

## DotAsia Board Meeting Minutes

<b>Date(s) &amp; Time:</b>	January 23, 2020 (Thursday) 16:00 – 17:30 (UTC+8)
<b>Location:</b>	Zoom Meeting Room: <a href="https://aji.asia/zoomboard">https://aji.asia/zoomboard</a>
<b>Attendees:</b>	<p>Satish BABU Edmon CHUNG Atsushi ENDO Lianna GALSTYAN Maureen HILYARD LIM Choon Sai* Tommy MATSUMOTO** Alireza SALEH Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team) Jenna FUNG (DotAsia Team)</p> <p>Apologies: THAM Yiu Kwok</p> <p>Absent: Joel DISINI</p> <p>* Left after the completion of Discussion Item 8.5; Re-joined meeting during Discussion Item 15 ** Joined meeting during Discussion Item 7</p>

No.	Action Items:	Owner	Remarks
2019.05.A04	Set timeline and scope of exchange of documents for the Mediation.	Namesphere Stakeholders	Joel of DotPH indicating that he may no longer be willing to enter into Mediation.
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	In progress: awaiting quotations more information to be provided when available.
2019.10.A03	Propose further resolutions on Namesphere works for consideration by the DotAsia Board.	Edmon CHUNG	Legal Counsel appointed, preliminary advices received and details in Exco Updates 11.1.
2019.10.A07	Consult with RSM auditor on salary allocation to Namesphere and requirements of appropriate documentation for accounting.	Rebecca CHAN	Completed and implemented into 2019 Financials

No.	Action Items:	Owner	Remarks
			and 2020 Budget.
2019.11.A02	Prepare ICBC changing request documents and bring to IGF for signatures.	DotAsia Team	Signatures obtained from Lianna, Satish, Atsushi, Tommy, Choon Sai and Edmon, awaiting Dr. Tham.
2020.01.A01	Follow up with MONIC and CTT on obtaining clarification and voting representative for .MO.	DotAsia Team	Regular quarterly meeting set up in Feb, will follow up with CTT.
2020.01.A02	Further discuss and consider geographic/nationality criteria for candidate nomination 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	To be brought up for discussion in preparation of next Board elections.
2020.01.A04	Seek legal advice on reporting requirements of DotAsia AGM.	Edmon CHUNG	To be brought up after initial set of legal advice and correspondences are complete.

No.	Resolutions / Decisions:
2020.01.001	Board Meeting Minutes (Dec 19, 2019) 1) Approval of Board Meeting minutes of Dec 19, 2019. Approved unanimously.
2020.01.002	Board Meeting Minutes (Jan 9, 2020) 1) Approval of Board Meeting minutes of Jan 9, 2020. Approved unanimously.
2020.01.003	Request to open new HKD Savings account for New BUD ASEAN Grant and add LIM Choon Sai, Atsushi ENDO, and Edmon CHUNG as authorized signatories for banking transactions for ICBC. Resolved unanimously. <b>Formal Resolution for Bank:</b>

No.	Resolutions / Decisions:
	<p>We hereby certify that the following resolution has been duly adopted, in accordance with the constitutional requirements of the Company, and are in full force and effect.</p> <p>IT IS RESOLVED THAT, the Company opens a new HKD Savings account with ICBC (Asia) and assigns the following persons to be the signatories for this new account:</p> <p style="text-align: center;">CHUNG, Edmon Wang On ENDO, Atsushi LIM, Choon Sai</p> <p>And the signing instruction to be:</p> <ul style="list-style-type: none"> <li>(i) Less than HKD78,000, any one of the authorized signatories to sign.</li> <li>(ii) Between HKD78,000 and HKD195,000, any two of the authorized signatories to sign.</li> <li>(iii) Above HKD195,000, three authorized signatories to sign.</li> </ul>

Correspondence Items:	Receipt Date	Response Actions
Letter from Mildred R. Ramos (RT&Co.).	Oct 24, 2019	Received. Awaiting legal advice for whether further actions are required.
Letter from DotPH (through So, Lung and Associates) dated Dec 18, 2019	Dec 19, 2019	Preliminary response issued from Dundons Solicitors on Jan 2, 2020 followed by a full response issued on Jan 17, 2020.
Letter from DotPH (through So, Lung and Associates) dated Dec 19, 2019.	Dec 19, 2019	Preliminary response issued from Dundons Solicitors on Jan 2, 2020 followed by a full response issued on Jan 17, 2020.

