

DotAsia Annual General Meeting (AGM) Minutes	
Date & Time:	February 28, 2021 (Sunday) 14:35 – 16:30 HKT (UTC +8)
Location:	Zoom Meeting Room: https://agm.dot.asia/zoom
Member Representative Attendees:	<p>Pensri ARUNWATANAMONGKOL (THNIC) Satish BABU (APRALO & DotAsia Board) Andi BUDIMANSYAH (PANDI & incoming Board Director elect) Joel DISINI (DotPH & incoming Board Director elect) Lianna GALSTYAN (ISOC Armenia) Hiro HOTTA (JPRS) Paul WILSON (APNIC) Tommy MATSUMOTO (APNG & DotAsia Board) Alireza SALEH (.IR/IRNIC & DotAsia Board) ^a. Shubham SARAN (NIXI) ^b. Raj SINGH (ISOC APAC) ^c. Rupesh SHRESHA (SANOG) ^e. Ellen STRICKLAND (InternetNZ & incoming Board Director elect) Leonid TODOROV (APTLD) Huyen TRUONG (VNNIC)</p>
Other Attendees:	<p>Other Representatives of Member Organizations & Board Members Onsite/Online: Santanu ACHARVA (NIXI & incoming Board Director elect) Kashif ADEEL (APNG & incoming Board Director elect) ^d. Nicole CHAN (TWNIC & DotAsia Board) Atsushi ENDO (JPRS) Maureen HILYARD (APRALO & DotAsia Board) Choon Sai LIM (DotAsia Board) ^e. Duncan MACINTOSH (APNIC) ^f. Timothy WU (APNG) ^g.</p> <p>Elections Committee: Cheryl LANGDON-ORR Kuo-Wei WU ^h.</p> <p>Other Attendees: Khan MD. Mahfuzus SALAM Leif SAWYER</p> <p>Backend Registry Services Provider: Ram MOHAN (Afilias) Joseph YEE (Afilias)</p> <p>DotAsia Team: Pavan BUDHRANI (DotAsia Team) Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team) Edmon CHUNG (DotAsia Team) Jenna FUNG (DotAsia Team) Christine OR (DotAsia Team) Kelvin TRUONG (DotAsia Team) Karry YU (DotAsia Team)</p>

	<ul style="list-style-type: none"> a. Joined meeting during Discussion Item 3.1 b. Left meeting after completion of Discussion Item 9.8 c. Left meeting after completion of Discussion Item 3.10.2 d. Left meeting after completion of Discussion Item 6.7 and rejoined during Discussion Item 10.1 e. Left meeting after completion of Discussion Item 10.1 f. Left meeting after completion of Discussion Item 6.7 g. Joined meeting during Discussion Item 3.10.2 h. Left meeting after completion of Discussion Item 7.3
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Discussions:

1. Member Representative Roll Call

- 1.1. As the Chair of the DotAsia Board Meetings, Maureen HILYARD chaired the DotAsia Annual General Meeting on Feb 28, 2021.
- 1.2. Roll call. Member representatives present for all or part of the meeting are included in the Member Representative Attendees section.
- 1.3. According to DotAsia M&A, the quorum of the Annual General Meeting is 10. A quorum of members was present and the meeting was duly convened.

2. Board Chair Opening Remarks

- 2.1. Maureen welcomed DotAsia Members to the AGM on behalf of the Board.
- 2.2. Maureen thanked the work and continued support of Board Members and Advisory Council Members.
- 2.3. It was reported that DotAsia focused on its Vision & Mission in 2020 by enhancing governance process, strengthening financial accountability, developing enhanced member engagement, and is moving forward with strength.
- 2.4. Maureen thanked all the candidates who stood, the Members who participated and the Elections Committee Members who helped in Board Elections 2021.

3. Board Elections Chair Report

- 3.1. The development process and highlights of Board Elections Procedures (BEP) 2021 were presented.

