 15.1.3 Edmon presented a paper prepared in 2015 indicating that DotAsia absorbs, i.e. contributes, about US\$90,000 internal costs per year serving as the APriGF Secretariat.
 - 15.1.4 It was further explained that the Request for Proposal (RFP) for APriGF hosts have been updated to include a requirement to provide travel support for the Secretariat (i.e. DotAsia) including a site visit and also for deployment of the event.
 - 15.1.5 The contribution of NetMission.Asia activities to DotAsia's Vision & Mission was discussed. The NetMission.Asia program was one of the first youth initiatives on Internet Governance around the world, which helped spark a global Youth IGF movement. The NetMission.Asia program also started the Internet governance work which is closely tied to DotAsia's Vision & Mission to support the Internet community in Asia Pacific, and helped create opportunities leading to the APriGF, IGFSa and cooperation with APNIC, ISOC, ICANN and the UN IGF Secretariat. However its contribution to DotAsia's Vision and Mission is difficult to measure or quantify.
 - 15.1.6 There was agreement that the measurement of contribution should be discussed within the BCC especially when quantitative measurement may not be applicable.

- 15.2 Updates on Universal Acceptance Steering Group Project (UASG)
 - 15.2.1 DotAsia team provided an overview of the UASG project.
 - 15.2.2 DotAsia has completed the ICANN contract to provide technical marketing and secretariat support to the UASG team.
- 15.3 Brief sharing on DotAsia Strategic Development Coordination
 - 15.3.1 DotAsia team explained the monthly coordination meeting among operational and supporting area team members to highlight key business updates and coordinate strategic priorities, project requirements, resources and challenges.
- 15.4 Updates on China Internet Enterprise Alliance
 - 15.4.1 DotAsia has been appointed as the Secretariat to provide administrative support (including meeting & logistics support, ICANN/IG community liaison and corporate maintenance), website support and technical support to a newly (to be) formed alliance.
 - 15.4.2 The China Internet Enterprise Alliance (name to be confirmed) is formed by large Internet companies in China with a focus on trademark, copyright and domain names, i.e. intellectual property rights issues online. The group is looking to participate at ICANN, IGF and other Internet governance forums.
- 15.5 A video featuring highlights and progress on DotAsia social media engagement was presented.

16. Board Community Projects Committee (BCC) Updates

- 16.1 Satish led the discussion on Community Projects. Background for setting up BCC was explained.
 - 16.1.1 Community projects are focused on providing support to the Internet community, in particular for the Asia Pacific community. Most of the works attempt to incorporate DotAsia's branding strategy.
 - 16.1.2 Prioritization and project commitment are to be decided based on the DotAsia Core Values and Core Competency framework.
- 16.2 List of some discontinued / suspended projects was presented and considered.
- 16.3 List of current projects was presented and considered.
- 16.4 BCC will start to work to consider the categorization and prioritization of projects based on the DotAsia Core Values and Core Competency framework.
- 16.5 There was agreement that selection of future projects will assume minimum cost to DotAsia or be paid or grant supported projects such as Secretariat roles.
- 16.6 There was agreement that Youth and Internet Governance projects should continue as they convey a strong brand associated with DotAsia.
- 16.7 There was discussion on how to better increase DotAsia's visibility and branding through community projects, and to be in better alignment with the DotAsia vision.

- 16.7.1 There was understanding that the visibility of DotAsia at APriIGF, UN IGF and ICANN should be evident, however further considerations should focus on how to translate that awareness to .Asia domain registrations or other DotAsia service opportunities.
- 16.7.2 The importance of conveying different branding personalities for different projects and audiences was discussed. For example, Ajitora branding may be suitable for children and youth, and more professional and formal character may be useful for secretariat and governance works.
- 16.8 Suggestion was brought up to clarify and update the definition of the immediate DotAsia community (hence stakeholders):
 - 16.8.1 There was observation that the delineation of the DotAsia's immediate community has evolved as DotAsia develop over the years. When DotAsia was first started, a lot of emphasis was placed on the support to get through the ICANN process as well as policy matters for the launch of .Asia. Sponsor (i.e. ccTLD) members provided good support for this.
 - 16.8.2 It was identified that now DotAsia will need to focus more efforts on increasing domain registration uptake, therefore promotion and market development efforts are more important. It was further identified that price discount marketing efforts appear to be the only effective way of promoting .Asia, but the approach may not be optimal.
 - 16.8.3 Most registrars and resellers are not involved in Internet Governance where DotAsia has a stronger presence.
- 16.9 There was discussion about how an Advisory Committee can be used to increase idea generation and outreach, and in some ways fine tuning DotAsia's immediate community (i.e. stakeholders) from only with ccTLDs predominantly.
- 16.10 There was agreement that further discussions should be had on how to better engage DotAsia Members, to enhance interaction with them and expand participation of DotAsia Members in the organizational governance and works.
- 16.11 Various ideas on market development and promotions were explored, including strategically providing some free .Asia domains.
- 16.12 Edmon presented cost calculation information from some previous secretariat projects.
 - 16.12.1 It was explained that service fees are generally calculated based on a cost recovery purpose with some additional buffer.
 - 16.12.2 Cost of APriIGF Secretariat services (as also presented in 15.1.3 above) included mainly travel costs for IG engagement, outreach, site visit and deployment of the event itself.
 - 16.12.3 Cost of secretariat service for UASG, IGFSAs and China Internet Enterprise Alliance, etc. are estimated to include personnel, overhead provisions and technical support.
- 16.13 Discussion on DotAsia Foundation
 - 16.13.1 It was explained that in general business operation, DotAsia uses rough percentages of overall time spent for personnel cost allocation (i.e. allocation of staff costs from DotAsia Organisation to DotAsia Foundation); Unlike lawyers and accountants who uses timesheets, due to the nature of the works, such mechanism (i.e. timesheets) do not

