

DotAsia Special Board Meeting Minutes

Date(s) & Time:	February 27, 2022 (Sunday) 16:28 – 17:30 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Santanu ACHARYA Kashif ADEEL Satish BABU Andi BUDIMANSYAH * Arthur CHANG Edmon CHUNG Joel DISINI ** Murad IBRAGIMOV Ellen STRICKLAND Leonid TODOROV Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Apologies: Alireza SALEH</p> <p>* Joined meeting after completion of Discussion Item 3.3. ** Joined meeting during Discussion Item 3.1.</p>

No.	Action Items:	Owner	Remarks
...	<i>Previous Action Items are not included due to Special Board meeting after AGM.</i>		
2022.02.A02	Provide updates on hybrid APrIGF in Sep 2022 and options for F2F Board Meeting to the Board.	Edmon CHUNG	To be updated as APrIGF venue arrangements are updated.
2022.02.A03	Follow up with the Board on Mar Board Meeting schedule.	Board Sec	Completed.

No.	Resolutions / Decisions:
2022.02.003	<p>Appointment of Banking Signatory</p> <ul style="list-style-type: none"> Approval of appointing Kashif ADEEL to be a new banking signatory. <p>Approved unanimously.</p>
2022.02.004	<p>Appointment of New Board Committee Members</p> <p>Board Governance Committee (BGC)</p> <p>1) Santanu ACHARYA</p>

No.	Resolutions / Decisions:
	2) Kashif ADEEL 3) Satish BABU (Current Chair) 4) Andi BUDIMANSYAH 5) Joel DISINI 6) Murad IBRAGIMOV 7) Ellen STRICKLAND 8) Leonid TODOROV
	Board Finance Committee (BFC) 1) Santanu ACHARYA (Current Chair) 2) Kashif ADEEL 3) Satish BABU 4) Andi BUDIMANSYAH 5) Joel DISINI 6) Murad IBRAGIMOV 7) Leonid TODOROV
	Board Community Projects Committee (BCC) 1) Santanu ACHARYA 2) Kashif ADEEL 3) Andi BUDIMANSYAH 4) Joel DISINI 5) Murad IBRAGIMOV 6) Leonid TODOROV 7) Ellen STRICKLAND (Current Chair)
	The CEO continues to join all Board Committees as ex officio. Resolved unanimously.

Discussions:

1. Roll Call

- 1.1. With no objection from Board Members present, Satish BABU chaired the Board Meeting as BGC Chair on Feb 27, 2022 until a new Chair is elected.
- 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. Banking Signatory Update

- 3.1. BFC discussed the matter and reported that Kashif ADEEL has volunteered and confirmed to move forward to be an additional signor for DotAsia.
- 3.2. It was noted that if any other Board Members who wish to volunteer as well, further discussion will be brought to next BFC meeting in March.

- 3.3. It was discussed and agreed to have Kashif ADEEL to be the new banking signatory for DotAsia's bank accounts, and to move forward with the update process. (2022.02.003)

4. Appointment of New Board Committee Members

4.1. Board Governance Committee (BGC)

- 1) Santanu ACHARYA
- 2) Kashif ADEEL
- 3) Satish BABU (Current Chair)
- 4) Andi BUDIMANSYAH
- 5) Joel DISINI
- 6) Murad IBRAGIMOV
- 7) Ellen STRICKLAND
- 8) Leonid TODOROV

4.2. Board Finance Committee (BFC)

- 1) Santanu ACHARYA (Current Chair)
- 2) Kashif ADEEL
- 3) Satish BABU
- 4) Andi BUDIMANSYAH
- 5) Joel DISINI
- 6) Murad IBRAGIMOV
- 7) Leonid TODOROV

5. Board Community Projects Committee (BCC)

- 1) Santanu ACHARYA
- 2) Kashif ADEEL
- 3) Andi BUDIMANSYAH
- 4) Joel DISINI
- 5) Murad IBRAGIMOV
- 6) Leonid TODOROV
- 7) Ellen STRICKLAND (Current Chair)

