

## DotAsia Board Meeting Minutes

<b>Date(s) &amp; Time:</b>	<p>Sep 07, 2022 (Wednesday) 09:00 AM – 06:30 PM (Singapore Time)</p> <p>September 08, 2022 (Thursday) 9:00 AM – 5:00 PM (Singapore Time)</p>
<b>Location:</b>	<p>Zoom Meeting Room: <a href="https://aji.asia/zoomboard">https://aji.asia/zoomboard</a> Venue: York Hotel, Singapore</p>
<b>Attendees:</b>	<p>Santanu ACHARYA<sup>*c</sup> Kashif ADEEL Satish BABU<sup>*b*f</sup> Andi BUDIMANSYAH Arthur CHANG<sup>**e</sup> Edmon CHUNG Joel DISINI<sup>*a</sup> Murad IBRAGIMOV<sup>*i</sup> Alireza SALEH Ellen STRICKLAND<sup>*a*b*h</sup> Leonid TODOROV</p> <p>Pavan BUDHRANI (DotAsia Team) Rebecca CHAN (DotAsia Team) Clement CHAN (DotAsia Team) Leona CHEN BIRKNER (DotAsia Team)<sup>*f</sup> Jenna FUNG (DotAsia Team) Tony HON (FUSION) June LAU (DotAsia Team)<sup>*g</sup> Phyo Thiri LWIN (DotAsia Team) <sup>*i</sup> Christine OR (DotAsia Team)<sup>*</sup> Craig NG (General Counsel, APNIC)<sup>*h</sup> Aaron SP (DotAsia Team) Kelvin TRUONG (DotAsia Team) Karry YU (DotAsia Team)<sup>*</sup></p> <p>* Sent apologies on September 07, 2022. *<sup>a</sup> Joined meeting during Discussion Item 1.1. *<sup>b</sup> Left meeting during Discussion Item 7.1. rejoined during 7.2 *<sup>c</sup> Left meeting during Discussion Item 11.11. *<sup>d</sup> Joined meeting during Discussion Item 8.1. and left at 8.2. *<sup>e</sup> Left meeting during Discussion item 17.1.1 *<sup>f</sup> Left meeting during Discussion Item 19.1.4 *<sup>h</sup> Left meeting during Discussion item 19.2.5 *<sup>g</sup> Left meeting during Discussion item 22.3.4 *<sup>i</sup> Left meeting during Discussion item 20.1 and joined during 22.2.4</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 when received from CTT (after pandemic lockdown eases).
2022.05.A01	Bring the discussion of IDN Label Generation Ruleset in Tibetan script to the BCC.	Edmon CHUNG	In progress.
2022.07.A01	Coordinating meeting with DotAsia legal counsel and then with Joel/DotPH regarding mediation.	Edmon CHUNG and BoardSec	Completed.
2022.09.A01	Members contact list and last engagement.	BoardSec	
2022.09.A02	Provide auditor's amounts on due to/from subsidiaries.	Rebecca	In progress, obtaining latest version from Mazars.
2022.09.A03	Provide sample DRS reports.	Rebecca	Completed.
2022.09.A04	Execution of Namesphere audit reports 2019.	Rebecca	Completed. Awaiting final auditor copies.
2022.09.A05	BGC-005 to be updated based on discussions and circulated for consideration by the Board on Day 2 of the F2F Board Meeting	Edmon	Completed.
2022.09.A06	Obtain quotations from prospective legal counselors to support Board & Board Committees by Oct 2022 BGC Meeting.	Edmon CHUNG	Completed.
2022.09.A07	Formation of Mediation Committee and produce provisions of mediation format and scope.	Board Chair	Completed.