- Review and Draft Considered at BGC & Board Jul – Sep 2020
- Feedback from Advisory Council Oct – Dec 2020
- Posting of Final Board Elections Procedure Dec 21, 2020
- Accepting received Legal Advice by Board Jan 20, 2021
- Posting Amended Final BEP 2021 Jan 25, 2021
- Nomination Period (5 weeks) Dec 28, 2020 – Feb 1, 2021
- Voting Period (if req. 2weeks) Feb 5, 2021 – Feb 19, 2021

- 3.2. There were 4 vacant seats from Sponsor Member Category and 1 vacant seat from Co-Sponsor Member Category.
- 3.3. The Geographical Diversity requirement as specified in the DotAsia M&A and implemented in the Board Elections Procedures 2020 was highlighted, at least 1 member from South and Southeast Asia is required.
- 3.4. It was reported that Fusion CPA was appointed as the Board Elections Administrator to handle administrative matters on behalf of DotAsia Board Secretariat during the elections, and Abacus CPA was appointed as the Third-Party Scrutineer for the Board Elections 2021.
- 3.5. Kuo-Wei WU was appointed the independent Election Chair, Cheryl LANGDON-ORR (APRALO) and Andrew MOLIVURAE (.VU) were appointed as the Election Committee members from the Co-Sponsor and Sponsor Member communities respectively. The Election Committee was seated on Dec 28, 2020.
- 3.6. Election Chair provided updates on the Board Elections report:
 - 3.6.1. Nomination Results (for Board Elections 2020) was presented.
 - 3.6.1.1. It was explained that the number of nominations received in the Co-Sponsor Member category was equal to the number of vacancies in that category, therefore no voting was required.
 - 3.6.1.2. It was reported that there were 6 nominees in the Sponsor Member Category, which entered Voting Period from Feb 5 to Feb 19.
 - 3.6.2. Third-Party Scrutineer Report
 - 3.6.2.1. Third-Party Scrutineer Report was presented and briefed to Members.
 - 3.6.2.2. It was reported that two trials had been taken on testing the procedures and results of the online voting platform BigPulse prior to the voting.
 - 3.6.2.3. Abacus CPA arranged email confirmation from voters and compared the individual details of votes cast included in the summary to the email confirmation received.
 - 3.6.2.4. It was reported 24 and ballots were sent to each of the DotAsia Sponsor Members, 19 ballots were received. Key issues were highlighted:
 - 3.6.2.4.1.1 voter did not confirm his votes in 48 hours and EC agreed that those votes should be treated as invalid.
 - 3.6.2.4.2.1 voter requested for re-vote. EC agreed to allow for re-vote.
 - 3.6.2.4.3.1 voter did not get the confirmation email from the scrutineer. Second confirmation email was sent out and voter replied in 12 hours. EC agreed that the votes should be valid.
 - 3.6.3. As a result, total of 62 valid votes from 18 voters were counted as valid.

