

DotAsia Board Meeting Minutes

Date(s) & Time:	January 26, 2022 (Wednesday) 14:01 – 15:31 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Santanu ACHARYA ^{*a} Kashif ADEEL ^{*b} Satish BABU Nicole CHAN ^{*c} Edmon CHUNG Joel DISINI Maureen HILYARD Alireza SALEH ^{*d} Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team) June LAU (DotAsia Team) ^{*e}</p> <p>Apologies: Andi BUDIMANSYAH Ellen STRICKLAND</p> <p>Absent: Billy CHEON</p> <p>^{*a} Left meeting during Discussion Item 12.3, and rejoined during Discussion Item 12.4. ^{*b} Left meeting after Discussion Item 4.5, rejoined during Discussion Item 5.2, left during Discussion Item 5.3, and rejoined during Discussion Item 6.2.5. ^{*c} Joined meeting during Discussion Item 3.1, left during Discussion Item 4.1, and rejoined after Discussion Item 4.5. ^{*d} Joined meeting during Discussion Item 6.2.2. ^{*e} Left meeting after Discussion Item 5.5.</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	More information to be provided after completion of re-tendering process.
2021.11.A01	Follow up the investigation of a drop in renewal of long registered domains at one of the registrars and report back to the Board.	DotAsia Team	Completed. No abnormal sign was found.
2021.11.A03	Schedule a short demo session on the intro of MSRS and how it works.	DotAsia Team	To be scheduled at the Feb 2022 Board meetings before the AGM.

No.	Action Items:	Owner	Remarks
2021.11.A04	Share the finalized audit report for year ending Sep 2020 for DotAsia Organisation to the Board.	Rebecca CHAN	Completed. Refer to Discussion Item 6.
2021.11.A05	Follow up with Abacus on the electronic certified version of the audit report for year ending Sep 2020 for DotAsia Foundation and coordinate with individual Board Members for signature.	Rebecca CHAN	Completed.
2022.01.A01	Re-confirm with the Dec Board and BGC meeting recordings to clarify whether amendment to meeting minutes is needed.	Board Sec	
2022.01.A02	Follow up with legal counsel on the remuneration for Board Members and report back to the BFC for further discussion.	Edmon CHUNG	Awaiting legal advice.
2022.01.A03	Board members to review the Dec Board meeting minutes again to propose suggested edits, and then table for adoption at Feb Board meeting.	Board	

No.	Resolutions / Decisions:
2022.01.001	<p>Approval of Audit Report for Year Ended Sep 30, 2020 for DotAsia Organisation Limited</p> <p>RESOLVED THAT, the Board approves the audit report prepared by Mazars CPA Limited for the fiscal year ending Sep 30, 2020, and appoints HILYARD, Maureen Moari Marama and CHUNG, Edmon Wang On to sign the report.</p> <p>Resolved, with one objection from Joel.</p>

Discussions:

1. Roll Call

- 1.1. Maureen HILYARD chaired the Board Meeting on Jan 26, 2022.
- 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. Satish reported that he was re-elected to be the Chair of APSIG till 2023, which has been updated on his SOI posted to the DotAsia website as well.

