

## DotAsia Board Governance Committee (BGC) Meeting Minutes

<b>Date(s) &amp; Time:</b>	August 18, 2020 (Tuesday) 14:18 – 15:28 (UTC+8)
<b>Location:</b>	DotAsia Zoom Meeting Room: <a href="http://aji.asia/zoomboardgov">http://aji.asia/zoomboardgov</a>
<b>Attendees:</b>	<p>Satish BABU (Guest Board Member) *                      Nicole CHAN                      Billy CHEON **                      Edmon CHUNG                      Lianna GALSTYAN                      Maureen HILYARD                      Rebecca CHAN (DotAsia Team)                      Freda CHEUNG (DotAsia Team)</p> <p>* Left meeting during Discussion Item 4.4.                      **Joined meeting during Discussion Item 2.1 and left meeting during Discussion Item 4.8.3.</p>

No.	Action Items:	Owner	Remarks
G2020.06.A02	Draft edits on existing confidentiality guidelines regarding access to DotAsia Board materials.	Edmon CHUNG	Discussion postponed to Sep 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	In progress, Discussion included in Item 4.
G2020.07.A03	Prepare overall timeline of Board Election 2021 for reference.	Edmon CHUNG	Completed. Discussion included in Item 4.
G2020.08.A01	Present the draft AC Terms of Reference (TOR) at Aug Board Meeting and AC meeting for comments.	Edmon CHUNG	Completed.
G2020.08.A02	Propose the amendment of the M&A on the logistics of Nominations, Voting & Ratification at AGM 2021.	Edmon CHUNG	To be developed.
G2020.08.A03	Study and provide recommendations on online voting platform.	DotAsia Team	To be further presented at Sep BGC meeting.

## **Discussions:**

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### **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 Jul 21, 2020**

- 2.1. BGC meeting minutes 2020.07.21 and action items were discussed.
- 2.2. It was clarified that the requirement of issuing call for the AGM should be 14-28 days prior to the AGM being held, instead of 14-21 days as mentioned in last meeting (Discussion Item 5.6.3).
- 2.3. BGC meeting minutes 2020.07.21 unanimously approved.

### **3. AC Terms of Reference (TOR)**

- 3.1. Draft AC-TOR was presented and briefed to the BGC.
- 3.2. It was discussed and agreed that AC would serve as ambassador but not as representative of DotAsia.
- 3.3. The draft will be presented at the Board Meeting and AC meeting for comments. Finalized version will be adopted in the Board Meeting. (G2020.08.A01)
- 3.4. The AC meeting is scheduled on Aug 28, 2020 at HKT 12:00. It was agreed that all Board Members are welcome to attend.

### **4. Board Elections Procedures 2021**

- 4.1. Draft Board Election Procedure 2021 and updated timeline were presented and briefed to the BGC.
- 4.2. Question was raised on the timing of preparation of voting report. It was explained that the voting report will be ready before the call of AGM since there is no more conflict of schedule after clarification.
- 4.3. It was highlighted that legal advice was received suggesting that the Nominations Report (M&A Article 40(b)) be sent to the Board after end of Nomination Period and before end of Voting Period to avoid challenges. The Nomination Report includes a list of proposers, seconders and accepted candidates.
- 4.4. Question was raised on the timing of the Nominations Report to be sent to the Board. It was explained that the proposed timeline had the Nominations Report sent to the Board during the Voting Period to fit within the requirements of the DotAsia M&A and the legal advice received.
  - 4.4.1. It was discussed that if the Nominations Report was examined and any anomaly found, it may be difficult to act on it if the Voting Period has already been opened. It was explained that if the Voting Period is to be

scheduled after the Nominations Report (which must be between 28 to 14 days prior to the AGM), either the Voting period must be very short or the voting results will not be ready prior to the calling of the AGM which is required 21 days prior to the AGM.

- 4.4.2. It was suggested and agreed that the Nominations Report be scheduled after the Nominations Period and before the start of the Voting Period, even if it means that if voting is required, the proposed resolution for ratification of the Board Elections results would only include a placeholder and will need to be amended at least 48 hours before the AGM with the voting results.
- 4.5. It was also proposed to amend the M&A on the logistics of Nominations, Voting & Ratification for better flexibility of scheduling.
  - 4.5.1. It was explained that updating the M&A would require 75% of all members to affirmatively confirm their consent for the changes.
  - 4.5.2. It was suggested to table the issue at the AGM 2021 to collect members' input on updating the M&A. (G2020.08.A02)
- 4.6. It was highlighted that nominations shall be submitted via email to a third-party email address which can be accessed by the Election Committee and third-party auditor.
- 4.7. It was highlighted that additional clarity is included for this draft as an improvement from previous years in that all confirmation on nomination, second and acceptance of candidacy must be completed within 48 hours following the end of the nomination period in order for the nomination to be considered effective. Previously the issue was left open.
- 4.8. It was highlighted that the draft proposes appointment of two individuals, one from the Sponsor Members community, the other from the Co-Sponsor Members community, who have no direct conflict of interest in the elections, to form an Election Committee.
  - 4.8.1. The Election Committee will have access to the nomination forms and voting ballots to monitor the nomination and voting processes. The voting result audit will be performed by a third party auditor, who will also have the same access to the nomination forms and voting ballots.
  - 4.8.2. Question was raised on AC engagement in Election Committee and the process. It was discussed that the AC can be engaged in the process to identify and appoint an individual from the Co-Sponsor Members community to the Election Committee.
  - 4.8.3. Concern was raised on the selection of individuals for the Election Committee.
    - 4.8.3.1. It was proposed to invite a third person to the Election Committee to oversee the whole process and voting result. It was explained that since the individual from the Sponsor Members community will be tasked with examining the election of the Co-Sponsor Member seat(s) and vice versa, there may be no need for a third member to resolve any disagreement between the Election Committee members.

- 4.8.3.2. There was discussion to keep the Election Committee process simple.
    - 4.8.3.3. There was discussion on providing full access or anonymized information to Election Committee.
  - 4.9. It was highlighted that in response to earlier Board discussions, the draft included a provision for candidates to declare his/her Sub-Region based on the nationality or residency when accepting the candidacy.
  - 4.10. It was also highlighted that regarding the Geographical Diversity requirement of the DotAsia board as stipulated by the M&A, there will be no remaining Director from the South and Southeast Asia sub-region upon the expiration of LIM Choon Sai's term.
  - 4.11. Question was raised on validating the email address of nominated candidate. It was explained that confirmation email on accepting the nomination will be sent to candidate's email address.
  - 4.12. Question was raised regarding nominations and voting emails. It was clarified that nomination form and voting ballot will only be sent to specific authorised member's email instead of any mailing list.
  - 4.13. The differences between email voting system and online voting system were briefed to the BGC for consideration.
    - 4.13.1. Concern was raised on the possibility of being accused on manipulating the voting result if an online voting system was used.
    - 4.13.2. Concern was also raised to avoid as much as possible the utilization of DotAsia's own systems for the election process to avoid perception of conflict.
    - 4.13.3. DotAsia team will relook at the online voting platform and provide recommendations accordingly. (G2020.08.A03)
- 5. Update of Board Confidentiality Guidelines**
  - 5.1. Discussion deferred to next BGC meeting.
- 6. DotAsia Foundation Board composition and Members Meeting**
  - 6.1. Discussion deferred to next BGC meeting.
- 7. Nov 2020 Board Meeting**
  - 7.1. Discussion moved to next email communication.