- 5.1. It was noted that Board Committee meetings are open to all Board Members, and Board Members are welcomed to join any Committees afterwards.
- 5.2. It was recommended that given that there is a certain amount of learning curve involved, the current Board Committee chairs continue to serve. It was noted that there is support especially for the BFC Chair to continue and no objection expressed.
- 5.3. It was further indicated that Committee Chairs can be confirmed further at the respective Board Committee meetings in March also.
- 5.4. The CEO continues to join all Board Committees as ex officio.
- 5.5. Resolved unanimously. (2022.02.004)

6. Board Chair Election Process

- 6.1. It was noted that based on the current Board Chair Election Process as adopted in BGC-001: DotAsia Board Governance Framework, call for the Board Chair Election is to be sent about 30 days before the next Board Meeting, and nominations will be taken at the Board Meeting. If there are more than one candidate, candidate statements and interests will be requested and voting will be taken at the next Board Meeting.

- 6.2. It was reported that since the conditions of Observer status and the uncertain status with elected candidates with nationalities from sanctioned countries are still being actively discussed at the BGC, especially where such individuals would not be included as official Board Directors in the Companies Registry, for banking purposes and other official documents for relevant authorities, the Board may need to consider any particular approach on the matter of nominations and voting for Board Chair elections.
- 6.3. It was suggested that since the matter was raised in the DotAsia AGM 2022, that there should be prompt action on the Board Chair Election, and that a timeline for the Election be put out.
- 6.4. There was suggestion on having the nomination and voting at this first Board Meeting.
 - 6.4.1. It was highlighted that based on the BGC-001 and the agreed upon process that the Board has put in place for Board Chair Election 2021, call for nominations will be put out, and then the Board Meeting should be held about 30 days later.
 - 6.4.2. It was clarified that the CEO will help administer the Board Chair Elections and will not participate (nominate, second or vote) in the election.
 - 6.4.3. It was also clarified that Article 25 in the DotAsia M&A refers to the proceedings at the AGM and members only, and applies to situations where there is no Chair of the meeting at the beginning of the AGM, and that it did not apply in this case.
 - 6.4.4. It was suggested to discuss how the Election could be done more promptly without the call for nominations for 30 days while maintaining a good process that the Board would agree to ensure different aspects are included into consideration.
 - 6.4.5. It was commented that a good Board should put their shareholders, stakeholders or communities at the first place and be mindful at all times of their fiduciary duties. The Board should focus on the outcome of the matters rather than the development of the process.
 - 6.4.5.1. Concern was also raised that unnecessary process was imposed to complete the Election. It was clarified that the intention for the aforementioned was to let the Board understand the adopted process by the Board regarding Board Chair elections and are not intended to impose any unnecessary processes for the matter.
 - 6.4.5.2. It was further commented that the good of the Organisation is the shared purpose of the Board, and it is important to ensure Board decisions are supported with good and clear processes and well documented.
 - 6.4.6. It was commented that voting for the Board Chair requires consideration of the nominees as leadership of the Board and whether voters want to stand for their votes, Board Members should be given time to understand nominees' backgrounds, especially given that new incoming members had just joined the Board. Making a decision under hasty situation would undermine the need for the careful consideration and the importance of the Board Chair.

