

DotAsia Board Governance Committee (BGC) Meeting Minutes

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| Date(s) & Time: | March 23, 2020 (Monday) 18:00 – 19:00 (UTC+8) |
| Location: | DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov |
| Attendees: | Edmon CHUNG Billy CHEON* Atsushi ENDO Maureen HILYARD Lianna GALSTYAN Freda CHEUNG (DotAsia Team) Apologies: Tommy MATSUMOTO *Joined meeting during Discussion Item 3.3.3 |

| No. | Action Items: | Owner | Remarks |
|--------------|---|-------------|---|
| G2020.03.A01 | Present the updated version of DotAsia Board Governance Framework and DotAsia Code of Conduct to the whole Board at the Mar 2020 Board Meeting. | Edmon CHUNG | Completed. |
| G2020.03.A02 | Develop timeline for Board Election Process 2021. | Edmon CHUNG | To be circulated before next BGC meeting. |
| G2020.03.A03 | Draft full DotAsia Onboarding Program for BGC consideration. | Edmon CHUNG | To be circulated before next BGC meeting. |
| G2020.03.A04 | Draft grants and funding consideration framework. | Edmon CHUNG | To be circulated before next BGC meeting. |

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 Attendees section.

2. Adoption of Minutes of last BGC Meeting on Feb 12, 2020

- 2.1. BGC meeting minutes 2020.02.12 and action items were discussed.

- 2.2. BGC Meeting Minutes 2020.02.12 unanimously approved.

3. Discussion of Update to Governance Documents

- 3.1. Based on the discussion at the F2F Board Workshop in Feb 2020, a section for updates to the documents was added to the DotAsia Board Governance Framework and the DotAsia Code of Conduct.
- 3.2. Based on legal advice received, it is recommended that any new process update in documents should not be retrospective with the exception of approval from the Board and/or in specific cases, Members.
- 3.3. Concern was raised if it is necessary to state explicitly the handling of such exceptions, since standard practice implies that updates should be applied for future development and that considerations be taken for ongoing activities.
- 3.3.1. It was discussed and agreed to remove the statement regarding possible retrospective application of updates to avoid confusion.
- 3.3.2. There was discussion on gender balance in the BGC for developing and reviewing Code of Conduct matters in previous meeting. However, it was agreed not to include the clause at the moment.
- 3.3.3. There is agreement to present the updated version to the Board for consideration at the Mar 2020 Board Meeting. (G2020.03.A01)

4. Review of Board Elections Procedures

- 4.1. There were 2 issues raised regarding the Board Election Procedures, the inclusion of scrutinizer raised by Joel DISNI and the compliance with DotAsia M&A raised by Dr. THAM Yiu Kwok.
- 4.1.1. As discussed in Jan 9, 2020 Board Meeting, Sponsor Members and Co-Sponsor Members could be invited to monitor each other's election process for future Board Elections. Also, other community members may be invited to audit the election procedures.
- 4.1.2. Issue was raised that DotAsia M&A Article 40 (b) was not included in the Board Election Procedure.
- 4.1.2.1. It was clarified that Article 40 (b) is clearly stated and mentioned in the 2020 Board Election Procedure, "(b) Not less than fourteen (14) but not more than twenty-eight (28) days before the day appointed for the annual general meeting, there shall have been sent to the Board a notice in writing signed by the proposer and endorsed by the seconder to propose such candidate for election...".
- 4.1.2.2. Further to discussions at the Board Exco, DotAsia is further obtaining legal advice on the issue.
- 4.2. It was suggested and agreed to review the election procedures in detail to address issues and to setup a longer timeframe for deliberations.

- 4.3. It was also suggested and agreed to included the Advisory Council in the Board Election Process.
- 4.4. A timeline for developing the Board Election Process 2021 to be drafted taking into consideration the engagement of the Advisory Council and longer deliberations at the Board. (G2020.03.A02)

5. Update on DotAsia Onboarding Program

- 5.1. It was proposed to have a pilot test for the Onboarding Program in the Apr BGC meeting.
- 5.2. A full set of presentations for the DotAsia Onboarding Program to be circulated to the BGC for consideration. (G2020.03.A03)

6. Utilization of Government & Foundation Grants & Funding for DotAsia Works

- 6.1. It was reported that in the discussions on the matter at the BCC and BFC meeting, it was agreed that DotAsia Vision and Mission should drive any project undertaken, and should not be driven by the grants and funding organizations. It was also agreed that DotAsia's core community projects and registry work should operate within the means of DotAsia's budget, and that additional funds would be used to enhance or scale up projects.
- 6.2. It was discussed that DotAsia also need to consider sustainability of projects that utilize grants and funding, such as whether it could be scaled down or continued with other partners that could sustain the activities without depending on external funding.
- 6.3. It was suggested that funds should be used for scaling up community projects and not for core .Asia registry operations.
- 6.4. There was discussion on whether domain related work such as DNS security, DNS abuse, data mining etc. should be considered part of the registry's obligation or community work. It was clarified that it should not be considered part of the core registry operations, and that DNS related work may be considered community work if it contributes to the community and not specifically for .Asia only.
- 6.5. It was proposed to draft a brief document to describe the framework for considering external funding for projects to be further discussed at the BGC. (G2020.03.A04)

7. Email Issue with Microsoft

- 7.1. It was reported that Microsoft email services have blocked DotAsia emails without clear reason provided. It was noted that Dr. THAM is using a Hotmail account and is affected by this issue. DotAsia Team has been forwarding board emails to Dr. THAM through alternative email services and is working with Microsoft to resolve the issue.