

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	October 12, 2021 (Tuesday) 14:00 – 14:40 (UTC+8)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	<p>Santanu ACHARYA * Kashif ADEEL ** Satish BABU Nicole CHAN Edmon CHUNG Maureen HILYARD Freda CHEUNG (DotAsia Team)</p> <p>Apologies: Andi BUDIMANSYAH Joel DISINI</p> <p>Absent: Billy CHEON</p> <p>* Joined meeting during Discussion Item 2.1. ** Joined meeting during Discussion Item 3.1.</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 legal advice. Refer to Discussion Item 4.
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 legal advice. Refer to Discussion Item 4.
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 legal advice. Refer to Discussion Item 4.
G2021.08.A05	Follow up with individual Board members to update their SOI by Sep BGC meeting.	Board Secretariat	In progress.
G2021.09.A01	Prepare draft edits to include the SOI requirement in DotAsia governance document.	Edmon CHUNG	Completed. Refer to Discussion Item 5.

No.	Action Items:	Owner	Remarks
G2021.09.A02	Prepare draft of Board Elections Procedures 2022.	Edmon CHUNG	Completed. Refer to Discussion Item 3.
G2021.10.A01	Prepare draft of specific information document for Board Elections 2022 and circulate to BGC for consideration.	Edmon CHUNG	Completed.
G2021.10.A02	Send draft updates to BGC-002: Code of Conduct to full Board for consideration.	Edmon CHUNG	

Discussions:

1. Roll Call

- 1.1. Mr. Satish BABU chaired the BGC meeting as Chair of BGC on Oct 12, 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 Sep 15, 2021

- 2.1. Draft 1 of BGC meeting minutes 2021.09.15 and action items were discussed.
- 2.2. BGC meeting minutes 2021.09.15 unanimously approved.

3. Draft Board Elections Procedures 2022

- 3.1. Draft 1 of BGC-004: DotAsia Board Elections Procedures (BEP) was presented and briefed to BGC for consideration. It was explained that as per BEP2021, it is expected that this year, the BEP document will be split into 2, including the procedures themselves which is anticipated to be more stable and will only be updated when needed, and a separate note containing the date and details of the election, which is expected to be updated each year.
- 3.2. It was highlighted that a note from BEP2021 is included which explains the development of the Board Elections Procedures since 2008 and background of splitting the Board Elections Procedures 2022 into 2 documents.
- 3.3. It is planned to list the specific information that is expected to be updated every year, such as dates and listing of Directors with term expiring, etc., on the DotAsia Board Elections webpage directly.
 - 3.3.1. It was discussed and agreed to list the specific information in a document along with posting the information on the DotAsia website for easy reference.
 - 3.3.2. It was discussed and agreed to include the seating of Elections Committee and selection of third-party scrutineer in the timeline of specific information document.

- 3.3.3. Draft specific information document to be prepared and circulated to BGC for consideration. (G2021.10.A01)
 - 3.4. It is planned to table to the Board at Oct Board meeting, and then post the first drafts on DotAsia website on Nov 3.
 - 3.5. Question was raised on whether there is any change in Elections Procedures from Board Elections 2021. It was explained that received feedback did not suggest any change needed for the Elections Procedures, therefore no substantive changes have been incorporated, and that edits have been administrative in nature.
- 4. Consideration of Specialist Legal Advice and Related Items**
 - 4.1. It was reported that specialist legal advice regarding banking situation was received, and legal counsel is preparing a note of legal advice on the next steps based on the specialist legal advice.
 - 4.2. Legal advice with next steps will be shared to the Board along with the specialist legal advice once ready.
- 5. BGC-002 Update: Statement of Interest (SOI)**
 - 5.1. Draft edits to BGC-002: DotAsia Code of Conduct regarding the requirement for Board Members to submit and update their SOI was presented and briefed to BGC for consideration.
 - 5.2. Question was raised on the next steps if there is director persistently does not update the SOI. It was explained that there is no need to update the SOI if there is no change in potential conflict of interest, and Board Members were asked to indicate the serving year only from the last discussion. It was further explained that legal advice may require on taking actions on refusal of providing SOI information.
 - 5.3. BGC discussed and agreed to endorse the draft updates to BGC-002, and to forward it to the full Board for consideration. (G2021.10.A02)
- 6. Preparations for Joint Board & AC meeting (Nov 25)**
 - 6.1. Draft agenda of Joint Board & AC meeting was presented and briefed to BGC for consideration.
 - 6.2. It was highlighted that Nov Board meeting is scheduled to be virtual meeting.
 - 6.3. It was reported that APRICOT 2022 is planned to be virtual meeting, therefore, Feb 2022 Board meeting is planned to be virtual as well.
 - 6.4. DotAsia will begin to explore F2F meeting options for future Board meetings.