

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	July 21, 2020 (Tuesday) 14:00 – 15:09 (UTC+8)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Nicole CHAN Edmon CHUNG Lianna GALSTYAN Maureen HILYARD Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team) Apologies: Billy CHEON

No.	Action Items:	Owner	Remarks
G2020.05.A02	Draft AC Membership confirmation engagement for BGC consideration.	Edmon CHUNG	Completed.
G2020.06.A01	Develop detailed schedule of Advisory Council engagement with respect to Board Election Procedures 2021 development process.	Edmon CHUNG	Completed. Draft schedule sent to BGC, discussion included in Item 4.
G2020.06.A02	Draft edits on existing confidentiality guidelines regarding access to DotAsia Board materials.	Edmon CHUNG	Discussion postponed to Aug BGC meeting.
G2020.07.A01	Follow up with AC members on behalf of Board Chair for AC membership confirmation.	Edmon CHUNG	In progress.
G2020.07.A02	Draft Board Election Procedures and propose to the Board for consideration.	Edmon CHUNG	To be circulated before Aug BGC meeting
G2020.07.A03	Prepare overall timeline of Board Election 2021 for reference.	Edmon CHUNG	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 Attendees section.

2. Discussion on BGC Chair

- 2.1. Discussion was raised on whether a new BGC Chair should be appointed since Maureen is elected to be the Board Chair.
- 2.2. It was clarified that there is no requirement precluding Board Chair to be the Committee Chair. Nevertheless, there was general expressed understanding that it would be good to have more participation in the leadership positions among Board Members.
- 2.3. It was agreed that Maureen HILYARD will continue to be Chair of BGC until a new BGC Chair is appointed. No objections from BGC members present.

3. Adoption of Minutes of last BGC Meeting on Jun 17, 2020

- 3.1. BGC meeting minutes 2020.06.17 and action items were discussed.
- 3.2. BGC meeting minutes 2020.06.17 unanimously approved.

4. AC Engagement Timetable/ Roadmap

- 4.1. Outreach schedule with AC was presented and briefed to BGC.
 - 4.1.1. It was planned to have the first AC meeting in the week of Aug 24.
 - 4.1.2. It was also planned to have special AC orientation presentation in late August, and a special AC meeting focused on the Board Elections Procedures 2021.
- 4.2. Engagement email to AC members was sent by Board Chair on Jul 15.
 - 4.2.1. Below members has confirmed to continue to be AC member.
 - 4.2.1.1. Co-Sponsor Member Appointed Members
 - Ole JACOBSEN (APIA)
 - Rajnesh SINGH (ISOC - APAC)
 - Prof. XUE Hong (APRALO)
 - Leonid TODOROV (APTLD)
 - 4.2.1.2. DotAsia Board Appointed AC Members
 - Prof. Kilnam CHON
 - Hirofumi HOTTA
 - 4.2.2. Follow up email(s) to be sent by Board Secretariat team on behalf of Board Chair for further confirmations. (G2020.07.A01)
 - 4.2.3. It was discussed and agreed that thereupon, the AC member mailing list should be updated to include confirmed members only.
- 4.3. Draft agenda of first AC meeting was presented to BGC for discussion.

5. Board Elections Procedures 2021

- 5.1. Review of Board Elections 2020 and items of improvement was presented and briefed to the BGC.
- 5.2. There was discussion on whether having a third party auditor or engaging Sponsor Member/ Co-Sponsor Members as scrutineer for oversight of election process would be preferred.
 - 5.2.1. It was discussed that having a third party auditor would be beneficial given the accusations raised against the organization previously.
 - 5.2.2. It was also discussed that engaging the community in the process is beneficial for the organization in the long-term.
 - 5.2.3. There was agreement that for Board Elections 2021, both approaches should be included in the procedures.
- 5.3. The ballot will be coded and voting result will be presented as anonymous votes.
- 5.4. Nomination and voting processes were discussed.
 - 5.4.1. There was discussion on whether the practice of using email votes should be continued or if online voting platform should be adopted.
 - 5.4.2. Concern was raised on verifying the identity of the voter if an online voting platform is used.
 - 5.4.3. Concern was also raised on disclosure of voting patterns of members to other members if email voting is used and community scrutineers were engaged.
 - 5.4.4. DotAsia team explained that there is concern for utilizing online voting platforms in the case if DotAsia is accused of putting votes in on behalf of others through online voting, evidence to the contrary may be hard to be obtained.
- 5.5. Draft procedure based on the discussions will be prepared and circulated to BGC and thereupon proposed to the Board for consideration. (G2020.07.A02)
- 5.6. It was clarified that the accusation for omission of consideration for M&A Article 40 (b) was erroneous and that it was in fact included in the Board Election Procedures 2020.
 - 5.6.1. As per the discussions at the March 2020 BGC meeting (Item 4.1.2.2), legal advice was obtained on the matter.
 - 5.6.2. Based on the legal advice obtained, action for Article 40(b) should best be taken after the completion of the Nomination Period and before the closing of the Voting Period for the Board elections.
 - 5.6.3. It was clarified that given the advice above, the Voting Period will not have ended before the call for the AGM needs to be issued (21 days prior to the AGM being held), therefore the resolution for the ratification of the Board Elections results will need to be included as a placeholder first and amended later after the Voting Period ends.

- 5.7. An overall timeline providing better visual context to the sequence of events will be prepared for reference. (G2020.07.A03)

6. Update of Board Confidentiality Guidelines

- 6.1. Discussion deferred to next BGC meeting.

7. Namesphere and DotAsia Foundation Board composition

- 7.1. It was raised that the DotAsia Foundation Board formation and appointments (as per June 2020 BFC meeting, item 5.4.5 and 5.4.6, for all members of the DotAsia Board to be appointed to the DotAsia Foundation Board) will be presented for confirmation at the July 2020 Board Meeting.
- 7.2. It was explained that further legal advice will be sought as the activity at the Namesphere Board transpires, and there is possibility that additional Board Members may need to be appointed by DotAsia to the Namesphere Board to allow it to function.