DOT.ASIA

DotAsia Board Governance Committee (BGC) Meeting Minutes	
Date(s) & Time:	November 19, 2019 (Tuesday) 15:00 – 16:00 HKT
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Atsushi ENDO Edmon CHUNG Maureen HILYARD Freda CHEUNG (DotAsia Team) Apologies: Tommy MATSUMOTO Lianna GALSTYAN* * Joined meeting from Discussion Item 6

No.	Action Items:	Owner	Remarks
G2019.11.A01	Obtain APNIC and ICANN onboarding program for reference.	Edmon CHUNG	Requested from APNIC and ICANN.
G2019.11.A02	Update the DotAsia Board of Directors Governance Subcommittee Report for finalization in the next BGC meeting.	Edmon CHUNG	Updated report to be circulated to BGC.
G2019.11.A03	Table Board resolution for accepting ISOC-APAC as new Co-Sponsor Member of DotAsia in next Board Meeting on Nov 21.	Edmon CHUNG	Completed.
G2019.11.A04	Request to defer the approval of Oct 16 - 17 Board Meeting Minutes to Dec board meeting.	Atsushi ENDO	Completed.

Discussions:

1. **Roll Call**

   1.1. Ms. Maureen HILYARD led the meeting as Chair of BGC.

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

2. **Discussion on the DotAsia's Vision & Mission in last Board Meeting Minutes**

   2.1. The concern expressed by Tommy via email was regarding the brevity of the summary in the Board Meeting minutes for the Oct 2019 face-to-face meeting on the discussion of DotAsia's Vision and Mission statements was brought up.

2.2. It was discussed and agreed that in general the summary for Board Meeting minutes are reasonable, and for the specific item, to address the concern raised, the full Vision & Mission statement as well as a clearer description of the affirmation by the Board as a whole of the continued relevance and suitability of the statements be included.

3. Discussion on DotAsia Board of Director Governance Subcommittee Report

3.1. The importance of setting a general guideline for roles and responsibilities for the Board Chair and the Board in general was emphasized.

3.2. There was discussion and agreement that the onboarding program (Item 2a. vii of the DotAsia Board of Director Governance Subcommittee Report) can be used as an orientation program for new incoming Board Members. It was understood that the role of the Board Chair regarding the onboarding program is to ensure that it is developed and updated from time to time and to encourage Board Directors to familiarize themselves with the materials.

3.3. A general framework for an onboarding program was discussed, with the following categories of materials identified:

3.3.1. Administrative – Board Confidentiality Guidelines, Code of Conduct (to be developed), Board Wiki / workspace, organizational structure, etc.

3.3.2. Relationships – with Members (DotAsia formation, membership and background), with ICANN, with Registrars, with key partners and providers (e.g. backend registry services), etc.

3.3.3. DotAsia Operations – .Asia registry business, branding and market development, DotAsia community works, etc.

3.4. It was suggested that a pilot of the onboarding process may be implemented for new incoming Board Members, if any, upon the 2020 AGM.

3.5. DotAsia team will seek to obtain materials and information from APNIC and ICANN for their Executive Council and Board onboarding programs as reference for the development of DotAsia's onboarding program. (G2019.11.A01)

3.6. Separately, it was also suggested that an informational session regarding domain industry knowledge during the F2F Board Meeting in Jun or Oct 2020.

3.7. It was emphasized that a Code of Conduct for DotAsia Board Directors should be developed to set a high standard of leadership for the governance of DotAsia.

3.8. Discussion on Responsibilities of Board Committees

3.8.1. It was discussed and agreed that the Chairs of Board Committees (Board Governance Committee – BGC / Board Finance Committee – BFC / Board Community Project Committee – BCC) should serve also as Board Officers.

3.8.2. It was reconfirmed and agreed that the Chair of BFC would serve as the Board Treasurer and Chair of BGC would serve as Board Secretary.

3.8.3. It was reconfirmed and agreed that if the Board Chair is unable to chair a particular meeting, a Chair of any Board Committee (BGC/BFC/BCC) could serve as the Alternate Board Chair.

3.9. DotAsia team will update the DotAsia Board of Director Governance Subcommittee Report (which includes the Roles and Responsibilities of Board Chair and Board directors as well as Board Chair elections process) according to the discussions at the meeting and will incorporate previous documents relating to the scope and mandate of Board Committees into one document for consideration by BGC in its next meeting. (G2019.11.A02)

4. Discussion on Election of Board Chair

4.1. It was discussed and agreed that based on a finalized roles and responsibility document (as per item 3 above) the finalization of the DotAsia Board Chair elections will take place on Feb 16, 2020 at the F2F Board Meeting.

4.2. It was also discussed and agreed that thereupon a short formalization and announcement of the election of the Board Chair will take place immediately following the AGM on Feb 17, 2019.

5. New Membership Application from ISOC-APAC Bureau

5.1. DotAsia team presented the Internet Society Asia (ISOC-APAC) application to become a Co-Sponsor Member of DotAsia.

5.2. There was agreement to table for resolution the acceptance of the ISOC-APAC application at the next Board Meeting on Nov 21, 2019. (G2019.11.A03)

6. Discussion on Adopting Oct 16 – 17 Board Meeting Minutes

6.1. A comment was raised via email that more time is needed for Board Members to review the F2F Board Meeting minutes for Oct 2019.

6.2. There was agreement to suggest to the Board as a whole to defer the approval of the Oct 16-17 Board Meeting minutes from the upcoming Nov 2019 meeting to the next Board Meeting in Dec 2019. (G2019.11.A04)