No.	Resolutions / Decisions:
2022.09.001	<p>Board Meeting Minutes (Jul 27, 2022)</p> <ul style="list-style-type: none"> <li>Approval of Board Meeting minutes of Jul 27, 2022.</li> </ul> <p>Approved.</p>

No.	Resolutions / Decisions:
2022.09.002	<p>DotAsia Governance &amp; Policy Documents</p> <ul style="list-style-type: none"> <li>• BFC-003: Board Community Engagement Support.</li> </ul> <p>Adopted unanimously.</p>
2022.09.003	<p>Legal Support for DotAsia Board and Board Committees</p> <p>RESOLVED that, DotAsia proceed to identify shortlist and obtain rough quotations from three or more prospective legal support on retainer basis for:</p> <ul style="list-style-type: none"> <li>• Review of corporate and governance document matters</li> <li>• Board and Board committee meetings where needed</li> <li>• Preparations in support of above</li> <li>• Advice and suggestions on the progress and effectiveness of legal advice, mediation and litigation</li> </ul> <p>And report to BGC and thereupon recommendations presented to the Board for consideration and adoption.</p> <p>Resolved unanimously.</p>
2022.09.004	<p>Mediation Response (HCA469 &amp; HCA1767)</p> <p>RESOLVED that, DotAsia instructs its legal counsels to</p> <ol style="list-style-type: none"> <li>(1) Agree to enter into a stay to best support good faith engagement and outcomes of mediation settlement</li> <li>(2) Proceed with presenting a constructive mediation response in the best interests of DotAsia to the opposing lawyers (regarding HCA469 &amp; HCA1767)</li> <li>(3) Enter into negotiations to come to agreement for the format and scope of the mediation in the best interests of DotAsia and report back to DotAsia for confirmation in a timely manner</li> </ol> <p>Resolution adopted with one against from Joel DISINI.</p>
2022.09.005	<p>DotAsia Governance &amp; Policy Documents</p> <ul style="list-style-type: none"> <li>• BGC-005: Appointment of Directors to Subsidiaries and Related Entities</li> </ul> <p>Adopted with two voting against from Joel DISINI and Alireza SALEH.</p>

### Discussions on Sep 7, 2022:

#### 1. Roll Call

- 1.1. Leonid chaired the F2F Board meeting on September 7, 2022.

- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

## **2. Updates of SOI (Statement of Interest)**

- 2.1. Andi reported that he has recently been appointed as one of the commissioners of private initiatives of PANDI and will update his SOI accordingly.
- 2.2. Board Members expressed their congratulations to Andi.

## **3. Approval of Board Meeting Minutes (Jul 27, 2022)**

- 3.1. Latest version of Draft 1 was presented and action items were briefed to the Board.
- 3.2. The July 27, 2022 Board Meeting minutes were approved. (2022.09.001)

## **4. Review / Amend Agenda**

- 4.1. It was commented that in general, discussions are to take place on September 7<sup>th</sup> and for some items, resolutions can be moved to be adopted on September 8<sup>th</sup>.
- 4.2. With no further comments received, the agenda was accepted.

## **5. Market Development Plan 2022/2023 Discussion**

- 5.1. The strategic approach for market development was highlighted to the adjusted market development goal by Sept 2023. The goal is set forth as below:
  - 3% increase in DUM
  - 1% increase in revenue
- 5.2. It was commented that two implementation approaches will be adopted to help achieve the adjusted market development goals.
- 5.3. A question was raised about the ratio of a 3% increase in DUM against a 1% increase in revenue. It was explained that to increase DUM, price promotion should be expected, therefore the ratio of DUM and revenue will not be equal. It was also noted that while the first year registration has a promotional price, renewal prices are generally not discounted.
- 5.4. Approach I: Volume/bulk registration registrar strategy was presented and discussed.
- 5.5. Approach II: Marketing-friendly registrar strategy was presented and discussed.
- 5.6. It was explained that the DotAsia team will meet with ICANN-accredited registrars at ICANN meetings to develop relationships and explore new marketing ideas.

- 5.7. It was also explained that different registrars have various preferences on registry communication with resellers.
- 5.8. A suggestion was made to include email creation with a DotAsia domain. It was explained that DotAsia is working with Open-Xchange – OX (open-source productivity apps) to bundle packages with registrars using .Asia domains.
- 5.9. Comments followed on benchmarking .Asia against other regional TLDs. It was also noted that comparison with other new gTLDs may be useful.
- 5.10. It was commented that a goal should be defined 5 years ahead, then develop strategies and action plans to try to reach the goal. Examples of new marketing ideas were shared.
- 5.11. It was commented that bonuses had been provided to staff prior to the pandemic. It was also noted that as directed by the previous Boards, the bonuses are not tied to sales performance.