- 3.6.4. No complaint, disputes and appeals were received by the end of the voting dispute period on Feb 24, 2021 at UTC 00:00.
- 3.7. Voting Results (for Board Elections 2021) were presented:
- 3.7.1. Elected Board Members (to be serving until AGM 2023)
- Santanu ACHARYA – South and Southeast Asia
 - Ellen STRICKLAND – Australia and Pacific Asia
 - Jose Emmanuel DISINI – South and Southeast Asia
 - Andi BUDIMANSYAH – South and Southeast Asia
 - Kashif ADEEL – Co-Sponsor Member Seat
- 3.8. Thank you to retiring Board Members
- 3.8.1. The DotAsia Board thanked Lim Choon-Sai for his long tenure on the DotAsia Board, from its inception in 2006 to Feb 2021. His steady and knowledgeable guidance Chairing the Board Finance Committee has been instrumental in enhancing the accountability and financial governance of the Organisation.
- 3.8.2. Choon Sai remarked that it has been his privilege to work with the Board and staff team at DotAsia, and highlighted that fresh blood to the Board could bring fresh ideas and initiatives and take DotAsia to the next level.
- 3.8.3. The DotAsia Board thanked Tommy Matsumoto for his long tenure on the DotAsia Board, from its inception in 2006 to Feb 2021. His contributions throughout the years in bringing in opportunities and collaborations from around Asia has been invaluable to the development of the Organisation and its works.
- 3.8.4. Tommy expressed his gratitude to the kind words from the Board, and enjoyed the challenge of promoting .Asia domain name to users. As a non-profit organization, DotAsia did a great job for the Asian Pacific Internet community and beyond.
- 3.8.5. The DotAsia Board thanked Dr. Tham Yiu Kwok for his long tenure on the DotAsia Board, from its inception in 2006 to Feb 2021.
- 3.8.6. The DotAsia Board thanked Lianna for her contribution to the DotAsia Board, as well as her service as the Chair of the Board Community-Projects Committee (BCC).
- 3.8.7. Lianna expressed her gratefulness in working with the DotAsia Board Members and remarked that she will continue to participate and contribute to the DotAsia Organisation.
- 3.8.8. The DotAsia Board thanked Atsushi for his invaluable contribution to the DotAsia Board, serving on the Board since its formal establishment in Sep 2006, with dedication to the community. It was highlighted that Atsushi served as the first DotAsia Board appointed Meeting Chair from May 2019 to Jun 2020, stepping up at a time when DotAsia was facing difficult challenges with unruffled leadership, resourceful institutional knowledge, attention to details, a bond of friendship, and seeing through the adoption of foundational governance documents for DotAsia.

- 3.8.9. Atsushi appreciated the kind words from the Board, commended the great team at DotAsia, expressed that he felt privileged in learning learned a lot from the other Board Members, emphasized the importance of having new Board Members join the DotAsia Board, and congratulated the newly elected Board Members.

4. Board Executive Committee (Board Exco) Report

- 4.1. Maureen HILYARD presented the Board Executive Committee (Exco) Report as the Board Chair.
- 4.2. In 2020, the Board Exco mainly focused on litigation activities and oversaw the development and implementation of the Board Elections Process.
- 4.3. Board Exco is looking to maintain a gender balance in the decision making group.

5. Board Governance Committee (BGC) Report

- 5.1. Satish BABU presented the Board Governance Committee (BGC) Report as the BGC Chair.
- 5.2. BGC formally thanked the Election Chair and Election Committee Members for their contribution to the DotAsia Board Elections 2021.
- 5.3. In 2020:
 - 5.3.1. BGC developed and published a series of Board Governance Policy Documents including BGC-001: Board Governance Framework and BGC-002: Code of Conduct.
 - 5.3.2. BGC worked through the first Board Chair Election, redeveloped the Board Elections Procedures for 2021, and introduced the DotAsia Onboarding Program for incoming Board Members.
 - 5.3.3. Other Activities and milestones of BGC since AGM 2020 were presented and highlighted.
- 5.4. BGC re-engaged with the Advisory Council (AC) and reviewed the AC Terms of Reference (AC-TOR), in coordination with the AC.

6. Board Finance Committee (BFC) Report

- 6.1. LIM Choon Sai presented the Board Finance Committee (BFC) Report as the BFC Chair.
- 6.2. BFC is entrusted by the Board with the responsibilities of overseeing the DotAsia financial governance and related matters, including budget preparations, procurement policy, and transaction control accordingly to adopted governance documents.
- 6.3. In 2020:
 - 6.3.1. BFC continued to enhance the financial governance of DotAsia, including reviewing the budget cycle & level of details, adopting and updating BFC documents.

- 6.3.2. Fusion CPA was appointed as the financial services provider of DotAsia with direct channel to the BFC and DotAsia Board on any matters that need to be addressed.
- 6.4. Other activities and milestones of BFC since AGM 2020 were presented and highlighted, along with a Budget Summary for 2021 – 2022.
- 6.5. BFC discussed and recommended to appoint Baker Tilly as auditors of DotAsia. Detail discussion included in Discussion Item 7.

