

## DotAsia Board Meeting Minutes

<b>Date(s) &amp; Time:</b>	April 30, 2020 (Thursday) 16:00 – 17:45 (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 Nicole CHAN Billy CHEON* Edmon CHUNG Atsushi ENDO Lianna GALSTYAN Maureen HILYARD LIM Choon Sai Tommy MATSUMOTO** Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Apologies: THAM Yiu Kwok</p> <p>Absent: Alireza SALEH</p> <p>* Joined meeting during Discussion Item 2.1. ** Left meeting after completion of Discussion Item 8.5.</p>

No.	Action Items:	Owner	Remarks
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: requirements for RFQ to be finalized by BFC.
2019.10.A03	Propose further resolutions on Namesphere works for consideration by the DotAsia Board.	Edmon CHUNG	Preliminary advices received, proceeding as advised.
2020.01.A01	Follow up with MONIC and CTT on obtaining clarification and voting representative for .MO.	DotAsia Team	To be followed up when meetings resume after COVID-19 situation.
2020.02.A02	Clarify the legal status of Cayman Island lawsuit with Ogier.	Edmon CHUNG	Awaiting advice from Ogier.
2020.02.A05	Share Sponsor Community Projects (SCP) allocations (up to Sep 30, 2019) with Sponsor Members.	DotAsia Team	To be completed within May 2020
2020.02.A06	Prepare to conduct a pilot of the DotAsia Onboarding Program with Board members in April 2020	Edmon CHUNG	Completed.

No.	Action Items:	Owner	Remarks
2020.04.A01	Prepare bank documents and execute on adding new signatories and removing signatories who are no longer Directors of DotAsia.	Rebecca CHAN	In progress.
2020.04.A02	Announce the adoption of documents to DotAsia Members after the adoption of Apr 30, 2020 meeting minutes on May Board meeting	DotAsia Team	Website to be prepared before next Board meeting.

No.	Resolutions / Decisions:
2020.04.001	<p>Board Meeting Minutes (Mar 26, 2020)</p> <ul style="list-style-type: none"> <li>Approval of Board Meeting minutes of Mar 26, 2020.</li> </ul> <p>Approved unanimously.</p>
2020.04.002	<p>Request to add Satish BABU and Maureen HILYARD as authorized signatories for banking transactions for ICBC and HSBC, and removed any authorized signer(s) on record that are no longer Director(s) of DotAsia.</p> <p>IT IS RESOLVED THAT, DotAsia will notify its bankers, i.e. HSBC and ICBC, to:</p> <ol style="list-style-type: none"> <li>Add the following directors to be authorized signers: BABU, Satish HILYARD, Maureen</li> <li>Remove any authorized signer(s) on record that are no longer Director(s) of DotAsia.</li> </ol> <p>Motioned by LIM Choon Sai, seconded by Satish BABU. Resolved unanimously.</p>
2020.04.003	<p>DotAsia Governance &amp; Policy Documents</p> <ul style="list-style-type: none"> <li>BGC-001: DotAsia Board Governance Framework</li> </ul> <p>Motioned by Maureen HILYARD, seconded by LIM Choon Sai. Adopted unanimously.</p>
2020.04.004	<p>DotAsia Governance &amp; Policy Documents</p> <ul style="list-style-type: none"> <li>BGC-002: DotAsia Code of Conduct</li> </ul> <p>Motioned by Maureen HILYARD, seconded by Lianna GALSTYAN. Adopted unanimously.</p>
2020.04.005	<p>DotAsia Governance &amp; Policy Documents</p> <ul style="list-style-type: none"> <li>BFC-001: SOP for Finance &amp; Procurement (v1.1)</li> </ul> <p>Motioned by LIM Choon Sai, seconded by Satish BABU. Adopted unanimously.</p>

No.	Resolutions / Decisions:
2020.04.006	<p>DotAsia Governance &amp; Policy Documents</p> <ul style="list-style-type: none"> <li>BFC-002: Company Documents Directors Request Process</li> </ul> <p>Motioned by LIM Choon Sai, seconded by Maureen HILYARD. Adopted unanimously.</p>
2020.04.007	<p>DotAsia Governance &amp; Policy Documents</p> <ul style="list-style-type: none"> <li>DotAsia Core Values &amp; Core Competence Framework (v1.0)</li> </ul> <p>Motioned by Satish BABU, seconded by Lianna GALSTYAN. Adopted unanimously.</p>

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.
Letter from DotPH (from So, Lung and Associates) via Dundons Solicitors dated Feb 14, 2020.	Feb 14, 2020	Preliminary Response issued from Dundons Solicitors on Feb 21, 2020
Letter from ASWPC received on Mar 23, 2020 (erroneously dated Oct 28, 2019).	Mar 23, 2020	Response issued from Dundons Solicitors on Mar 27, 2020, awaiting response from ASWPC.