## **6. Strategic Direction 2022 Progress**

- 6.1. The strategic direction of 2022 as set forth was presented. The progress on the strategic goal to: Expand Member Engagement, Foster Collaborations between Members & Enhance Asia Pacific Solidarity was presented, with the facilitation of the colocation of APNIC, APriGF and APSIG for a first F2F meeting of the Asia Pacific Internet community coming out of the pandemic highlighted.
- 6.2. Member engagement status was reported and the DNS Abuse mitigation in collaboration with TWNIC was highlighted.
- 6.3. It was noted that several DotAsia Members had not been responsive. Board Directors offered their assistance in reaching out to such tacit members.
- 6.4. A request was raised to share the members' contact list and last engagement dates with Board Members. (2022.09.A01)
- 6.5. It was noted that the sponsor/co-sponsor member's application form and the process are posted on the DotAsia website.

## **7. Organizational Health and Performance**

- 7.1. HR Governance, Executive, Board and Team Review
  - 7.1.1. The staff & team policies, code of conduct & principles, and leadership & organizational performance were highlighted.
  - 7.1.2. Based on the discussions at the BGC, it was suggested that the McKinsey's organizational health index adapted by the Hong Kong Council of Social Science (HKCSS) as the Organizational Health Assessment (OHA) index and the Birkman Method for Board self-assessment be considered as tools to

measure organizational, leadership and Board performance.

- 7.1.3. Discussion on who may be appropriate as an independent reviewer of the OHA outcome was exchanged and the Advisory Council (AC) was suggested as an option.

## 7.2. Review Contracts of the Executive team

- 7.2.1. It was suggested to conduct CEO contract reviews on regular basis, as per clauses of the most recent contract.
- 7.2.2. A point of order was raised against a particular director for issuing documents for Board consideration without prior circulation to the Board and discussion at respective Board Committee(s).
- 7.2.3. Two board members expressed concern that proper Board resolution process was not followed and that official documents and background information were not provided in order for the Board to follow a routine process and make sound decisions.
- 7.2.4. It was noted that it is challenging for the Board to access basic information, such as the CEO contract. It was clarified that the CEO contract is available for Board Directors on the Board Wiki as discussed during the Board Directors' Onboarding sessions.
- 7.2.5. Some Board Members suggested that proper administration and governance should be put in place to review performance and the litigation process.
- 7.2.6. It was suggested by the Board Chair that Directors can review the ad-hoc draft passed around by the director in question and consider further decision the following day. Two directors expressed that they agree to further discussion and conduct a CEO performance review and were not in favor of voting on a resolution that was not previously tabled properly.
- 7.2.7. It was noted that from the onset, CEO's contract has never been put under review, contrary to the respective clauses therein. It was also noted that the previous Boards did not view that the CEO had underperformed.

## 8. Legal-Related Matters

- 8.1. Corporate Legal Support for DotAsia
  - 8.1.1. Craig NG, General Counsel of APNIC was invited to share his experiences on handling disputes and conflicts of interest in the Board.
  - 8.1.2. A question was raised regarding the payment structure to legal counsel and it was explained that it is dependent on an arrangement which can be on a retainer basis and hourly-based fee.
  - 8.1.3. A question was asked about how DotAsia should handle its corporate and legal matters. Craig suggested that a senior independent, unbiased legal

advisor that the Board can trust could help DotAsia through some of its conflict-of-interest issues.

