

DotAsia Special Board Meeting Minutes

Date(s) & Time:	Feb 28, 2021 (Sunday) 16:36 – 17:09 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Santanu ACHARYA * Kashif ADEEL Satish BABU Andi BUDIMANSYAH * Nicole CHAN Edmon CHUNG Joel DISINI Maureen HILYARD Alireza SALEH ** Ellen STRICKLAND Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Apologies: Billy CHEON</p> <p>* Joined meeting during Discussion Item 2. ** Joined meeting during Discussion Item 5.1.</p>

No.	Action Items:	Owner	Remarks
...	<i>Previous Action Items are not included due to Special Board meeting after AGM.</i>		
2021.02.A04	Call for Board Chair Election at March 31, 2021 Board meeting.	Edmon CHUNG	Completed.
2021.02.A05	Invite Baker Tilly to join Mar BFC meeting for further explanation.	Rebecca CHAN	Completed.

No.	Resolutions / Decisions:
2021.02.007	<p>Appointment of new Board Committee members</p> <p>Board Governance Committee (BGC)</p> <ol style="list-style-type: none"> 1) Santanu ACHARYA 2) Kashif ADEEL 3) Satish BABU 4) Andi BUDIMANSYAH 5) Nicole CHAN 6) Billy CHEON 7) Joel DISINI

No.	Resolutions / Decisions:
	<p>8) Maureen HILYARD</p> <p>Board Finance Committee (BFC)</p> <p>1) Santanu ACHARYA 2) Kashif ADEEL 3) Satish BABU 4) Andi BUDIMANSYAH 5) Nicole CHAN 6) Joel DISINI 7) Maureen HILYARD</p> <p>Board Community Projects Committee (BCC)</p> <p>1) Santanu ACHARYA 2) Kashif ADEEL 3) Andi BUDIMANSYAH 4) Nicole CHAN 5) Billy CHEON 6) Joel DISINI 7) Maureen HILYARD 8) Ellen STRICKLAND</p> <p>The CEO continues to join all Board Committees as ex officio.</p> <p>Resolved.</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.

Discussions:

1. Roll Call

- 1.1. Maureen HILYARD chaired the Board Meeting as Board Chair on Feb 28, 2021.
- 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. Confirmation of Board Chair Election Process

- 3.1. Board Chair Elections Process 2021 was presented and briefed to the Board. It was noted that the process is the same as developed for the June 2020 election.
- 3.2. DotAsia CEO will help administer the Board Chair Elections and will not participate (nominate, second or vote) in the election.

- 3.3. Election timeline was proposed as,
- 3.3.1. Feb 28 (Sun) at UTC 08:00, Calling of Board Chair Election (2021.02.A04)
 - 3.3.2. Mar 31 (Wed) at UTC 06:00, Nomination process for Board Chair
 - 3.3.3. Apr 28 (Wed) at UTC 06:00, Polling (if necessary)

4. Appointment of new Board Committee members

- 4.1. Board Governance Committee (BGC)
- 1) Santanu ACHARYA
 - 2) Kashif ADEEL
 - 3) Satish BABU
 - 4) Andi BUDIMANSYAH
 - 5) Nicole CHAN
 - 6) Billy CHEON
 - 7) Joel DISINI
 - 8) Maureen HILYARD
- 4.2. Board Finance Committee (BFC)
- 1) Santanu ACHARYA
 - 2) Kashif ADEEL
 - 3) Satish BABU
 - 4) Andi BUDIMANSYAH
 - 5) Nicole CHAN
 - 6) Joel DISINI
 - 7) Maureen HILYARD
- 4.3. Board Community Projects Committee (BCC)
- 1) Santanu ACHARYA
 - 2) Kashif ADEEL
 - 3) Andi BUDIMANSYAH
 - 4) Nicole CHAN
 - 5) Billy CHEON
 - 6) Joel DISINI
 - 7) Maureen HILYARD
 - 8) Ellen STRICKLAND
- 4.4. CEO continues to join all Board Committees as ex officio.
- 4.5. Resolved unanimously. (2021.02.007)

5. Confirmation of Monthly Board Meeting Schedule

- 5.1. Upcoming Regular Board Meetings to be held on Wednesday at UTC 06:00 (HKT 14:00) for:
- Mar 31 (ICANN70 on Mar 22 – 25)
 - Apr 28
 - May 26
 - Jun 23 (ICANN 71 on Jun 14 – 17)
 - Jul 21
 - Aug 25
 - Sep 29
 - Oct 20 (ICANN 72 on Oct 23 – 28)

6. Considerations of Appointment of auditor

- 6.1. Concern was raised at the AGM regarding the appointment of Baker Tilly as the auditors for DotAsia. It was reported that many of other big audit firms also shared the history of disciplinary actions.
- 6.2. It was discussed and agreed to invite Baker Tilly to join the BFC meeting in March 2021 for further consideration. (2021.02.A05)
- 6.3. Comment was raised on the importance of conducting due diligence on similar records for recent years when considering future service provider.
- 6.4. There was suggestion on inviting member discussion regarding the identification of auditors for DotAsia. It was understood that it was the Board's job to obtain further information and to thoroughly consider and discuss the matter and then make the recommendation to Members for their appointment.

7. Moderation of Member mailing list

- 7.1. Question was raised on notifications for emails successfully sent into a DotAsia mailing list. It was clarified that if no moderation is triggered, no notice is sent.