

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	April 20, 2021 (Tuesday) 14:00 – 15:00 (UTC+8)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	<p>Santanu ACHARYA Kashif ADEEL Satish BABU Andi BUDIMANSYAH * Joel DISINI ** Maureen HILYARD Edmon CHUNG Freda CHEUNG (DotAsia Team)</p> <p>Apologies: Nicole CHAN</p> <p>Absent: Billy CHEON</p> <p>* Joined meeting during Discussion Item 2.1. ** Joined meeting during Discussion Item 2.1 and left meeting after Discussion Item 4.5.</p>

No.	Action Items:	Owner	Remarks
G2021.03.A02	Present revised draft DotAsia Accountability & Transparency at Apr BGC meeting.	Edmon CHUNG	Completed. Refer to Discussion Item 3.
G2021.04.A01	Propose draft introduction on the purpose and objective of the amendment of DotAsia M&A to BGC for consideration.	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 Mar 17, 2021**
 - 2.1. Draft 2 of BGC meeting minutes 2021.03.17 and action items were discussed.

- 2.2. BGC meeting minutes 2021.03.17 unanimously approved.

3. DotAsia Accountability & Transparency commitments

- 3.1. Draft 3 of Accountability & Transparency commitments was presented and briefed to BGC for consideration.
- 3.2. Changes from last version were highlighted,
 - 3.2.1. Added procurement processes of BFC-001: SOP for Finance & Procurement was incorporated.
 - 3.2.2. The name of service provider was deleted to keep the commitments at a higher level generic statement.
- 3.3. It was suggested to share a clean version to BGC members for review.
- 3.4. It is planned to table to the Board for adoption, and present the adopted Accountability & Transparency commitments to AC for reference at May AC meeting. It was commented that thereupon the Board can decide if and how to take any AC advice into consideration.
- 3.5. There was a discussion on whether it was appropriate to seek the full Membership's input in the development of the Accountability & Transparency commitments.
 - 3.5.1. Some BGC members expressed that the Members elected Board Members to discuss and act for the organization for a purpose, and that it may not be appropriate to seek input from the entire membership for all matters.
 - 3.5.2. It was further explained that the role of BGC is to provide recommendations to the Board, and should not be bringing the discussion to other places unnecessarily. The full Board can further consider how best to proceed.

4. Roles and responsibilities of DotAsia Board Directors

- 4.1. Discussion was raised on the roles and responsibilities of DotAsia Board Directors at Mar 2021 BGC meeting.
- 4.2. With reference to BGC-001: DotAsia Board Governance Framework (<https://dot.asia/BGC-001/>), the original DotAsia Application to ICANN (<http://archive.icann.org/en/tlds/std-apps-19mar04/asia.htm>) and DotAsia website (<https://www.dot.asia/dotasia-organisation/community-governance/>), it was clarified that Board members shall serve in their personal capacity on a voluntary basis and shall act in the best interest of the DotAsia Organisation and not as a representative of any subset of Members or in the interests of the Member organization to which that individual belongs.
- 4.3. Further, with reference to BGC-002: DotAsia Code of Conduct (<https://dot.asia/BGC-002/>) and the Guide on Directors' Duties from Hong Kong Companies Registry (https://www.cr.gov.hk/en/companies_ordinance/docs/Guide_DirDuties-e.pdf), Board Directors have fiduciary duties to act in good faith in the interests of the company, and the membership as a whole and exercise independent judgement.

- 4.4. It was reported that there is no evidence showing that there has been any change in this from the beginning of the DotAsia initiative, and no evidence was provided for to support the allegations that certain Members of the DotAsia Board are to represent the interests of any subset of the DotAsia Membership.
- 4.5. It was further clarified according to the DotAsia Vision and Mission statement (<https://www.dot.asia/dotasia-organisation/about-dotasia/#visionmission>), and as they are incorporated into the objects of the DotAsia Memorandum & Articles of Association (<https://www.dot.asia/policies/DotAsia%20M&A%202009-06-26.pdf>), that DotAsia's purpose is to operate the .Asia TLD and to contribute to the development of the Asia Pacific Internet community.
- 4.6. It was highlighted that DotAsia was not setup as a "member benefit" organization, and that no evidence is found to support any allegations that part of DotAsia's objective was to provide benefits to its Members. Rather, it was emphasized that the best interests of the entire membership, not particular subset, must be taken into consideration, in alignment with DotAsia's stated objects as expressed in its vision and mission.
- 4.7. Furthermore, it was explained that as a non-profit organization, DotAsia cannot be seen as returning financial benefits to Members.
- 4.8. It was discussed and agreed that there is no need to amend any policy regarding this matter at this time.
- 4.9. A question was raised on what Board Members could and could not discuss with non-Board Members. It was clarified that Board Members are free to discuss DotAsia matters with DotAsia Members and the larger community, with the caution that given the ongoing litigations, maintaining the confidentiality of legal related matters and non-public governance documents would be of importance.

5. DotAsia Membership & AC Membership

- 5.1. Since Members do not need to pay annual fee or other contribution, there is no mechanism of renewal of membership at the moment.
- 5.2. Likewise, AC Membership do not currently have a term and have no renewal mechanism. AC members are appointed by Co-Sponsor Members with additional individuals appointed by the Board. It was commented that AC members appointed by Co-Sponsor Members do change from time to time as personnel changes happen at the corresponding Member.
- 5.3. It was discussed and agreed to continue the existing practice for now and to consider developing new mechanisms only if and when any further concern is raised in the future.

6. Timeline on Amendment of DotAsia M&A

- 6.1. Detail timeline of amendment of DotAsia M&A was presented and briefed to BGC.
- 6.2. It was highlighted that AC will be involved in the amendment of M&A at AC meetings in May and Aug 2021.
- 6.3. It was proposed and agreed to post the timeline publicly with a brief introduction on the purpose and objective of the amendment.

- 6.4. Draft introduction will be proposed to BGC for consideration. (G2021.04.A01)
- 6.5. It was suggested that the lead time for adoption of the amendment may be shortened. The team will look into whether shortening the timeline would be appropriate as the draft is being developed.