

## DotAsia Board Governance Committee (BGC) Meeting Minutes

<b>Date(s) &amp; Time:</b>	March 16, 2022 (Wednesday) 14:02 – 15:01 (UTC+8)
<b>Location:</b>	DotAsia Zoom Meeting Room: <a href="http://aji.asia/zoomboardgov">http://aji.asia/zoomboardgov</a>
<b>Attendees:</b>	<p>Santanu ACHARYA * Kashif ADEEL ** Satish BABU Andi BUDIMANSYAH Arthur CHANG Edmon CHUNG Joel DISINI Murad IBRAGIMOV Ellen STRICKLAND *** Leonid TODOROV Freda CHEUNG (DotAsia Team)</p> <p>* Joined meeting during Discussion Item 1.4.1. ** Joined meeting after Discussion Item 1.6.2. *** Joined meeting during Discussion Item 1.4.</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	In progress.
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.
G2022.01.A01	Bring the discussion of choosing email service for Board Elections to Elections Committee for feedback, and then report back to BGC.	Board Secretariat	In progress.
G2022.02.A01	Seek legal advice to clarify the definition of major majority of Board for initiating amendment of the M&A.	Edmon CHUNG	Awaiting legal advice.
G2022.03.A01	Seek further legal advice on fiduciary responsibilities and Board governance, and invite legal representative to join DotAsia meeting for clarifications.	Edmon CHUNG	In progress.

## Discussions:

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### 1. Roll Call

- 1.1. Based on the discussion of Committee Chairs at the first Board Meeting on Feb 27, 2022, there were no objections for Committee Chairs to continue. Mr. Satish BABU chaired the BGC meeting as Chair of BGC on Mar 16, 2022.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.
- 1.3. Question was raised on the ex-officio status of CEO at Board Committees.
  - 1.3.1. It was clarified that the CEO is a member of the Board and Board Committees with voting right by virtue as being the CEO. If the CEO is no longer in the position of CEO, he will no longer be on the Board, or be a Board Member.
  - 1.3.2. It was further clarified that in cases where the CEO or any Board Member who has a conflict of interest of certain discussions, the Board Member should declare the conflict of interest and recuse him/ herself from the discussions.
- 1.4. Question was raised on the reelection of Committees Chair.
  - 1.4.1. It was explained that based on the discussion at the first Board Meeting on Feb 27, 2022, there was no objection raised to the existing Chairs to continue to chair nor request for the Chairs to be changed.
  - 1.4.2. It was also clarified that there is no proxy mechanism for Board Committee Meetings.
- 1.5. There was suggestion on having the Election of BGC Chair at this BGC meeting as the new Board is formed.
  - 1.5.1. Comment was raised that Chair and composition of Board Committees should be discussed by the Board as a whole rather than a decision made by Committees.
  - 1.5.2. Comment was also raised that Board Members who volunteered for the Committee should decide the chairperson of that Committee, and that Board Members in absence should be considered as having opted out for the consideration.
  - 1.5.3. Further comment was raised that Board Committees are a subset of the Board and act within the guidance provided by the Board, to that extent, Committee Chairs should be appointed by the Board instead.
- 1.6. Question was raised on whether the Election of Committee Chairs will be brought to Mar Board Meeting.
  - 1.6.1. It was explained that based on received Doodle poll result, Mar Board Meeting will be held on Mar 30, 2022 at UTC 06:00.
  - 1.6.2. It was noted that based on BGC-001: DotAsia Board Governance Framework, the Committees make recommendation for the respective Committee Chair to the Board, which can be confirmed at the next Board Meeting, should any changes be required.

- 1.7. It was suggested and agreed to cover the agenda of Board Processes Review and Discussion first.

## 2. Board Processes Review and Discussion

- 2.1. Based on the issue raised during the discussion as well as in the Board mailing list, existing Board Processes were presented and briefed to BGC. Processes presented include Board Committee Chair and membership, Board and Board Committee meeting schedule and minutes, development and review of the Board Policy Documents, and .Asia Registry Policy Documents.
- 2.2. There was discussion regarding Board and Board Committee meeting schedule.
  - 2.2.1. It was suggested to take Vancouver time into consideration when scheduling Board and Committee meetings since Alireza is currently based in Vancouver, Canada. It was explained that DotAsia noted Alireza's situation, and confirmation was received that the usual meeting time at UTC 06 is acceptable for him.
  - 2.2.2. It was proposed to exclude the consideration of public holiday in different countries for easier scheduling. It was understood that it is very difficult to accommodate all calendars of different countries, Board Secretariat would usually reach out to particular Board Members if the meeting conflicts with their public holiday and seek for understanding.
  - 2.2.3. It was proposed to set up Doodle poll for all Board Committee Meetings on a regular basis to come up with an optimal schedule for most of Board Members. Concern was raised on finding multiple options of meeting dates while avoiding clashes might add a burden to DotAsia staff.
  - 2.2.4. It was also proposed to set the dates further in advanced (e.g., 3-month calendar) for better arrangement rather than arranging every month.
  - 2.2.5. It was suggested to coordinate through Doodle poll for the first few meetings, and then work with Committee Chairs to extend to 3 months schedule.
- 2.3. There was discussion regarding Board Committee Minutes.
  - 2.3.1. Question was raised on who is responsible for considering and making decision on the appropriateness of suggested edits. It was clarified that meeting minutes are drafted by Board Secretariat, and finalized by Board Committees.
  - 2.3.2. Question was raised on the adoption process of the minutes. It was explained that since the Board usually works on a consensus basis, Chair of the meeting would ask for objections or abstentions in adopting the minutes, and based on that the minutes would be considered whether or not of being adopted.
  - 2.3.3. There was suggestion that adoption of Board minutes should be voted and the vote should be recorded individually in the minutes. There was another suggestion on identifying the person who made specific comments rather than anonymous records.
  - 2.3.4. It was explained that the process of Board and Board Committees minutes was reviewed by legal counsel with a very detailed legal advice on those topics.