4. Approval of Board Meeting Minutes (Dec 22, 2021)

- 4.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
- 4.2. Concern was raised on the description regarding the adoption of the Special Advisory. It was suggested to state the names of all Board members involved in the vote. It was explained that the names of attendees were properly recorded in the Attendees section, and the names of individuals objecting were also recorded in the minutes. Therefore, it should be understood who are involved.
- 4.3. Concern was raised again on the Special Advisory itself. It was clarified that the Special Advisory is a note to explain to DotAsia Members what has happened in 2018 and 2020, and that there is no change of the M&A nor the governance documents of DotAsia as a result of issuance of the Special Advisory.
- 4.4. It was suggested to add a note stating what was discussed at the Dec BGC meeting regarding the Special Advisory. DotAsia team will review the Dec Board and BGC meeting recordings to confirm whether particular amendments are needed. (2022.01.A01)
- 4.5. Question was raised on the remuneration for Board Members. It was explained that DotAsia is awaiting advice from legal counsel on the scope and appropriateness of providing remuneration to Board Members based on DotAsia M&A and common practice in Hong Kong. DotAsia will follow up with legal counsel and report back to the BGC for further discussion. (2022.01.A02)
- 4.6. Question was raised on the action taken by the Board in 2018 regarding the banking situation. It was clarified that the decision made in 2018 was made by consensus through discussions. It was further explained that Alireza's consent and the Board's consensus were clearly recorded at the meetings in 2018 and 2020. It was further explained that it is not acceptable or appropriate to revise or reverse Board decisions made in the past, however, it is possible to discuss how the Board wishes to change or take a different direction in the future.
- 4.7. It was suggested and agreed to have the Board review the Dec Board meeting minutes again to propose suggested edits, and then table for adoption at the Feb Board meeting. (2022.01.A03)

5. Nominations Report (Board Elections 2022)

- 5.1. Nomination Period was closed on Jan 25, 2022 at UTC 23:59. Updates on nomination status were presented and briefed to the Board for reference.
- 5.2. It was reported that Satish BABU was deemed elected as the only candidate in the Co-Sponsor Member category, and Alireza SALEH was also deemed elected as the only candidate in the Middle East & Western Asia region in the Sponsor Member category. The remaining 3 vacant seats will be elected from 6 Sponsor Member category candidates.
- 5.3. It was reported that voting will be conducted through BigPulse as directed by the Elections Committee, and that additional tests for particular features, in consideration of the geographic diversity and tiebreaker requirements as specified in BGC-004, are in progress.
- 5.4. The Nominations Report has been sent from the Elections Compliance Administrator to the Elections Committee on Jan 25, 2022. The Elections

Committee will plan to send the Nominations Report to the Board and announce Nominations Result to Members on Jan 30, 2022.

- 5.5. The Voting Period for Sponsor Members will be started on Jan 31, 2022 at 00:00 UTC.

6. DotAsia Audited Financials (2019-2020)

- 6.1. Final draft audit report for financial year ending Sep 30, 2020 for DotAsia Organisation Limited prepared by Mazars was presented and briefed to the Board for consideration. It was reported that the audit report was discussed and endorsed by the BFC.
- 6.2. Major updates and key items were highlighted:
- 6.2.1. An additional subsection of the directors of the Company's subsidiaries only was included.
 - 6.2.2. There is no arrangement to enable individual directors of the company to acquire benefits of shares in the company or any other company.
 - 6.2.3. Further to the discussion on the Management Contracts in the Director's Report at Jan BFC meeting, it was clarified that the draft contains a true statement that DotAsia did not outsource the management and administration to a third party.
 - 6.2.4. Financial statements of the Group for the year ended Sep 30, 2019 were audited by another auditor (RSM) who expressed an unmodified opinion on those consolidated financial statements on Oct 29, 2020.
 - 6.2.5. It was highlighted that DotAsia is not subjected to income tax since DotAsia has the offshore income status issued by the Inland Revenue Department.
 - 6.2.6. An additional paragraph stating that subsequent to the end of the reporting period Namesphere Limited allotted additional shares on Dec 4, 2020.
 - 6.2.7. Provision for legal proceedings was updated.
- 6.3. Draft resolution was presented and briefed to the Board for consideration.
- 6.4. The audit report for year ended Sep 30, 2020 for DotAsia Organisation Limited was approved, with one objection from Joel. (2022.01.001)

7. Review of BGC:001: DotAsia Board Governance Framework

- 7.1. It was highlighted that there is no change to the existing practice of the Board.
- 7.2. The suggested edits on Observers and Consensus Basis were drafted based on the discussion at the BGC on the various concepts for formalizing Observer roles, that is, who will be invited to participate in Board activities but not be listed in the Companies Registry and other official documents, and for banking purposes.
- 7.3. It was reported that based on the discussion at the Dec 2021 BGC meeting, where various models were considered, it was suggested that a consensus basis approach would provide the most inclusive approach for Observers to fully participate in Board activities.

