

DotAsia Board Meeting Minutes

Date(s) & Time:	Jun 26, 2020 (Friday) 14:00 – 15:55 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Satish BABU Nicole CHAN Edmon CHUNG Atsushi ENDO Lianna GALSTYAN Maureen HILYARD LIM Choon Sai* Tommy MATSUMOTO** Alireza SALEH*** Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Apologies: THAM Yiu Kwok</p> <p>Absent: Billy CHEON</p> <p>* Left meeting after completion of Discussion Item 11.4.2. ** Left meeting after completion of Discussion Item 13.3. *** Joined meeting during Discussion Item 10.</p>

No.	Action Items:	Owner	Remarks
2019.10.A03	Propose further resolutions on Namesphere works for consideration by the DotAsia Board.	Edmon CHUNG	To be replaced with a new action item upon receiving legal advice.
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.
2020.04.A01	Prepare bank documents and execute on adding new signatories and removing signatories who are no longer Directors of DotAsia.	Rebecca CHAN	In progress. Updated as per discussions in Item 7.
2020.05.A01	Announcement of the Election of Board Chairman on or before May 30, 2020.	DotAsia Team	Announcement issued on June 3 for Election to take place at a special Board meeting on

No.	Action Items:	Owner	Remarks
			June 30, 2020.
2020.05.A02	Send the adopted RFQ to potential service providers for quotation.	DotAsia Team	Sent. Awaiting quotation.
2020.05.A03	Consider and adopt BGC-003: Guidelines on the Application & Acceptance of Grants & External Funding in June Board Meeting.	Board Members	Completed. Discussion included in Item 8.
2020.06.A01	Refer to the requirement of M&A regarding vacancy of Board Members.	Edmon CHUNG	To be provided to BGC and further discussed at Board meeting in July.
2020.06.A02	Draft invitation email of proxy and pre-nomination to Exco and sent to the Board.	Edmon CHUNG	Completed.
2020.06.A03	Send engagement letter to AC after Board Chair Elections.	DotAsia Team	To be completed upon setup of board chair email address.
2020.06.A04	Understand why DotAsia Organisation is reported as a gaining registrar in the .Asia monthly registry scorecard.	Edmon CHUNG	Awaiting details from Afiliias.
2020.06.A05	Proceed with taking actions to protect DotAsia's interests.	Edmon CHUNG	Instructions provided to legal counsel. Awaiting further advice. Discussions included in item 11.1 and 14.1.
2020.06.A06	Confirm Board Members' schedule on rescheduling July Board Meeting to Jul 30, 2020 at UTC 06:00 (14:00 HKT).	Board Sec	Completed.

No.	Resolutions / Decisions:
2020.06.001	Board Meeting Minutes (May 28, 2020) <ul style="list-style-type: none"> Approval of Board Meeting minutes of May 28, 2020. <p>Approved unanimously.</p>
2020.06.002	DotAsia Governance & Policy Documents <ul style="list-style-type: none"> BGC-003: Guidelines on the Application & Acceptance of Grants & External Funding

No.	Resolutions / Decisions:
	Motioned by LIM Choon Sai, seconded by Maureen HILYARD. Adopted unanimously.

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.
Letters from DotPH (through So, Lung and Associates)	Dec 19, 2019 and Feb 14, 2020	Writ of Summons received on May 11 and Acknowledgement of Service filed to court on May 25. Defense to be prepared and filed.
Letter from ASWPC received on Mar 23, 2020 (erroneously dated Oct 28, 2019). Further response received on May 12, 2020.	Mar 23, 2020 (May 12, 2020)	Response issued from Dundons Solicitors on Mar 27, 2020 and on June 10, 2020, awaiting response from ASWPC.
Resignation letter from Atsushi ENDO	Jun 11, 2020	Received.

Discussions:

1. Roll Call

- 1.1. With no objection from Board members present, Atsushi ENDO continued to chair the Board Meeting on Jun 26, 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. 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 Board Meeting Minutes (May 28, 2020)

- 4.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
- 4.2. There were discussions on amending the discussion item 6.2.1 and 6.2.2 in Board Meeting minutes of May 28, 2020.

