

### DotAsia Board Meeting Minutes

<b>Date(s) &amp; Time:</b>	Oct 30, 2024 (Wed) 14:03 AM – 15:34 PM (HK Time)
<b>Location:</b>	Zoom Meeting Room: <a href="https://aji.asia/zoomboard">https://aji.asia/zoomboard</a>
<b>Attendees:</b>	<p>Thomas BARRETT Jordan CARTER Edmon CHUNG Boyoung KIM Jose LAY Akinori MAEMURA Rupesh SHRESTHA Jo-Fan YU</p> <p>Mark WINSTANLEY (Design-Thinking.Asia)</p> <p>Rebecca CHAN (DotAsia Team) Timothy LI (DotAsia Team)</p> <p>Apologies: Satish BABU Nicole CHAN 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.
2024.09.A01	Circulate and post first draft of updated Board Elections Procedures to Members for feedback.	Edmon CHUNG	Completed.
2024.09.A02	Draft document describing roles and responsibilities of the Election Committee.	Edmon CHUNG	Completed.
2024.09.A03	Bring draft of Risk Management Plan to BFC for further discussion.	Edmon CHUNG & Rebecca CHAN	Completed.
2024.09.A04	Draft resolution on bringing closure to received complaints and further update Code of Conduct through the BGC.	Edmon CHUNG	Completed.
2024.09.A05	Bring discussion of further amendments to the DotAsia Code of Conduct to the BGC.	Edmon CHUNG	Completed.
2024.09.A06	Conduct study on DotAsia's support to ccTLDs and new gTLDs.	Edmon CHUNG	Support to ccTLDs to be further developed.
2024.09.A07	Draft Member Survey for Board consideration.	Edmon CHUNG	Completed.

No.	Action Items:	Owner	Remarks
2024.09.A08	Seek legal advice on proceeding with Namesphere business.	Edmon CHUNG	Completed.
2024.10.A01	Include a deadline for submission of comments to BEP First Draft in newsletter.	Edmon CHUNG	Completed.
2024.10.A02	Send the survey out to Members in early November.	Edmon CHUNG & BoardSec	Completed.
2024.10.A03	Schedule a call with DotAsia's legal counsel to discuss service agreement with Namesphere.	Edmon CHUNG & BoardSec	Completed.

No.	Resolutions / Decisions:
2024.10.001	<p>Board Meeting Minutes:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Approval of Board Meeting minutes of Sep 15 &amp; 16, 2024.</li> </ul> <p>Approved.</p>
2024.10.002	<p>Adoption of DotAsia Governance &amp; Policy Documents:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> BGC-006: Board Code &amp; Consensus Process (version 2.0)</li> </ul> <p>The motion was moved by Akinori MAEMURA, seconded by Jose LAY. Resolved unanimously.</p>
2024.10.003	<p>WHEREAS a formal complaint against two Board Directors was received on Apr 3, 2023, and at the Board Meeting on Apr 5, 2023, a Complaints Committee was formed in accordance with the DotAsia Code of Conduct (BGC-002: <a href="http://www.dot.asia/policies/BGC-002-DotAsiaCodeOfConduct-v-1-1-20211020.pdf">http://www.dot.asia/policies/BGC-002-DotAsiaCodeOfConduct-v-1-1-20211020.pdf</a>) then in effect, to “consider and make recommendations to the Board for remedial action regarding the complaint received” (Resolution 2023.04.002);</p> <p>WHEREAS between April 2023 and August 2024, the Complaints Committee met and considered the records maintained at the organization regarding the alleged violations and made reports to the full Board;</p> <p>WHEREAS during the same time, the implicated Board Directors have left their seats, and are no longer directors of DotAsia; and,</p> <p>WHEREAS the Board thoroughly considered: 1. the enhanced governance structure now in place since the amendments of the DotAsia Articles at APRICOT 2024 (<a href="https://www.dot.asia/dotasia-members-adopt-new-articles-of-association/">https://www.dot.asia/dotasia-members-adopt-new-articles-of-association/</a>), 2. the reinforced Board Elections Procedures (BGC-004) as evidenced in the successful administration of the Board Elections 2024 (<a href="https://www.dot.asia/board-elections-2024/">https://www.dot.asia/board-elections-2024/</a>), 3. the substantive update of BGC-006 as the Board Code and Consensus Process (Resolution: 2024.10.002) spelling out the expected norms and ethos of the Board, and, 4. sought input from the staff team;</p> <p>RESOLVED that the Board closes the current process on the complaint received, sends its gratitude and empathy to the complainant(s) for their understanding and gracefulness, and reserves all rights to enforce the DotAsia Code of Conduct against alleged breaches and to hold violators responsible; and,</p>

No.	Resolutions / Decisions:
	<p>RESOLVED that the Board condemns any harassment, bullying, retaliation and otherwise abusive conduct by Board and community representatives against the DotAsia staff team, and re-emphasizes its commitment towards a culture of collective decision making in a consensus-driven and collegial manner, and is prepared to enforce this through a zero tolerance policy in a timely manner against any violation of expected standards of behaviour.</p> <p>The motion was moved by Tom BARRETT and seconded by Jo-Fan YU. Resolved unanimously.</p>

### **Board Meeting Discussions (2024.10.30):**

#### **1. Roll Call**

- 1.1. Jordan CARTER chaired the Board meeting on Oct 30, 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)**

There were no SOI updates from Board Directors.

