

## DotAsia Board Finance Committee (BFC) Meeting Minutes

<b>Date(s) &amp; Time:</b>	January 14, 2020 (Tuesday) 16:00 – 17:00 HKT
<b>Location:</b>	DotAsia Zoom Meeting Room: <a href="http://aji.asia/zoomboardfinance">http://aji.asia/zoomboardfinance</a>
<b>Attendees:</b>	Satish BABU Edmon CHUNG Atsushi ENDO Maureen HILYARD LIM Choon Sai Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)

No.	Action Items:	Owner	Remarks
F2020.01.A01	Discuss budget allocation in detail figures in next BFC meeting.	Edmon CHUNG	
F2020.01.A02	Confirm the budget approval process stated in M&A.	Edmon CHUNG	Budget not mentioned in M&A.
F2020.01.A03	Table the ICBC matter of opening new HKD saving account for BUD ASEAN program 2020 on next board meeting and ask for volunteer to be signatory.	Edmon CHUNG	Completed.
F2020.01.A04	Consolidate bank document requirements for opening new ICBC account.	Rebecca CHAN	In process.

### Discussions:

#### 1. Roll Call

- 1.1. Mr. LIM Choon Sai continued to Chair the meeting on Jan 14, 2020.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendee section.

#### 2. Discussion DotAsia Budget 2020-2022

- 2.1. New proposed budget layout was presented to BFC for comments on budget structure. Draft of allocated figures will be circulated and discussed at the next BFC meeting. (F2020.01.A01)
- 2.2. It was suggested to present budget of DotAsia Foundation and Namesphere Group of Companies, separately from DotAsia Organisation.

- 2.3. Namesphere and DotAsia Foundation are included in the proposed budget format. For Namesphere, it was highlighted that Staff Cost Allocation, Legal Fees Allocation and Accounting Cost allocation in Namesphere budget are allocated from DotAsia Organisation. Other items of Service Provider Fees, Corporate Maintenance and Audit are Namesphere's expenditure only.
- 2.4. Question was raised regarding budget allocation for Namesphere. It was clarified that figures will be based on previous years with a mindset to re-focus on DotAsia as discussed at the October 2019 Board meeting.
- 2.5. New budget category of Service Provider & ICANN Fees is added and will be based on projection of variable fees (e.g. ICANN Fees, Backend Registry Services & DNS Abuse Mitigation from Afiliias and Data Escrow from Iron Mountain). It was explained that previously this was considered variable costs from projection of income and not included as a budget expense item.
- 2.6. To increase clarity and transparency, it was suggested to add line items of Allocation of Salary to Namesphere and DotAsia Foundation under Other Income of DotAsia Organisation.
- 2.7. DotAsia team explained that in response to comments received from RT&Co. and RSM, DotAsia Staff will begin to report their time allocation in more detail for DotAsia Organisation, DotAsia Foundation and Namesphere.
- 2.8. Question was raised regarding the budget approval process and whether the DotAsia M&A has any specifications on the matter. Edmon will re-confirm the details, if any, from the DotAsia M&A. (F2020.01.A02)
- 2.9. Question was raised on whether the budget was reported at the AGM in previous years. It was clarified that in previous years, the audited financial figures and percentage of budget allocation of Salaries, Community Contributions, Marketing, Travel and Admin Expenses were presented at the AGM, not details of the budget.
- 2.10. It was suggested to share the audited financial statements to Board Members before AGM. DotAsia team clarified that in previous years, the audited financials are presented to and discussed by the Board at the Board Meeting one day before the AGM. It was suggested to circulate the financials earlier for better internal communication.

### **3. ICBC Banking Matters Update**

- 3.1. ICBC Banking documents.
  - 3.1.1. The current situation was explained to BFC members. Dr. Tham is requesting certain expense reports and BUD program expense receipts, and has stated that he will not consider the banking documents until after examining the requested documents (the ICBC banking documents to be signed are not related to the requested documents). Rebecca further explained that the requested documents had been provided to Dr. Tham previously, including at the May 2019 Face-to-Face Board meeting and thereafter.
  - 3.1.2. It was agreed to provide the hardcopy of the requested documents to Dr. Tham again.
  - 3.1.3. It was suggested that the Financial Document Request Procedures be completed as soon as possible in order to finalize all BUD related financial matters prior to the end of the BUD program in April.

- 3.1.4. It was clarified from ICBC that Dr. Tham's cooperation is essential if he is to remain as a signatory, as he is an original signatory and ICBC requires all remaining signatories' approval for adding new signatories.
- 3.1.5. It was clarified that a Board Resolution is required for the retirement of a bank signatory. It was agreed not to remove any current members as signatory at this time.
- 3.1.6. The requirements for being a bank signatory for DotAsia was discussed.
  - 3.1.6.1. It was explained that the requirements are not specifically mentioned in the DotAsia M&A, but previously, we have asked Board Directors to be listed as a signatory on a voluntary basis.
  - 3.1.6.2. It was further explained that from the banks' perspective, a company could assign or remove anybody to be signatory with a Board Resolution.
  - 3.1.6.3. It was suggested to add a senior finance staff as signatory for smoother operational practice.
  - 3.1.6.4. It was clarified that Dr. Tham did not mention his interest to keep or change his signatory status.
  - 3.1.6.5. There were suggestions to invite new volunteers for specific roles. Further discussion is required.
- 3.2. New HKD savings account for BUD ASEAN program 2020.
  - 3.2.1. DotAsia's application for the BUD ASEAN grant, similar to the grant received last year, was approved in January 2020.
  - 3.2.2. It was clarified that the new savings account could set a different signatory requirement with existing ICBC account.
  - 3.2.3. It was suggested to table the matter at the next Board Meeting and ask for volunteers to be signatory. Choon Sai expressed his willingness to be a signatory. (F2020.01.A03)
  - 3.2.4. Board Resolution with 6 Board Directors' signature is one of the required documents for bank account opening. Other required documents will be listed and presented at the next Board Meeting. (F2020.01.A04)