

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	January 21, 2020 (Tuesday) 16:00 – 17:00 (UTC+8)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Edmon CHUNG Atsushi ENDO Lianna GALSTYAN Maureen HILYARD Freda CHEUNG (DotAsia Team) Apologies: Tommy MATSUMOTO

No.	Action Items:	Owner	Remarks
G2020.01.A01	Draft DotAsia Board Director Onboarding documents for discussion during next BGC meeting in Feb.	Edmon CHUNG	Topics drafted. Content development in process.
G2020.01.A02	Obtain legal advice from Chris DUNDONS on the revised Board Governance Framework.	Edmon CHUNG	Advice requested.
G2020.01.A03	Draft a shared document to develop the details of Code of Conduct.	Edmon CHUNG	Code of Conduct drafted.

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 Onboarding programs

- 2.1. Onboarding program outlines from APNIC and ICANN Boards were presented for reference. Key information for the DotAsia Board Onboarding Program will include Organization Background, Roles & Responsibilities and Process & Tools.
- 2.2. DotAsia Board of Director Onboarding documents will be drafted for discussion for the next BGC meeting. (G2020.01.A01)

3. Board Governance Framework

- 3.1. Board Governance Framework was updated with BGC members' comments. The outline of the framework was presented to BGC. The document includes the following sections:
 - 3.1.1. DotAsia Vision and Mission
 - 3.1.2. DotAsia Board Governance Structure
 - 3.1.3. Responsibilities of Board Chair, Board of Directors, Board Committees
 - 3.1.4. Annual Election of the Board Chair and any other Officers.
- 3.2. It was suggested to include the section of Roles and Responsibilities of Board Directors from Chris DUNDONS' letter on Jan 3, 2020 to DotAsia into the framework.
- 3.3. It was also suggested to obtain legal advice on the Board Governance Framework from a standpoint of DotAsia Memorandum & Articles of Association and Commercial Law in Hong Kong before circulating to the whole Board.
(G2020.01.A02)

4. Action Items from Previous BGC Meeting (2019.11.19)

Action items from the previous BGC meeting minutes were discussed, including the membership application from ISOC APAC, which was resolved in Board Meeting on Nov 21, 2019. (2019.11.002), and the Oct 16&17 Board Meeting Minutes which are also approved in the Board Meeting on Dec 19, 2019. (2019.12.001).

5. Discussion on F2F meeting and Industry Knowledge session after ICANN 68, Kuala Lumpur (Jun 22 – 25)

- 5.1. In response to a suggestion from May 2019 Board Meeting, an Industry Knowledge session was proposed in to be held after ICANN 68 on Jun 26, 2020 (Friday) in Kuala Lumpur. Edmon suggested including industry knowledge, registry & registrar models, marketing programs and policy trends in the sharing session.
- 5.2. It was discussed that in terms of travel support and arrangements, for Board Members who are joining the ICANN meeting, they could extend their stay for one additional night (Jun 26); for Board Members who are not joining the ICANN meeting, they could plan to arrive Kuala Lumpur on Jun 25 and depart on Jun 27.

6. Introduction of a Code of Conduct for DotAsia Directors

- 6.1. Comparison of Code of Conduct documents among organizations (including from APriGF, ICANN, APNIC, ISOC and Sample Code of Conduct for Board Members & Staff of Non-Governmental Organizations In Social Welfare Sector in Hong Kong) was circulated and presented to BGC for consideration on developing DotAsia Code of Conduct of Board of Directors.

- 6.1.1. Legal Advice from DotAsia Legal Counsel Chris DUNDONS was also included for consideration.
 - 6.1.2. The Code of Conduct includes section for Expected Behavior, Unacceptable Behavior, and Remedial Processes.
 - 6.2. It was suggested to create a shared document to develop the Code of Conduct content before the next BGC meeting. Edmon will draft an integrated version of the Code of Conduct based on the various organization's reference.
(G2020.01.A03)
- 7. Adoption of last BGC meeting minutes Nov 19, 2019**
- 7.1. The minutes will be approved through email after reviewing.