- 8.1.4. A question was asked about how to handle situations when Board Directors feel that the lawyers are not providing sound advice. Craig explained that the Board is entitled to seek a second opinion.
  - 8.1.5. There was one recommendation for a lawyer, for whom Craig had worked with in the past, Brett Stewien, (<https://www.gpslegal.asia>) that the Board may consider.
  - 8.1.6. A question was raised about how to navigate larger conflicts at the organizational level. It was shared by Craig that the laws are clear about conflicts. For example, it can be guided by the organization's by-laws, the constitution, and the Hong Kong Companies Ordinance.
  - 8.1.7. It was mentioned that it is the Director's legal obligation to disclose a conflict of interest or perceived conflict of interest. Unless the rest of the Board agrees, those with a conflict of interest should recuse themselves, not participating in the discussion nor voting on that issue.
  - 8.1.8. A question was raised about the permissibility of close relationships working in the same organization. Craig noted that it is not an issue as long as there is no allegation of undue special treatment or that appointment was not made meritoriously for those in question.
- 8.2. Legal Support for Board and Board Committees
- 8.2.1. The Directors formed consensus with regard to the need to identify an independent Hong Kong in-house lawyer for a limited period of time.
  - 8.2.2. It was agreed that a list of prospective lawyers is to be provided by the next BGC meeting. The Board should consider the cost, reputation, and industry experience as major selection criteria.
- 8.3. Mediation & Stay for the Litigations (HCA468 & HCA1767)
- 8.3.1. A recap of DotAsia's current position and mediation response on HCA468 & HCA1767 was presented. It was confirmed that DotAsia is committed to entering into meaningful mediation and to agree to a stay of the current lawsuits during the mediation process.
  - 8.3.2. A draft document on the stay in litigation was handed out by Joel DISINI. There were concerns raised that the material cannot be considered by the Board without a proper prior circulation to all Board Members.
  - 8.3.3. It was further noted that if there are doubts about the current legal counselor, a second legal opinion could be obtained.
  - 8.3.4. A discussion continued without a direct participation from Edmon and Joel but with both remaining in the room.

- 8.3.4.1. It was commented that there seems to be some inconsistency of information from the legal counsel and that the legal procedure seems to take longer more than desired.
- 8.3.4.2. An estimated cost of the current lawyer was mentioned. However, there was also a comment that DotAsia is at the cusp of mediation, and changing legal counsel at this point will halt mediation until the new legal counsel is up to speed.
- 8.3.4.3. It was commented that the recusal of the CEO in this discussion is ineffective as there is information that can be provided that may answer some of the director's inquiries or statements.
- 8.3.4.4. It was re-emphasized that if a new lawyer should be obtained, it should be the CEO who needs to consider seeking a new lawyer instead of DotAsia.
- 8.3.5. The estimated cost mentioned in 8.3.4.2. of the current legal cost was clarified as a cost estimate if DotAsia proceeds through to the end of the trial. However, as the direction is to proceed through mediation, the figure mentioned cannot be compared to the cost of hiring a new lawyer.
- 8.3.6. It was suggested that the mediation agenda item should be moved to the following day to discuss a respective resolution.
- 8.3.7. Point of order was raised again against the distribution of hardcopy documents not properly circulated to the full Board.

## **9. BFC-003: Board Community Engagement Support**

- 9.1. The BFC-003: Board Community Engagement Support Policy was presented with the updated amendment as suggested by BCC.
- 9.2. It was reemphasized that Board Members attending events based on the travel support provided by the policy should serve as ambassadors of DotAsia and provide a brief post-event report to the Board.
- 9.3. The reimbursement process and options were discussed. Concerns were raised that some jurisdictions require contractual evidence for disbursement of funds. There was a suggestion to provide Directors with a simple contract showing the reason for the money transfer.
- 9.4. It was explained that the current version of the policy does not support travel/medical insurance. The Board may propose amendments to the policy as deemed necessary in the future.
- 9.5. It was noted that the document has been fully considered by the BFC and BCC and is recommended for adoption by the Board. The document was adopted unanimously. (2022.09.002)



