

DotAsia Board Meeting Minutes

<p>Date(s) & Time:</p>	<p>Feb 24, 2023 (Fri) 2:00 PM – 6:14 PM (HK Time)</p> <p>Feb 25, 2023 (Sat) 9:00 AM – 7:08 PM (HK Time)</p> <p>Feb 26, 2023 (Sun) 6:42 PM – 6:57 PM (HK Time)</p>
<p>Location:</p>	<p>Zoom Meeting Room: https://aji.asia/zoomboard Venue: Sofitel Manila, Plaza</p>
<p>Attendees (2023.02.24):</p>	<p>Santanu ACHARYA Kashif ADEEL Satish BABU Arthur CHANG Edmon CHUNG^{*c*d} Joel DISINI Murad IBRAGIMOV Alireza SALEH^{*a} Leonid TODOROV</p> <p>Jordan CARTER (Incoming Board Director Elect) Maureen HILYARD (Incoming Board Director Elect) Akinori MAEMURA (Incoming Board Director Elect)</p> <p>Nick CHAN (SPB legal counsel)^{*f} Bryan CHAN (SPB legal counsel) Pavan BUDHRANI (DotAsia Team)^{*c*d} Clement CHAN (DotAsia Team)^{*c} Leona CHEN BIRKNER (DotAsia Team)^{*c*} June LAU (DotAsia Team)^{*c} Phyo Thiri LWIN (DotAsia Team)^{*c*d} Aaron SP (DotAsia Team)^{*c*d} Kelvin TRUONG (DotAsia Team)^{*c*d} Karry YU (DotAsia Team)^{*c*d}</p> <p>Apologies: Andi BUDIMANSYAH Nicole T.I. Chan (Incoming Board Director Elect) Ellen STRICKLAND</p> <p>^{*a} Joined during the discussion item 5.1 ^{*c} Left from the main room during the discussion item 6 [*] Left from the waiting room during the discussion item 6 ^{*d} Rejoined during the discussion item 7 ^{*e} Left during the discussion item 7 ^{*f} Left during the discussion item 7.2</p>
<p>Attendees (2023.02.25):</p>	<p>Santanu ACHARYA Kashif ADEEL Satish BABU Arthur CHANG</p>

	<p>Edmon CHUNG Joel DISINI Murad IBRAGIMOV Alireza SALEH^{*d} Leonid TODOROV</p> <p>Jordan CARTER (Incoming Board Director Elect) ^{*h} Nicole T.I. Chan (Incoming Board Director Elect) ^{*g} Maureen HILYARD (Incoming Board Director Elect) Akinori MAEMURA (Incoming Board Director Elect)</p> <p>Cheryl Langdon-Orr (Election Committee Chair) ^{*b*d}</p> <p>Bryan CHAN (SPB legal counsel) ^{*i} Pavan BUDHRANI (DotAsia Team) ^{*a*c} Rebecca CHAN (DotAsia Team) ^{*a*c} Clement CHAN (DotAsia Team) ^{*a*c} Leona CHEN BIRKNER (DotAsia Team) ^{*a*c} Jenna FUNG (DotAsia Team) ^{*a*c*f} Jasmine KO (DotAsia Team) ^{*a*c*e*f} June LAU (DotAsia Team) ^{*a*c*f} Phyo Thiri LWIN (DotAsia Team) ^{*a*c} Christine OR (DotAsia Team) ^{*a*c} Aaron SP (DotAsia Team) ^{*a*c} Kelvin TRUONG (DotAsia Team) ^{*a*c} Karry YU (DotAsia Team) ^{*a*c}</p> <p>Apologies: Andi BUDIMANSYAH Ellen STRICKLAND</p> <p>^{*a} Left from the main room during the discussion item 9 ^{*b} Joined during the discussion item 10.2 ^{*c} Joined during the discussion item 11 ^{*d} Left during the discussion item 11 ^{*e} Joined during the discussion item 12.7 ^{*f} Left after the discussion item 13.4 ^{*g} Joined during the discussion item 14 ^{*h} Left after the discussion item 15.6 ^{*i} Left during the discussion item 16.3</p>
<p>Attendees (2023.02.26):</p>	<p>Satish BABU Jordan CARTER Nicole T.I. CHAN Arthur CHANG Edmon CHUNG Joel DISINI Maureen HILYARD Murad IBRAGIMOV Akinori MAEMURA Leonid TODOROV</p> <p>Santanu ACHARYA (Outgoing Board Director) Kashif ADEEL (Outgoing Board Director)</p>

