

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	October 28, 2020 (Wednesday) 14:00 – 15:00 (UTC+8)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Satish BABU Nicole CHAN Edmon CHUNG Lianna GALSTYAN Maureen HILYARD Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team) Absent: Billy CHEON

No.	Action Items:	Owner	Remarks
G2020.07.A01	Follow up with AC members on behalf of Board Chair for AC membership confirmation.	Edmon CHUNG	In progress.
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.
G2020.09.A01	Complete tests on 3 potential online voting platforms and report at Oct BGC meeting.	DotAsia Team	Completed.
G2020.09.A02	Draft AC Confidentiality Guidelines.	Edmon CHUNG	Completed. Discussion deferred to next BGC meeting.
G2020.09.A03	Table Board Confidentiality Guidelines update to the Board for adoption at the Sep 2020 Board Meeting.	Edmon CHUNG	Completed. Adopted in Sep Board Meeting.
G2020.10.A01	Circulate updated BEP 2021 to the Board and table for discussion in Oct Board Meeting.	Edmon CHUNG	Completed.

Discussions:

1. Roll Call

- 1.1. Mr. Satish BABU 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 Sep 15, 2020

- 2.1. Draft 1.1 of BGC meeting minutes 2020.09.15 and action items were discussed.
- 2.2. It was highlighted that edits to the “Namesphere Resolution” has been updated.
- 2.3. BGC meeting minutes 2020.09.15 unanimously approved.

3. Board Elections Procedures (BEP) 2021 Draft update

- 3.1. Comments from AC were presented and briefed to BGC for discussion.
 - 3.1.1. AC made suggestion to split the document into 2 documents: one for the election process which is expected to remain relatively stable each year; and one for administrative information specific for each election year. It was discussed and agreed that the direction to split the document is good, nevertheless, given that many changes were implemented from BEP2020 to BEP2021 it may be easier for Members and observers to follow the changes as one document. It is planned that BEP2022 will be drafted as 2 documents.
 - 3.1.2. AC suggested that non-response from Member should be reported. It was discussed and agreed that Members who have no changes to the voting representatives should not need to respond, and that unreachable email contacts should be reported to the Board.
 - 3.1.3. AC suggested that the information that being a director of DotAsia means being a director of both DotAsia Organisation and DotAsia Foundation be expressed more prominently. It was discussed and agreed to revise the paragraph to better clarify the nature of DotAsia Foundation as part of DotAsia to avoid ambiguity of the corporate structure.
 - 3.1.4. AC suggested to set a specific time period for updating nomination information to Members. It was clarified that nomination information is maintained on a publicly accessible webpage that is updated upon receipt of nomination information, whereas additional email notification is sent to Members from time to time. It was discussed and agreed to provide email updates to Members on a weekly basis to provide certainty, and then also to allow additional notices as appropriate, as well as to include description explaining that a webpage will be maintained with up-to-date nomination information.
 - 3.1.5. AC recommended that it should be explicitly stated that the CEO shall not serve on the Election Committee. It was discussed and agreed to add such statement. It was further discussed that taking reference from the APNIC EC elections process, that the Board should appoint a current Board Member who is not standing for re-election to serve as the Board Election Committee Chair.
 - 3.1.6. AC suggested to make election voting audit report publicly available and include more details about the audit process. It was discussed and agreed to proceed along the direction of this goal, detailed description will be revised upon receiving information from the auditor.

- 3.2. Updated BEP2021 will be circulated to the Board and tabled for discussion in the Oct Board Meeting. (G2020.10.A01)
- 3.3. It is planned to post Draft 1 of BEP2021 on DotAsia website for 1st public comment period on Nov 4, 2020. Received comments will be discussed in Nov AC and Board Meeting. Thereupon Draft 2 of BEP2021 will be opened for 2nd public comment after Nov 2020 Board Meeting.

4. Engagement with AC

- 4.1. It was discussed that a brief note should be sent to the AC regarding the challenges and works at DotAsia in response to certain inappropriate allegations.

5. Accountability & Transparency Framework

- 5.1. Discussion deferred to next BGC meeting.

6. AC Confidentiality Guidelines

- 6.1. Draft 1 has been circulated to BGC for consideration. Discussion deferred to next BGC meeting.