- 4.2.1. It was highlighted that the Special Board Meeting of Election of Board Chair was rescheduled to Jun 30, 2020 due to the delay of the announcement of the Board Chair Elections by the CEO. Edmon offered his apologies for the delay.
- 4.2.2. It was also highlighted that Atsushi ENDO will chair the Special Board Meeting on Jun 30, 2020 as his last day serving on the DotAsia Board.
- 4.2.3. Question was raised if the vacancy will be filled immediately or deferred to next AGM.
 - 4.2.3.1. It was clarified that DotAsia's M&A allows less than 11 Board Directors with at least 6 Board Directors as quorum. The vacancy should be elected by Board Elections.
 - 4.2.3.2. It was further clarified that similar previous situations have been handled by deferring and including the vacancy in the annual Board Elections process.
 - 4.2.3.3. It was suggested and agreed to confirm the direction upon reviewing the requirements as set out in the DotAsia M&A. (2020.06.A01)
- 4.2.4. It was discussed and agreed to remain unchanged for the Board Meeting minutes of May 28, 2020 since it reflected the situation at the meeting.
- 4.3. The May 28, 2020 Board Meeting minutes was approved unanimously. (2020.06.001)

5. Correspondences Update

- 5.1. ASWPC Correspondence
 - 5.1.1. Update was provided to the Board.
 - 5.1.2. ASWPC invited DotAsia to present a proposal on how to move forward on May 12, 2020.
 - 5.1.3. Legal counsel is drafting a response based on the agreed details on 2012 and suggesting that formal agreements be put in place.
- 5.2. Resignation of Board Member received.
 - 5.2.1. Resignation letter from Atsushi ENDO was received on Jun 11, 2020.
 - 5.2.2. The resignation will be effective at the end of Jun 30, 2020.

6. Board Chair Elections (June 30, 2020)

- 6.1. Nominations Process will be started on Jun 30, 2020 at 16:00 HKT, voting process, if necessary, will be started at 16:30 HKT.
- 6.2. The Board Chair Elections will be chaired by Atsushi, whereas Edmon will not participate in the election but will oversee the election process as the CEO.
- 6.3. Administrative process for the Board Chair Election was briefed to the Board.

- 6.3.1. Verbal (and text chat) nominations are accepted.
- 6.3.2. Self-nomination (and nomination by other Board Members) are accepted.
- 6.3.3. One seconding (along with acceptance by candidate) is required.
- 6.3.4. If there is only one candidate, the candidate will be deemed elected.
- 6.3.5. Voting will be conducted by polling tool of Zoom, with anonymous voting set.
- 6.3.6. Voting result will be announced immediately.
- 6.4. Question was raised if people could double login to vote twice. It was discussed and agreed that the DotAsia team will check the participants list to ensure that each Director is only logged-in once.
- 6.5. It was clarified that Edmon will not be able to cast a vote as a host of Zoom meeting room for the Special Board Meeting.
- 6.6. There was discussion on handling votes from Board Members who could not join the Board Chair Elections.
 - 6.6.1. It was suggested and agreed to allow proxy for Board Members who are unable to join the Board Chair Election meeting.
 - 6.6.2. It was suggested and agreed that only people who is eligible to vote is allowed to be assigned as a proxy.
 - 6.6.3. It was proposed and agreed to allow assignment of proxy and pre-nomination through email for Board Members who cannot join the Board Chair Election meeting, and that pre-nominations will require seconding at the meeting.
 - 6.6.4. Invitation email of proxy assignment and pre-nomination will be drafted and circulated to Board Exco for confirmation and then sent to the full Board. (2020.06.A02)

7. ICBC Banking Matters

- 7.1. Updates on adding new signers of Maureen HILYARD and Satish BABU for DotAsia Organisation and opening bank account for DotAsia Foundation were provided to the Board.
- 7.2. It was updated that ICBC accepts photo of signers instead of meeting in person for adding new signers for DotAsia Organisation.
- 7.3. It was also updated that all signatories are required to sign the documents in person with witness by the bank (or otherwise taking photos) for opening bank account for DotAsia Foundation.
- 7.4. Required documents are being prepared, 6 signatures from Directors are required for adding signers.

8. BGC-003: Guidelines on the Application & Acceptance of Grants & External Funding

- 8.1. BGC-003 was presented at the last Board Meeting and discussed within Board Committees.
- 8.2. It was proposed to adopt the BGC-003: Guidelines on the Application & Acceptance of Grants & External Funding.
- 8.3. Motioned by LIM Choon Sai, seconded by Maureen HILYARD. Adopted unanimously. (2020.06.002)

9. Advisory Council (AC) Engagement

- 9.1. Draft engagement email to AC was presented and briefed to the Board.
- 9.2. AC members are required to confirm if they would be willing to continue to serve.
- 9.3. The engagement email will be sent from Board Chair to AC members after Board Chair Elections. (2020.06.A03)

10. This.is.Asia Relaunch

- 10.1. Draft layout and Jun 2020 issue was presented and briefed to the Board.
- 10.2. The newsletter will be sent by DotAsia staff on behalf of DotAsia Board to DotAsia Members and AC members.