## Discussions:

### 1. Roll Call

- 1.1. With no objection from board members present, Atsushi ENDO continued to chair the Board Meeting on Jan 23, 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. Approval of Last Board Meeting Minutes (Dec 19, 2019)**

- 4.1. Latest version of Draft 1 was presented and briefed to the Board. There was no further comment from Board Members.
- 4.2. The Dec 19, 2019 Board Meeting minutes was approved unanimously. (2020.01.001)

**5. Approval of Last Board Meeting (Board Elections 2020) Minutes (Jan 9, 2020)**

- 5.1. Latest version of Draft 1 was presented and briefed to the Board. There was no further comment from Board Members.
- 5.2. The Jan 9, 2020 Board Meeting minutes was approved unanimously. (2020.01.002)

**6. Review of Action Items**

- 6.1. Action items from Jan 9 minutes were briefed to the Board.

**7. Consideration of .PW membership application**

- 7.1. DotAsia Sponsor Membership application from Thomas BARRETT of PW Registry Corporation was received on Jan 17, 2020.
- 7.2. As per data from IANA, the ccTLD Manager of .PW was listed as Micronesia Investment and Development Corporation, whereas the Administrative Contact was listed as PW Registry Corporation.
- 7.3. It was discussed and suggested that clarification from PW Registry Corporation and Micronesia Investment and Development Corporation should be sought before resolution to accept membership.
- 7.4. It was clarified that even if the .PW membership application is accepted immediately, .PW is not eligible to participate or vote in Board Elections 2020. However, if it is resolved before AGM, .PW will be able to join the AGM in Feb 2020 as a Member. It was agreed to defer the resolution to the next Board Meeting.

**8. New Bank Account for New BUD-ASEAN Grant**

- 8.1. DotAsia's application for BUD ASEAN Grant 2020 was approved. Total approved budget is HKD 671,500. 50% of the cost will be covered by the Hong Kong Government and 50% of the cost will be shared by our partners and DotAsia.
- 8.2. Based on experience in 2019, DotAsia will reduce quantity and improve quality of content for social media campaign 2020.
- 8.3. The BUD program requires a new HKD Savings Account to be opened. A Board Resolution is needed as one of the bank's requirement for opening a new ICBC HKD saving account. It was suggested to match the existing HSBC signing instructions.

- 8.4. It was updated that the previous request for the amendment of ICBC signing instructions is still pending Dr. Tham's signature.
- 8.5. It was agreed that there should be a minimum of 3 signatories for the new ICBC account. Atsushi and Choon Sai expressed the will to be voluntary signatories; therefore, Atsushi, Choon Sai and Edmon are to be appointed as signatories. (2020.01.003)
- 8.6. It was suggested and agreed to clarify with Dr. Tham his will to continue as a signatory of the ICBC bank account. The application will be processed after such clarification.
- 8.7. The bank documents will be prepared for signatures during F2F meeting in Feb.

## 9. Budget 2020 Format/ Framework

- 9.1. Budget Framework and changes from last budget cycle were highlighted to the Board. A draft with figures will be discussed at the next BFC and will be tabled for discussion at the F2F meeting in Feb.
  - 9.1.1. As previously discussed, a new section on Service Provider and ICANN Fees is created under DotAsia Expenses. Previously such fees were included and deducted in the income projection section.
  - 9.1.2. Breakdown of Salary & Cost Allocation under Other Income of DotAsia Organisation was separated into DotAsia Foundation, Subsidy to DotAsia Foundation, and Namesphere.
- 9.2. DotAsia Team will prepare the actual budget for discussion based on this framework.
- 9.3. As DotAsia budget cycle starts in Apr 2020, the detailed input into the new framework will target to be finalized by Apr 2020.

## 10. Face to Face Board Meeting and Annual General Meeting at APRICOT (Feb 16 - 17)

- 10.1. A brief Corporate Timeline was presented to the Board:
  - (1) Jan 24, 2020 - Calling AGM (more than 21 days from AGM)
  - (2) Jan 29, 2020 - Closing of Voting Period (as per Elections Procedure)
  - (3) Jan 31, 2020 - Elections Results sent to the Board (as per Elections Procedure)
  - (4) Jan 31, 2020 - Tabling of Resolutions (more than 14 days from AGM)
- 10.2. Draft agendas for the F2F Board Meeting/Workshop as well as the AGM 2020 was presented as follows.
  - 10.2.1. Sunday Feb 16, 9:00 – 18:00 DotAsia Board Workshop
    - 10.2.1.1. DotAsia Governance Discussions
      - Administrative (Roll Call / SOI/ Minutes)
      - DotAsia Board Governance Framework
      - DotAsia Board Documents Request Process
      - DotAsia Board Code of Conduct
    - 10.2.1.2. DotAsia Market & Community Development
      - .Asia Scorecard & Market Update
      - .Asia Market Development Plan

- DotAsia Community Project Social Impact & Measurement

10.2.1.3. DotAsia Discussion on Namesphere Works

- Lawsuit & Legal Advice Updates
- Summary of Namesphere Financial Position & Transactions
- Moving Forward

10.2.1.4. Preparation for AGM (including Financials)

- Audited Financials Discussion (Financial Year ending Sep 30, 2019)
- DotAsia Plan 2020 & AGM Arrangements
- Budget 2020

