

DotAsia Board Meeting Minutes

Date(s) & Time:	Jun 5, 2024 (Wed) 12:00 PM – 1:25 PM (HKT)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Satish BABU Thomas BARRETT Jordan CARTER Nicole CHAN Edmon CHUNG Boyoung KIM Jose LAY Akinori MAEMURA Rupesh SHRESTHA Jo-Fan YU</p> <p>Rebecca CHAN (DotAsia Team) Timothy LI (DotAsia Team)</p> <p>Apologies: Maureen HILYARD</p>

No.	Action Items:	Owner	Remarks
2023.09.A03	Set up meeting with auditors (Mazars) upon receiving draft audit report.	Rebecca CHAN	Awaiting draft audit report.
2024.02.A09	Revise violation notice and table Complaints Committee report for Board adoption.	Edmon CHUNG	Deferred in light of legal advice received.
2024.06.A01	Negotiate agreement terms with Design-Thinking.Asia.	Edmon CHUNG	In progress.
2024.06.A02	Schedule Complaints Committee meeting on next steps.	BoardSec	In progress.
2024.06.A03	Obtain license from Vietnam foreign ministry to hold in-person board meeting in Danang.	BoardSec	In progress.

No.	Resolutions / Decisions:
2024.06.001	<p>Board Meeting Minutes:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Adoption of Board Meeting minutes of May 15, 2024. <p>Adopted.</p>
2024.06.002	Resolution on Formal Acceptance of NomCom Report:

No.	Resolutions / Decisions:
	<p>WHEREAS the Nomination Committee (NomCom 2024) was seated in accordance with the DotAsia Articles, and have conducted its work independently to consider and nominate an individual to be appointed to the DotAsia Board;</p> <p>WHEREAS at the time of the May 15, 2024 DotAsia Board meeting (05:00-06:30 UTC), the NomCom report on the matter had not been completed yet, the Board did receive information about the candidate for which the NomCom is recommending, and had general agreement for accepting such recommendation; and,</p> <p>WHEREAS on May 15, 2024 at a later time (around 13:30 UTC), the NomCom report was sent to the Board formally, and on May 23 at the AGM the results of the Board Elections 2024 including the NomCom report was presented to the DotAsia Members;</p> <p>RESOLVED THAT, the DotAsia Board accepts the NomCom Report for the appointment of Jo-Fan Yu to the DotAsia Board for a term of 3 years, beginning upon the DotAsia AGM 2024, ending at AGM 2027.</p> <p>The motion was moved by Satish BABU, seconded by Akinori MAEMURA and resolved, with an abstention from Jo-Fan YU.</p>
2024.06.003	<p>Appointment of New Board Committee Members</p> <p>Board Governance Committee (BGC)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Satish Babu (Current BGC Chair) <input type="checkbox"/> Jordan Carter (Board Chair) <input type="checkbox"/> Edmon Chung (ex-officio) <input type="checkbox"/> Jo-Fan Yu <input type="checkbox"/> Nicole Chan <input type="checkbox"/> Tom Barrett <input type="checkbox"/> Maureen Hilyard <p>Board Finance Committee (BFC)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Akinori Maemura (Current BFC Chair) <input type="checkbox"/> Jordan Carter (Board Chair) <input type="checkbox"/> Edmon Chung (ex-officio) <input type="checkbox"/> Rupesh Shrestha <input type="checkbox"/> Jose Lay <input type="checkbox"/> Tom Barrett <input type="checkbox"/> Satish Babu <p>Board Community-Projects Committee (BCC)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Maureen Hilyard (Current BCC Chair) <input type="checkbox"/> Jordan Carter (Board Chair) <input type="checkbox"/> Edmon Chung (ex-officio) <input type="checkbox"/> Boyoung Kim <input type="checkbox"/> Rupesh Shrestha <input type="checkbox"/> Nicole Chan <input type="checkbox"/> Jo-Fan Yu <p>The motion was moved by Satish BABU, seconded by Akinori MAEMURA and Jose LAY, and resolved unanimously.</p>

Discussions:

1. Roll Call

- 1.1. Jordan CARTER chaired the Board meeting on Jun 5, 2024.
- 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 Interests)

All newly-seated directors' SOIs were updated and posted on the DotAsia website.

3. Adoption of Board Meeting Minutes (May 15, 2024)

- 3.1. The latest version (DRAFT1) of the May 15, 2024 Board meeting minutes were presented.
- 3.2. The Board minutes of May 15, 2024 were adopted, with an abstention from Thomas BARRETT. (2024.06.001)

4. Formal Acceptance of NomCom Report

- 4.1. It was noted that at the previous board meeting on May 15, the board discussed the NomCom's recommendation to appoint Jo-Fan to the DotAsia board and there was consensus to accept the appointment.
- 4.2. It was pointed out that the unusual timing of this formal acceptance of NomCom's report, i.e. after the AGM rather than immediately before as should be typical in the future, is due to the shifting of the DotAsia election process and timeline this year to allow for the approval of the amended Articles at APRICOT earlier in the year.
- 4.3. A resolution on Formal Acceptance of NomCom Report was presented and discussed.
- 4.4. The motion was moved by Satish BABU, seconded by Akinori MAEMURA and resolved, with an abstention from Jo-Fan YU. (2024.06.002)

5. Board Committees Memberships

- 5.1. Brief introduction of the DotAsia Board Committees was provided for incoming Board Directors.
- 5.2. It was highlighted that typically Board Directors are recommended to join 1-2 committees. The current committee chairs have been pre-populated, however, when the committees meet, they can confirm the existing chair or select a new one.
- 5.3. Board Directors discussed and indicated their preferences to join the different Board Committees as follows:

Board Governance Committee (BGC)

- Satish Babu (Current BGC Chair)
- Jordan Carter (Board Chair)
- Edmon Chung (ex-officio)
- Jo-Fan Yu

- Nicole Chan
- Tom Barrett
- Maureen Hilyard

Board Finance Committee (BFC)

- Akinori Maemura (Current BFC Chair)
- Jordan Carter (Board Chair)
- Edmon Chung (ex-officio)
- Rupesh Shrestha
- Jose Lay
- Tom Barrett
- Satish Babu

Board Community-Projects Committee (BCC)

- Maureen Hilyard (Current BCC Chair)
- Jordan Carter (Board Chair)
- Edmon Chung (ex-officio)
- Boyoung Kim
- Rupesh Shrestha
- Nicole Chan
- Jo-Fan Yu

- 5.4. The motion was moved by Satish BABU, seconded by Akinori MAEMURA and Jose LAY, and resolved unanimously. (2024.06.003)

6. Board Chair Election

- 6.1. It was noted that the process of Board Chair Election is outlined in the Board Governance Framework (BGC-001), stating that Board Members shall be given 28 days' notice of the election of the Chairman. The process of receiving nominations at one Board meeting and then if there is more than one candidate proceed to voting at the next meeting was explained.
- 6.2. It was noted that the timeline for the Board Chair election is also shifted (see 4.2) and that the Board calendar as developed last year before the shift has the next Board meeting scheduled for July 31, well after the 28 days' required period.
- 6.2.1. It was explained that based on the current schedule, nominations will be received at the July 31 scheduled meeting and voting, if necessary will be held at the next meeting which would be the planned F2F meeting.
- 6.2.2. Question was raised on whether additional meetings specifically for the Board Chair elections should be convened.
- 6.2.3. It was suggested that there is no need for additional meetings to be scheduled given that there is no particular urgency on the issue.
- 6.3. It was agreed to proceed with calling the Board Chair election based on the Board meeting dates and times already scheduled.

7. Namesphere Matters

- 7.1. It was noted that the organization is still waiting for further confirmation from the insurer regarding insurance coverage on the communications plan, and will wait for such confirmation before proceeding.

- 7.2. Updates and proposed strategies were discussed regarding mediation and progress on litigation.
- 7.3. Engagement of independent representative for Namesphere:
 - 7.3.1. The process for selection of the independent representative was reported. It was highlighted that a Scope of Work document was drafted, and quotations received. Prospective providers presented to the Board at the last meeting, and it is tabled for Board confirmation at this meeting.
 - 7.3.2. A question was raised on the difference between adding an independent director to Namesphere and engaging business consultants. It was explained that the benefit and aim is for the independent consultant to negotiate on behalf of Namesphere, as well as to potentially explore alternative resolutions. It was further noted that all prospective providers indicated their experience as well as ability to serve on the Namesphere board if needed.
 - 7.3.3. Another question was raised regarding whether a set of selection criteria, with priorities were defined and used to evaluate the proposals, and whether further negotiation on pricing is expected. It was explained that the Scope of Work was provided to all prospective providers and that no detailed selection criteria was developed for this particular process. It was noted that if such detailed process is preferred they can be further developed. It was discussed and agreed that the proposals, presentations and Q&A with the providers should be sufficient at this point.
 - 7.3.4. It was noted that the engagement of the business consultants will be formally undertaken by the Namesphere board, and that the DotAsia Board would provide its perspective through the DotAsia representative to the Namesphere board.
 - 7.3.5. It was agreed to recommend to the Namesphere board moving ahead with the proposal from Design-Thinking.Asia, committing to only for phase 1&2, and subsequently proceeding with phase 3 upon satisfactory delivery of work in the first 2 phases.

8. Chair's Report

- 8.1. The Board Chair expressed his pleasure that the AGM went well, and that the organization was able to welcome a new set of engaged Directors. He is looking forward to working inclusively with a full set of Board members.
- 8.2. It was noted that the Board will further the discussion on performance framework regarding the CEO at the September F2F meeting.

9. Operations & Financial Updates

- 9.1. It was reported that the audit work is still in progress pending proposed fraud risk assessment work, where engagement letter for the work is still being finalized with certain terms under discussion with the provider.
- 9.2. It was commented that priority should be given to have the audit work completed, therefore DotAsia should agree to the provider's proposed terms to finalize the engagement. Further update is to be provided by the DotAsia team after discussion with the provider.
- 9.3. Operations updates on the .Asia registry as well as community work were presented.

- 9.3.1. It was highlighted that DotAsia had good presence at the ICANN APAC-TWNIC Engagement Forum, NETmundial+10 and WSIS forum and is able to push forward some of its positions that have been developed together with the Board.
- 9.3.2. On Community Projects, it was noted that the organization's projects and initiatives are on track overall. Upcoming key events are APIGA to be held in July in Busan, as well as APriGF and YIGF in August in Taipei which includes a diverse set of side events.

10. AOB

- 10.1. It was suggested that there be a call for another complaints committee meeting to review complaints and look at potential remedies, based on suggestions from the legal counsel. (2024.06.A02)
- 10.2. A brief comparison on the potential venue to hold the upcoming in-person board meeting was presented, and two options were discussed (which were narrowed from 4 in previous discussions):
 - In Vietnam, before the APTLD event, or
 - In Taipei, after the APriGF event
- 10.3. It was agreed to hold the upcoming in-person meeting in Da Nang, Vietnam, alongside the APTLD meeting. (2024.06.A03)