## 10. Financial Report Workshop

- 10.1. The financial report workshop was facilitated by Fusion covering accounting concepts and specific DotAsia financial statements.
- 10.2. In addition to the Statement of profit and loss, a suggestion was raised to add another sheet to compare the current month's figure against the same month of the previous year.
- 10.3. It was clarified that expired SCP funds will be listed in Other Incomes.
- 10.4. It was explained that assets held by subsidiaries will be listed in the Consolidated financial statement. It was also explained that amounts owed by subsidiaries to DotAsia have been calculated by the auditor. It was noted that the information can be subsequently gathered and shared with the Board. (2022.09.A02)
- 10.5. It was explained that the allocation of expenses from subsidiaries to DotAsia is based on worktime surveys submitted by DotAsia team members. Allocations for monthly reports are based on allocation percentage from the previous year, and will be reconciled at the end of the fiscal year by the auditor with actual timesheets submitted for the year.
- 10.6. A question was raised on the disposal of computers. It was noted that in accounting, computers are fully depreciated in 3 years. Staff will generally use the computer until it is un-operable which is usually beyond a 3 years term and is fully depreciated. It was further noted that some laptops are repurposed for supporting onsite events and other computers are disposed through NGOs specialized in recycling computing components.
- 10.7. It was clarified that DotAsia's financial statement will provide transaction information for secretariat accounts. All transactions are done at the instruction of those organizations that DotAsia provides secretariat service for.
- 10.8. It was clarified that APSIG uses a DotAsia's spare bank account for transactions; however, other secretarial accounts are directly under DotAsia's bank account. As discussed previously, there were challenges in the past in respect to opening new bank accounts but DotAsia is actively seeking HSBC's help in opening secretariat accounts into the future.
- 10.9. It was noted that the secretariat bank account support provided by DotAsia is valuable and appreciated by the community.
- 10.10. It was noted that Deferred Revenue System (DRS) reports are provided monthly and annually, and are audited. It was explained that sample monthly DRS reports can be provided and explained to the BFC. (2022.09.A03)
- 10.11. It was explained that as a joint venture, DotAsia and HNET run the back-end system for .MO. The revenue in the form of consultancy fees and dividends are billed to and collected from .MO each year.

## 11. Namesphere Works

- 11.1. Background of Namesphere was presented.
- 11.2. Namesphere's financial position was presented indicating that the company is in a reasonable financial health given the circumstances.
- 11.3. It was explained that the last audit report was done in 2019 and has been pending execution. The auditor is catching up with the audit reports pending legal opinions for post-2019 years. It was agreed that the Board would execute the 2019 reports so that the auditor can proceed with 2020/2021. It was agreed that the staff would prepare the 2019 reports for execution in next day's Board meeting. (2022.09.A04)

## 12. BGC-005: Appointment of Board Directors to Subsidiaries and Relevant Entities

- 12.1. It was highlighted by the legal advisors that the DotAsia Board should take serious consideration whom to appoint as Board directors of subsidiaries.
- 12.2. The BGC-005 document as amended based on the previous BGC and Board meetings was presented to the Board.
- 12.3. It was highlighted that the DotAsia Board would be liable for the appointment of the person if that person does not fulfill her duties on a particular board.
- 12.4. It was noted that in the current draft of BGC-005, candidates considered for subsidiary board positions should not be contentious and that a major majority of the DotAsia Board should endorse each candidate.
- 12.5. It was further noted that in the current draft of the BGC-005, each Board Member should only once nominate or second in the process.
- 12.6. It was suggested that the four candidates tabled in the June 2022 BGC meeting be put forward for consideration. It was commented that the draft BGC-005 was created based on previous discussions at BGC and Board meetings. The procedures provide framework for DotAsia Board to review and endorse subsidiary directors.
- 12.7. Discussion focused on whether the previously tabled Namesphere candidates should follow the to-be-adopted BGC-005 process or simply be appointed.
  - 12.7.1. It was noted that although the documented vetting and due diligence process may take some time, it is good governance which will reduce risk and safeguard the DotAsia Board upon rendering respective decisions.
  - 12.7.2. It was also noted that most of the tabled candidates for Namesphere are current DotAsia Board Members, therefore their nomination can be vouched for quickly without having to go through BGC-005.
- 12.8. It was clarified that candidates can be outside of the DotAsia Board.