	<p>Ellen STRICKLAND (Outgoing Board Director)</p> <p>Phyo Thiri LWIN (DotAsia Team)</p> <p>Absent: Alireza SALEH</p>
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No.	Action Items:	Owner	Remarks
2022.09.A02	Provide auditor's amounts on due to/from subsidiaries.	Rebecca	In progress, obtaining latest version from Mazars.
2022.02.A01	Review and consider shortening BGC-006 in future versions.	BGC	To be brought up at BGC meeting.
2023.02.A02	Provide a listing of DotAsia Members.	BoardSec	Completed.
2023.02.A03	Follow up with Board Directors on outstanding forms for completion of DotAsia Foundation audit report.	Rebecca CHAN	In progress.
2023.02.A04	Send note to legal counsels (SPB) to confirm the arrangement of the seating of Directors.	Edmon CHUNG	Completed.

No.	Resolutions / Decisions:
2023.02.001	<p>Board Meeting Minutes:</p> <ul style="list-style-type: none"> Approval of Board Meeting minutes of January 25 & 27, 2023. <p>Approved, with one abstention from Joel DISINI.</p>
2023.02.002	<p>DotAsia Governance & Policy Documents:</p> <ul style="list-style-type: none"> BGC-006: Board Resolution Process <p>Adopted.</p>
2023.02.003	<p>Approval of Audit Report for Year Ended Sep 30, 2021 for DotAsia Foundation:</p> <ul style="list-style-type: none"> The Board approves the audit report for DotAsia Foundation prepared by Abacus CPA Limited for the fiscal year ending Sep 30, 2020, and appoints Leonid and Edmon to sign the report. <p>Resolved.</p>

Discussions (2023.02.24):

1. Roll Call

- 1.1. Leonid chaired the Board meeting on February 24, 2023.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Incoming Board Directors as Observers

- 2.1. Some concerns were raised regarding the sensitivity of the discussion items and whether incoming Board Directors should attend the meeting. It was clarified that DotAsia's practice had consistently been to invite the incoming Board Directors to the Board meeting prior to the AGM. It was further noted that all Incoming Board Directors have already agreed to abide by the Board Confidentiality Guidelines (i.e. NDA) and the DotAsia Code of Conduct (BGC-002).
- 2.2. The Board agreed that incoming Board Directors are welcome to observe and ask questions but will not take part in resolutions until they are officially seated upon the AGM.

3. Review/Amend Agenda

- 3.1. A suggestion was raised to discuss observations raised about the Board Elections. It was pointed out that the matter has already been included in the agenda under the AGM preparations for the Election Chair report. It was further noted that since the legal counsels (SPB) should review the information and assist the Board in its discussion.
- 3.2. It was concluded that the materials be provided to the legal counsels (SPB) and that discussion on the matter be moved to the first thing on the agenda for Day 2.

4. Updates of SOI (Statement of Interest)

- 4.1. There were no SOI updates from Board Directors.

5. Approval of Board Meeting Minutes (January 25 & 27, 2023)

- 5.1. The latest version of Draft 1 of the January 25 & 27, 2023 meeting minutes was presented and the action items were shared with the Board.
- 5.2. A request for clarification was raised regarding the threshold for two-thirds versus 75% as expressed in item 8.9. The Chair noted that the minutes are accurate on the matter.
- 5.3. A minor amendment to item 8.4 was suggested and accepted.
- 5.4. A question was raised about an alleged Namesphere board meeting. It was clarified that according to the discussions in the DotAsia Board meetings in Nov 29 and Dec 21 meetings, a first meeting of the new Namesphere board had not been convened as of Dec 21. It was further noted that legal counsel (SPB) has reviewed the matter

and provided advice on the matter at the time and confirmed that a proper meeting of the Namesphere board be held to move forward.

- 5.5. Board Meeting Minutes (Jan 25 & 27, 2023) were approved with one abstention from Joel DISINI. (2023.02.001)

6. CEO Position Processes

- 6.1. The Board moved on to discuss the selection of CEO.
- 6.2. The Chair reported that the discussion on the matter has not concluded and no resolution on the matter was taken.