## Discussions:

### 1. Roll Call

- 1.1. With no objection from board members present, Atsushi ENDO continued to chair the Board Meeting on Apr 30, 2020.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

### 2. Review / Amend Agenda

- 2.1. New agenda item added for the adoption of the DotAsia Core Value & Core Competence Framework.

**3. Updates of SOI (Statement of Interest)**

- 3.1. No further updates since last Board Meeting.

**4. Approval of Board Meeting Minutes (Mar 26, 2020)**

- 4.1. Latest version of Draft 1 was presented and action items were briefed to the Board. There were no further comments from Board Members.
- 4.2. The Mar 26, 2020 Board Meeting minutes were approved unanimously. (2020.04.001)

**5. Banking Resolution (Adding signatories/authorizers)**

- 5.1. Based on discussions at the BFC, it was proposed to add Satish BABU and Maureen HILYARD to be authorized signatories, and to remove any authorized signer(s) on record that are no longer Director(s) of DotAsia.
- 5.2. It was explained that adding authorizers to the HSBC Internet banking could be completed online by Edmon CHUNG as the primary user upon resolution by the Board. Adding signatories for HSBC offline documents and for ICBC online and offline, additional signatures for paper documents as well as in-person visit to the bank will be needed.
- 5.3. Questions were raised on the urgency and timing of the completion of the paper documents in relation to the Board resolution. It was explained that most of the payment operations for DotAsia is done via HSBC online banking, also since the ICBC account is not DotAsia's main operational account, it was clarified that there are no operational concerns if the offline application could not be completed until the F2F Board meeting in Q4 2020. Since paper documents to be submitted to the banks will require additional signatures from Board Members at the time of submission, the time lapse between this resolution and the paper documents to be submitted should not pose a problem.
- 5.4. Motioned by LIM Choon Sai, seconded by Satish BABU. Resolved unanimously (2020.04.002)
- 5.5. The preparation of paperwork will be started close to the meeting date of F2F Board meeting to ensure the effectiveness of the application. (2020.04.A01)

**6. DotAsia Governance & Policy Documents**

- 6.1. It was explained that the 4 documents and 1 framework presented for adoption have been tabled and stable since prior to the F2F Board meeting in Feb 2020, and Board Members have had ample time to consider the document.
- 6.2. BGC-001: DotAsia Board Governance Framework
- 6.2.1. A brief outline of the Board Governance Framework, which covers the roles and responsibilities of the Board, Board Chair, Board Committees, and Directors, as well as the Process for the Election of the Board Chair and the appointment of Board officers, was presented.
- 6.2.2. The document has been fully considered by the BGC and is recommended for adoption by the Board.

- 6.2.3. Motioned by Maureen HILYARD, seconded by LIM Choon Sai. Adopted unanimously. (2020.04.003)
- 6.3. BGC-002: DotAsia Code of Conduct
  - 6.3.1. A brief outline of the DotAsia Code of Conduct, which is set for the Board, Advisory Council and DotAsia Staff and representatives, covering the fiduciary responsibilities, conflict of interest declarations, confidentiality requirements, prevention of bribery, avoiding any form of harassment, and a mechanism to address complaints, was presented.
  - 6.3.2. The document has been fully considered by the BGC and is recommended for adoption by the Board.
  - 6.3.3. Motioned by Maureen HILYARD, seconded by Lianna GALSTYAN. Adopted unanimously. (2020.04.004)
- 6.4. BFC-001: SOP for Finance & Procurement (v1.1)
  - 6.4.1. It was explained that Version 1.0 was adopted in Oct 2019. The only update to this Version 1.1 is the inclusion of the standard versioning header, the section numbering and an additional section for the consideration of future updates and review process of the document.
  - 6.4.2. The document has been fully considered by the BFC and is recommended for adoption by the Board.
  - 6.4.3. Motioned by LIM Choon Sai, seconded by Satish BABU. Adopted unanimously. (2020.04.005)
- 6.5. BFC-002: Company Documents Directors Request Process
  - 6.5.1. A brief outline of the document, which is designed for Board Directors to request company documents, especially for financial documents such as receipts and invoices from DotAsia was presented.
  - 6.5.2. The document has been fully considered by the BFC and is recommended for adoption by the Board.
  - 6.5.3. Motioned by LIM Choon Sai, seconded by Maureen HILYARD. Adopted unanimously. (2020.04.006)
- 6.6. DotAsia Core Values & Core Competence Framework (v1.0)
  - 6.6.1. A brief description of the framework which was developed by DotAsia Staff to express the DotAsia Vision and Mission in an operational framework for applied for the prioritization of DotAsia's works, was presented.
  - 6.6.2. The framework has been fully considered by the BCC and is recommended for adoption by the Board.
  - 6.6.3. Motioned by Satish BABU, seconded by Lianna GALSTYAN. Adopted unanimously. (2020.04.007)
- 6.7. It was suggested to notice DotAsia members through mailing list on the adoption of documents. Announcement will be made published after the adoption of Apr 30, 2020 meeting minutes in the May 2020 Board meeting. (2020.04.A02)

- 6.8. It was suggested and agreed to fully disclose the following documents on the DotAsia website publicly:
- 1) BGC-001: DotAsia Board Governance Framework
  - 2) BGC-002: DotAsia Code of Conduct
  - 3) DotAsia Core Values & Core Competence Framework
- 6.9. BFC-001 and BFC-002 will only be available for the Board and DotAsia personnel.