- 12.9. It was agreed to reduce the length of the call for nominations to five days and update that the vetting committee will be formed by non-participating DotAsia Board Members to review nominations reports. BGC-005 is to be updated based on discussions and circulated for consideration by the Board on Day 2 of the F2F Board Meeting. (2022.09.A05)

## **Discussions on Sep 8, 2022**

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### **13. Roll Call**

- 13.1. Leonid TODOROV chaired the Board Meeting on September 8, 2022.
- 13.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

### **14. Review / Amend Agenda**

- 14.1. It was suggested for the below topics carried forward from Sep 7<sup>th</sup>, be covered prior to Community Project, Other DotAsia Works, and Financial Updates.
- Legal Support for Board and Board Committee
  - Mediation Response
  - BGC 005: Appointment of Board Directors to Subsidiaries and Relevant Entities
- 14.2. It was noted that Arthur will only be able to join the Board Meeting for a short period of time between 09:30-10:30 SGT, and that Board Resolutions should be aimed to be discussed and put for resolution at that time.

### **15. Community Project Updates – NetMission.Asia**

- 15.1. Updates on the NetMission.Asia project were presented by Jenna.
- 15.2. It was mentioned that the future plan for NetMission is to enhance its online exposure, stay connected with its community, rethink its role due to the ongoing pandemic, and enhance motivation for ambassadors.
- 15.3. The ensuing discussion centered on selection criteria for NetMission Academy fellows and for on-site event organization and participation.
- 15.4. Directors commended the impact and progress of NetMission.

### **16. Discussion of Board Resolution Process**

- 16.1. It was pointed out that ad-hoc resolutions signed by some directors were brought forward to the Board for consideration on Sep 7<sup>th</sup>, 2022. There was a suggestion that voting take place according to the signed resolutions.
- 16.2. It was noted that the online Board Members may not have a complete set of documents that were shared onsite.
- 16.3. There were comments that a process of good governance should include tabling of issues, information shared, and Board discussion before the drafting of a resolution. Signing or voting of a resolution should be done together as a Board

collectively instead of approached individually. It was pointed out that the ad-hoc resolutions did not follow good governance processes.

- 16.4. There were strong statements made by some Board Directors that the ad-hoc resolutions are unacceptable.
- 16.5. A clarification was asked about what ah-hoc resolutions were proposed on Sep 7, 2022. It was explained that only 3 topics had been discussed in previous Board and Board Committee meetings and were covered the day before onsite and therefore the suggestion was to consider those Board Resolutions:
- Legal Support for DotAsia Board and Board Committees
  - Mediation Response (Stay in Litigation)
  - Appointment of Directors to Subsidiaries and Related Entities
- 16.6. The topic of the CEO Employment Agreement was raised.
- 16.6.1. It was noted that this topic had not been discussed at the Board and was only brought up the day before during the discussion of the performance review of the leadership and the organization. If the Board is asked to rush a vote, it can put the company at risk.
- 16.6.2. It was commented that if the Board believes that the CEO can improve, his performance should be reviewed and evaluated, seek legal advice, and then take an appropriate action.
- 16.6.3. It was emphasized that decisions and votes made by Board Directors, are made with conscience considerations and understanding a level of consequences. Therefore, ah-hoc resolutions signed by Directors should be considered.
- 16.6.4. There was a counterstatement made that those who sign the ad-hoc resolutions are not lawyers, therefore the legitimacy can be questioned.
- 16.6.5. It was also noted that the appointment of the CEO should be under the direction of the Board. It was noted that a reappointment of the CEO as an acting CEO would require the termination of the CEO contract. There was question about whether the current CEO contract remains in force. There was expressed affirmation that the person who is serving as the current CEO for DotAsia is not in question.
- 16.7. There was general consensus that the Board was prepared and willing to vote on items tabled in the agenda of the meeting as put forth prior to the meeting.

## 17. **BGC-005: Appointment of Board Directors to Subsidiaries and Relevant Entities**

- 17.1. It was highlighted that based on the previous day's discussion, BGC-005 was updated to reduce the nomination period and a Board subcommittee should be set up to review of the nominations report.
- 17.1.1. It was suggested to update the 5-day nomination period wording from "no less than 5 days" to "no more than 5 days". Concerns were raised that good governance requires a minimum amount of days for a nomination period to be stipulated such that due consideration is given for Board members to consider nominations. It was agreed to adopt the suggestion of "no more than 5 days" to expedite the process of adoption of BGC-005 so that to ensure its implementation
- 17.1.2. Clarification was made that a committee of Board Members not participating as a nominator, seconder, or candidate will review the

nominations report.