- 7.4. BGC discussed and agreed to bring the discussion to the Board for feedback, and then take back to BGC for further discussion.
- 7.5. Concern was raised that the consideration of the BGC-001 updates may have implications on the DotAsia Memorandum & Articles of Association (M&A) and that that amendment to the M&A may be required.
 - 7.5.1. It was explained that DotAsia is currently in the process of updating the M&A to Articles of Association (AA), and that the adoption of the AA would require approval from DotAsia Members.
 - 7.5.2. It was noted that a major majority of the Board should be achieved before making recommendation of the amendment of the articles to Members. It was explained that if there is no objection received, then there would be a majority consensus, which would be a major majority, and could also address the issue to make sure Observers could be fully involved in that decision making process.
- 7.6. Comment was raised on the practicality of decision making through consensus.
 - 7.6.1. It was commented that based on the previous experience of serving as Board Member of other organizations, especially Internet community organizations, that consensus basis works well and counted votes rarely took place if at all. Even in cases where formal voting is required, informal polling maybe used to identify whether an issue has received consensus or is still contentious, and then to consider if further discussion to address the issue is needed.
 - 7.6.2. Concern was raised on handling tie-breaking situation by consensus.
 - 7.6.2.1. It was explained that because Observers cannot have a vote since they are not listed in the Companies Registry and other official documents, therefore a consensus basis approach best ensures that full participation of Observers can be realized rather than pushing for votes before consensus is reached.
 - 7.6.2.2. It was further explained that upon suggestion from the banks, the Board as a whole decided, on a consensus basis, in 2018 and 2020, and with the consent from Alireza, to not include Alireza in the listing of company's directors in the Companies Registry from that point and going forward. Therefore, in terms of the official approach of the situation, Alireza was not an official member on the DotAsia Board, which is correctly reported to the banks and reflected in each year's audit reports.
 - 7.6.2.3. It was highlighted that this discussion is the process to consider how the DotAsia Board should deal with this and similar situations going forward, given the specialist legal advice received, and especially to ensure that the input from Observers are taken fully along with all other Board Members.
- 7.7. It was highlighted that Board Members are welcome to make suggestions on edits for further discussion of the DotAsia M&A amendments at the BGC.
- 7.8. Further discussion to be continued at the Feb BGC meeting.

8. DotAsia Articles of Association Amendments

- 8.1. Updates of amendments to the DotAsia M&A were presented and briefed to the Board.
- 8.2. Draft DotAsia Articles of Association (AA), developed based on the sample document from the new Companies Ordinance, were circulated to the Board via email.
- 8.3. Further discussion to be continued at Feb BGC meeting.

9. Preparations for Board Meeting & AGM 2022

- 9.1. Draft agenda of Feb Board meeting on Feb 26, 2022 was presented and briefed to the Board for consideration. It is planned to be a 3-hour meeting (HKT 12:00 – 15:00).
- 9.2. It is planned to invite incoming Board Members to join the Feb Board meeting.
- 9.3. DotAsia AGM will be held on Feb 27, 2022 at UTC 08:30 – 10:00 (HKT 16:30 – 18:00).
- 9.4. It is also planned to have a short Board meeting (about 30 mins) with the new Board after the AGM on Feb 27, 2022.

10. Board Committees Updates

- 10.1. Updates deferred to next Board meeting.

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 highlighted that the total renewals dropped 1.6%, which is similar to the overall industry performance reported by Verisign.

12. Budget 2022 – 2024 Preparations

- 12.1. It was reported that the discussion on budget preparations is still ongoing at the BFC.
- 12.2. It is anticipated to have similar budget allocation as 2020 – 2021 and 2021 – 2022.
- 12.3. The consideration of the budget includes allocations to DotAsia Organisation, DotAsia Foundation and Namesphere, which includes allocations to Community Projects, as well as allocations of Salary & Office Expenses from DotAsia Organisation to DotAsia Foundation and Namesphere.
- 12.4. It was highlighted that salaries are only paid from DotAsia Organisation, and DotAsia Organisation is the only employer. Certain percentages of the salary are allocated to the Foundation and Namesphere respectively, where the salary expenses and incomes between organizations would offset each other in the budget.