11. Board Committees Updates

- 11.1. Board Executive Committee (Exco)
 - 11.1.1. Online meetings with legal counsels for Cayman Island and Hong Kong were conducted.
 - 11.1.2. It was suggested to take actions to protect DotAsia's interests.
 - 11.1.3. Draft defense of litigation is being drafted by legal counsel in Hong Kong.
 - 11.1.4. Further discussions in Discussion Item 14.
- 11.2. Board Governance Committee (BGC)
 - 11.2.1. Last BGC meeting was held on Jun 17.
 - 11.2.2. BGC discussed the engagement with Advisory Council.
 - 11.2.3. The issue of having personal/administrative assistants access Board materials was brought up and the confidentiality concerns were discussed.
 - 11.2.4. It was agreed that the Board Member who accepted the confidentiality agreement is responsible for ensuring that confidentiality is maintained. Therefore, no extra agreement between DotAsia Board and that personal assistant is needed. It was further agreed that the Board Confidentiality Guidelines should be updated taking this into account.

- 11.2.5. BGC discussed the Board Chair Election process, which is included in Item 6.
- 11.3. Board Finance & Procurement Committee (BFC)
 - 11.3.1. Last BFC meeting was held on Jun 19.
 - 11.3.2. BFC discussed the ICBC matters and BGC-003, which are included in Item 7 and 8.
 - 11.3.3. It was reported that the adopted RFQ has been sent to potential service providers for quotations.
- 11.4. Board Community Projects Committee (BCC)
 - 11.4.1. Last BCC meeting was held on Jun 18.
 - 11.4.2. BCC had discussions on BGC-003, which was included in Item 8.
 - 11.4.3. BCC discussed updates for the SIA framework was discussed, which will be pilot in Nov 2020.

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.
 - 12.1.2. A question was raised on why there has been movement of domain transfers to DotAsia Organization as a gaining registrar. Inquiry has been made to Afiliat and more details will be shared with the Board when available. (2020.06.A04)
- 12.2. .Asia Market & Community Development Updates
 - 12.2.1. It was highlighted that the ebook promotion with Matbao seems to be returning good results with new registration numbers doubled in Jun 2020.
 - 12.2.2. It was explained that DotAsia is continuing to work with US registrars and will be developing content on LGBT topics for Pride Month in the US.
 - 12.2.3. Youth IGF will be virtualized on Sep 18 – 20, 2020.

13. Financial Updates

- 13.1. The latest Cash Flow Summary as of May 31, 2020 was presented to Board Members.
- 13.2. It was highlighted that the projection was expanded to Mar 2021.
- 13.3. The cost breakdown of BUD ASEAN project was included.

14. Legal Updates

- 14.1. Updates on the Ontario Lawsuit, the Cayman Island entity situation as well as the legal advice on Namesphere works received from respective legal counsels was briefed to the Board. (2020.06.A05)
- 14.2. It was highlighted that the defence for DotAsia will be filed, and that Namesphere will not contend at this time.

15. Namesphere Moving Forward

- 15.1. Correspondence on .SPA received from William ASWPC and invited DotAsia to propose how to proceed. Draft response is being prepared by legal counsel.
- 15.2. It was highlighted that DotAsia will obtain legal advice for any changes on Namesphere's holdings before proceeding.

16. Planned Travels

- 16.1. All planned travel for conferences has been changed to virtual meetings.

17. DotAsia Board Elections Procedures 2021 Development Timeline Update

- 17.1. The procedure was presented to the Board.
- 17.2. It is targeted to complete confirmation with all AC Members by Jul 30, 2020.

18. Next Board Meeting Schedule

- 18.1. Jun 30 at UTC 08:00 (HKT 16:00), Special Board Meeting for Board Chair Elections.
- 18.2. It was proposed to reschedule July meeting to Jul 30, 2020 at UTC 06:00 (HKT 14:00). Board Secretary will confirm Board Members' schedule accordingly. (2020.06.A06)