- 17.1.3. The due diligence process of surveying the candidate, gathering candidate records, and vetting by the Board subcommittee was re-highlighted.
- 17.2. It was agreed that a formal call for nominations for 2022 Namesphere Directors based on BGC-005 should proceed in understanding that the nomination report, review and endorsement should be completed by the October 2022 Board meeting. If the process of BGC-005 is not complete by the next Board meeting, then the ad-hoc Namesphere Director Endorsement resolution signed by majority of directors can be reviewed, any necessary amendments applied, and tabled for resolution.
- 17.3. It was emphasized that CEO represents DotAsia ex-officio at the Namesphere board.
- 17.4. Discussion on revising the resolution to include a fallback plan of endorsing the ad-hoc Namesphere Director Endorsement resolution followed. It was highlighted that BGC-005 is a document that applies to all subsidiaries of DotAsia, therefore adding specific Namesphere details to the resolution is not appropriate. It was noted that such a description should be included in the Board minutes or included as a separate resolution.
- 17.5. The adoption of BGC005 was resolved with two voting against from Joel DISINI and Alireza SALEH. (2022.09.005)

## **18. Namesphere Audit Report 2019**

- 18.1. The draft Namesphere audit reports (2019) were circulated previously to the Board. Leonid TODOROV and Edmon CHUNG signed the audit reports.

## **19. Legal Matters**

- 19.1. Legal Support for Board & Board Committees
  - 19.1.1. Draft resolution on the matter based on previous discussions was presented for consideration.
  - 19.1.2. It was RESOLVED that, DotAsia proceed to identify, shortlist and obtain rough quotations from three or more prospective legal support on a retainer basis for:
    - Review of corporate and governance document matters
    - Board and Board committee meetings where needed
    - Preparations in support of above
    - Advice and suggestions on the progress and effectiveness of legal advice, mediation and litigationAnd report to BGC and thereupon recommendations presented to the Board for consideration and adoption.  
  
Resolved unanimously. (2022.09.003)
  - 19.1.3. It was noted that legal counsels identified should be licensed for the jurisdiction of Hong Kong.

- 19.1.4. It was noted that DotAsia should present quotations from prospective legal counsels by the next BGC. (2022.09.A03)
- 19.2. Mediation Response (HCA469 & HCA1767)
- 19.2.1. It was noted that an ad-hoc draft resolution was signed by majority of Directors and disseminated onsite during the F2F Board meeting the day before. It was further noted that based on the discussions at the meeting, a proposed resolution is drafted for consideration.
- 19.2.2. A question was raised on whether the CEO should be involved in the mediation process. There was broad consensus that it is important for the CEO to be involved in the mediation process to provide information relating to the cases.
- 19.2.3. There was general consensus that proceeding with mediation is the way forward. It was highlighted that the mediation should involve the legal counsel, however, if DotAsia decides to change the legal counsel at that moment, it would halt mediation, therefore proceeding with the current legal counsels would be most expedient option.
- 19.2.4. It was RESOLVED that DotAsia instructs its legal counsels to
- (1) Agree to enter into a stay to best support good-faith engagement and outcomes of a mediation settlement
  - (2) Proceed with presenting a constructive mediation response in the best interests of DotAsia to the opposing lawyers (regarding HCA469 & HCA1767)
  - (3) Enter into negotiations to come to agreement on the format and scope of the mediation in the best interests of DotAsia and report back to DotAsia for confirmation in a timely manner
- Resolution adopted with one objection from Joel DISINI (2022.09.004)
- 19.2.5. It was agreed that the Board Chair will convene the formation of a Board Mediation Committee which will work with legal counsels and produce provisions for inclusion in discussion for mediation format and scope, and to finalize a formal response by October 6<sup>th</sup>, 2022. (2022.09.A04)

## 20. Community Project Updates – APriGF.Asia

- 20.1. Christine provided updates on the 12th APriGF 2022. It was noted that this is the first time that it was co-located with APSIG 2022 and APNIC 54. It was also highlighted that this is the first time APriGF and APSIG jointly coordinated the fellowship program.
- 20.2. A question was raised on the roadmap for engaging APriGF alumni. It was explained that an alumni network is created and under development. Alumni are on a mailing list for discussion and information. DotAsia is looking for more ways to engage the alumni.
- 20.3. Discussion followed about a possibility of increasing learning opportunities for remote participants.
- 20.4. It was mentioned that DotAsia has an MOU with APSIG and helps support back-end banking.

