

DotAsia Board Meeting Minutes

Date(s) & Time:	Nov 24, 2020 (Tuesday) 14:00 – 15:40 (UTC+8) & Nov 25, 2020 (Wednesday) 14:00 – 15:40 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Satish BABU Nicole CHAN Billy CHEON * Edmon CHUNG Maureen HILYARD LIM Choon Sai Alireza SALEH ** Pavan BUDHRANI (DotAsia Team) Clement CHAN (DotAsia Team) *** Rebecca CHAN (DotAsia Team) *** Leona CHEN-BIRKNER (DotAsia Team) Freda CHEUNG (DotAsia Team) Jennifer CHUNG (DotAsia Team) *** Jenna FUNG (DotAsia Team) *** June LAU (DotAsia Team) Christine OR (DotAsia Team) *** Kelvin TRUONG (DotAsia Team) *** Karry YU (DotAsia Team) ***</p> <p>Apologies: Lianna GALSTYAN Tommy MATSUMOTO</p> <p>Absent: THAM Yiu Kwok</p> <p>* Apologies for Nov 24, 2020 ** Present Nov 24, Nov 25, 2020 Joined meeting from Discussion Item 11.1.3. *** Joined Nov 25, 2020 only</p>

No.	Action Items:	Owner	Remarks
2020.01.A01	Follow up with MONIC and CTT on obtaining clarification and voting representative for .MO.	DotAsia Team	To be followed up through virtual meeting.
2020.07.A02	Continue to obtain legal advice as agreements with ASWPC are drafted.	Edmon CHUNG	Ongoing.
2020.09.A01	Draft updates of Code of Conduct to BGC for discussion and seek legal advice to prevent similar cases in the future.	Edmon CHUNG	

No.	Action Items:	Owner	Remarks
2020.09.A02	Clarify the mechanism of issuing shares of Namesphere with legal counsel.	Edmon CHUNG	Completed.
2020.10.A02	Send previous Board Meeting minutes to legal counsel for advice on preparing future meeting minutes.	Edmon CHUNG	Completed.
2020.10.A03	Confirm with legal counsel if BFC-002 is applicable on meeting records.	Edmon CHUNG	Completed.
2020.10.A04	Seek legal advice on the maintenance and archival of Board meeting records.	Edmon CHUNG	Completed.
2020.11.A01	Sign the Letters of Response to Invitation to Subscribe for Shares in Namesphere Ltd of DotAsia and send back to Namesphere.	Board Chair	Completed.
2020.11.A02	Seek legal advice on potential mechanism of lodging objections against Board election candidates.	Edmon CHUNG	Completed.
2020.11.A03	Post Second Draft of BEP 2021 for second public comments on Dec 2, 2020.	Edmon CHUNG	Completed.
2020.11.A04	Sign the Written Resolution of appointment of additional Board Director to Namesphere Board and send back to Namesphere.	Board Chair	Completed.

No.	Resolutions / Decisions:
2020.11.001	<p>Board Meeting Minutes (Sep 24, 2020)</p> <ul style="list-style-type: none"> Approval of Board Meeting minutes of Sep 24, 2020. <p>Approved.</p>
2020.11.002	<p>Board Meeting Minutes (Oct 29, 2020)</p> <ul style="list-style-type: none"> Approval of Board Meeting minutes of Oct 29, 2020. <p>Approved.</p>
2020.11.003	<p>Endorsement of Responses to Invitation to Subscribe for Shares in Namesphere Ltd of DotAsia</p> <ul style="list-style-type: none"> Subscription letters for additional shares in Namesphere Ltd. <p>Approved.</p>
2020.11.004	<p>Appointment of additional Board Director by Dotasia (the sole member) to the Namesphere (the Company) Board:</p> <p>NOTE THAT, following the sole member's request of the directors of the Company dated 27 October 2020, notified to the directors on 2 November 2020 and made</p>