- 6.4.7. It was further raised that all Elections require proper procedures, including both Board Elections and Board Chair Election. It was further explained that governance is through the establishment of processes.
 - 6.4.7.1. Since the new Board is just seated and Board Members may not understand the background of each other yet, it is not appropriate to have any votes in this particular meeting.
 - 6.4.7.2. It was agreed that the process should be done more promptly, however, making decision at the first meeting would violate the procedures.
- 6.4.8. Question was raised on whether existing procedure allows having the Election at this Board Meeting or within a week, although the Board would like to have the Election as soon as possible.
 - 6.4.8.1. With reference to the current BGC:001 (version 1.1), Board Members shall be given 28 days' notice of the Election of the Chairman. If there is more than one nomination, the Election of the Chairman will take place by secret ballot at the next Board Meeting.
 - 6.4.8.2. Board Chair Election process of 2020 and 2021 was also presented and briefed to the Board for reference.
 - 6.4.8.3. It was suggested to follow the agreed process as stated in BGC-001 and avoid violation of any agreed process.
- 6.4.9. Follow up question was raised again on whether it is possible to shorten the process to 7 days.
 - 6.4.9.1. It was explained that unless the BGC-001 is changed, the current process would take about a month.
 - 6.4.9.2. It was clarified that the BGC-001 (version 1.1) was approved by the Board and became effective on Feb 27, 2021 (Board Resolution 2021.02.005), and that the requirement for 28 days was also included in version 1.0 adopted in Apr 30, 2020 (Board Resolution 2020.04.003).
 - 6.4.9.3. It was suggested that the Board should either follow the agreed process as stated in BGC-001 or update the BGC-001 to fit the Board's requirement. It was noted that since BGC-001 is maintained by the BGC, updating the BGC-001 would require discussion at BGC and recommendation made to the Board for adoption.
 - 6.4.9.4. Concern was raised on the received legal advice regarding the Board Chair Election 2021. It was clarified that the specialist legal advice was sought to address the banking situation and its implementation has implications on individuals serving like an observer and if and how such individuals can or cannot serve as the Chair. It was also clarified that the legal specialist represents DotAsia Organisation instead of the CEO.
 - 6.4.9.5. There was suggestion on taking Nomination at the next Board Meeting, and then have a second Board Meeting one or two days later for the voting.

- 6.4.9.6. It was clarified that having the Election in 7 days after the calling for the Election would violate this particular policy. It was also commented that following the agreed policy should be considered as good governance rather than bureaucracy, which demonstrates accountability to both Members and community at-large.
- 6.5. Question was raised again on the earliest option for having the Board Chair Election.
- 6.5.1. It was noted that the current scheduled Mar Board Meeting is on Mar 30, 2022, which is slightly more than 28 days from Feb 27, 2022. It was also suggested to schedule a tentatively short meeting the next day for voting to complete the whole process.
- 6.5.2. It is planned to put out the call for the Board Chair Election by Feb 28, 2022.
- 6.6. It was discussed and agreed to have the Board Chair Election at Mar Board meeting on Mar 30, 2022, and schedule a special Board meeting on Mar 31, 2022 for voting if needed.

7. Board Meeting Schedule

- 7.1. Upcoming Regular Board Meetings to be held on Wednesday at UTC 06:00 (HKT 14:00):
- Mar 30 (ICANN on Mar 7 – 10)
 - Mar 31 (tentative, special Board Meeting)
 - Apr 27
 - May 25
 - Jun 29 (ICANN on Jun13 – 16)
- 7.2. Question was raised on whether there will be a F2F Board Meeting in 2022.
- 7.2.1. It was explained that the APriGF is planning to be held in conjunction with APNIC in hybrid model in Sep 2022. If the plan is confirmed, it would be a good opportunity to try to organise a F2F Board Meeting then in conjunction with APriGF. Update will be provided to the Board once available. (2022.02.A02)
- 7.2.2. It was noted that Hong Kong would not be the best option in the foreseeable months since it requires a long mandatory quarantine period for arriving passengers. Further discussion on the matter can be continued when the government policies are relaxed.
- 7.3. Comment was raised from Kashif that he would not be able to join the Board Meeting on Mar 30, 2022 for Board Chair Election 2022. Given the importance of the Mar Board Meeting, it was suggested to postpone the Mar Board Meeting to the 1st week of April 2022.
- 7.4. It was suggested and agreed to take the discussion offline and have the Board Secretariat follow up with the Board to work on alternative dates if possible. (2022.02.A03)