

DotAsia Board / Governance / Policy Document:		Doc ID:		BGC-006	
Board Resolution Process					
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Board Resolution:	2023.02.002	Approved:	2023.02.24	Effective:	2023.02.24
Maintainer:	Board Governance Committee (BGC)	Status:	COMPLETE	Version:	1.0

This document provides a framework for considering Board Resolutions. Board Resolutions are formal actions by the Board and Board Directors owe their fiduciary responsibilities to ensuring that resolutions are thoroughly considered through deliberations.

With reference to A Guide on Directors’ Duties compiled by the Hong Kong Companies Registry, which explains the responsibilities of Directors, in particular, Board Directors owe a duty to exercise care, skill and diligence (Principle 4) in making resolutions, and a duty to observe the organization’s resolutions (Principle 10), which also means duly made Board Resolutions should not be lightly retracted unless due consideration is given and substantive changes to relevant conditions have demonstrably arisen justifying such revocation.

Board Directors are expected to observe the DotAsia Code of Conduct (BGC-002).

1. General Board Governance Structure and Framework

The respective responsibilities of the Board, Board Committees and Board Directors are set out in the DotAsia Board Governance Framework (BGC-001). In accordance with BGC-001, Board Committees are expected to engage in the discussion of matters that may eventuate in recommendations for decisions by the full Board.

- 1.1. Administrative Board Resolutions such as adoption of Board Minutes and consideration of Member Applications, etc., should be prepared by the DotAsia Team and tabled for full Board consideration by the Board Secretariat.
- 1.2. Board Resolutions to address matters of concern should be raised by Board Directors through the respective Board Committee(s). Due considerations are further included in Section 2 below.
- 1.3. In the event that an urgent Board Resolution is needed, an Ad-hoc committee should be formed to consider the matter in a timely fashion. Further considerations are included in Section 3 below.

2. Board Resolution Considerations

The following points of consideration are organized in a roughly sequential manner for the consideration of Board Resolution, although they are not intended to be prescriptive. Nevertheless, the considerations follow a logical progression, from the identification of an issue to the recommendation of a policy resolution to be adopted by the full Board from a respective Board Committee.

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- 2.1. *Identification of issue:* Board Directors may raise particular issues of concern for Board governance policy consideration for discussion, or issues of concern may arise from general discussion at Board and/or Board Committee meetings. When such issues are identified and agreed to be a topic for discussion, it should be added to and referred to a corresponding Board Committee for more in-depth discussion.
- 2.2. *Addition to agenda at corresponding Board Committee:* Upon the identification of an issue, the topic should be added to a corresponding Board Committee agenda for consideration. A brainstorming session regarding the matter of concern should be held at the next corresponding Board Committee meeting so that different aspects of the topic can be explored.
- 2.3. *Preparation of background information to support Board discussions:* After the brainstorming session, the DotAsia Staff Team should prepare and compile further relevant background information as well as identify any operational considerations to support the Board discussions on the matter, and present such matters to Board Directors at the next corresponding Board Committee meeting for discussion.
- 2.4. *Seek legal advice where appropriate:* at different points of deliberation, legal implications of policy responses should be considered and formal legal advice sought where appropriate.
- 2.5. *Preparation of draft policy document and Board Paper where appropriate:* If and when sufficient details have been scoped and understanding reached based on Board Committee discussions, a first draft of a policy document should be prepared for further discussion. An accompanying Board Paper may also be produced to document the discussion at the Board and Board Committee where appropriate.
- 2.6. *Discussions at corresponding Board Committee(s):* Further discussions should be had at corresponding Board Committee to consider detailed impact, benefits and risks of proposed policies. A particular Board Committee should also consider if the matter of policy discussion has implication in other Board Committee(s), and if so refer the discussion to such Board Committee(s) for their considerations. Such deliberations form the key records for ensuring accountable governance processes at the Board.
- 2.7. *Recommendation from Board Committee for Full Board Consideration:* Finally, after exhaustive comprehensive review of the policy draft or proposed resolution, a corresponding Board Committee (or Board Committees) should come to agreement to make a recommendation to the full Board for consideration of the proposed policy directive.

3. Ad-Hoc Committees

Board Resolutions are not management or executive decisions, and therefore are not intended in general to require rapid response. Rather deliberative response ensures that Board Directors exercise their fiduciary duty of care and observance of the organization's prevailing resolutions and practice.

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In the rare case that an urgent resolution that does not readily fit into the scope of any existing Board Committee from the Board is required, an Ad-hoc committee should be formed to consider a matter of concern identified.

- 3.1. Unless apparent conflict of interest issues are identified, the CEO, as a Board Director of DotAsia should participate in Ad-hoc Committees, as with all Board Committees, as an Ex Officio.
- 3.2. Formation of any ad-hoc committee should be institutionalized at a full Board meeting with major majority support from Board Directors. In consideration for the formation of ad-hoc committees, the Board should at least identify and enumerate the following parameters to define the scope of the committee:
 - *Purpose*: A clearly stated scope and purpose (i.e. charter/terms of reference) of an ad-hoc committee should be identified and articulated;
 - *Composition*: An initial composition and whether additional members can be included should be defined;
 - *Membership Criteria*: Appropriate skills and/or requirements, such as to avoid conflicts of interests, should be described regarding membership for the ad-hoc committee;
 - *Sponsor*: A sponsoring Board Director for the ad-hoc committee, who may or may not be the Chair of the committee, should be identified; and,
 - *Timeline*: A rough timeline should be established based on appropriate milestones for the committee.
- 3.3. In general, the principles underlining the considerations described in Section 2 above should be considered by the ad-hoc committee in its deliberations on the matter of concern, albeit in a timely fashion.
- 3.4. In alignment with Board and Board Committee activities, the DotAsia Board Secretariat shall provide full support for ad-hoc committees in their work. The Sponsor and/or Chair of ad-hoc committees shall work collaboratively with the CEO and Board Secretariat (DotAsia Staff team) to establish meeting agendas and other tasks in readiness for meetings within a reasonable timeframe and in a prioritized manner to ensure timeliness of deliberations without compromising thoroughness.
- 3.5. Recommendations from Ad-hoc committees should be ratified by the full Board or BoardExco where appropriate.