Special DotAsia Board Meeting (Board Elections 2020) Minutes

Date(s) & Time:	January 9, 2020 (Thursday) 16:00 – 17:30 (UTC +8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	Alireza SALEH Atsushi ENDO Edmon CHUNG Lianna GALSTYAN Maureen HILYARD Satish BABU Freda CHEUNG (DotAsia Team) Jenna FUNG (DotAsia Team) Rebecca CHAN (DotAsia Team) Apologies: LIM Choon Sai Tommy MATSUMOTO Absent: Joel DISINI THAM Yiu Kwok

No.	Action Items:	Owner	Remarks
…	*Previous Action Items are not included due to Special Board meeting for Board Elections update only*		
2020.01.A01	Follow up with MONIC and CTT on obtaining clarification and voting representative for .MO.	DotAsia Team	
2020.01.A02	Further discuss and consider criteria for candidate to fulfil geographic requirement in future Board Election Process.	Board Members	To be brought up for discussion in preparation of next Board elections
2020.01.A03	Further discuss the formation of a Board Election Committee for future Board Election Process.	Board Members	

Discussions:

1.   Roll Call

1.1.   With no objection from Board Members present, Atsushi ENDO continued to chair the Board Meeting on Jan 9, 2020.

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.   With no further comments received, the agenda was accepted.

3.   Updates of SOI (Statement of Interest)

3.1.   No further updates since last Board Meeting.

4.   Board Elections 2020 Update

4.1.   Report on Nominations Period.

4.1.1.   Nomination period ended on Jan 8, 2020. There were 8 nominations in total, 1 for the Co-Sponsor Member category and 7 for the Sponsor Member category: http://nominations.board2020.dot.asia/ (https://www.dot.asia/board-elections-2020/)

4.1.2.   .MO voting representative.

4.1.2.1.   An intent to Second a candidate was received from a representative of HNET.Asia, however the member on record was CTT.

4.1.2.2.   Prior to 2011, .MO was operated by MONIC held under University of Macau. Upon redelegation of .MO in 2011 from the University of Macau to the Macau government, MONIC became operated by HNET.Asia (jointly managed by DotAsia and HN Group in Macau) under DSRT (Direcção dos Serviços de Regulação de Telecomunicações / The Bureau of Telecommunications Regulation), and later CTT (Correios e Telecomunicações de Macau / Macao Post and Telecommunications Bureau). CTT is currently listed as the ccTLD manager in the IANA database.

4.1.2.3.   During the MONIC redelegation, DotAsia had asked DSRT at that time to nominate a voting (and nominations) representative. DSRT only provided an email contact for voting (and nominations) purpose.

4.1.2.4.   DotAsia Secretary clarified the situation to HNET.Asia, and explained that the intent to make the second is not accepted, and will follow up with MONIC and CTT on obtaining clarification and voting representative for .MO. (2020.01.A01)

4.1.3.   Nomination of candidates from Sponsor Member to Co-Sponsor Member category.

4.1.3.1.   DotPH, a Sponsor Member submitted an intent to nominate a candidate for the Co-Sponsor Member category. This nomination conflicts with the DotAsia Memorandum & Articles of Association as well as the Board Elections Procedures, which states that, "Both proposer and the seconder must be from the same category of Members as the category for which the candidate is standing for election."

4.1.3.2. DotAsia Secretary clarified the situation to DotPH and explained that the intent to nominate is not accepted.

4.1.4. It was clarified that for Election 2020, there are 4 open seats for the Sponsor Member category and 1 open seat for the Co-Sponsor Member category. The Board of Directors of DotAsia is made up of a maximum of 11 members: 8 seats returned by Sponsor Members, 2 seats returned by Co-Sponsor Members, and 1 seat for the CEO. There is a geographic formation requirement for the Sponsor Member seats. Out of the Sponsor Member seats, at least one should come from each of the 4 sub-regions of Asia: 1. North & Northeast Asia; 2. South & Southeast Asia; 3. Middle East & West Asia; and, 4. Australasia & Pacific.

4.1.5. Currently it is not specified how a candidate can fulfil the geographic requirement, e.g. whether by residency and/or nationality. It was agreed to further discuss and consider for future Board Election Process. (2020.01.A02)

4.1.6. It was suggested to have more interaction between DotAsia, Sponsor and Co-Sponsor Members.

5. Voting Period Arrangements

5.1. Voting Process

5.1.1. DotAsia Board Elections Procedures 2020 was sent and the voting process was briefed to the Board.

5.1.2. The number of candidates standing for election in the Co-Sponsor Member category is equal to the number of vacancies in that category, no voting would be required. Satish BABU is therefore deemed elected as he is the only candidate in the Co-Sponsor Member category.

5.1.3. DotAsia will enter into the voting process, which starts on Jan 15, 2020 and ends on Jan 29, 2020 (a period of 2 weeks), with the following 7 candidates up for election for the 4 seats in the Sponsor Member category:

1) Nicole CHAN
2) Billy Mooho CHEON
3) J Emmanuel DISINI
4) Jim HIGGINS
5) Maureen HILYARD
6) Alireza SALEH
7) Christopher TO

5.1.3.1. It was discussed and agreed to list the candidates in alphabetical order by last name.

5.1.3.2. Question was raised if there is any conflict of interest if Christopher TO, the proposed mediator between DotAsia, Namesphere and DotPH, is to become DotAsia's Board Member. It was clarified that Christopher would likely not be able to serve as the mediator if he is elected.

5.1.4. In accordance with the geographical diversity requirement specified in Article 33 of the M&A, there shall be at least 1 Board of Director elected for the sub-region of Australia & Pacific. The 2 candidates from Australia & Pacific sub-region are Jim HIGGINS and Maureen HILYARD. After

voting, if neither of the above 2 candidates received the top 4 highest number of votes amongst all candidates, then the one who received the higher number of votes will be deemed elected, and the rest of the 3 vacancies will be filled by the top 3 candidates from the original voting.

5.1.5.   DotAsia will collect bios / candidacy statements from all candidates. Information collected will be posted online as they are received for voting members' reference.

5.1.6.   Ballots will be prepared for and sent to each voting member before the voting period starts on Jan 15.

5.2.   Board Elections Committee

5.2.1.   There was discussion on whether to create a Board Elections Committee for the Board Elections 2020.

5.2.2.   Ideas and suggestions were discussed on how the Board Elections Committee could be formed, who should or should not be on it, and how it could review and monitor the election and voting process.

5.2.3.   It was agreed that since no process was put in place nor included in the Board Elections 2020 Procedures, no Board Elections Committee will be formed this year.

5.2.4.   There is general agreement that a Board Elections Committee should be convened for future Board Elections, but further discussions are needed in preparation of its formation. (2020.01.A03)

5.2.5.   It was clarified that any comments or complaints regarding the Board Elections 2020 process are to be reported to the DotAsia Secretary who would put it forward to the Board for review.

6.   Next Meeting Schedule

6.1.   Regular Monthly Board Meeting: Jan 23, 2020.

6.2.   F2F meeting at APRICOT: Feb 16, 2020 (AGM: Feb 17, 2020).

6.2.1.   Concern was raised regarding Australia's current situation. As of Jan 9, it was understood that APRICOT will continue. DotAsia will update Board Members if there are any change of status.