

DotAsia Board Meeting Minutes

Date(s) & Time:	July 28, 2021 (Wednesday) 14:00 – 15:23 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Santanu ACHARYA * Kashif ADEEL Satish BABU Andi BUDIMANSYAH Nicole CHAN ** Edmon CHUNG Maureen HILYARD Ellen STRICKLAND *** Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Apologies: Joel DISINI Alireza SALEH</p> <p>Absent: Billy CHEON</p> <p>* Left meeting during Discussion Item 10.1.1. ** Joined meeting during Discussion Item 7.3. *** Joined meeting during Discussion Item 5.1.</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	CTT considering next steps.
2021.06.A02	Bring the discussion of listing positions of DotAsia subsidiaries on SOI to BGC.	Edmon CHUNG	To be discussed at BGC meeting.
2021.07.A01	Bring the discussion on application record of SCP funds to BCC.	Edmon CHUNG	To be discussed at BCC meeting.
2021.07.A02	Bring the discussion on the financial operations regarding payment to Afilias and ICANN to BFC.	Edmon CHUNG	

No.	Resolutions / Decisions:
2021.07.001	Board Meeting Minutes (Jun 28, 2021) <ul style="list-style-type: none">Approval of Board Meeting minutes of Jun 28, 2021. Approved.
2021.07.002	Board Meeting Minutes (Jun 30, 2021) <ul style="list-style-type: none">Approval of Board Meeting minutes of Jun 30, 2021. Approved.
2021.07.003	Renewal of Directors & Officers (D&O) Insurance <ul style="list-style-type: none">Approval of renewal D&O insurance with Chubb. Approved with no objections.
2021.07.004	SCP Applications from .KR Approved in principle, with the following considerations: <ul style="list-style-type: none">Circulation to BFC & AC for comments:<ul style="list-style-type: none">AC Meeting Scheduled for Aug 16BFC confirmation/comment via email (Before Aug 16)Board intersessional decision based on BGC-001: Board Governance Framework (Before Aug 20)Report and ratification at scheduled Aug 25 Board Meeting Approved.
2021.07.005	Appointment of Legal Specialist RESOLVED THAT, the Board accepts the recommendation from legal counsel on appointing Dr. Anthony NEOH as legal specialist to consider the banking situation. Resolved unanimously.
2021.07.006	Updated Engagement Letter with Fusion <ul style="list-style-type: none">Proceed with updated engagement letter with Fusion. Approved with no objections.

Discussions:

1. Roll Call

- 1.1. Maureen HILYARD chaired the Board Meeting as Board Chair on Jul 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. Updates of SOI (Statement of Interest)

3.1. Edmon reported that he was appointed to serve as the Chair of the ICANN GNSO IDN EPDP Working Group.

4. Approval of Board Meeting Minutes (Jun 28, 2021)

4.1. Latest version of Draft 1 was presented and action items were briefed to the Board.

4.2. The Jun 28, 2021 Board Meeting minutes were approved. (2021.07.001)

5. Approval of Board Meeting Minutes (Jun 30, 2021)

5.1. Latest version of Draft 1 was presented and action items were briefed to the Board.

5.2. The Jun 30, 2021 Board Meeting minutes were approved. (2021.07.002)

6. Directors & Officers (D&O) Insurance Renewal

6.1. It was reported that BFC discussed the renewal of D&O insurance and agreed to recommend the Board to proceed with the renewal. It was highlighted that the BFC suggested to negotiate the renewal price with the current provider of Chubb, and that the annual premium has been decreased after the negotiation.

6.2. It was reported that 9 insurance companies were contacted by our insurance agent JLT for quotes, and that Chubb was the only insurer providing a quote and policy.

6.3. It was reported that legal advice received on the matter suggests strongly for DotAsia to maintain the D&O Insurance coverage for Board Members.

6.4. It was reported that the existing D&O Insurance expired on Jun 30, 2021, and was temporarily extended to Jul 31, 2021.

6.5. The Board discussed and agreed with no objections to proceed with the renewal of D&O insurance with Chubb. (2021.07.003)

7. Consideration of SCP Application from .KR

7.1. SCP application from Korea Internet & Security Agency (KISA .KR) received on Jul 13, 2021 was presented and briefed to the Board for consideration.

