

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	May 19, 2023 (Fri) 3:00 PM – 4:00 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Satish BABU Jordan CARTER Nicole T.I. CHAN Edmon CHUNG Maureen HILYARD Akinori MAEMURA Phyo Thiri LWIN (DotAsia Team) Apologies: Absent: Joel DISINI

No.	Action Items:	Owner	Remarks
G2023.05.A01	Study practices of other organizations regarding remedies to violation of code of conduct.	Edmon CHUNG	To be presented to Complaints Committee.
G2023.05.A02	Collect nomination committee practices of other organizations.	Edmon CHUNG	To be presented further at next BGC meeting.

Discussions:

1. Roll Call

- 1.1. Satish BABU chaired the BGC meeting on May 19, 2023.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Adoption of last BGC Meeting minutes (April 20, 2023)

- 2.1. Draft 1 of BGC meeting minutes 2023.04.20 and action items were presented.
- 2.2. BGC meeting minutes 2023.04.20 adopted.

3. Review of Governance Policy Documents

- 3.1. BGC-002: Code of Conduct (Complaints & Remedial process)
 - 3.1.1. It was reported that a compliant committee meeting was held and that legal advice was received.
 - 3.1.2. It was noted the complaints committee will be working through the identified incidents and will consider if there were any breaches and what the remedies may be.
 - 3.1.3. There was a discussion about the process for the banning of individuals (including potentially Board Directors) from future activities at DotAsia.
 - 3.1.4. It was suggested that experiences from other organizations be studied. (G2023.05.A01)

- 3.2. BGC-006: Board Resolution Process
 - 3.2.1. It was reported that the BGC-006 was adopted in Face-to-Face meeting in Manila but the Board at that time suggested BGC to review if a further summary may be necessary.
 - 3.2.2. It was commented that the document is brief and clear as-is.

- 3.3. Board Elections and Governance Structure Reform
 - 3.3.1. A Board Paper on Board Elections Reform was circulated and presented.
 - 3.3.2. The current Board composition, term and rotation in accordance with the DotAsia M&A was explained.
 - 3.3.3. Potential reform on the composition of the Board was discussed, including rebalancing between the member categories in light of the experience from the DotAsia operations to date, as well as the geographical diversity requirements.
 - 3.3.4. The possibility of having the Board appoint further directors was discussed and comments were raised that this not uncommon for other organizations, especially to ensure well-rounded skill sets within the board.
 - 3.3.5. It was noted that the current rotation of the Board increases risk of potential capture and should be reformed. There was suggestion that the regular term be extended such that a lower number of Directors are rotated each year through the Board Elections.
 - 3.3.6. The concept of seating a Nomination Committee to consider nominations was raised. It was commented that currently any individual who may have no knowledge about DotAsia's works may stand as a candidate for the Board. It was further noted that other

organizations such as ICANN, IETF and ISOC has processes to vet candidates to the board.

- 3.3.7. It was suggested that practices from other organizations be collected for comparison and consideration. (G2023.05.A02)
- 3.3.8. Regarding the process for introducing reform to the Board Elections and governance structure, it was noted that after the BGC and the Board finalizes the proposal, it should be socialized with the DotAsia Membership before presenting it for consideration at a Members Meeting.

4. AOB

It was noted that regarding the Elections Committee's consideration of the Board Elections 2023, access to materials for which DotAsia team has have been provided to legal counsel, and that there should be additional materials held by the Election Committee that will be provided also. Once legal counsel has completed the analysis, the report will be provided to the Elections Committee for further consideration.