No.	Resolutions / Decisions:
	<p>pursuant to section 566 of the Companies Ordinance requiring the directors to convene a general meeting of the Company for the purpose of considering and, if thought fit, passing an ordinary resolution to the effect that Maureen Hilyard be appointed as an additional director of the Company, the directors of the Company have had until 23 November 2020 to convene the required meeting.</p> <p>FURTHER NOTE THAT as of today's date, 25 November 2020, no notice of such meeting has been received.</p> <p>Pursuant to the provisions of section 548 of the Companies Ordinance RESOLVE as an Ordinary Resolution by way of this written resolution in lieu of general meeting THAT Maureen Hilyard be appointed as an additional director of the Company.</p> <p>FURTHER RESOLVE THAT the directors of the Company be invited to give the Company's auditors notice of the fact of these resolutions.</p>
2020.11.005	<p>DotAsia Board Elections Procedures (BEP) 2021</p> <ul style="list-style-type: none"> • Second Draft of BEP 2021 based on Draft 1.3 and any minor adjustments received from feedback of Advisory Council (AC) of BEP 2021 to be posted for public comment on Dec 2, 2020. <p>Resolved unanimously.</p>
2020.11.006	<p>Resignation of Lianna GALSTYAN</p> <p>Thank you to Lianna Galstyan</p> <p>Resignation notice from Lianna was received on Nov 16, 2020 and effective Nov 24, 2020 when she joined the Board meeting briefly before it started officially. Lianna explained that the war situation in Armenia had made it difficult for her personally to continue her work at DotAsia for the time being.</p> <p>The DotAsia Board thanks Lianna for her contribution to the DotAsia Board, as well as her service as the Chair of the Board Community-Projects Committee (BCC). The Board also expresses best wishes of peace to Lianna and her country.</p> <ol style="list-style-type: none"> (1) Accept the resignation of Ms. Lianna GALSTYAN from the DotAsia Board (2) Leave the seat vacant until AGM Feb 2021 <p>Resolved 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 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, response from ASWPC received verbally. Further response issued from Dundons Solicitors on Sep 15, 2020.

Correspondence Items:	Receipt Date	Response Actions
Letter from So Lung regarding setup of NSPH Ltd. and DotSpa Ltd.	Aug 25, 2020	Pending legal advice for further actions.
Letter from So Lung regarding DotAsia having Shareholders' Meeting of Namesphere.	Sep 23, 2020	Response issued from Dundons Solicitors on Sep 24, 2020.
Draft note from So Lung to several individual Board Members regarding the interest of DotAsia in .SPA.	Sep 21, 2020	Response superseded by received writ.

Discussions on Nov 24, 2020:

1. Roll Call

- 1.1. Maureen HILYARD chaired the Board Meeting as Board Chair on Nov 24 & 25, 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. Adoption of Board Meeting Minutes

- 4.1. Board Meeting Sep 24, 2020
 - 4.1.1. Latest version of Draft 1.3 was presented and action items were briefed to the Board.
 - 4.1.2. The Sep 24, 2020 Board Meeting minutes was approved. (2020.11.001)
- 4.2. Board Meeting Oct 29, 2020
 - 4.2.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
 - 4.2.2. The Oct 29, 2020 Board Meeting minutes was approved. (2020.11.002)
- 4.3. It was reported that various objections were received from Dr. Tham via email. It was raised and accepted that from previous legal advice received regarding the duties of Board Directors that "since directors are under a duty to act *bona fide* in the interests of the Company then they are required positively 'to act' and any refusal to exercise their powers may of itself amount to breach of duty to the Company. Further, the principle of collective responsibility leaves members of a board with a binary choice: either to support decisions properly taken by the board

or to resign. There is no room for remaining in office while unilaterally proceeding to undermine decisions they feel unable to support.”

5. Correspondences Update

- 5.1. Correspondence with ASWPC – Progress on discussions with ASWPC as well as preparations in response to the writ received on .SPA was reported.
- 5.2. It was reported that DotAsia targets to file its defense by Dec 7, 2020.

6. Legal Matters Updates

- 6.1. Updates on legal proceedings in Ontario and in the Cayman Islands were briefed to the Board and discussed.
- 6.2. It was reported that legal advice was received on Namesphere’s allotment of shares and will proceed with next steps.