7.2. It was reported that the BCC has considered the application at its Jul meeting, and that the KISA application in support for Korea Internet Governance Alliance (KIGA) event kr-IGF fits the criteria of SCP and is in alignment with the DotAsia Mission & Vision.

7.3. It was further reported that since the kr-IGF is scheduled for Aug 20, 2021 which will be before the next scheduled Aug Board meeting, it is proposed that the

application follows the evaluation process of circulating to BFC and AC for their comments, then, in accordance with BGC-001: Board Governance Framework provisions, the Board can act intersessionally to confirm the funds before Aug 20, and the Board Exco can report back to the Board for ratification at Aug Board meeting on Aug 25.

7.4. It was commented that speeding up the evaluation process of the application could demonstrate DotAsia's encouragement to utilize the SCP funds. However, concern was raised on whether fast-tracking the evaluation process would affect or set a precedence for future applications.

7.5. It was highlighted that the proposed process of the application does follow the evaluation process as included in BCC-002, the Board Exco's role as put forward in BGC-001, and allow the Board to act in time before August 20, i.e. before the event happens.

7.6. Question was raised on the past application records of SCP funds.

7.6.1. It was highlighted that details of the SCP allocation scheme have been presented to the BCC before, and Members who had received SCP funds include .TH, .ID, .CN, .NZ, .SG and .JP. It was suggested and agreed to bring the discussion on application record of SCP funds to the BCC. (2021.07.A01)

7.6.2. It was commented that each application should not be dependent on previous applications and ccTLD Members should be able to apply for their respective SCP funds allocation independently.

7.7. It was discussed and agreed that:

7.7.1. The Board approves the SCP application in principle, with the following considerations:

7.7.1.1. Application to be circulated to BFC & AC for comments by Aug 16 in fulfilment of the SCP evaluation process (BCC-002).

7.7.1.2. Board Exco confirmation before Aug 20 in accordance with BGC-001.

7.7.1.3. Report and ratification at scheduled Aug 25 Board Meeting.

7.7.2. Approved. (2021.07.004)

8. Board Chair Elections Process Update

8.1. It was reported that BGC discussed and agreed to include the consideration of attendance record factor into the tie-breaker mechanism (i.e., an objective record of past attendance and participation at Board and Board Committee meetings is to be prepared and presented to the Board and if a candidate is found to have substantively lower attendance and participation level than the other, the candidate should not be further considered).

8.2. BGC will further discuss and update the BGC-001 and bring to the Board for adoption at Aug Board meeting.

9. Banking Situation Update

- 9.1. It was reported that out of the previously identified shortlisted legal specialists, Dr. Anthony NEOH was recommended to provide the legal advice on the banking arrangements for DotAsia. Background of Dr. Anthony NEOH was briefed to the Board for consideration.
- 9.2. It was discussed and agreed to accept the recommendation and to appoint Dr. Anthony NEOH as the legal specialist. (2021.07.005)

10. Board Committees Updates

- 10.1. Board Executive Committee (Exco)
 - 10.1.1. Board Exco discussed and will continue to coordinate with legal counsels on legal matters that DotAsia is involved in.
- 10.2. Board Governance Committee (BGC)
 - 10.2.1. Last BGC meeting was held on Jul 26, 2021.
 - 10.2.2. BGC discussed the feedback from banks and advice from other not-for-profit organizations regarding the banking situation.
 - 10.2.3. BGC studied the guidelines for rotation of appointment of professional services in Hong Kong, that there is no legal requirement nor a general practice in Hong Kong for the rotation of legal and audit firms.
 - 10.2.4. BGC also discussed the delegation of authority, the attendance considerations of different community organizations, and the tie-breaker mechanism of Board Chair Elections.
- 10.3. Board Finance & Procurement Committee (BFC)
 - 10.3.1. Last BFC meeting was held on Jul 14, 2021.
 - 10.3.2. Updates deferred to next Board Meeting.
- 10.4. Board Community Projects Committee (BCC)
 - 10.4.1. Last BCC meeting was held on Jul 22, 2021.
 - 10.4.2. BCC considered the SCP proposal from KISA (KIGA for kr-IGF).
 - 10.4.3. BCC discussed the updates on the social impact assessment (SIA) of DotAsia community projects, and it is expected to have a 2-year SIA comparison with qualitative and quantitative report by the end of 2021.
 - 10.4.4. BCC also discussed setting up DotAsia email account and preparing DotAsia business cards for Board Members. The Board Secretariat will follow up with individual Board Members based on their needs.

