

## DotAsia Board Governance Committee (BGC) Meeting Minutes

<b>Date(s) &amp; Time:</b>	March 17, 2021 (Wednesday) 13:22 – 14:07 (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 Andi BUDIMANSYAH Nicole CHAN Joel DISINI Maureen HILYARD Edmon CHUNG Freda CHEUNG (DotAsia Team)</p> <p>Apologies: Santanu ACHARYA Billy CHEON</p> <p>Absent: Kashif ADEEL</p>

No.	Action Items:	Owner	Remarks
G2020.11.A04	Begin drafting of DotAsia Accountability & Transparency Framework.	Edmon CHUNG	Completed.
G2021.02.A01	Obtain expert input from other community organizations on draft Accountability & Transparency framework.	Edmon CHUNG	To be followed up after APRICOT.
G2021.03.A01	Propose to appoint Satish BABU as BGC Chair at Mar Board meeting.	Edmon CHUNG	Completed.
G2021.03.A02	Present revised draft DotAsia Accountability & Transparency at Apr BGC meeting.	Edmon CHUNG	To be circulated.
G2021.03.A03	Provide detail timeline of Amendment of DotAsia M&A at Apr BGC 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 Feb 22, 2021**

- 2.1. Draft 1 of BGC meeting minutes 2021.02.22 and action items were discussed.
- 2.2. BGC meeting minutes 2021.02.22 unanimously approved.

**3. Selection of BGC Chair**

- 3.1. Maureen, as Board Chair, chaired the selection of BGC Chair.
- 3.2. It was reported that one nomination of Satish BABU for BGC Chair was received. Satish accepted the nomination and gave a speech on his vision in BGC.
- 3.3. With no objections from BGC Members, recommendation will be proposed to the Board. (G2021.03.A01)
- 3.4. Satish continued to chair the BGC meeting.

**4. DotAsia Accountability & Transparency commitments**

- 4.1. Draft 2 of DotAsia Accountability & Transparency document was presented and briefed to BGC for consideration.
- 4.2. As discussed in Feb BGC meeting, the Member Rights and Obligations of DotAsia Membership Briefing & Application was incorporated in draft 2.
- 4.3. It was highlighted that security and mitigation aspect was added, which might be developed into security cooperation in the future.
- 4.4. There was discussion on whether mention the name of service provider in the framework. It was discussed and agreed to keep the framework as generic as possible and remove the name of service provider from the framework. However, it was agreed to list the current provider for transparency.
- 4.5. It was discussed and agreed to add a statement indicating DotAsia's commitment to select competitive and competent outsourced providers.
- 4.6. Revised draft will be presented at Apr BGC meeting for consideration. (G2021.03.A02)
- 4.7. It was clarified that the formation of AC is based on the DotAsia M&A and included in the ICANN application.

**5. Amendment of DotAsia M&A**

- 5.1. Draft amendment of DotAsia M&A was presented and briefed to BGC for consideration.
- 5.2. Suggestions were provided from legal counsel to update Article 40(b) in the DotAsia M&A to eliminate the confusion of interpretation.

- 5.3. Draft timeline for amendment was presented for consideration, which include seeking legal advice and discussions within the Board, Board Committees and AC.
- 5.4. It is planned to have BGC lead the discussion of the first draft and provide monthly report to the Board. Then finalize the new M&A by Dec 2021 and have Member Resolution at AGM 2022.
- 5.5. Since the Company Ordinance has been updated, some aspects of DotAsia M&A may need to be updated in alignment with the Ordinance. It is planned to seek legal advice on suggested changes.
- 5.6. Question was raised on whether there is need to amend other parts of the M&A. It was explained that there were no other comments on the existing scope, therefore, the plan is to remain narrowly focused.
- 5.7. A more detail timeline will be presented at Apr BGC meeting for easy reference. (G2021.03.A03)

## **6. AOB**

- 6.1. Board issue discussion with Members
  - 6.1.1. Comment was raised on why DotAsia Board Members serve as individuals and not as representatives of their respective organizations. It was explained that this has always been the case since the beginning of the DotAsia initiative, and is included even in DotAsia's application to ICANN, described on its website, and in alignment of the fiduciary duties of being Board directors.
  - 6.1.2. It was highlighted that maintaining the confidentiality of certain Board matters is important for the good collective decision making process, and that it is the Board's duty to consider matters and make recommendations to the Members where appropriate. It was further noted that a set of Board confidentiality guidelines were already put in place in 2008.
  - 6.1.3. A comment was raised that the DotAsia M&A states that 8 Directors of the DotAsia Board shall be elected by the Sponsor Members, and should not be changed. It was clarified that none of the rules or interpretation of the rules on that arrangement have changed since the beginning of DotAsia.
  - 6.1.4. It was agreed that further discussion on the matter to be deferred to the next BGC meeting.