- appear to be effective as conversations with partners can move between projects.
- 16.13.2 There was agreement to have a budget-based approach with key projects and staff allocation cost listed to identify how projects and resources are allocated.
 - 16.13.3 It was clarified that for all intents and purposes, DotAsia treats the Foundation and the Organisation as the same entity. Both are integral units; resources are infused with differentiation reconciled for accounting and audit purposes.
 - 16.13.4 DotAsia Foundation is setup as a limited by guarantee organization with only one member which is DotAsia Organisation itself. The current directors are Dr. THAM Yiu Kwok and Mr. Edmon CHUNG.
- 16.14 Tommy-san briefed about some candidate community projects from Japan.
- 16.14.1 A 3-year project supported by Japan International Cooperation Agency (JICA) funding for expansion of rescue activities in providing services and EMS system equipment (app to avoid road traffic accident/deaths) in Asia is looking for support of server and hosting operations with the possibility of utilizing a .Asia domain for their activities.
 - 16.14.2 Japan Masters Swimming Association is looking to expand its collaboration with similar associations across Asia, and may be looking for a secretariat function to support such expansion.
 - 16.14.3 DotAsia team to explore feasibility and strategic value of supporting such activities.
- 16.15 Discussion on Sponsor Community Project (SCP) Fund and enhancing member engagement in general.
- 16.15.1 The original SCP structure is that US\$1 is set aside for Sponsor Members (ccTLDs) for each domain name registered within their cc-locality. Based on feedback received from JPRS during AGM 2014, an expiration system was introduced and the reserved funds return to the general DotAsia pool for supporting Community Projects if it is not used after 4 years.
 - 16.15.2 Previously some Sponsor Members have expressed difficulty in obtaining the funds due to SCP requirements. It was discussed that DotAsia should consider how to better encourage participation of members in SCP activities that align well with DotAsia's vision and mission.
 - 16.15.3 It was discussed that DotAsia structure and project information should be better shared with Members to build connections and relations, as well as for enhancing engagement.

17. .Asia Market Development Updates

- 17.1 .Asia Registry Monthly Scorecard and .Asia Market Development activities were presented by DotAsia team.
- 17.2 Quality of domain usage, especially for low cost pricing promotions were inquired. DotAsia team explained that DotAsia's portfolio is generally healthy and works with

Afilias' abuse team proactively especially during low cost promotions to curb abusive domains.

- 17.3 There was discussion about how different TLDs may have different policies on how to determine the definition of domain abuse and the suspension process.
- 17.4 There was suggestion for the Board to consider the topic of domain abuse further based on statistics of abusive domains and suspensions in .Asia historically. (2019.10.A05)

18. DotAsia Branding and Overarching Narrative Discussion

- 18.1 DotAsia team presented its work earlier on identifying the Moment of Maximum Emotional Impact profile for .Asia as a product. Based on that and the team discussions, DotAsia has identified that using emotional impact and capturing Asian cultural similarities across the regions can better appeal to users' innate interest to use .Asia, i.e. to identify the moments when .Asia can be the "autopilot" choice TLD for registrants.
- 18.2 DotAsia branding brochure, which was put together with the new overarching narrative and branding approach was presented.

19. Discussion on YMI 2019

- 19.1 Due to lower than expected interest, DotAsia team will further review if YMI (Youth Mobility Index) should be continued at the end of 2019.

20. Board Elections Schedule

- 20.1 Rough draft of the Board election schedule was presented to Board members.
- 20.2 Clarification on nomination process was discussed.