7. Namesphere Updates

- 7.1. Subscription of shares
 - 7.1.1. Responses to Invitation to Subscribe for Shares in Namesphere Ltd was presented and briefed to the Board.
 - 7.1.1.1. It is planned to have Maureen sign the invitation on behalf of DotAsia and send back to Namesphere. (2020.11.A01)
 - 7.1.1.2. It was discussed and unanimously agreed to proceed with the Letters in response to the Invitation to Subscribe for Shares in Namesphere Ltd. (2020.11.003)
 - 7.1.2. It was reported that upon receiving the subscriptions, it is expected that Namesphere will call for a Namesphere Board meeting to resolve on the allotment of shares to complete the process.
- 7.2. Appointment of additional director
 - 7.2.1. Draft Shareholder Written Resolutions dated Nov 25, 2020 was presented and briefed to the Board for consideration.
 - 7.2.2. It was highlighted that both Edmon and Dr. Tham will remain in the Namesphere Board.
 - 7.2.3. It is planned to make resolution regarding this matter on Day 2 (Nov 25) of the Nov 2020 Board meeting.

8. DotAsia Board Elections Procedures (BEP) 2021

- 8.1. First Draft (Draft 1.1) of BEP 2021 was published for public comments on Nov 4, 2020.
- 8.2. Draft 1.3 of BEP 2021 was presented and briefed to the Board for consideration. It was highlighted that comments from AC and BGC were incorporated:

- 8.2.1. Updated that acceptances along with nominations and seconds will be provided during Nomination Period.
- 8.2.2. Updated that administrative matters of Board Election to be handled by Board Secretariat instead of Company Secretary.
- 8.2.3. Updated dispute process to include appeals, which will commence after voting period and end before announcement of results.
- 8.2.4. Added mechanism for appointment of Election Committee members.
- 8.2.5. Added auditing process as proposed by RSM.
- 8.3. There was discussion on the accessibility to audit report for AC.
 - 8.3.1. The report will be available for Board members, DotAsia members and Election Committees only, and should not be copied.
 - 8.3.2. It was commented that the Election Committee member selected by AC who received the audit report can raise concern to AC for consideration.
 - 8.3.3. It was clarified that AC confidentially guidelines have been drafted, whereas the confidentially guidelines for members has not been in place.
- 8.4. Question was raised on the geographic diversity of Board formation. It was clarified that for Board Elections 2021 if there is only 1 candidate from the Sub-Region of South and Southeast Asia, that candidate will be deemed elected.
- 8.5. There was discussion on the objection of candidacy.
 - 8.5.1. It was clarified that the current provision does not include allowing or preventing others to object a candidate through the dispute process.
 - 8.5.2. It was discussed and suggested to seek legal advice on whether or not a mechanism should be put in place for lodging objections against candidates. (2020.11.A02)
- 8.6. It is planned to post Second Draft BEP 2021 for second public comments on Dec 2, 2020. (2020.11.A03)
- 8.7. The timeline is to finalize the BEP 2021 at Dec Board Meeting.
- 8.8. It is planned to resolve the matter on Day 2 (Nov 25) of the Nov 2020 Board meeting.

9. Board Committees Updates

- 9.1. Board Executive Committee (Exco)
 - 9.1.1. Legal matters considered by the Board Exco were explained.
- 9.2. Board Governance Committee (BGC)
 - 9.2.1. Last BGC meeting was held on Nov 20, 2020.

- 9.2.2. BGC discussed the governance processes of DotAsia.
- 9.2.3. BGC discussed the BEP 2021 and AC confidentiality guidelines.
- 9.3. Board Finance & Procurement Committee (BFC)
 - 9.3.1. Last BFC meeting was held on Nov 19, 2020.
 - 9.3.2. BFC discussed the RSM Engagement Letter, Representation Letter and Independence Confirmation.
 - 9.3.3. It is targeted to start training session with Fusion in mid-Dec 2020.
- 9.4. Board Community Projects Committee (BCC)
 - 9.4.1. Last BCC meeting was held on Nov 19, 2020. Since there was no quorum, the meeting continued as an informal meeting.
 - 9.4.2. BCC discussed on incorporating DotAsia Core Values & Core Competence Framework into the SCP proposal form.
 - 9.4.3. BCC reviewed the SIA framework and preliminary SIA report of NetMission and APriGF.
 - 9.4.4. It was reported that BCC Chair is currently vacant.