7. Adoption of Board Resolution Process (BGC-006)

- 7.1. The draft Board Resolution Process (BGC-006) was briefed to the Board. It was highlighted that it incorporates 3 types of approaches to Board Resolutions, including administrative; ordinary resolutions brought forward through Board Committee discussions; and, ad-hoc resolutions. It was further explained that for resolutions prepared through Board Committees, 7 steps which can overlap each other are identified.
- 7.2. It was noted that the topic was first identified at the Board's F2F meeting in Singapore last September and the BGC has discussed the matter, produced the draft, and recommended its adoption by the Board.
- 7.3. It was suggested that the board committees have already innovated to partition work among multiple groups, but to make the system work, basic policy documents are necessary and should be given the time it needs to ensure that it simplifies other processes in the future.
- 7.4. It was commented that policy documents may not serve the community well as not everyone speaks English fluently, and that a more simple structure and vocabulary be used. It was noted that the draft Board Resolution Process document is only 3 pages long and relatively straightforward, and proposed that the Board adopt the document and ask the BGC to further review and shorten the document.
- 7.5. It was noted that during the last BGC meeting, there was agreement to move forward with this policy document, which is only three pages long and suggested that the board adopt it and move forward while also asking the BGC to review and update it to make it shorter in the next version. (2022.02.A01)
- 7.6. The BGC-006 was adopted by the Board. (2023.02.002)

8. Update on discussion of DotAsia M&A

- 8.1. It was highlighted that at the last Board meeting in January, it was explained that the staff team's input to the matter has not been organized and a preliminary discussion on the matter was had by the Board with no resolution on the matters. It was further noted that staff team's input is now incorporated into the Board Paper on the matter and discussed at the BGC meeting in Feb 2023.
- 8.2. Five items are under consideration regarding the amendment of the DotAsia M&A as follows:

- i. Updating M&A to Articles of Association (as required by the HK Companies Ordinance)
 - ii. Board Elections clarifications (Nominations Report)
 - iii. Formal inclusion of Observers to the Board
 - iv. Requirements for Major Majority decisions of the Board
 - v. CEO's position as a Board Director
- 8.3. A draft of the DotAsia AA based on the updated Companies Registry template (in accordance with the updated Companies Ordinance) that simply transplants the current DotAsia M&A to the new template was presented to the Board. It was noted that once this is confirmed, a clean version of the document will be produced such that other amendments can be more clearly identified and discussed.
- 8.4. It was noted that legal counsel (SPB) identified two inconsistencies with the DotAsia M&A related to the naming of the Member categories. It was clarified that no changes to the naming of the Sponsor Member and Co-Sponsor Member categories were intended and that the suggested update from legal counsel had been incorporated to the draft.
- 8.5. It was confirmed that the current draft represents a faithful transplantation of the current DotAsia M&A to the updated Companies Registry template.
- 8.6. The topic of DotAsia M&A amendment has been included in the DotAsia AGM 2023 agenda for Member discussion. It was noted that no Member resolution is tabled and the feedback from members at the AGM will be taken back to the BGC for further discussion.
- 8.7. A question was raised on the matter of the dismissal of the CEO. It was noted that the issue will be examined more thoroughly as it relates to the "major majority" threshold and that the current draft does not include any of the discussions to date for items ii-v above.
- 8.8. The discussion digressed into matters related to litigations against Board Directors, and matters related to the Board Elections 2023.
 - 8.8.1. A question was raised about whether the new HK Companies Ordinance allows the company by default to pay for the defense of officers or directors. It was clarified that the old and new ordinances are similar on the matter, and that the company cannot indemnify a director if and only if s/he is found to be liable for fraud or gross misconduct. However, the company can obtain insurance in favour of directors to cover such liabilities.
 - 8.8.2. Concerns were raised regarding the potential threats based on the recent Board Elections and the need for transparency in the process. It was explained that the Board Elections Procedures (BEP: BGC-004) provided clear explanations of the roles of the Elections Committee and the third-party scrutineer.
 - 8.8.3. It was further noted that improvements can be made in future versions of the BEP, but that the established process cannot be changed for this year's Board Elections.
 - 8.8.4. A question was raised on the where the list of DotAsia Members can be found. It was explained that in accordance with the BEP, the list of DotAsia Members on the DotAsia website are the eligible Members who may vote in the Board Elections.
 - 8.8.5. A request was raised for a listing of all DotAsia Members who were provided ballots during the voting period of the Board Elections 2023. (2023.02.A02)

Discussions (2023.02.25):

9. Roll Call

- 9.1. Leonid chaired the Board meeting for the DotAsia Board Meeting on Feb 25, 2023.
- 9.2. Roll call. Those present for the whole meeting or a part thereof are included in the Attendees section.

10. Board Elections 2023

- 10.1. The Board held an in-camera meeting on the matter.
- 10.2. Board then invited the attendance of the Election Chair 2023. The Board reaffirmed its delegation of authority to the Elections Committee in accordance with the BEP adopted by the Board and asks the Election Chair to investigate all disputes raised and to report further to the Board and the DotAsia Membership.

