

### DotAsia Board Meeting Minutes

<b>Date(s) &amp; Time:</b>	Nov 29, 2022 (Tue) 12:00 PM – 13:48 PM (HK Time)
<b>Location:</b>	Zoom Meeting Room: <a href="https://aji.asia/zoomboard">https://aji.asia/zoomboard</a>
<b>Attendees:</b>	<p>Santanu ACHARYA Kashif ADEEL <sup>*b</sup> Satish BABU Andi BUDIMANSYAH Arthur CHANG Edmon CHUNG Joel DISINI Murad IBRAGIMOV Alireza SALEH <sup>*a</sup> Ellen STRICKLAND Leonid TODOROV</p> <p>Nick CHAN (SPB legal counsel) Bryan CHAN (SPB legal counsel) Rebecca CHAN (DotAsia Team) Phyo Thiri LWIN (DotAsia Team)</p> <p><sup>*a</sup> Joined during the discussion item 3.1 <sup>*b</sup> Joined during the discussion item 5.2</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	Completed.
2022.09.A01	Members contact list and last engagement.	BoardSec	Completed.
2022.09.A02	Provide auditor's amounts on due to/from subsidiaries.	Rebecca	In progress, obtaining latest version from Mazars.

No.	Action Items:	Owner	Remarks
2022.11.A01	Bring discussion of the details of the process towards putting the CEO contract to tender to the BGC.	BGC Chair	Completed.
2022.11.A02	Coordinating next steps for appointment of directors to the Namesphere board.	Edmon CHUNG, Boardsec	Completed.

No.	Resolutions / Decisions:
2022.11.008	<p>Consideration and admission of .TL membership application to be a Sponsor Member of DotAsia Organisation</p> <ul style="list-style-type: none"> <li>Application for DotAsia Membership received from the National Communications Authority (Autoridade Nacional de Comunicações – ANC) of Timor-Leste</li> <li>It was confirmed that ANC is the ccTLD manager for .TL (Timor-Leste) in the IANA Database</li> </ul> <p>Resolved with one abstention from Arthur CHANG.</p>
2022.11.009	<p>CEO position</p> <ul style="list-style-type: none"> <li>Formation of ad-hoc committee for developing details of opening tender for CEO position</li> </ul> <p>Resolved.</p>
2022.11.011	<p>Temporary appointment of DotAsia representative to Namesphere Board:</p> <ul style="list-style-type: none"> <li>Resolved that, DotAsia temporarily appoints the DotAsia Chair to be the representative of DotAsia to the Namesphere board for the Namesphere board meeting to appoint further Namesphere directors as endorsed by the DotAsia Board in its Nov 2, 2022 meeting (Resolution 2022.11.004).</li> </ul> <p>Resolved with one objection from Joel DISINI.</p> <p>Namesphere Board Resolution:</p> <ul style="list-style-type: none"> <li>Resolved that, the following four individuals be added to the Namesphere board until the next Namesphere AGM: <ul style="list-style-type: none"> <li>Murad IBRAGIMOV</li> <li>Kashif ADEEL</li> <li>Alireza SALEH</li> <li>Anil Kumar JAIN</li> </ul> </li> </ul>
2022.11.011	<p>SCP Application through .TH</p> <ul style="list-style-type: none"> <li>Approval of SCP application through .TH</li> </ul> <p>Resolved.</p>

## Discussions:

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### 1. Roll Call

- 1.1. Leonid chaired the Board meeting on November 29, 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. Legal counsel commented that if there are conflicts of interest, they should be raised in a particular message to the Chairman.
- 2.2. There are no SOI updates from the Board Directors.

### 3. Approval of Board Meeting Minutes (Nov 2, 2022)

- 3.1. The approval of the Board meeting minutes was deferred to the next meeting. A comment was raised that the delay in processing the Board minutes was understandable given the imperative of handling four meetings every month; however, it was also noted that preparing the minutes should be an immediate duty of the Board Secretariat.
- 3.2. Regarding the agenda item for Board Committee updates, it was suggested that Board Committee Chairs could send brief reports in writing to the Board mailing-list via email instead of reporting at the Board Meeting.

### 4. Membership Applications update

- 4.1. It was reported that three new membership applications were received, including:
  - Two Co-Sponsor Member applications:
    - Internet Action Group (Cook Islands)
    - Internet Research Community (Pakistan)
  - One Sponsor Member application:
    - .TL from Timor-Leste
- 4.2. Staff team has corresponded with the two applicants for the Co-Sponsor Membership. It was noted that neither of them is the usual AP\* organizations similar to the current Co-Sponsor Members, and that both of which appears to be small organizations managed by one or a few people.
- 4.3. A question was raised regarding the representative of one of the applicants being a former Board Member. It was clarified that there are no particular limitations on the

representative of DotAsia Members and that former Board Members may be a representative for a member.

