

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	November 10, 2022 (Thu) 13:01 PM – 14:05 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	<p>Kashif ADEEL * Satish BABU Andi BUDIMANSYAH Edmon CHUNG Joel DISINI Murad IBRAGIMOV Ellen STRICKLAND Leonid TODOROV</p> <p>Phyo Thiri LWIN (DotAsia Team)</p> <p>Absent: Santanu ACHARYA Arthur CHANG</p> <p>*Joined during the 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 M&A discussion.
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 M&A discussion. To be further considered in update to BGC-001 & BGC-002.
G2022.08.A01	Arrange discussion for BEP 2023.	Boardsec	Completed.
G2022.10.A03	Seek legal advice regarding CEO contract matter.	Edmon CHUNG	Completed.
G2022.11.A01	Coordinating the engagement call with SPB legal counsel.	Edmon CHUNG & BoardSec	Completed.
G2022.11.A02	Adding Public Commenting System to the Board Elections webpage.	DotAsia Staff	Completed.
G2022.11.A03	Draft of CEO succession planning document.	Edmon CHUNG	To be circulated before next BGC meeting.

Discussions:

1. Roll Call

- 1.1. BGC Chair Murad chaired the BGC meeting on November 10, 2022.
- 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 October 13, 2022

- 2.1. Draft 1.1 of BGC meeting minutes 2022.10.13 and action items were discussed.
- 2.2. BGC meeting minutes 2022.10.13 were approved.

3. Updates on Appointing SPB as Additional Legal Support for Board and Board Committees

- 3.1. Update on engagement with SPB was provided. BoardSec is coordinating with SPB and Board members who have volunteered to participate in the engagement and negotiation for the date and time for the call in the following week. (G2022.11.A01)
- 3.2. Update on the mediation response regarding the Hong Kong lawsuits was provided. It was noted that the mediation response based on the ad-hoc meditation committee's deliberations has been sent to Joel/DotPH through the respective legal counsels. DotAsia is awaiting response from the litigants to move forward.

4. Board Elections Procedures (BGC-004) updates

- 4.1. An update on the Board Election Procedures (BEP / BGC-004) was provided. The focus is in the voting method to address issue of candidacy withdrawal:
 - Option A: Discard votes for withdrawn candidates
 - Option B: Utilize a Single Transferrable Voting (STV) Approach as recommended in the feedback by the Board Election Committee Chair 2022
- 4.2. It was noted that the Draft BEP 2023 (BGC-004) was posted on the DotAsia website and circulated across the DotAsia Membership as well as the Advisory Council for review and comments as usual.
- 4.3. The board election schedule as included in the draft Notice of DotAsia Board Elections 2023 is as follows:
 - December 22, 2022 (Thu) – Seating of the Board Election Committee
 - December 23, 2022 (Fri) – Nomination Period Begins (4 weeks)
 - January 20, 2023 (Fri) – Nomination Period Ends
 - January 29, 2023 (Sun) – Nominations Report sent to the Board
 - January 30, 2023 (Mon) – Voting Period Begins (2 weeks) (if necessary)
 - February 3, 2023 (Fri) – Call for Annual General Meeting (AGM)
 - February 13, 2023 (Mon) – Voting Period Ends
 - February 26, 2023 (Sun) – Annual General Meeting
 - February 26, 2023 (Sun) – New elected Board members assume office
- 4.4. Comments and concerns expressed regarding Option B were related to the need

for its further examination due to its complexity. It was suggested that if withdrawals result in vacant seats, then a by-election process would be the optimal mean. It was explained that that Section 2.7 of the effective Board Election Procedures already comprises by-election in such a situation.

- 4.5. A question was raised about the manner of selecting election committee members and a procedure of their appointment. It was explained that it is the Board that will ultimately seat the Election Committee.
- 4.6. It was recommended that a public comment feature should be added to the Board Elections webpage. The DotAsia staff team made a notice thereof, but explained it will take some time to implement. (G2022.11.A02)
- 4.7. It was noted that either option still necessitates a resolution of the candidate withdrawal problem. It was noted that the plan is for the Board to adopt the BEP2023 along with the Notice of DotAsia Board Elections at the December meeting to let the elections take place as usual.

5. CEO Position Considerations

- 5.1. It was pointed out that if there is to be a new CEO, an appropriate succession planning is important for the transition. It was also noted that there were two issues to be considered before the search for a new CEO: legal advice on the current CEO contract and completion of previous discussions on performance review.
- 5.2. It was further commented that the leadership succession planning is critical for sustaining DotAsia's commitments by to the community which are built on good relationships between them and staff including with ICANN and other stakeholders and actors. The BGC chair indicated his support of a proper succession planning and considers it an important component of a smooth process.
- 5.3. Based on the discussions, staff was tasked to draft a brief on the CEO succession planning process for the Board to consider. (G2022.11.A03)
- 5.4. A comment was made about missing contractual relations with the executive management, and that such a situation should be rectified before any transition or succession takes place. Also, it followed by a discussion on that CEO contract. It was noted that before tendering the CEO position, the current CEO contract need to be terminated.
- 5.5. A comment was made by a director that the decision for the notice of termination of the current CEO was implied already in the previous Board meeting to proceed with opening a tender for the CEO position. Some other directors clarified that the Board did not vote for the termination of the CEO contract in the last Board meeting.
- 5.6. It was further noted that a termination of the CEO contract and a call for tender proposals are two separate matters.
- 5.7. There was a comment that Board Resolutions should be put in place and to avoid sudden changes afterwards.
- 5.8. Preliminary legal advice on the status of the current CEO contract was shared, and there was a suggestion to seek another perspective on the matter from SPB.
- 5.9. There was a suggestion that the incumbent CEO should not to be included in discussion with the legal advice to be obtained from the newly appointed legal

advisor. It was explained that it is the CEO's duty to provide relevant information for Board's consideration and to ensure that the organization complies with corporate governance rules and therefore the CEO is involved in the legal matters concerning the organization.

- 5.10. It was noted that before considering whether or not to terminate the current CEO contract, it should be important to proceed with the performance review to understand whether CEO has performed well or not for moving ahead regarding this matter.

6. Board Resolution Processes

Discussions deferred to the next meeting.