10.2.2. Monday Feb 17, 16:30 – 18:00 DotAsia AGM

- Welcome Remarks by CEO
- Board Meeting Chair Remarks
- DotAsia Highlights 2019 & Strategic Plans 2020
- .Asia Registry Technical Updates (Afilias)
- Board Governance Committee Chair Remarks
- Board Finance Committee Chair Remarks
- Board Community Projects Committee Chair Remarks
- Financial Report (Fiscal Year: 2018 – 2019)
- Member Resolutions (Ratification of Board Elections & Reappointment of Auditors)
- Open Discussions
- DotAsia Open Board Meeting: Election of Board Chair (to be confirmed at the F2F Board Meeting)

10.2.3. Monday Feb 17, 18:30 AP\* Retreat Dinner

10.3. It was suggested and agreed to seek legal advice on the formality of reporting required for the DotAsia AGM in accordance with the commercial law in Hong Kong. It was clarified that financial reports were produced and posted along with recordings and presentation files for past AGMs. (2020.01.A04)

## 11. Board Committees Updates

11.1. Board Executive Committee (Exco)

11.1.1. There were two ad hoc Exco meetings on Jan 8 and 10, 2020 regarding two letters from DotPH (through So, Lung and Associates) dated Dec 18 and 19, 2019 which were received on Dec 19, 2019. The letters are uploaded to Board Wiki for reference.

11.1.2. As resolved in the last Board Meeting on Dec 19, 2019, Agnes Wong & Dundons Solicitors was appointed as DotAsia's Legal Counsel. Legal advice was received from Chris Dundons to Exco Members participating in the consultation. In addition to responding to the correspondences, Chris also provided preliminary advice on the Board and fiduciary responsibilities to Namesphere and DotAsia on Jan 3, 2020.

11.1.3. There were two sets of correspondences returned to DotPH through Dundons Solicitors, including 2 preliminary responses dated Jan 2, 2020, and 2 full responses dated Jan 17, 2020, corresponding to the 2 letters received on Dec 19, 2019.

- 11.2. Board Governance Committee (BGC)
  - 11.2.1. Last BGC meeting was held on Jan 21, 2020.
  - 11.2.2. BGC discussed Onboarding procedure in preparation for welcoming new Board Members.
  - 11.2.3. BGC discussed DotAsia Code of Conduct in the last meeting by comparing Code of Conduct frameworks from other organizations.
  - 11.2.4. Governance framework will be ready for presentation at the AGM. Legal advice will be sought from Chris Dundons and included in the framework.
- 11.3. Board Finance Committee (BFC)
  - 11.3.1. Last BFC meeting was held on Jan 14, 2020.
  - 11.3.2. BFC discussed ICBC signatory matters and budget framework as covered in previous agenda.
  - 11.3.3. BFC reviewed the Financial Document Request procedure and legal advice was received from Chris Dundons. It will be tabled to the Board for discussion when ready.
- 11.4. Board Community Projects Committee (BCC)
  - 11.4.1. Last BCC meeting was held on Jan 23, 2020.
  - 11.4.2. BCC recommends the adoption of the existing Core Values and Core Competencies framework developed by the DotAsia team. The framework will be presented to the Board for adoption and to members at the AGM.
  - 11.4.3. Social Impact Assessment of projects was discussed and will be further reported to the Board at the F2F Board meeting.

## **12. Registry Operations Updates**

- 12.1. .Asia Registry Operations (Monthly Scorecard)
  - 12.1.1. Edmon provided an update on the .Asia Registry Operations (Monthly Scorecard) and .Asia Market Development activities.
- 12.2. .Asia Market & Community Development Updates
  - 12.2.1. BUD ASEAN 2020 roadshows being planned for Ho Chi Minh City, Vietnam and Jakarta, Indonesia.
  - 12.2.2. Works to support Asian-Pacific American Heritage month in May 2020 being planned.
  - 12.2.3. Training session for NetMission.Asia 2020 continues. Thank you to Board Members who participated as guest speakers during the NetMission training.
  - 12.2.4. APriGF works are in progress and event to take place in May 2020 at Kathmandu.

**13. Financial Updates**

- 13.1. The latest Cash Flow Summary as of Dec 31, 2019 was presented to Board Members.
- 13.2. There were no major changes from previous projection.

**14. Travel Schedule of CEO**

- 14.1. Edmon provided updates on Jan to Jul 2020 travel plans.

**15. Next Board Meeting Schedule**

- 15.1. Feb 16-17 F2F Meeting in Melbourne (Workshop at APRICOT)
- 15.2. Further monthly meeting dates from Mar to May 2020 were set:
  - 15.2.1. Mar 26
  - 15.2.2. Apr 23
  - 15.2.3. May 21
- 15.3. Jun 26 F2F Meeting in Kuala Lumpur