- 20.5. It was recommended that staff updates at Board meetings should include suggestions on how the Board can be of assistance.

## **21. Other DotAsia Works - Social Media Engagement**

- 21.1. Clement provided social media engagement and activity updates.
- 21.2. There were comments that a social media strategy and benchmarking should be presented to the Board in the future.
- 21.3. There was a comment that building a brand for DotAsia is important. It was also noted that it is important to work with registrars and resellers who are the ones that sell .Asia domains to the end customer.
- 21.4. Brief social media statistics were shared. There were comments that the statistics highlights a lack of the SMM strategy's effectiveness. It was recommended that the marketing team should seek further guidance from the Board.

## **22. Financial Updates**

- 22.1. Monthly Financial Report. The statement of profit or loss and other comprehensive income from Oct 2021 - May 2022 were presented and the monthly breakdown was presented.
- 22.2. Budget Updates on APriGF, yIGF and EcoInternet Initiative (EII):
- 22.2.1. Budget updates on APriGF and yIGF 2022 were presented.
- 22.2.2. A question was raised whether the budget was approved. It was explained that the multi-stakeholder steering group (MSG) of APriGF handles the budget and DotAsia served as the Secretariat and help execute it.
- 22.2.3. A question was raised as to sources of sponsorship. It was explained that both the MSG and the Secretariat try to raise funds. There were suggestions to approach commercial organizations for funding.
- 22.2.4. The budget on EcoInternet Index was presented. It was noted that there are two grants this year, one from HBS in progress from last year, and the other one is envisaged to be awarded by the the APNIC Foundation.
- 22.3. Banking Arrangement
- 22.3.1. The Minutes of the Meeting of the Board of Directors of DotAsia Organisation Limited relating to updating signatories with HSBC was presented. It was noted that a VP of HSBC confirmed that the document is appropriate to use once it is signed by the Board Chair and two other directors.
- 22.3.2. It was highlighted that there is an addition of signatories including adding Kashif and Arthur. Edmon and Satish will remain unchanged as signatories and all other previous signatories will be removed.
- 22.3.3. The HSBC bank signature card certification process was explained.



- 22.3.4. An ad-hoc alternative resolution document and HSBC form were distributed onsite by one of the Directors. It was noted that the document had not been vetted by HSBC. There was a discussion on which documents to submit to HSBC and there was a request for an email to be sent to the HSBC VP to clarify bank accounts and the respective information required for the documents in question.
- 22.3.5. It was suggested that the DotAsia team accompany Board Members to a nearby Singapore HSBC branch on the morning of September 9<sup>th</sup>, 2022, to complete the signature certification process.
- 22.3.6. It was confirmed by staff that DotAsia has three HSBC bank accounts.
- 22.3.7. A question was raised as to the banking thresholds for DotAsia. It was explained that the thresholds are set up as per BFC-001.
  - 22.3.7.1. The banking and signing instruction table was shared listing the thresholds and number of signatories required. It was noted that BFC-001 also reflects the limits and signatory requirements.
  - 22.3.7.2. An ensuing brief discussion on whether updates thereto should be considered followed. It was suggested that information on BFC-001 should be shared and further discussed at future BFC meetings.
- 22.3.8. A discussion on which HSBC signatory adding procedure would be the most efficient one ensued. It was noted that in the latest discussion with Ray in September, HSBC confirmed that the current process suggested by staff would be most suitable.
- 22.3.9. It was suggested that the ICBC account would require Board signatures on the signing instruction and the resolution documents. However, if it is impossible to sign it in Singapore, then the document will be couriered to Directors for signing