

**DotAsia Board Governance Committee (BGC) Meeting Minutes**

<b>Date(s) &amp; Time:</b>	December 15, 2022 (Thu) 13:00 PM – 14:26 PM (HKT)
<b>Location:</b>	DotAsia Zoom Meeting Room: <a href="http://aji.asia/zoomboardgov">http://aji.asia/zoomboardgov</a>
<b>Attendees:</b>	<p>Santanu ACHARYA<sup>*a</sup> Kashif ADEEL Satish BABU Andi BUDIMANSYAH Edmon CHUNG Joel DISINI<sup>*b</sup> Murad IBRAGIMOV<sup>*b*c</sup> Leonid TODOROV</p> <p>Bryan CHAN (SPB Legal Counsel) Phyo Thiri LWIN (DotAsia Team)</p> <p>Apologies Ellen STRICKLAND</p> <p>Absent Arthur CHANG</p> <p><sup>*a</sup> Joined during the discussion item 3.2 <sup>*b</sup> Joined during the discussion item 3.4 <sup>*c</sup> Left during the discussion item 5.3</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.
G2022.11.A03	Draft of CEO succession planning document.	Edmon CHUNG	Completed
G2022.12.A01	Table Board Elections Procedures (BGC-004) and Notice of Board Elections updates for Board adoption.	Edmon CHUNG	Completed.
G2022.12.A02	Proceed with appointment of scrutineer in accordance with BGC-004.	Edmon CHUNG, BoardSec	Completed.
G2022.12.A03	Proceed with engagement with compliance administrator.	Edmon CHUNG, BoardSec	Completed.

No.	Action Items:	Owner	Remarks
G2022.12.A04	Organize webinar for DotAsia Members on election voting and include relevant FAQ.	BoardSec	Webinar to be organized before voting period.
G2022.12.A05	Make recommendation from BGC to Board for seating Election Chair and Election Committee 2023.	Edmon CHUNG	Completed.
G2022.12.A06	Draft Board Resolution process policy document.	Edmon CHUNG	To be circulated before next BGC meeting.

Discussions:

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## 1. Roll Call

- 1.1. Leonid TODOROV chaired the BGC meeting as Board Chair on behalf of BGC Chair on December 15, 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 November 10, 2022

- 2.1. Draft 1.1 of BGC meeting minutes 2022.11.10 and action items were discussed.
- 2.2. BGC meeting minutes 2022.11.10 were approved.
- 2.3. A comment was raised that the meeting minutes were sent together because the Board Secretariat was overstretched due to the tight scheduling of the Board Committee meetings. It was noted that as the team previously explained, when there are intervening events or conferences such as IGF, ICANN, etc., it is difficult to coordinate meetings for that week and therefore Board Committee meetings are scheduled more closely together.
- 2.4. There was a suggestion to explore outsourced services to support additional capacity.

## 3. Board Elections Procedures 2023 (BGC-004) updates

- 3.1. An update on the Board Election Procedures (BEP / BGC-004) highlighted that the main change to the previous draft is the selection of Option A to address the issue of candidacy withdrawal based on the community's feedback.
- 3.2. An update on the Notice of Board Election was also provided. It was noted that based on the community's feedback, it now includes the remaining Directors for co-sponsor member category.
- 3.3. In response to the question as to how the notice is announced, it was explained that the notice is circulated to Members and published on the election webpage.

- 3.4. A question was raised on whether there had been any challenges while reaching out to Members to confirm their contacts. It was reported that there was a problem for reaching out to one Sponsor Member and that conflicting information was received regarding the issue. It was noted that the cause for that it could be the Member's internal problem.
- 3.5. There was a question about geographical requirements for the candidates. It was explained that in accordance to the DotAsia M&A and the composition of the Directors not facing the upcoming election, one candidate under the Sponsor Member category should be from the Australasia and Pacific sub-region.
- 3.6. It was discussed and agreed to recommend the updated draft of BGC-004 and Notice of Board Election to the Board from the BGC. (G2022.12.A01)
- 3.7. The following four items were presented regarding the implementation of Board election processes:
- Appointment of scrutineer: Abacus
  - Retaining the compliance administrator: Janne Villareal
  - Online voting platform: BigPulse
  - Seating of the election committee
- 3.7.1. A question was raised about the scope of work of the scrutineer. It was explained that the scope is included in the Board Elections Procedures (BGC-004) and includes confirmation with voters. The BGC agreed to appoint Abacus as the scrutineer. (G2022.12.A02)
- 3.7.2. It was clarified that once the election begins, the compliance administrator is tasked to communicate with Members, and that the expected timeframe for the job is Dec 2022 to Feb 2023. The BGC agreed to appoint risk and compliance specialist Janne Villareal as the compliance administrator. (G2022.12.A03)
- 3.7.3. It was reported that as advised by the previous Election Committees, DotAsia has been using BigPulse as the voting platform, and will plan to continue to do so. There was a comment that BigPulse worked very well for elections. A suggestion was raised to organize a webinar to explain the voting process to Members as well as to post relevant FAQ on the website. (G2022.12.A04)
- 3.7.4. Two suggestions were made regarding the seating of the Election Chair and Election Committee members. The BGC agreed to recommend to the Board to reappoint the 2022 Election Committee 2022 members to serve on the 2023 Election Committee. (G2022.12.A05)