11. Registry Operations Updates

- 11.1. .Asia Registry Operations (Monthly Scorecard), .Asia Market & Community Development Updates
 - 11.1.1. Edmon provided a report on the .Asia Registry Operations Monthly Scorecard (summary circulated via email), and a briefing on .Asia Market Development activities.

- 11.1.2. It was reported that DotAsia's social media activities have been following and celebrating athletes' performances in the Olympics, especially the Asian, Asian American and Asian Canadian athletes.
- 11.1.3. It was reported that apart from the search engine optimization (SEO) work, DotAsia is planning to update 3 major sections on the www.dot.asia website, including: Governance, Social Impact & Community, and Market Development. It is planned to reorganize the Governance and Social Impact & Community in line with the governance development at DotAsia.
- 11.1.4. It was reported that ICANN has approved the Registry Agreement (RA) of .KIDS and it is expected that the RA with ICANN will be executed by first week of Aug 2021. DotAsia will continue to support the initiative to develop the DotKids Foundation in collaboration with the children's rights and children's welfare community, with a plan to develop policies and launch .KIDS in the next 6 - 9 months.

12. Financial Updates

- 12.1. The latest Cash Flow Summary as of Jun 30, 2021 was presented to the Board.
- 12.2. It was highlighted that the projection of D&O insurance has been updated in the Cash Flow Summary.
- 12.3. It was reported that there were some delays in the data migration and deployment of the accounting software upgrade, however, Fusion has started the bookkeeping work and catching up on bookkeeping historical data from Oct 2020 on the new system.
- 12.4. It is targeted to present monthly financials to the Board by Sep 2021.
- 12.5. Question was raised on the monthly financials to be circulated. It was explained that detailed financial situation is included in the cash flow report, which includes a projection. Also, it is planned to provide profit and loss report monthly instead of semiannually starting from Sep 2021.
- 12.6. It was clarified that the ICANN and Afilias statements are based on domain years registered and domain years paid for, but not based on the deposits. Whereas the profit and loss report are based on domain years registered with consideration for deferred revenues, but not based on domain years registered alone. It was further clarified that, in terms of the ICANN fees and Afilias fees, it is calculated based on the domain year statistic generated by Afilias and reported to ICANN.
- 12.7. It was suggested to bring the discussion on the financial operations regarding payment to Afilias and ICANN to the BFC. (2021.07.A02)

13. Engagement with Fusion

- 13.1. Following up from previous reports of Fusion's internal reorganization of corporate structure, it was reported that DotAsia has aligned the engagement with Fusion with their new entity providing financial services.
- 13.2. The updated engagement letter was presented and briefed to the Board for consideration. It was highlighted that the updated engagement terms are exactly the same, with the same services as agreed before and the same team of

individuals servicing DotAsia. The only change is that billing will be sent from Fusion Accounting Services Limited from now on.

- 13.3. It was reported that BFC discussed and agreed to endorse the updated engagement letter.
- 13.4. There is no further comment from the Board. It was agreed to proceed with Fusion on the updated engagement letter. (2021.07.006)

14. Next Board Meeting Schedule

- 14.1. It was proposed to have a 2-day Board meeting in November, and have a joint meeting with AC on one of the scheduled days.
- 14.2. Upcoming Regular Board Meetings at UTC 06:00 (HKT 14:00)
 - Aug 25
 - Sep 29
 - Oct 20 (ICANN 72 on Oct 23 – 28)
 - Week of Nov 22-26 (2-day meeting with 1 joint meeting with AC)

15. Legal Updates

- 15.1. Updates and clarifications on legal proceedings were briefed to the Board.