

DotAsia Board Meeting Minutes

Date(s) & Time:	Jul 31, 2024 (Wed) 14:00 PM – 15:32 PM (HKT)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Satish BABU Thomas BARRETT Jordan CARTER Nicole CHAN Edmon CHUNG Maureen HILYARD Boyoung KIM Jose LAY Akinori MAEMURA Rupesh SHRESTHA Jo-Fan YU</p> <p>Cheryl LANGDON-ORR (Election Committee Chair) Craig NG (Nominations Committee member)</p> <p>Mark WINSTANLEY (Design-Thinking.Asia)</p> <p>Rebecca CHAN (DotAsia Team) Timothy LI (DotAsia Team)</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	Completed.
2024.06.A02	Schedule Complaints Committee meeting on next steps.	BoardSec	Completed.
2024.06.A03	Obtain license from Vietnam foreign ministry to hold in-person board meeting in Danang.	BoardSec	Completed. Event advisor will submit notification letter to Vietnam foreign ministry for compliance instead.
2024.07.A01	Report further to Board on observed registration and renewal trends.	Edmon CHUNG	Investigation in progress.

No.	Resolutions / Decisions:
2024.07.001	Board Meeting Minutes: <ul style="list-style-type: none"><input type="checkbox"/> Adoption of Board Meeting minutes of Jun 5, 2024. Adopted.
2024.07.002	Adoption of DotAsia Governance & Policy Documents: <ul style="list-style-type: none"><input type="checkbox"/> BFC-001: Standard Operating Procedures (SOP) on Finance & Procurement (version 3.0) The motion was moved by Akinori MAEMURA, seconded by Satish BABU and resolved unanimously.

Discussions:

1. Roll Call

- 1.1. Jordan CARTER chaired the Board meeting on Jul 31, 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 Interest)

There was no SOI updated from the Board.

3. Adoption of Board Meeting Minutes (Jun 5, 2024)

- 3.1. The latest version (DRAFT1) of the Jun 5, 2024 Board meeting minutes were presented.
- 3.2. The Board minutes of Jun 5, 2024 were adopted. (2024.07.001)

4. Board Chair Election 2024

- 4.1. Edmon administered the Board Chair Election in accordance with BGC-001.
- 4.2. Jordan CARTER accepted nomination from Maureen HILYARD and seconding from Akinori MAEMURA to continue as Board Chair.
- 4.3. Jordan CARTER was elected Board Chair as no further nominations were made.
- 4.4. Jordan CARTER resumed as Chair of the meeting.

5. Feedback from Elections (EC) & Nomination (NomCom) Committees

- 5.1. Cheryl LANGDON-ORR provided a brief report on the 2024 Board Elections as the Elections Committee Chair, highlighting the smooth running of the process.
 - 5.1.1. It was highlighted that issues regarding email confirmation for voter validation and the creation of the electorate should be regarded as recurring problems that need to be addressed for smoother operations in the future.
 - 5.1.2. Concerns were raised about changes in email addresses and the validation process, emphasizing the importance of proper authorization. Also, it was noted that learnings from previous years, such as IP address blocking, were discussed, with efforts made to ensure timely voting and prevent such issues.
 - 5.1.3. It was highlighted that the successful implementation of a random draw mechanism to resolve tied results showcased the effectiveness of the procedures in place. A question was raised regarding whether the EC has considered any other alternative before going for a random draw. It was responded that both the DotAsia Articles of Association and the Board Elections Procedures mandate a drawing of lots in case of a tie, with recent advancements including the integration of an automated lot-drawing algorithm into the voting platform.
- 5.2. Craig NG provided ideas and recommendations to improve the efficiency and operation of future nomination processes on behalf of the NomCom.
 - 5.2.1. It was noted that the NomCom had adopted a protocol to delete any recordings after absent members had viewed them.
 - 5.2.2. It was noted that there were challenges in developing criteria for ascertaining the demonstrable participation of candidates in DotAsia community related activities, in part due to the lack of centralized event attendance records.
 - 5.2.3. It was noted that the NomCom faced time zone challenges, but the process overall worked well and the group was satisfied with the outcome.
 - 5.2.4. A few suggestions were also made: consider appointment of a Vice Chair or Co-Chair to the NomCom and guidance on roles; consider expanding the number of members seated for the NomCom; and to include clearer guidance on evaluating community participation criteria, or state more clearly if it is to be left to the NomCom to take a more liberal approach.

6. Board Elections Procedures 2025

- 6.1. Timeline for updating Board Elections Procedures (BEP) was presented:
 - Board Draft of updated BEP (incorporating comments from EC and NomCom) – Aug-Sep 2024
 - First Draft of updated BEP – Oct 2024
 - Consultation with AC and Second Draft of BEP – Nov 2024
 - Finalization of BEP and seating of EC and NomCom, as well as beginning of Nominations Period –Dec 2024
 - Vetting (and Voting Period if necessary) – Jan-Feb 2025
 - Next AGM scheduled for Feb 23, 2025, to be held at APRICOT in Dhaka
- 6.2. It was noted that there is a possibility the APRICOT schedule could still change, as has happened in the past.

