

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	June 17, 2020 (Wednesday) 13:00 – 14:14 (UTC+8)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Nicole CHAN* Billy CHEON Edmon CHUNG Atsushi ENDO Lianna GALSTYAN Maureen HILYARD Freda CHEUNG (DotAsia Team) *Left meeting after Discussion Item 4.2.4

No.	Action Items:	Owner	Remarks
G2020.03.A02	Develop timeline for Board Election Process 2021.	Edmon CHUNG	Completed with further follow up included in G2020.06.A01 below.
G2020.05.A02	Draft AC Membership confirmation engagement for BGC consideration.	Edmon CHUNG	Draft sent to BGC, discussion included in Item 3.
G2020.06.A01	Develop detailed schedule of Advisory Council engagement with respect to Board Election Procedures 2021 development process.	Edmon CHUNG	
G2020.06.A02	Draft edits on existing confidentiality guidelines regarding access to DotAsia Board materials.	Edmon CHUNG	

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 May 21, 2020

- 2.1. BGC meeting minutes 2020.05.21 and action items were discussed.

- 2.2. BGC meeting minutes 2020.05.21 unanimously approved.

3. AC Engagement (Board Elections Procedures 2021)

- 3.1. Draft engagement letter to AC was presented for consideration.
 - 3.1.1. Letter includes mentioning of the relaunch of the This.is.Asia newsletter as well as the announcement of the DotAsia governance documents in May (2020.04.A02)
 - 3.1.2. Letter also seeks AC members' confirmation if they will continue to remain in the AC.
- 3.2. It was discussed and agreed that the engagement email will be sent by the Board Chair after the Board Chair Election on Jun 30, 2020.
- 3.3. It was discussed that the Board Elections Procedures development process be a starting point for discussions at the AC.
 - 3.3.1. It was suggested to setup an initial engagement meeting and then a further engagement meeting of the AC for discussion of the development of the Board Elections Procedures 2021
 - 3.3.2. It was discussed and agreed that frequency of AC meetings to be determined up with the involvement of the AC members after the initial engagement meetings.
 - 3.3.3. It was suggested to develop a detailed schedule of engagement with AC as part of the Board Elections Procedures 2021 timeline. (G2020.06.A01)
- 3.4. Current AC member list was presented to BGC for reference.

4. Access to DotAsia Board Materials

- 4.1. Request was raised for allowing Board Member's personal/administrative assistants to access DotAsia Board materials (e.g. emails and documents).
- 4.2. There was discussion on the need of developing special policy or if current Board Confidentiality Agreement could cover the situation.
 - 4.2.1. The existing Board Confidentiality Guidelines was briefly displayed (http://board.dot.asia/wiki/index.php/Board_Confidentiality_Guidelines)
 - 4.2.2. It was discussed and agreed that the confidentiality agreement should be established between DotAsia and the Board Member and that the confidentiality be maintained and enforced by the Board Member with his/her assistant(s).
 - 4.2.3. It was discussed and agreed that a Board Member who wishes to grant access of DotAsia Board materials to assistant(s) should inform DotAsia of such arrangement, and affirm that the confidentiality of information obtained be maintained as laid out in the Board Confidentiality Guidelines.
 - 4.2.4. It was proposed that the existing confidentiality guidelines be updated to allow for assistants of Board Members to access Board materials. (G2020.06.A02)

5. Board Chair Election and Board Committee Chair Appointment Arrangements

- 5.1. There was discussion on whether self-nomination is acceptable and if seconding is required.
 - 5.1.1. It was clarified that the CEO will administer the Board Chair Elections as per the Board Governance Framework (BGC-001 <https://dot.asia/BGC-001/>)
 - 5.1.2. It was discussed and agreed that self-nomination will be accepted.
 - 5.1.3. It was discussed and agreed that one seconder is required (regardless of whether the candidate was self-nominated or not).
- 5.2. It was discussed and agreed that if there is only one candidate, no further affirmative polling would be required.
- 5.3. It was explained that voting, if necessary, will be conducted through the polling function of the web-conferencing tool, and the result will be announced immediately after the vote.
- 5.4. It was confirmed that the Board Chair Election will be conducted on Jun 30 at UTC 08:00. It was further discussed and agreed that if there are more than one candidate, voting will be held in a next Board Meeting to be scheduled at June 30 UTC 08:30.
- 5.5. A question was raised regarding the potential need for reappointment of Board Committee Chair(s) as a result of the Board Chair Election. It was discussed and agreed that any such reappointment can be handled at the respective next Board Committee meeting.

6. Legal Advice on .BOX

- 6.1. Current situation of the .BOX litigation was briefed to BGC and legal advice for moving forward was presented to BGC for discussion.
- 6.2. It was discussed and agreed that the confidentiality of the proceedings should be strictly kept.