

## DotAsia Board Governance Committee (BGC) Meeting Minutes

<b>Date(s) &amp; Time:</b>	November 20, 2020 (Friday) 13:00 – 13:56 (UTC+8)
<b>Location:</b>	DotAsia Zoom Meeting Room: <a href="http://aji.asia/zoomboardgov">http://aji.asia/zoomboardgov</a>
<b>Attendees:</b>	Satish BABU Nicole CHAN Edmon CHUNG Maureen HILYARD Freda CHEUNG (DotAsia Team)  Apologies: Lianna GALSTYAN  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.
G2020.11.A01	Request auditor to include Election Committee members in the distribution of the audit report	Rebecca CHAN	In progress.
G2020.11.A02	Bring the discussion on audit fee to BFC for consideration.	Edmon CHUNG	
G2020.11.A03	Table the subscription letter of DotPH in Nov Board meeting for consideration.	Edmon CHUNG	Completed.
G2020.11.A04	Begin drafting of DotAsia Accountability & Transparency Framework.	Edmon CHUNG	

### 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 Oct 28, 2020**

- 2.1. Draft 1 of BGC meeting minutes 2020.10.28 and action items were discussed.
- 2.2. Question was raised regarding the membership confirmation with AC member. It was explained that DotAsia has not received response from Khaled but will attempt to via other channels.
- 2.3. BGC meeting minutes 2020.10.28 unanimously approved.

**3. Board Elections Procedures 2021 Draft update**

- 3.1. AC discussed the BEP2021 in Nov AC meeting, updates was provided to BGC.
  - 3.1.1. AC has agreed to draft the BEP 2022 in 2 documents, details on the footnote will be moved to appendix section.
  - 3.1.2. In response to AC concern on appointing company secretary in handling Board Elections matters, it was proposed to have Board Secretariat to handle administrative matters of Board Elections, including communications with the Election Committee and auditor.
  - 3.1.3. Updated the description to explain that during Nomination Period, a web link will be provided to members showing updates on nominations, seconds and acceptances.
- 3.2. Board Governance Framework was discussed in Nov AC meeting.
  - 3.2.1. Concern was raised on the fact that CEO acted as administrator of Election of Board Chair 2020. It was understood that APNIC and other boards have a similar practice since the CEO is not involved in the election, including casting vote or being nominated as candidate.
  - 3.2.2. There was discussion on considering how best to enhance the process for the Election of Board Chair.
- 3.3. There was discussion on the formation of the Election Committee.
  - 3.3.1. APNIC Election process was shared for consideration.
  - 3.3.2. It was discussed and agreed to appoint a neutral independent person to be the Election Chair.
  - 3.3.3. It was proposed and agreed that DotAsia Board and AC identify one person each from the Sponsor Member Community and Co-Sponsor Member Community respectively to serve on the Election Committee.
- 3.4. There was discussion on the dispute and appeal resolution.
  - 3.4.1. Observing from the APNIC experience, it was suggested to set the appeal period before the announcement of the election result.
  - 3.4.2. It is planned to add the explanation of such appeal process to the Board Elections Procedures.
- 3.5. There was discussion on audit of Board Election.
  - 3.5.1. The proposal from RSM was briefed to the BGC.

- 3.5.2. It was explained that the audit will be carried out in accordance with the early adoption of Hong Kong Standard on Related Services (HKSRs) 4400 (Revised) ‘Engagements to Perform Agreed-upon Procedures’ issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).
- 3.5.3. The report will be available for Board members, DotAsia members and Election Committees only, and should not be copied. It was raised to ensure that the Election Committee members can also view the audit report. (G2020.11.A01)
- 3.5.4. It was suggested to specifically state that vote is single and non-transferable in the BEP, which is consistent with the M&A.
- 3.5.5. It was discussed and agreed to proceed with the proposal.
- 3.5.6. It was suggested and agreed to bring the discussion on audit fee to BFC for consideration. (G2020.11.A02)

#### **4. Namesphere Matters**

- 4.1. Invitation to Subscribe for Shares in Namesphere Limited
  - 4.1.1. Subscription letter for DotAsia to Namesphere was presented. It was explained that the draft has been reviewed by legal counsel.
  - 4.1.2. It is planned to table the subscription letter in Nov Board meeting for consideration. (G2020.11.A03)
- 4.2. Appointment of an additional Director of Namesphere
  - 4.2.1. It was reported that Dr. Tham was not present for the various times scheduled for the Namesphere Board meeting and have not provided any time of his convenience for consideration either.
  - 4.2.2. DotAsia is awaiting further advice from legal counsel to proceed.

#### **5. Accountability & Transparency Framework**

- 5.1. Transparency framework of APTLD, ICANN and APNIC were presented for discussion.
- 5.2. It was discussed and agreed to keep the framework simple and precise.
- 5.3. It is planned to start with compiling a DotAsia Accountability & Transparency Frameworks taking into reference similar policies from different organizations. (G2020.11.A04)

**6. AC Confidentiality Guidelines**

- 6.1. Draft AC Confidentiality Guidelines was presented and briefed to BGC, which was based on the Board Confidentiality Guidelines.
- 6.2. It was suggested to condense the draft guidelines for further consideration.