

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	February 22, 2021 (Monday) 14:00 – 15:03 (UTC+8)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Satish BABU Nicole CHAN Edmon CHUNG Maureen HILYARD Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team) Absent: Billy CHEON

No.	Action Items:	Owner	Remarks
G2020.11.A04	Begin drafting of DotAsia Accountability & Transparency Framework.	Edmon CHUNG	Refer to Discussion Item 3.
G2021.02.A01	Obtain expert input from other community organizations on draft Accountability & Transparency framework.	Edmon CHUNG	To be followed up after APRICOT.
G2021.02.A02	Reword the appointment of Board Committee Member and Board Committee chairs in BGC-001 and send to full Board.	Edmon CHUNG	Completed.
G2021.02.A03	Include the more information of Board Chair Election Process in BGC-001.	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 Jan 13, 2021

- 2.1. Draft 1 of BGC meeting minutes 2021.01.13 and action items were discussed.
- 2.2. BGC meeting minutes 2021.01.13 unanimously approved.

3. Draft Accountability & Transparency framework

- 3.1. Draft Accountability & Transparency framework was presented and briefed to BGC for discussion.
- 3.2. It was highlighted that adopted governance documents are linked for easy reference.
- 3.3. There was discussion on the role of members to DotAsia Organisation and to supporting the .Asia domain. DotAsia Member Rights and Obligations from membership form was presented for discussion. It was discussed and agreed to incorporate into the Accountability & Transparency framework parts of the rights and obligations included in the form and link to the membership form for reference.
- 3.4. Revised Accountability & Transparency will seek external expert advice for further discussion at March BGC meeting. (G2021.02.A01)
- 3.5. There was discussion on the formation of Board Committees after AGM.
 - 3.5.1. It was explained that in accordance with BGC-001, Board Committee Chairs will be reappointed and existing committee members will remain in the committee.
 - 3.5.2. It was clarified that Board Members should volunteer to join Board Committees, and the Board will appoint Board Members into Board Committees based on that.
 - 3.5.3. It was discussed and agreed to reword the appointment of Board Committee Member and Board Committee Chairs in BGC-001 to avoid confusion. (G2021.02.A02)

4. AC Confidentiality Guidelines

- 4.1. Draft AC Member Confidentiality Guidelines (Summary) was presented and briefed to BGC for discussion, which will be linked to the full version for reference.
- 4.2. There was discussion on the definition of confidential information. It was discussed that all non-public information should be considered as confidential information.
- 4.3. There was discussion on the confidentiality requirement for AC members after the person is no longer serving on the DotAsia AC. It was agreed to remove that description in the Confidentiality Guidelines Summary.

5. Review of Board Governance Framework (BGC-001)

- 5.1. Based on the received legal advice, draft 1.1 were presented to BGC for consideration. Changes highlighted include:

- 5.1.1. Board meeting minutes will be drafted under Board Chair's instructions and then circulated to all Board members and presented by the Board Chair at the next meeting.
- 5.1.2. Since Board meeting minutes are publicly posted, not all discussion details are included to ensure the quality of decision making.
- 5.2. It was discussed and agreed to include more information of Board Chair Election Process based on that used for 2020 in BGC-001. (G2021.02.A02)
- 5.3. It is planned to table the revised BGC-001 to the Board for adoption at Feb 27 Board Meeting.

6. Amendment of DotAsia M&A

- 6.1. Draft amendment of DotAsia M&A was presented and briefed to BGC for consideration.
- 6.2. It is planned to further discuss the amendments at AGM 2021 and aim for it to be adopted at AGM 2022.

7. AOB

- 7.1. Draft BGC report at AGM 2021
 - 7.1.1. Draft slides were presented to BGC for consideration.
- 7.2. Appointment of auditor
 - 7.2.1. It was reported that 3 final quotations were received, and comparison of quoted firms was briefed to BGC for consideration.
 - 7.2.2. It was suggested to recommend Crowe (HK) CPA Limited to the Board.