- 4.4. It was suggested and agreed that the two Co-Sponsor Membership applications should be deferred and DotAsia should proceed with engaging them in DotAsia activities.
- 4.5. It was reported that particulars of the .TL application from the National Communications Authority (Autoridade Nacional de Comunicações – ANC) of Timor-Leste align with the data in the IANA database.
- 4.6. A question was raised on whether legal advice was required to accept new DotAsia Members. It was noted that in the last Board Meeting, the staff team explained the general process of accepting new DotAsia Members, and that once the Board has accepted the application, the Member may participate in the governance processes of DotAsia.
- 4.7. The Board voted to approve ANC's application under the Sponsor Member category. (2022.11.008)

## 5. CEO position updates

- 5.1. A question was raised regarding the public announcement of the tender for the CEO position on website and social media. It was clarified that according to the previous Board meeting, details of the process will be further discussed at the BGC.
- 5.2. It was reported that BGC is discussing 3 matters in preparation for an open tender for the CEO contract:
  - The legal situation in regard to the CEO contract and the **general process** of its dismissal **if any**
  - A review of the current Executive/Board/Organizational performance
  - A succession planning of leadership positions
- 5.3. A question was raised regarding the continued discussion on the matters at the BGC, and that if the incumbent CEO continues to participate in matters concerning the opening of tender of the CEO contract, it may give rise to more conflicts in the future.
- 5.4. The Board discussed the appropriateness of putting the CEO contract out for an open tender without the dismissal of the CEO and where the current CEO contract is still valid. A question was raised about the validity of the current CEO contract. It was noted that the Board recognized the validity of the current CEO contract. The legal counsel explained that legally, it is possible to run a call when the incumbent CEO contract is valid. Furthermore, it was noted that the definition of "major majority" in Article 53 of DotAsia's M&A is unclear and that more research may be required to provide a proper legal advice on the matter.
- 5.5. A suggestion was put forward to form an ad-hoc committee to discuss the process of putting the CEO contract out for an open tender for.
- 5.6. Questions were raised regarding the process of searching for a new CEO including the plan, timeline, etc. There were suggestions to mandate an ad-hoc committee to

resolve on advertising the tender, as well as the process and procedural matters. A suggestion was made that SPB as a legal counsel **should become** an ad-hoc committee member. It was clarified that the legal counsel **will provide the support** the committee.

- 5.7. It was resolved to form an ad-hoc committee to develop details of a prospective tender for the CEO position.

## 6. Namesphere Board Meeting and Member Meeting Arrangements

- 6.1. It was reported that **SWC** legal counsel confirmed that in accordance with the Namesphere M&A, the current Namesphere Board can appoint additional Board members to the Namesphere Board, and such new Directors' term will end by the next Namesphere AGM. At which time, members (i.e. shareholders) of Namesphere can further appoint the directors at the AGM.

6.1.1 It was further noted that the current Namesphere Board is seated by DotAsia (as an organization) and Edmon. It was recommended that the DotAsia Board temporarily appoint the DotAsia Chair to serve as the representative of DotAsia to the Namesphere Board, and to have a short Namesphere Board meeting at the ongoing DotAsia Board Meeting to seat the four individuals the DotAsia Board already resolved on at the previous Board meeting (Resolution 2022.11.004).

6.1.2 Question was raised as to when the next Namesphere AGM will be held. It was clarified that in accordance with the laws of Hong Kong, the next Namesphere AGM will be held within 9 months upon the end of its fiscal period in September 2022, and therefore the next Namesphere AGM will be held before the end of June 2023.

6.1.3 A concern was raised on whether DotPH should be informed of the proposed short meeting. It was clarified that the meeting will be a Namesphere Board meeting and not a Namesphere Shareholders meeting.

6.1.4 It was noted that between the effective date of the suggested Board Meeting and the next Namesphere AGM, the DotAsia Board should consider the appropriate term of appointment of the Namesphere Board members.

6.1.5 A resolution was presented on the screen for DotAsia to temporarily appoint the DotAsia Chair to be the representative of DotAsia to the Namesphere board for the Namesphere board meeting to appoint further Namesphere directors as endorsed by the DotAsia Board in its Nov 2, 2022 meeting, and the Board resolved to adopt the resolution with one objection from Joel DISINI. (2022.11.010)

- 6.2. The Namesphere Board meeting was duly convened during the DotAsia Board meeting.

6.2.1 The Namesphere Board resolved that the following four individuals be co-opted to the Namesphere board until the next Namesphere AGM:

- Kashif ADEEL

- Murad IBRAGIMOV
- Alireza SALEH
- Anil Kumar JAIN

6.2.2 The Namesphere Board meeting was duly adjourned.

**7. SCP Application through .TH**

- 7.1. It was reported that an SCP application through .TH was received and was considered by the BCC. The application has also been circulated across the BFC and the Advisory Council (AC) to receive their feedback.
- 7.2. It was further reported that the BCC recommends the Board approve the SCP application and that BFC and AC did not raise any concerns in that regard.
- 7.3. Resolved to approve the SCP application received through .TH. (2022.11.011)

**8. AOB**

Discussion on other agenda items was deferred to the next meeting.