#### **3. Consideration of Board Meeting Minutes (Sep 15 &16, 2024)**

- 3.1. The latest version (DRAFT1) of the Sep 15 & 16, 2024 Board meeting minutes were presented.
- 3.2. Board minutes were approved. (2024.10.001)

#### **4. Board Elections 2025 update**

- 4.1. It was noted that the first draft of the updated Board Elections Procedures (BEP: BGC-004) and the Notice of Board Elections 2025 was posted on Oct 4 as planned.
- 4.2. Brief descriptions of the roles and responsibilities of the DotAsia Election Committee (EC) and Nomination Committee (NomCom) respectively were drafted and presented. It was noted that the descriptions have been reviewed by the BGC and will be sent to prospective EC and NomCom members.
- 4.3. Prospective members for the EC and NomCom were discussed. It was noted that the seating of both committees should be complete before the commencement of the Nominations Period in December.
- 4.4. It was reported that the BGC identified no further edits to the BEP and that no particular concerns have been received from Members at this time, as such a second draft may not be needed.
- 4.5. It was suggested and agreed that a deadline for feedback be set and announced through the planned newsletter to be circulated to Members shortly. (2024.10.A01)

## 5. Board Code & Consensus Process (BGC-006)

- 5.1. An updated draft of BGC-006 was circulated and presented. It was highlighted that the BGC has reviewed the document and recommends it for Board adoption.
- 5.2. It was explained that the title of BGC-006 has been changed from “Board Resolution Process” to “Board Code & Consensus Process” to capture the Board's ethos of a consensus-driven and collegial approach, and that the main additions to the document include:
  1. Edits to the introduction adding the emphasis on the collegial and deliberative ethos of the Board.
  2. Additional section on Consensus Process and Collective Responsibility which describes the consensus based norm of the Internet Governance community applicable to DotAsia.
  3. Additional section on Board Director's good faith representation as ambassadors of DotAsia.
- 5.3. A simple resolution for the adoption of Board Code & Consensus Process (BGC-006) version 2 was presented. The motion was moved by Akinori MAEMURA, seconded by Jose LAY. Resolved unanimously. (2024.10.002)

## 6. Resolution on Complaint Received

- 6.1. A draft resolution to close the process on the complaint received in accordance with the DotAsia Code of Conduct (version 1.1) in April 2023 was presented.
- 6.2. It was highlighted that the Board expresses gratitude to the complainants for their understanding, and reaffirms its commitment to enforcing a zero-tolerance policy against any harassment, bullying, retaliation or abusive conduct by Board Directors and community representatives against the DotAsia staff team.
- 6.3. A resolution on closing the current process on the complaint received was presented. The motion was moved by Tom BARRETT and seconded by Jo-Fan YU. Resolved unanimously. (2024.10.003)

## 7. Member Engagement Survey

- 7.1. Draft of a Member Engagement Survey was circulated and presented.
- 7.2. Additional questions and consolidation of open ended questions were suggested and agreed.
- 7.3. It was agreed to send the survey out to Members in early November, shortly after the upcoming newsletter, and to provide a 4-week response period. (2024.10.A02)

## 8. Update from Independent Namesphere Representative

- 8.1. Mark from Design-Thinking.Asia serving as an independent representative of Namesphere presented his updates on the Namesphere business, as well as the valuation of the .WEBInChinese asset.
- 8.2. Legal advice received regarding the formalization of a service agreement between Nameshere and DotAsia was discussed.
- 8.3. It was suggested and agreed that a call with DotAsia's legal counsel and interested Board Directors be setup. (2024.10.A03)

## **9. Update on strategic response to next round of new gTLDs**

- 9.1. A brief update on strategic response to next round of new gTLDs was presented, highlighting the objective of sharing knowledge and experience, and the focus on non-profit, community-oriented (including geoTLDs) approach.
- 9.2. The feasibility and cost implications of this approach was discussed, and it was agreed that the DotAsia team should further develop the strategy, considering timelines and resource requirements.
- 9.3. A question was raised about surveying DotAsia Member ccTLDs for interest in collaboration. It was noted that a question on that is included in the Member Engagement Survey (item 7 above), and that further thoughts on supporting ccTLDs will be presented at the next meeting. (continuation of 2024.09.A06)

## **10. Chair's Report**

Jordan CARTER, the Board Chair, noted that he has not yet reviewed the draft employment agreement but plans to discuss it with Edmon further with the goal of closing it out before the end of the calendar year.

## **11. Operations & Financial Updates**

- 11.1. It was updated that the renewal quotation of DotAsia's D&O insurance policy is received, with same terms and premium as the previous year. There was agreement to proceed with the renewal, noting that it was within the budgeted amount and a continued service from the established provider, in accordance with the SOP on Finance and Procurement (BFC-001).
- 11.2. It was reported further delays were experienced regarding the progress on audits, but it is still expected that the first draft audit reports should come out by November or early December. Also, it was reported that the banking updates previously adopted were being processed.
- 11.3. Operations updates on the .Asia, .KiDS, as well as community work were presented. DotAsia's participation at GDS, ongoing recruitment for this year's NetMission Academy, as well as the upcoming APNG camp in Fukuoka were highlighted.

## **12. AOB**

There was discussion about considering holding the DotAsia Board Meeting and AGM in Hong Kong alongside the APTLD meetings. It was explained that traditionally, DotAsia had committed to holding its AGM at APRICOT together with AP\* Retreat which includes the wider Asia Pacific Internet community for which the DotAsia membership pertains to. It was agreed to continue to plan for holding the DotAsia F2F Board Meeting and AGM at APRICOT 2025.