10. Market Development Updates

- 10.1. .Asia Market & Community Development Updates
 - 10.1.1. Leona provided updates on the Review of .Asia Market Development 2020 and .Asia Market Development Goals of 2021.
 - 10.1.2. Leading registrars and other statistics, including the most number of domains under management and new creates in 2020 were highlighted.
 - 10.1.3. It was highlighted that DotAsia is working with registrants who are being affected by Net4. DotAsia is pending advice from ICANN on next step.
 - 10.1.4. It is planned to continue focus on China, Asian American, and ASEAN Markets.
 - 10.1.5. It was highlighted that the revenue of 2019/20 has increased by 1%, and it is targeted to increase the total revenue by 1.5% - 2% in 2021.
 - 10.1.6. Updates on ASEAN market development deferred to Day 2 of Nov Board meeting on Nov 25.

Discussions on Nov 25, 2020:

11. Follow-up discussion

- 11.1. Appointment of additional Board Director to Namesphere Board

- 11.1.1. Draft Shareholder Written Resolutions dated Nov 25, 2020 was presented and briefed to the Board.
- 11.1.2. Detail discussion refer to Discussion Item 7.2.
- 11.1.3. Resolved. (2020.11.004)
- 11.1.4. It is planned to have Maureen to sign the Written Resolution on behalf of DotAsia and send back to Namesphere. (2020.11.A04)
- 11.2. BEP 2021
 - 11.2.1. It was reported that legal counsel expressed concerns on mechanisms for lodging objections against Board election candidates, in particular that unless such mechanism is written into the DotAsia Articles, they may be considered to contravene with the Articles. Refer to Discussion Item 8.5.
 - 11.2.2. It was agreed that such mechanism will not be added at this time.
 - 11.2.3. Clean and redlined drafts of the BEP 2021 (Draft 1.4 incorporating edits from the discussions in this Board meeting) will be sent to the Board and AC by Nov 30, and a Second Draft of the BEP 2021, incorporating any minor adjustments suggested by feedback from the AC will be posted for a second round of public comments on Dec 2.
 - 11.2.4. Draft 1.3 along with the approach for producing the Second Draft of the BEP 2021 was endorsed unanimously. (2020.11.005)
- 11.3. Resignation of Lianna GALSTYAN
 - 11.3.1. Resignation letter from Lianna was received on Nov 16, 2020.
 - 11.3.2. It was clarified that DotAsia M&A (s. 64) allows casual vacancy may or may not be filled until the upcoming Election Process.
 - 11.3.3. The Board accepted Lianna's resignation.
 - 11.3.4. The DotAsia Board thanks Lianna for her contribution to the DotAsia Board, as well as her service as the Chair of the Board Community-Projects Committee (BCC). The Board also expresses best wishes of peace to Lianna and her country.
 - 11.3.5. Options of by-election due to the causal vacancy were discussed. It was agreed not to have a by-election and leave the seat vacant to be filled in the Board Election 2021. (2020.11.006)

12. Community Development updates

- 12.1. NetMission
 - 12.1.1. Jenna provided updates on NetMission 2020 & 2021.
 - 12.1.2. It was highlighted that NetMission Academy 2021 has received over 180 applications. NetMission team is reviewing and processing the applications.

- 12.1.3. A report on the virtual YIGF 2020 focused on privacy and misinformation was presented.
- 12.2. APriGF
 - 12.2.1. Christine provided updates on APriGF.
 - 12.2.2. APriGF2020 Virtual was held on Sep 27 - 30, 2020.
 - 12.2.3. It was highlighted that there were 380 attendees across the 4-day program of APriGF 2020.
 - 12.2.4. It was also highlighted that sign language interpretation was used for the first time in APriGF.
 - 12.2.5. The Board expressed thanks to DotAsia team in executing the virtual conference under the difficult circumstances. It was commended that the APriGF 2020 Virtual was held smoothly and with great accolades from the community. It was further expressed that the Asia Pacific School of Internet Governance (APSIG) and the global IGF Multistakeholder Advisory Group (MAG) has sought from DotAsia and has taken in the good experience from APriGF in their preparation work.
- 12.3. IGF, IGFSAs & Others
 - 12.3.1. Jennifer provided updates of DotAsia activities in IGF.
 - 12.3.2. Report was provided on DotAsia's work in supporting the secretariats for IGF Supporting Association (IGFSA) and Digital Intellectual Property Coalition of China (DIPCC).