- 2.3.4.1. Good governance and collective responsibility in terms of fiduciary responsibilities and Board governance was highlighted to BGC along with the extracted legal advice received specifically on Board minutes issues.
- 2.3.4.2. It was clarified that minutes record what was decided and discussed at the meeting only, and does not necessary represent all positions advanced in other discussions.
- 2.3.4.3. It was highlighted that the recording of every person's position is not conducive to the good governance in terms of board discussions due to the importance of collective responsibility aspect of the Board. Collective responsibility means that a director shares collective responsibility with other members of the Board for the consequences of the Board's decision, whether s/he participated in it or not (or voted for or against it).
- 2.3.4.4. The importance of free and frank discussion was highlighted that Directors should be able to have free and frank discussions prior to coming to a collective decision, and that details of such discussion should remain confidential.
- 2.3.4.5. It was also highlighted that once a position has been agreed all directors are expected to abide by that position and support it, otherwise they could decide to resign their office.
- 2.3.5. It was agreed that the Board bears collective responsibility and the Board should strive on every matter to mobilize consensus, however, concern was raised that it might deprives the right of the community to know who stands for what, which leads back to the suggestion of voting and recording votes. It was also suggested to seek independent third-party legal advice on the matter.
- 2.3.6. It was commented that Directors should be free to express disagreement on Board decision to ensure the legality of the decision, and should let the community know who disagreed with the decision.
- 2.3.7. It was commented that based on the experience of participating in different companies and nonprofit organizations, freedom of expression and robust amongst a Board are underpinned by a collective responsibility, however, putting names to votes and recording details of the discussions in the minutes could not support that.
- 2.3.8. It was also highlighted that under the collective responsibility, once the Board as a whole made a decision, all Directors are bounded by it, even for those who abstained or voted against it.
- 2.3.9. It was highlighted that consideration of listing voters of Board decision is different from the consideration of specifying who said what in the minutes.
- 2.3.10. It was reported that the usual approach in most organizations would be listing who voted against and abstention from any motion that's carried.
- 2.3.11. Question was raised about the proposed consensus process for BGC-001 and BGC-002. It was highlighted that due to the banking situation, the consensus process would allow Board Members who are not listed in the Companies Registry, and banks or other authorities, to be

included in Board discussion. As a result, the practices have been put in place as part of the suggested process.

- 2.3.12. It was further noted that such issue leads to another important consideration of the Board of whether or not to follow through with the provision in the Board Elections Procedures to have elected candidates with nationalities from sanctioned countries to serve as observers.
- 2.4. It was highlighted that there are several matters that require immediate consideration by the Board.
  - 2.4.1. Given the sensitivity and timing with the Ukraine war and the tension in the Middle East, and the past experience to DotAsia in 2017, 2018 and 2020 regarding the banking situation, the Board needs to consider the potential risk to DotAsia operations from losing an operating bank account.
  - 2.4.2. An interim approach confirmed by highly qualified specialist legal advice is that “Observer” status for elected candidates who have a nationality from sanctioned country is warranted and appropriate. It was noted that the “Observer” status is still being discussed.
  - 2.4.3. In terms of long-term direction, DotAsia might need to seek registration in different jurisdiction or multiple jurisdictions, which takes a longer lead time. Also, given the political situation that Board Members might need to move to “Observer” status for various reasons, DotAsia Board should still consider a backup plan even if DotAsia moved to a different registration or different bank. It was noted that the transactions with ICANN and accredited registrars are all in USD, therefore, it is unavoidable to work with US banks wherever DotAsia moves.
- 2.5. It was highlight that the consideration of including minority statements in BGC-001 and BGC:002 would increase the transparency. However, including all votes in the minutes would first require resolving the particular issue of “Observer”, which requires a thorough discussion and consideration to come to an agreement.
- 2.6. Refer to the suggestion of seeking further legal advice outside of what have been received, it was agreed that further legal advice and perhaps inviting legal representative to join DotAsia meetings would be useful to guide the Board for further considerations. (G2022.03.A01)
- 2.7. Report was received that several foreign banks expressed they are open to deal with company who has Board Directors from sanctioned countries. It was further suggested to share the information of DotAsia account in CITIC bank.
- 2.8. Comment was raised that consensus basis discussion may be inefficient, and voting is critical for decision making process for issues. Also, the Board process and mechanism should not depend on single individual case and scenario, instead it should apply as a general process and mechanism.
- 2.9. Question was raised on the proxy process at the Board. It was highlighted that proxy process was developed specifically for the purpose of Board Chair Elections only.
- 2.10. In terms of the banking issue, concern was raised that DotAsia Board is stuck going round and round from seeking advices and facing contrary claims. It was highlighted that it is important to resolve the issue to protect DotAsia and the interest of DotAsia.

2.11. It was noted that the banking issue is core to the business operations of DotAsia in terms of business continuity, and that DotAsia is exposed to a high-risk for the delay. It was agreed that inviting legal counsel to join DotAsia meetings would help clarify the issue to move forward.

2.12. Discussion on nomination for BGC Chair to be continued via mailing list.

**3. Adoption of Minutes of Last BGC Meeting on Feb 23, 2022**

3.1. Discussion deferred to next meeting.

**4. Proxy Processes (Board and Members Meetings)**

4.1. Discussion deferred to next meeting.

**5. BGC-001 & BGC-002 Review**

5.1. Discussion deferred to next meeting.

**6. DotAsia Articles of Association Amendments Update**

6.1. Discussion deferred to next meeting.