7. Appointment of Baker Tilly as Auditors

- 7.1. A question was raised that certain disciplinary actions against Baker Tilly had been filed by Hong Kong Institute of Certified Public Accountants (HKICPA) in 2017 and 2018.
- 7.2. It was explained that all shortlisted firms considered by the DotAsia Board are 2nd tier firms, which are top firms besides the Big Four. It was reported that the recommendation for Baker Tilly has been based on quotations received as well as due diligence on background information and reputation reference of the firms as provided by Fusion CPA as DotAsia's financial services provider.
- 7.3. It was remarked that many other big audit firms also have complaints and disciplinary actions filed against them.
- 7.4. It was discussed and agreed to postpone the appointment. The DotAsia team will gather more information for consideration by the Board and then further recommended to the Members.

8. Board Community Projects Committee (BCC) Report

- 8.1. Edmon CHUNG presented the Board Community Projects Committee (BCC) Chair Report on behalf of the Chair of BCC.
- 8.2. In 2020, BCC focused on reengagement of the AC and Members, operationalization of DotAsia Vision and Mission in the BCC-001: DotAsia Core Values & Core Competence Framework, reviewing SCP Process, and development of Social Impact Assessment (SIA) Framework.
- 8.3. The SIA Framework was developed based on different models and standards to accomplish a dual goal approach which includes both a community goal and a goal for the .Asia registry, in alignment with DotAsia Vision and Mission.
- 8.4. Activities and milestones of BCC since AGM 2020 were presented and highlighted.

9. DotAsia Highlights 2020 & Strategic Plan 2021

- 9.1. DotAsia continues to work closely with registrars around the world for promotion of the .Asia domain. It was highlighted that an emphasis is placed on growth in the net income in 2021.
- 9.2. Reprioritization was the key initiative for 2020, with projects focused on and consolidated around the core projects of NetMission and APriGF.

- 9.3. It was highlighted that NetMission Academy 2021 has received over 180 applications, and NetMission team selected 50 ambassadors in training from 19 economies across Asia Pacific.
 - 9.4. This.is.Asia was relaunched in 2020 as a bi-monthly newsletter for Members.
 - 9.5. The Draft Budget Summary for 2021 – 2022 were presented and compared with the Budget Summary for 2020 – 2021.
 - 9.6. It was reported that whereas legal advice received confirmed that the BEP 2021 do not conflict with DotAsia's Articles of Association Received, legal advice also suggested DotAsia to consider updating Article 40(b) in the DotAsia M&A, to more clearly describe the Nomination Period, Nomination Report and Voting Period arrangements in accordance with the BEP and plan for Member consideration at AGM 2022 to eliminate the confusion of interpretation.
 - 9.7. The strategic direction for the DotAsia team in 2021 is set forward as Engage & Advance: to deepen collaboration with Members through youth engagement, Internet governance, social media collaborations, i.e. DotAsia works.
- 10. .Asia Registry Backend Provider Report (Afilias)**
- 10.1. Ram MOHAN of Afilias reaffirmed Afilias' support to DotAsia with the recent acquisition of Afilias by Donuts.
 - 10.2. .Asia Registry Technical Update was presented by Joseph YEE of Afilias.
- 11. Financial Report (Fiscal Year: Oct 1, 2019 – Sep 30, 2020)**
- 11.1. Financial Report for the fiscal year 2019 – 2020 was presented by the DotAsia team. It was highlighted that the presented financials are on DotAsia Organisation Limited only, and not the consolidated financials for the entire DotAsia Group.
 - 11.2. It was highlighted that there would have been profit from operations if the legal fee is excluded from the Administrative Expenses.
 - 11.3. It was highlighted that DotAsia Foundation is the charity arm of DotAsia Organisation. For the fiscal year, separate accounts are prepared for DotAsia Foundation.
- 12. Adjournment**
- 12.1. The DotAsia AGM 2020 was duly adjourned at around 16:30 Hong Kong time.