

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	August 17, 2021 (Tuesday) 14:00 – 14:42 (UTC+8)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	<p>Santanu ACHARYA Satish BABU Andi BUDIMANSYAH * Nicole CHAN Maureen HILYARD Edmon CHUNG Freda CHEUNG (DotAsia Team)</p> <p>Apology: Joel DISINI</p> <p>Absent: Kashif ADEEL Billy CHEON</p> <p>* Joined meeting during Discussion Item 5.2.</p>

No.	Action Items:	Owner	Remarks
G2021.04.A01	Propose draft introduction on the purpose and objective of the amendment of DotAsia M&A to BGC for consideration.	Edmon CHUNG	Awaiting specialist legal advice.
G2021.05.A01	Seek opinion from banks on having Directors from sanctioned countries.	Rebecca CHAN	Completed.
G2021.06.A01	Seek advice from other organizations regarding banking situation.	Edmon CHUNG	Completed. Awaiting specialist legal advice.
G2021.06.A04	Gather information on attendance considerations from different community organizations for further discussion.	Edmon CHUNG	Completed. Refer to Discussion Item 5.
G2021.07.A01	Draft amendment to BGC-001 on the tie-breaker option with consideration of attendance performance and present to BGC for consideration at Aug BGC meeting.	Edmon CHUNG	Completed. Refer to Discussion Item 3.
G2021.07.A02	Bring the discussion on the rotation of professional services to BFC.	Edmon CHUNG	Completed.

No.	Action Items:	Owner	Remarks
G2021.08.A01	Seek legal advice on the proposed amendment to BGC-001 on the tie-breaker option with consideration of attendance performance.	Edmon CHUNG	Awaiting advice.
G2021.08.A02	Table the registry services update of Registry Lock and Dropzone at Aug Board meeting.	Edmon CHUNG	Completed.
G2021.08.A03	Seek legal advice and make recommendation to the Board on taking action to remove Board members who continue to miss Board meetings over an extended period of time.	Edmon CHUNG	Awaiting advice.
G2021.08.A04	Make recommendation to the Board on publishing the meeting attendance on DotAsia website.	Edmon CHUNG	To be discussed at Aug 2021 Board meeting.
G2021.08.A05	Follow up with individual Board members to update their SOI by Sep BGC meeting.	Board Secretariat	In progress.

Discussions:

1. Roll Call

- 1.1. Mr. Satish BABU chaired the BGC meeting as Chair of BGC on Aug 17, 2021.
- 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 Jul 22, 2021

- 2.1. Draft 1 of BGC meeting minutes 2021.07.22 and action items were discussed.
- 2.2. BGC meeting minutes 2021.07.22 unanimously approved.

3. BGC-001 Update: Board Chair Elections

- 3.1. Based on the discussion at Jul BGC meeting, draft 1.3 of BGC-001: DotAsia Board Governance Framework with amendment on the tie-breaker option with consideration of attendance record was presented to BGC for discussion.
- 3.2. There was discussion on the wordings of the amendment to define the attendance difference between candidates.
- 3.3. Concern was raised on the legal stand of the amendment to develop such process for DotAsia. It was discussed and agreed to seek legal advice on the proposed amendment. (G2021.08.A01)

4. Registry Services Update: Registry Lock and Dropzone

- 4.1. It was reported that DotAsia is planning to submit Registry Services Evaluation Policy (RSEP) requests to ICANN for Registry Lock service and Dropzone service for .Asia. The functionalities and benefits were briefed to the BGC.
- 4.2. Question was raised whether such operational submissions needed to be brought to the BGC and if there were any governance aspect to the services planned. It was explained that the discussion was brought to BGC because this is the first RSEP submission to ICANN since the current Board structure is put in place, the item was brought up for consideration.
- 4.3. It was discussed and agreed to table the registry services update of Registry Lock and Dropzone for discussion at the Aug 2021 Board meeting. (G2021.08.A02)

5. Board Attendance

- 5.1. Based on the received opinions from comparable organizations in Hong Kong and internationally, it was reported that none of them have applied any penalty system for Board Members for not attending Board meetings.
- 5.2. It was also reported that one reference commented that since they started publishing both meeting attendance of elected persons publicly on their website, the situation has been improved over time. It was highlighted that the record provides as public reference during Board Elections also.
- 5.3. Question was raised on whether there is any legal consequence for consecutively missing Board meetings. It was understood that there is no legal consequence for consecutively missing Board meetings, however, based on previous legal advice, the Board could take certain action to remove the Board member if a Board member does not show up for an extended period of time.
- 5.4. It was discussed and agreed to seek legal advice and make recommendation to the Board on taking action to remove Board members who continue to miss Board meetings over an extended period of time. (G2021.08.A03)
- 5.5. It was also discussed and agreed to make recommendation to the Board on publishing the meeting attendance on DotAsia website. (G2021.08.A04)
- 5.6. It was highlighted that the actual implementation should wait for the legal advice, and Board Members should be warned in advance prior to the implementation.

6. Statement of Interest (SOI)

- 6.1. Based on the discussion at the Jun 2021 Board meeting, it was proposed to include the serving timeframe of activities and positions of DotAsia subsidiaries on the SOI.
- 6.2. Board Secretariat will follow up with individual Board members, and it is targeted to complete the update of SOI by Sep BGC meeting. (G2021.08.A05)