- 12.5. It was highlighted that DotAsia recorded a 2.8% increase in revenue in 2021, which has exceeded the market development target of 1.5% - 2% set in early 2021.
- 12.6. It was highlighted that DotAsia anticipates a deficit budget in 2022 – 2023 due to legal provisions, and will aim for a balanced budget in 2023 – 2024.
- 12.7. It is planned to have new Board Member(s) participate in the discussion of budget preparations and finalize for adoption in Apr 2022.

13. Other Community Updates

- 13.1. It was reported that the operating bank account of one of the initiatives for which DotAsia serves as the secretariat for has been suspended by their bank. It is planned that DotAsia will work with the initiative to utilize DotAsia's bank account, similar to other initiatives DotAsia supports, and with the experience and knowledge gained from the banking situation DotAsia faced itself and the specialist legal advice received on the matter, so that their operations can continue as they seek to setup an account with another bank.
- 13.2. Brief strategic direction planned to be included for the AGM 2022 report was briefed to the board:
 - 13.2.1. DotAsia plans to expand the engagement outreach to Co-Sponsor Members as well in 2022 to explore collaborations, similar with Sponsor Members, based on existing works.
 - 13.2.2. Furthering DotAsia's work with APriGF and NetMission, an initiative of Fellows.Asia was introduced to work with alumni from youth engagement and Internet Governance training programs around Asia Pacific. DotAsia plans to work more closely with regional initiatives such as APNG and APSIG to develop a better network and to encourage more people from the community to participate in Internet Governance discussions.

14. Engagement letter with Fusion

- 14.1. Fusion has established a new company called Fusion Financial Services Limited, and the wording of the engagement letter is the same as the previous engagement letter with Fusion Accounting Service Limited.
- 14.2. It was reported that the BFC has discussed and agreed to endorse the engagement letter and move forward to sign the new engagement letter back to Fusion.
- 14.3. DotAsia will move forward to execute the engagement letter.

15. Legal Updates

- 15.1. It was reported that DotAsia is moving forward with negotiation and mediation on all the cases.

16. Financial Updates

- 16.1. Cash Flow Updates

- 16.1.1. The latest Cash Flow Summary as of Dec 31, 2021 was presented to the Board.
- 16.1.2. It was highlighted that the sponsorship from HBS for the Carbon Footprint Project was received.
- 16.2. Monthly Financial Reporting
 - 16.2.1. It was reported that Fusion had already completed the bookkeeping part of Oct 2021, and is incorporating the adjusted numbers from audit report to close the 2020 year, and then produce the draft financial report of Oct 2021.
 - 16.2.2. The financial report of Oct 2021 will be shared to the Board upon Fusion's receipt of the signed engagement letter.
- 16.3. Financial audit for year ended Sep 2021
 - 16.3.1. It was reported that Mazars is tight on resources until Apr 2022, therefore, it is planned to start the financial audit for year ended Sep 2021 in May 2022.
 - 16.3.2. Given that the situation, it is planned to present the unaudited 2021 financials for DotAsia Organisation Limited prepared by Fusion at the AGM 2022.

17. Next Board Meeting Schedule

- 17.1. Upcoming Regular Board Meeting dates at UTC 06:00 (HKT 14:00) were proposed as follows:
 - Feb 26 (3-hour meeting, HKT 12:00 – 15:00; APRICOT on Feb 21 – Mar 3)
 - Feb 27 (AGM, HKT 16:30 – 18:00; Board Meeting after AGM, HKT 18:00 – 18:30)
 - Mar 30 (ICANN on Mar 7 – 10)
 - Apr 27
 - May 25
 - Jun 29 (ICANN on Jun13 – 16)