13. DotAsia Social Impact Assessment (SIA)

- 13.1. The development of the DotAsia SIA framework was presented.
 - 13.1.1. SIA framework was designed to organize and consider progress and effectiveness of Community Projects.
 - 13.1.2. The structure of the DotAsia SIA framework was presented and briefed to the Board. It was highlighted that DotAsia adopted a duo goal approach, including a community goal as well as a .Asia registry goal for each project. It was further highlighted that the DotAsia SIA framework is customized based on the SMART Theory of Change (ToC) model and the Hong Kong Council of Social Services SIA model.
 - 13.1.3. It was commented that the SIA framework could potentially be adopted by other NGO with operation as well.
 - 13.1.4. It was highlighted that raw data was presented for the first year, where comparable index will be compiled from the second year onwards to allow for comparison of the metrics from the previous year(s).
- 13.2. Preliminary 2020 report for NetMission

- 13.2.1. Preliminary 2020 SIA report for NetMission and APriGF were presented and briefed to the Board.
- 13.2.2. It was highlighted that testimonials and comments for evaluation collected from participant surveys were included in the report.
- 13.3. It is planned to further discuss and refine the SIA report at upcoming BCC meetings.

14. Tech Project updates

- 14.1. Kelvin provided updates on internal infrastructure & Tech Operations.
- 14.2. It was highlighted that DotAsia provided technical support to the APriGF 2020 virtual conference as well as the elections and AGM for IGFSA 2020.
- 14.3. It was highlighted that the UN IGF and APSIG has scheduled consultation session with DotAsia to share experience in hosting virtual conferences.
- 14.4. MSRS.TL project
 - 14.4.1. DotAsia provided technical support in developing registry system of prepaid Mobile Subscription Registration System (MSRS) for Timor Leste (TL), which was based on the EPP standard and the Registry/Registrar/Registrant Model.
 - 14.4.2. It was reported that preparation for deployment was completed in the summer of 2020 and that DotAsia is exploring remote deploying options in the face of COVID travel restrictions.

15. Financial Updates

- 15.1. Mid-year financials 6-month ending Mar 2020 was presented to the Board.
- 15.2. It was highlighted that the ICANN fee was decreased from previous year after the renewal contract came into effect in the middle of 2019.
- 15.3. It was highlighted that the expense for professional services increased significantly due to the incurred legal fee.
- 15.4. It was highlighted that total equity was decreased due to the drop in property value of DotAsia office and the provision of legal fees.
- 15.5. Cash Flow update deferred to next meeting.

16. Social Media Team Updates

- 16.1. Clement provided updates on DotAsia social media activities.
- 16.2. DotAsia presented a few feature videos produced by the team and published on social media.

- 16.3. Upcoming plans and strategic direction on social media were briefed to the Board, including Beyondvision.asia, lifeCBD.asia as potential feature .asia domains.

17. Market Updates

- 17.1. Pavan provided updates on .Asia Market Development in the ASEAN market.
- 17.2. There are plans to launch a new eBook campaign along with a series of online workshops in collaboration with a registrar in 2021.
- 17.3. It was also highlighted that DotAsia will start explore engaging on ZALO in 2021, which is a social media platform in Vietnam.

18. Next Board Meeting Schedule

- 18.1. Upcoming Regular Board Meetings at UTC 06:00 (HKT 14:00)
 - 18.1.1. Dec 16 (Wed), (changed due to APRALO meeting on Dec 17)
 - 18.1.2. Jan 21
 - 18.1.3. Feb 4, Special Board Meeting (End of Nomination Process)
 - 18.1.4. Feb 27 (Sat), Board Meeting during APRICOT
 - 18.1.5. Feb 28 (Sun), DotAsia AGM