## **7. Board Elections Procedures 2021 Development Timeline**

- 7.1. The planned Board Election Procedures development timeline was presented and briefed to the Board.
- 7.2. It is planned to start the Board Election Procedures discussions in May 2020.

## **8. DotAsia Onboarding Program**

- 8.1. The Pilot for the Onboarding Program was conducted on Apr 23, 2020. The session covered the first 2 of the 4 modules.
- 8.2. It was proposed to further expand the program to Co-Sponsor Member, Sponsor Member and Advisory Council.
- 8.3. It was suggested to open part of the presentation materials to public. It was agreed to edit a publish version for boarder audience.
- 8.4. The full Onboarding Program will be adopted after the completion of the Pilot sessions.
- 8.5. It was agreed to continue the Pilot for modules 3 and 4 on May 8, 2020 at UTC 08:00 (16:00 HKT). (2020.02.A06)

## **9. Board Committees Updates**

- 9.1. Board Executive Committee (Exco)
- 9.1.1. There was no Exco meeting since last Board meeting.
  - 9.1.2. Exco in communication with legal counsel on legal issues, refer to Discussion Item 13.
- 9.2. Board Governance Committee (BGC)
- 9.2.1. Last BGC meeting held on Apr 16.
  - 9.2.2. BGC endorsed the documents of BGC-001 DotAsia Board Governance Framework and BGC-002 DotAsia Code of Conduct for Board consideration.
  - 9.2.3. BGC discussed the document header and version numbering for all company documents.
  - 9.2.4. BGC also reviewed the development of the Onboarding Program.
- 9.3. Board Finance & Procurement Committee (BFC)
- 9.3.1. Last BFC meeting held on Apr 21.

- 9.3.2. BFC endorsed the documents BFC-001 SOP for Finance & Procurement (v1.1) and BFC-002 Company Documents Directors Request Process for Board consideration.
- 9.3.3. BFC discussed the bank signatories issue that has been included in Discussion Item 5.
- 9.3.4. BFC discussed the draft of Request For Quotation on financial service. BFC generally agreed with the draft and will present the revised RFQ to the Board. (2019.10.A02)
- 9.4. Board Community Projects Committee (BCC)
  - 9.4.1. Last BCC meeting on Apr 21.
  - 9.4.2. BCC discussed the engagement with Advisory Council and the ongoing work on Social Impact Assessment (SIA).
  - 9.4.3. BCC also discussed how DotAsia could contribute on the response to COVID-19 (e.g. ProjectLockdown.Asia).
  - 9.4.4. BCC was briefed on the potential of expanding Ajitora program with APNIC, and how DotAsia may be able to contribute to the DNS abuse discussions.

## 10. Registry Operations Updates

- 10.1. .Asia Registry Operations (Monthly Scorecard)
  - 10.1.1. Edmon provided an update on the .Asia Registry Operations (Monthly Scorecard) and .Asia Market Development activities.
- 10.2. .Asia Market & Community Development Updates
  - 10.2.1. It was highlighted that there are delays on the BUD ASEAN roadshows planned for Vietnam and Indonesia due to the COVID-19 situation.
  - 10.2.2. Edmon explained DotAsia's participation in ProjectLockdown.Asia, as an initiative to track the lockdown situation due to COVID-19 among jurisdictions.
  - 10.2.3. APriGF is considering changing to become a virtual meeting. It is likely that a physical event in Nepal be moved to APriGF 2021 if the APriGF 2020 is confirmed to go virtual.

## 11. Financial Updates

- 11.1. The latest Cash Flow Summary as of Mar 31, 2020 was presented to Board Members.

## 12. Travel Schedule of CEO

- 12.1. Substantial uncertainty of the schedule due to COVID-19 situation was presented.

## 13. Legal Updates

- 13.1. Updates on the Ontario Lawsuit, the Cayman Island entity situation as well as the legal advice on Namesphere was briefed to the Board.

**14. Next Board Meeting Schedule**

- 14.1. Jun Board meeting rescheduled to Jun 26 (Fri) at UTC 08:00.
- 14.2. Q4 2020 F2F Board meeting is tentatively schedule for Nov 14-15 or Nov 21-22. It was suggested and agreed to confirm the actual dates later due to the uncertainty of the suitability for travel.