11. Tech Team Updates

- 11.1. Kelvin presented an update on technical activities that the IT team supported throughout the year. The projects reported included support for the launch of .KiDS, migration of team collaboration tools (Google Apps) and EAI development in support of UA Day.
- 11.2. It was highlighted that in support of the .KiDS launch, web forms were developed to handle sensitive data, in that such data was encrypted during transfers as well as at rest in a separate cloud database away from the form server. It was further noted that virus scans were applied against document files received.
- 11.3. It was reported that the DotAsia team has supported the implementation of Email Address Internationalization (EAI) for Sendmail, and will plan to be presenting the work at the upcoming UA Day.

12. Community Updates

- 12.1. Updates on the NetMission.Asia project along with the Social Impact Assessment (SIA) report 2022 were presented by Jenna.
- 12.2. It was reported that NetMission Academy 2023 was successfully completed and that the future plan is to enhance NetMission Ambassadors' online exposure, stay connected with its community, reconsider its position coming out of the pandemic, and enhance motivation for ambassadors.
- 12.3. Directors commended the credibility and progress of NetMission. A question was raised on the academic methodologies of the program. It was suggested that surveys or other methods be used to track alumni involvement and activities beyond the Internet governance related forums.
- 12.4. It was highlighted that the SIA framework was put in place three years ago with a goal timeframe of three years, and that both the NetMission and APriGF programs have demonstrably moved towards the achievement of the goals set forth, and that the SIA framework methodology had supported such development.

- 12.5. Updates on the APriGF secretariat work along with the SIA report 2022 on the project were presented by Christine.
- 12.6. It was noted that based on the results of the feedback survey, APriGF 2022 had been a very successful event. It was reported that a Zoom bombing incident happened during one of the sessions, and was brought to the Complaints Committee, and that the Complaints Committee had successfully resolved the matter.
- 12.7. A question was raised about APTLD sponsorship and reporting to the APriGF MSG. It was explained that event reports including financials have already been provided to MSG leadership.
- 12.8. The Board welcomed Jasmine who will be assuming the responsibility for coordinating the APriGF Secretariat work.

13. Market Development

- 13.1. Leona and Pavan presented the market development plan including a study benchmarking .Asia with other gTLD, geoTLD and ccTLD registries. The presentation concluded with the team's recommendations, including identifying potential partnerships and exploring new marketing strategies.
- 13.2. A question was raised about marketing cost. It was explained that the amount allocated on marketing per month is included in the DotAsia budget reviewed annually.
- 13.3. Another question was raised on the target market size for .Asia. It was noted that a few years ago several customer personas were developed based on the profiles of registrants observed, however that market sizing for which had not been conducted. It was further remarked that such market sizing would involve significant assumptions which may or may not reflect market conditions, especially given the nature and constraints of .Asia as a gTLD.
- 13.4. A comment was raised on price promotion. It was noted that DotAsia works with different registrars on developing the .Asia brand and that price promotion is only one part of the market development plan.

14. Adoption of the DotAsia Foundation Audit Report for 2021

- 14.1. Rebecca presented the audit report of DotAsia Foundation for the financial year ending Sep 30, 2021, which was audited by Abacus CPA. It was noted that the report contains standard wording and it lists all the directors who were serving as at the beginning of the fiscal period up to the approval date.
- 14.2. Questions were raised about the revenue part, the project costs and expenses spent on community projects, admin expenses and the amount of subsidy DotAsia needs to inject into the Foundation for the operation. The background of the DotAsia Organisation and DotAsia Foundation was explained. It was highlighted that both entities are not-for-profit limited-by-guarantee organizations, and DotAsia Foundation is a charitable organization as defined by Hong Kong laws.
- 14.3. A comment was raised on the high ratio of overhead expenses to income for DotAsia Foundation. It was explained that DotAsia Foundation carries out community work that contributes to the community directly and is not a grant providing fund, and therefore the "overhead" costs are the main costs for the foundation. The allocation

of expenses was further explained in detail, including the calculation for the subsidy amount from DotAsia and expenses incurred in relation to personnel and office support.

