DotAsia Board Governance Committee (BGC) Meeting Minutes	
Date(s) & Time:	September 2, 2026 (Wed) 2:00PM – 3:00 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Thomas BARRETT Edmon CHUNG Maureen HILYARD Akinori MAEMURA Kevin MEYNELL Try THY Jo-Fan YU Evin Ashley ERDOĞDU (DotAsia Team) Rebecca CHAN (DotAsia Team) Amina MEIRASBEK (DotAsia Team)

No.	Action Items:	Owner	Remarks
G2026.08.A01	Await BCC comments to complete review of BGC-001 and bring updates to full Board for consideration and adoption.	Edmon CHUNG	Completed.
G2026.08.A02	Update draft of Board evaluation survey for discussion at the next BGC meeting.	Edmon CHUNG	Completed.
G2026.09.A01	Consider a broader review of the Board election process and possible amendments to the Articles of Association after the 2027 election cycle.	Edmon CHUNG	To be considered after Board Election 2027.
G2026.09.A02	Bring BGC-001 draft to full Board for input regarding new discussion items.	Edmon CHUNG	Completed.

Discussions:

1. Roll Call

1.1. Jo-Fan YU chaired the BGC meeting on Sep 2, 2026.

1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Adoption of last BGC Meeting minutes (Aug 5, 2026)

2.1. Draft 1 of BGC meeting minutes Aug 5, 2026, and action items were presented.

2.2. BGC meeting minutes Aug 5, 2026, were adopted.

3. Board Elections Procedures (BGC-004) for Board Elections 2027

3.1. An update was presented on the Board Elections Procedures (BGC-004) for Board Elections 2027.

3.1.1. It was highlighted that the only change is the inclusion of an example for the vote counting method for candidates to satisfy the geographical diversity requirement based on the feedback from Elections Committee (EC) 2026.

3.1.2. A question was raised on potentially removing the geographical diversity requirement. It was clarified that the geographical diversity requirement is currently included in DotAsia's Articles of Association. Removing or changing it would therefore require an amendment to the Articles.

3.1.3. It was further noted that based on previous discussions, the plan is to further review both the procedures and possible further amendments to the Articles upon the full completion of the transition after the Board Elections 2027. (G2026.09.A01)

3.2. A comment was raised about organizing the Board Elections such that it could be completed earlier before the AGM so that newly elected Board Directors could potentially join the meeting. It was explained that the Articles require that the Nominations Report be issued within a period preceding the AGM, and moving the election timetable may require further amendment to the Articles.

3.3. A proposed timeline was presented for the development and approval of the election procedures. A first draft is expected to be circulated before the Board face-to-face meeting and shortly after the next BGC meeting on 14 October. If necessary, a second draft would be prepared in November, with the final version targeted for December.

4. Board Governance Framework (BGC-001) Review

4.1. An updated clean version of the Board Governance Framework was presented following the comments raised at the previous meeting. It was reported that the BCC had completed its review of the provisions relating to its roles and responsibilities and had not raised any further concerns, and that further comments had been received from BGC member.

4.2. It was suggested and agreed that another round of review of the document be done to ensure that references to different sections are updated for accuracy.

4.3. A suggestion was raised to include all Board Committee Policies into the document. It was explained that given that new policies may be adopted, perhaps an exhaustive list does not need to be included in BGC-001 or else every new policy would require an update to BGC-001 also. It was suggested that rather than including all documents, a link be included to a repository of all the governance policies on the DotAsia website.

4.4. A question was raised on the appointment of auditors and whether the Articles require the Members to approve the appointment at the AGM. It was confirmed that the appointment of auditors is a Members' function approved each year at the AGM, and that the Board is responsible for identifying and recommending the auditors.

4.5. Another question was raised about whether the Chair and the CEO, as ex-officio for the Board Committees should be counted towards quorum and have voting rights in the Board Committees.

4.5.1. It was noted that the current practice is for the Chair and the CEO to be counted for quorum and do vote as voting Board Directors, and that discussions earlier confirmed the same.

4.5.2. A suggestion was made that the quorum be increased further. The matter of the Chair having a casting vote was also discussed.

4.5.3. A question was raised on the usual practice in other organizations concerning whether a CEO votes on committees and whether the CEO is included in committee quorum. It was reported that an earlier review of comparable organizations indicated that most Boards do not impose a general limitation on the CEO voting rights. In practice, however, the CEO's vote is rarely used because decisions are generally reached through consensus.

4.5.4. Directors noted that committees primarily make recommendations to the full Board, which remains responsible for approving matters requiring a formal Board decision.

4.6. The composition of the BAC and the overlap of members with the BFC was discussed.

4.6.1. It was noted that 40% may in effect be just 1 or 2 persons if the BAC is kept small.

4.6.2. A suggestion was raised and Directors expressed support for having the Chair be the sole overlapping member between the BAC and the BFC.

4.7. It was concluded that more information on the practice of comparable organizations will be gathered and that the matters be brought to the full Board for feedback before the next BGC meeting. (G2026.09.A02)

5. Preparations for Board F2F Meeting Oct 23-24

5.1. Preparations for the Board face-to-face meeting scheduled for 23–24 October 2026 were reviewed, and a draft meeting agenda was shared.

5.2. It was noted that a two-hour Board-only session has been allocated for in-camera discussions.

6. AOB

6.1. An update was provided on the sale of the DotAsia office property and the related rental arrangements.

6.2. It was reported that the property sale agreement has been executed, and the organization's rental arrangements were in the process of final confirmation.