

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	June 20, 2022 (Monday) 13:01 – 14:01 (UTC+8)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	<p>Santanu ACHARYA Kashif ADEEL Satish BABU^{*a} Andi BUDIMANSYAH^{*b} Edmon CHUNG Joel DISINI Murad IBRAGIMOV Alireza SALEH^{*c} Ellen STRICKLAND Leonid TODOROV June LAU (DotAsia Team) Rebecca CHAN (DotAsia Team) Phyo Thiri LWIN (Observer)</p> <p>Apologies Arthur CHANG</p> <p>^{*a} Left meeting during Discussion Item 3.4.3. ^{*b} Left meeting during Discussion Item 4.1. ^{*c} 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	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	To be further considered in update to BGC-001 & BGC-002.
G2022.06.A01	Seek legal advice on nomination of directors to Namesphere.	Edmon CHUNG	Awaiting advice.
G2022.06.A02	Present Namesphere director nominations and objections to the DotAsia Board for consideration.	Edmon CHUNG	
G2022.06.A03	Prepare first discussion of HR policy at a governance level for Jul BGC meeting.	Edmon CHUNG	

Discussions:

1. Roll Call

- 1.1. Murad chaired the BGC meeting on June 20.
- 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 May 17, 2022

- 2.1. Draft 1 of BGC meeting minutes 2022.05.17 and action items were discussed.
- 2.2. BGC meeting minutes 2022.05.17 approved with no objections.
- 2.3. It was reminded from the May BGC meeting that the proxy process is currently intentionally not included in the DotAsia M&A for Board and Members meetings to support a more deliberative governance process and avoid amassing of votes, and that a proxy process was developed specifically for the purpose of Board Chair Elections only. Further discussion could be held if needed.

3. Preparations for Namesphere AGM

- 3.1. Background briefing of Namesphere group of companies and the upcoming AGM scheduled for Jun 30, 2022 was shared and clarified.
- 3.2. Nomination of Namesphere Board of Directors was requested.
 - 3.2.1. Nomination of Murad IBRAGIMOV, Kashif ADEEL, Alireza SALEH was put forward by Joel and seconded by Leonid.
 - 3.2.2. Nomination of Anil Kumar Jain of NIXI was put forward by Leonid and supported by Santanu.
 - 3.2.3. It was remarked that DotAsia Member participation (beyond Board members) should be welcomed, however that due to current litigations, appointments of individuals outside of the DotAsia Board may not be appropriate considering fiduciary responsibilities.
 - 3.2.4. Nomination of Joel DISINI was put forward by Leonid.
 - 3.2.5. It was noted that Joel is a litigant against DotAsia and Namesphere and it may not be in the best interest of the organization to nominate him due to possible conflict of interest and amplified complexity of the situation.
 - 3.2.6. Nomination list to be presented to the Board, noting the objections to some candidates.
- 3.3. Background of the current composition of the Namesphere board was shared.
 - 3.3.1. It was confirmed that current Namesphere directors can be reappointed at the Namesphere AGM.
 - 3.3.2. It was noted that there is no particular date of expiration written in the M&A of Namesphere. Shareholders can make decision to reappoint

directors.

- 3.3.3. There was recommendation and agreement to retire Yiu Kwok THAM and Maureen HILYARD from Namesphere directorship as they are no longer DotAsia Board Directors.
- 3.4. Question was raised on the Namesphere director election procedure.
 - 3.4.1. As an overview, the process is simple and it is based on the template Companies Ordinance Articles of Incorporation used for the incorporation of Namesphere.
 - 3.4.2. It was raised that Namesphere board processes may need to be developed.
 - 3.4.3. It was noted that development of Namesphere board processes should be welcomed. Due to ongoing litigation and that one of the litigants is at this meeting, it is recommended and agreed to ask for legal clarification on behalf of DotAsia for development of a more detailed election process. (G2022.06.A01)
 - 3.4.4. There was recommendation that rotation of directors should be added to the process.
- 3.5. Nomination list to be presented to the Board, noting the objections to some candidates. (G2022.06.A02)

4. Discussion on Organizational Policies

- 4.1. Concerns on Human Resource (HR) policies were raised by BGC Chair.
- 4.2. Current staff team operational policies were presented by Edmon.
- 4.3. There was comment that the concerns of HR policy were raised with distrustful assumptions by some of the Board members against staff. Some accusations were made with no base or without considering the complexity of the situation. It was suggested for the committee to reconsider how the concerns should be addressed for constructive enhancement to the process and relationship.
- 4.4. Concern was raised regarding the adequacy of marketing resource as the total domain names under management for .Asia had remained unchanged over the past several years. It was noted that the market development team is confirmed to be joining the upcoming BFC meeting where the topic will be discussed further.
- 4.5. It was commented that an executive management review had not been requested previously. It was noted that such reviews can be done in the future.
- 4.6. Question was raised regarding the appropriateness of close relatives directly reporting to the CEO. It was noted that DotAsia hires by merit, not by relationship and that candidate options are considered at the time of hiring. Doubts were expressed whether the hiring-on-merit principle was duly upheld, nevertheless it was clarified that the competence of specific team members are not the matter of concern.
- 4.7. A first discussion set of HR policies at a governance level to be prepared including relevant current policies, staff and Board member performance evaluation for the next BGC meeting discussion. (G2022.06.A03)