- 14.4. A suggestion was raised to include information about the project costs. It was explained that such allocation is already included in the report for the main projects.
- 14.5. The Board approved the audit report prepared by Abacus CPA Limited for the fiscal year ending Sep 30, 2021, and appointed Leonid and Edmon as to sign the report and relevant documents. (2023.002.004)
- 14.6. It was also mentioned that there are several documents required to be signed by directors, including a declaration document confirming that they have not received any payments or benefits from the DotAsia Foundation. It was noted that staff team will follow up with directors who are not present at the meeting, or are unable to return the signed copy at the meeting. (2023.02.A03)

15. DotAsia Organisation Monthly Financial Report

- 15.1. Rebecca presented the monthly financial report for October 2021 to September, 2022 prepared by Fusion.
- 15.2. A request for a more detailed explanation of HNET was raised. It was explained that HNET Asia is a joint venture setup between DotAsia and a conglomerate partner in Macau to operate the .MO ccTLD.
- 15.3. A question was raised regarding the payments between DotAsia and Identity Digital as the backend registry services provider for .Asia. It was clarified that DotAsia receives funds as deposits from accredited registrars and pay service fees to Identity Digital for their backend registry services.
- 15.4. Another question was raised about financial reporting for the DotKids Foundation. It was explained that it is done annually and has not been included in the monthly reporting due to its small operation. It was further noted that the governance structure of DotKids will be further discussed with the Dynamic Coalition on Children's Rights Online and may include an advisory structure.
- 15.5. Questions were raised about the allocation of costs to different activities and suggested the breaking down of allocation of resources by project. It was commented that such planning process should be signed off by the Board in a budget plan. It was explained by the staff team that the allocation by project is included in the budget which is reviewed annually, and that the Board had confirmed the budget for the coming year at its Dec meeting.
- 15.6. A question was raised about legal provision with regards to the lawsuits in the Caymans and in Ontario. It was reported that the lawsuits account for a large portion of the legal provision and will be adjusted based on the legal counsel opinion to the auditors.

16. Preparation for AGM

- 16.1. The agenda and materials to be presented at the AGM were briefed to the Board and discussed. Adjustments were suggested and incorporated to the final presentation.
- 16.2. It was noted that Digital Identity will join and present the report as the backend registry services provider.

- 16.3. It was highlighted that based on recent developments and discussions, the strategic direction of DotAsia is set forth as follows:
- Broaden Collaboration, Shaping Narrative in Support of the Global Multistakeholder Internet Governance from Asia Pacific: Support the advancement of Multistakeholder Internet Governance Model as a leading voice from the Asia Pacific Internet Community
- 16.4. It was noted that in the past the strategic direction is developed annually, however based on the previous discussions at the Board, this year the approach is to expand the horizon to 3 years: 2023-2025.
- 16.5. The Board Meeting schedule for the upcoming months are set out as follows:
- Proposed Dates: (Wed) March 22, April 26, May 31, June 28, July 26, Aug 30
 - Proposed Time: 6 UTC/ 2 PM (HKT)

17. AOB

- 17.1. A question was raised on when the Namesphere board meeting will happen. It was explained that a Namesphere board meeting was scheduled for the morning of Day 1 (Feb 24) of this F2F Board Meeting, however it was cancelled due to unavailability of a board director and was suggested to be postponed to after the DotAsia AGM.
- 17.2. It was further explained that the agenda for the meeting had been set based on the discussions at the previous meetings of the new Namesphere board as follows:
- Briefing and discussion on HK Lawsuits
 - Historical & Ongoing Operations
 - Operational & Banking arrangements
 - Financial status
 - Options for Moving Forward
- 17.3. It was suggested that a Namesphere board meeting be held during APRICOT nevertheless. It was explained that it may be tight to organize a mutual time and available meeting space, and that due to the postponement expected earlier, certain documents, including financials, may not be ready for the meeting.
- 17.4. It was agreed that a third Namesphere board meeting be held on Feb 26, 2023 in conjunction with APRICOT during the lunchtime of AP* Retreat.

Discussions (2023.02.26):

18. Board Elections 2023

- 18.1. It was agreed that the company will respect the results declared by the Election Committee. It was also commented that the Election Committee report will be the ultimate guidance for the Board.
- 18.2. It was noted that the Election Committee will hold meetings to investigate any disputes raised and further provide to the Board and Membership its report on any findings.
- 18.3. It was confirmed that outgoing Directors will step down and incoming Directors will be seated with effect from the AGM. It was also noted that Board Committee meetings will be held after new members are seated. If in the future, when the investigation and considerations are complete, and the Election Committee concludes that there were problems, then the Directors for any implicated seats for which the problem pertains would be subject to re-election (i.e. if all the Sponsor Member seats are to go into by-election, then all the 4 seats will need to be subject to re-election at that time).

- 18.4. It was suggested and agreed that the CEO will draft a note to legal counsels (SPB) to confirm the arrangement of the seating of Directors. The note should be circulated to the Board first and then sent to legal counsels. (2023.02.A04)