21. Monthly Board Meeting Dates

- 21.1 Monthly meetings to be rescheduled to Thursday (from Wednesday previously) starting from November 2019.
- 21.2 There was suggestion for creating a communication group on Skype to facilitate Board discussions. (2019.10.A06) There was agreement that formal Board discussions will remain through the Board and Board Committee mailing lists.

22. DotAsia Financial Updates

- 22.1 Unaudited financial statements for the Accounting period between Oct 1, 2018 to Mar 31, 2019 was presented by DotAsia team.
- 22.2 It was clarified that new ICANN fees started from Jul 1, 2019 upon the signing of the new Registry Agreement (renewal) with ICANN.
- 22.3 The matter of temporarily withholding salaries and office expenses allocations to Namesphere was raised. This is expected to be a point of discussion for the anticipated mediation with Joel/DotPH.
 - 22.3.1 The holding pattern requires further Board discussion.

- 22.3.2 It was suggested that DotAsia further consult with financial auditor RSM on proper documentation for such cost allocations. (2019.10.A07)
- 22.4 It was noted that total operating expense had decreased due to reduction of salaries, finance charges, mortgage, marketing and travel. It was clarified that reduced salary expense was compensated by outsourcing work and cutting down on headcount, and have not affected the operations of DotAsia.
- 22.5 Balance Sheet, expenditures, and domain income was shared with board members.
 - 22.5.1 Dr. Tham questioned why DotAsia's equity in HNET was lower than the previous year. It was clarified that HNet's reduced equity is based on auditor's provided figures. The figure is based on yearly review of HNet's account to calculate the shares of DotAsia in HNet.
 - 22.5.2 It was clarified that the property revaluation reserve is calculated annually by the auditor, and also that any accumulated gain or loss will carry forward to the following year.
 - 22.5.3 It was suggested that future Balance Sheet should list the breakdown of Accounts Payable.

23. Cash Flow Summary Updates

- 23.1 Rebecca presented the updated cash flow statement and projections as of Sep 30, 2019 which had been sent to the Board via email.
- 23.2 It was explained that the main changes included an improved Registrar deposits projection based on monthly average and the addition of provision for the MSRS.TL development and deployment project (as updated in 13 above).

24. Budget Development

- 24.1 Budget Framework and 2018-2020 budget was presented and discussed. Several improvements of the budget framework were discussed:
 - 24.1.1 Board travel and activities to be separated from the overall travel allocations.
 - 24.1.2 DotAsia Foundation allocations (including projected salary allocations as per discussions in 16.13.2 above) be separately presented in the Budget (similar to the Cash Status updates).
 - 24.1.3 Income projection to align with Cash Status updates.
- 24.2 It was agreed for DotAsia to prepare and approve the budget on an annual basis and keep the projection in 2-year cycles for better foresight. An updated budget layout to be shared at the next board meeting. (2019.10.A08)
- 24.3 Community contributions by DotAsia in the form of supporting other partners' events was discussed.
 - 24.3.1 DotAsia often absorbs its own travel costs as community contributions, i.e. having personnel actively participate at partner event. It was clarified that discount carrier and accommodation is selected where applicable.

- 24.3.2 It was clarified that travel costs of APriGF, APIGA, etc. are allocated under DotAsia Foundation.
- 24.4 There was suggestion for budget development to consider future actions on Namesphere, including relevant tax implications.
- 24.5 Categories in the budget plan were discussed.
 - 24.5.1 There was suggestion on identifying and separating the fixed administrative costs (e.g. domain abuse protection service) from backend registry services provider, from the variable costs (e.g. per domain year fees)
 - 24.5.2 Likewise the separation of fixed and variable ICANN fees.
 - 24.5.3 There was discussion about including costs for anticipated external consultants and legal services in budget plan.
- 24.6 Circulation of budget plan was discussed. It was suggested that the Budget plan be first presented and discussed at the BFC, and thereupon be reported by the BFC Chair to the full DotAsia Board.

25. Travel plan of CEO

- 25.1 Edmon provided updates to recent changes in travel plans.

26. Board Meeting Schedule

- 26.1 Tentative face to face meeting is scheduled for February 2020 during APRICOT.
 - 26.1.1 Board meeting on Sunday February 16, 2020; AGM on Monday February 17, 2020 afternoon.
 - 26.1.2 It was clarified that traditionally, travel support are given to existing Board Members but not new coming Board Members.
- 26.2 Confirmation on planning for 3 Face to Face Board Meetings for 2020:
 - 26.2.1 February at APRICOT in Melbourne
 - 26.2.2 June at ICANN in Kuala Lumpur
 - 26.2.3 October in Hong Kong.
- 26.3 Travel Arrangement
 - 26.3.1 It was suggested that an additional night of accommodation support be considered where particular travel schedules may have Board Members arriving late in the night.