7. Update from Independent Namesphere Representative

- 7.1. Mark from Design-Thinking.Asia, as an Independent Representative, delivered a presentation on his assessment on Namesphere.
- 7.2. Mark's initial deliverables include helping to formalize DotAsia's service contract for staff cost allocation to Namesphere, and look for a potential way forward for the Namesphere business. Mark noted that the current staff cost allocation is very modest and Namesphere cannot survive at that cost level if its operation is independent from DotAsia.
- 7.3. It was discussed that the legal dispute is diverting the team's time and resources away from developing and marketing the core Namesphere business, as they are preoccupied with managing the litigation, rather than executing on the business plan. This reluctance to move forward due to the legal issues is significantly impacting the ability to grow the company as intended.
- 7.4. A question was raised over whether there is any progress on resolving the litigation. It was planned for Mark to meet with legal counsel as the independent representative of Namesphere to understand the status and goals of the ongoing legal processes, in order to better strategize for resolving the dispute.
- 7.5. Based on the insights obtained, an agenda is to be prepared for the September F2F Board meeting.

8. Standard Operating Procedures on Finance & Procurement (BFC-001)

- 8.1. A few key changes of the Standard Operating Procedures (SOP) on Finance and Procurement were presented:
 - a new "Specified Quotation" procurement type for higher value items that will require at least three quotations, in addition to the previous open tender process;
 - a new "Incidental Purchases" procurement type for small, incidental purchases that may be needed occasionally to address urgent issues, allowing for a more streamlined process;
 - and some general edits to provide better clarity throughout the document.

A board paper detailing these SOP updates has already been prepared and circulated.

- 8.2. A resolution on adopting the new version of Standard Operating Procedures on Finance & Procurement (BFC-001) was presented.
- 8.3. The motion was moved by Akinori MAEMURA, seconded by Satish BABU and resolved unanimously. (2024.07.002)

9. Budget 2024-2027 (Synchronization with Financial Year)

- 9.1. It was noted that the budget was presented at the Board Finance Committee (BFC) meeting and it will be discussed in more detail at the upcoming full board meeting in September.
- 9.2. It was updated that the budget cycle is being synchronized with the fiscal year, changing from April-March to October-September, effectively adding 6 months to the previous budget.

- 9.3. It was further noted that the structure and content of the budget remain largely unchanged, with only minimal changes. One notable adjustment is that the projected domain registration price has been reduced from \$12 per year to \$11 per year, based on discussions with registrars and market analysis.
- 9.4. It was noted that the BFC will further discuss the draft budget at the next BFC meeting and make recommendations to the Board at the September face-to-face meeting.

10. Complaints Committee Process

- 10.1. It was updated that the Complaints Committee had a discussion on whether to move forward with a particular issue or concern. And there were some concerns expressed about potentially re-igniting or re-instigating hostilities by proceeding.
- 10.2. It was noted that the committee decided it would be prudent to discuss this issue in more depth with the full board at the next in-person meeting.

11. Preparations for Board F2F meeting

- 11.1. A brief agenda on the upcoming board meeting agenda and schedule was presented:
- Day 0 (Sep 14): Arrival
 - Day 1 (Sep 15):
 - AM: Administrative & Governance
 - PM: Community & Governance
 - Day 2 (Sep 16):
 - AM: Market Development
 - PM: Finance & Namesphere matters
- 11.2. Also, it was presented that the following are some of the items identified already for more in depth discussion at the F2F meeting:
- Board Elections 2025 (Day 1 AM)
 - DotAsia Articles review (Day 1 AM)
 - Complaints & remedy process for Code of Conduct (Day 1 AM)
 - Budget 2024-2026 (Day 2 PM)
 - Risk Management (Day 1 PM)
 - CEO Goals (Day 1 PM)
 - Namesphere next steps (Day 2 PM)

12. Chair's Report

Jordan CARTER, the Board Chair, expressed his gratitude to his fellow board members for re-electing him as Chair.

13. Operations & Financial Updates

- 13.1. It was reported that a pickup in renewal numbers has been observed, and that total domains under management continued to grow.
- 13.2. Further investigation on the trends observed will be done and reported to the Board. (2024.07.A01)

14. AOB

It was noted that both Maureen and Satish had submitted a request for travel support for the APriGF, which is within the policy, and there is no requirement for approval because it is already a Known Accepted Community Event (KACE) in accordance with the Board Community Engagement Support (BFC-003) policy.