#### **4. Update from the Ad-hoc Committee (AH3C)**

- 4.1. The Board Chair provided an update on behalf of the Ad-hoc Committee on the process of opening a tender for the CEO position. It was noted that SPB as a legal counsel provided support for the drafting of an AH3C documents, including the Charter and the Call for Applications for the position.
- 4.2. It was further reported that the committee's decision was to post an ad on the DotAsia website.

#### **5. Board Resolution Processes**

- 5.1. It was noted that the discussion on putting a formal Board resolution process in place began at the Singapore meeting. Recapping thereon, it was identified that it

is very important for the Board to have consistent processes so that Board Members can thoroughly deliberate on the issue, and that the staff team can provide support and insight into the operational aspects of prospective resolutions.

- 5.2. A brief outline of a board resolution processes for the consideration was presented for discussion:
- Identification of issue
  - Addition to the agenda of the corresponding Board committee for brainstorming session
  - Preparation of background information to support Board discussion
  - Legal advice where needed
  - Preparation of draft policy document and Board paper where appropriate
  - Discussion at the corresponding Board committee
  - Recommendation from Board Committee for Board considerations
- 5.3. A concern was raised about the efficiency and timelines for the Board decision making process. It was explained that whereas the exercise of managerial functions requires responsiveness, proper governance processes should not be done in haste, and that it is Board Members' fiduciary duty to uphold resolutions passed after the Board's thorough deliberations. It was further noted that notwithstanding that, where the Board does need to make timely decisions, the Board processes should not become an obstacle thereto.
- 5.4. Question was raised regarding the Board Paper process. It was clarified that Board Members are welcome to provide input to Board Papers and policy document drafts. It was explained that the staff team will help draft such documents and also provide input in terms of background information as well as operational and implementation considerations.
- 5.5. The Chair raised question about staff arbitrarily and without the Board's knowledge seeking legal advice. It was suggested that an operational practice of working through respective Board Committee chairs in seeking legal advice. It was explained that staff do not seek separate legal advice not discussed with the Board or Board Committees, and that correspondences with legal counsels on legal advice generally include the BoardExco.
- 5.6. It was agreed that the outline of the board resolution processes presented is good. It was concluded that the next step would be to produce a draft policy document for consideration at the next BGC meeting. (G2022.12.A06)

## **6. CEO position considerations**

- 6.1. A comment was raised that there appears to be mistaken impressions by certain Board Members of how the staff team and organisation works because of false information and disinformation. It was further remarked that performance review of the executive leadership, along with the Board and the organization, as well as a careful CEO succession planning process should be in place as a prerequisite for consideration of the CEO position topic.
- 6.2. The Board Self-Evaluation Survey and the NGO Organizational Health Assessment Questionnaire were presented for consideration. It was noted that the same had been circulated since the F2F meeting in Singapore and no further comments have been received. The Chair noted that as far as the Board is concerned, the best and the only Board performance review mechanism is open and democratic elections.
- 6.3. A first draft of the Chief Executive Officer Succession Planning (BGC-006) based on the discussions from previous BGC meeting was presented for consideration.

- 6.4. Comment was raised that the CEO Succession Planning draft was comprehensive and appropriate, covering important points. Another comment was raised on whether it is too late to study this process given the updates from the Ad-Hoc Committee (in 4 above). It was clarified that the document can be used into the future as well.

**7. AOB**

- 7.1. In response to the question as to whether the legal counsel's support is needed for the upcoming BFC meeting, it was noted that the BFC is to consider an appointment of a forensic auditor and SPB's legal advice in that regard may be of avail.