

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	June 21, 2023 (Wed) 1:00 PM – 2:00 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	<p>Satish BABU Jordan CARTER Nicole T.I. CHAN Edmon CHUNG Maureen HILYARD^{*a} Akinori MAEMURA</p> <p>Phyo Thiri LWIN (DotAsia Team)</p> <p>Absent: Joel DISINI</p> <p>^{*a} Joined during the discussion item 2.</p>

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.
G2023.06.A01	Circulate corporate structure chart of DotAsia and Namesphere entities.	Rebecca CHAN	Completed.
G2023.06.A02	Draft Board Paper on .WEBinChinese offer.	Edmon CHUNG	Completed.
G2023.06.A02	New Version of Election Reform Board Paper	Edmon CHUNG	To be circulated before the next BGC meeting.

Discussions:

1. Roll Call

- 1.1. Satish BABU chaired the BGC meeting on June 21, 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 1.1 of BGC meeting minutes 2023.05.19 and action items were presented.
- 2.2. BGC meeting minutes 2023.05.19 adopted.

3. Discussion on Allocation of Settlement Funds & Namesphere related matters

- 3.1. It reported that the Notice for the Namesphere AGM 2023 had been issued and will be held on June 26, 2023 (Thu) at 05:00UTC.
- 3.2. The proposed agenda put forward included the following items:
 1. To note the position of Company accounts including financial statement for the financial year ended Sep 30, 2022 for the company.
 2. Election of Director(s) for Namesphere Limited and appointment of Director(s) for Namesphere Holding Limited.
 3. Appointment of Auditors
 4. Release of the settlement funds
 5. Consideration of .WEBinChinese
- 3.3. It was noted that Rebecca will present the unaudited financials for the fiscal year ended Sep 30, 2022 for Namesphere and that it is proposed that the current auditors, KSHK, continue to be appointed.
- 3.4. A question on who would chair the Namesphere AGM was raised. It was noted that the Namesphere board chair is expected to chair the AGM.
- 3.5. A request was raised to circulate the corporate structure chart of DotAsia and Namesphere entities to the BGC. (G2023.06.A01)
- 3.6. For item 5., it was suggested that more in-depth analysis of the valuation should be undertaken and discussed before a decision on the matter. It was agreed that analysis will be developed based on a comparison among multiple valuation methodologies.
- 3.7. It was further suggested that the analysis should be circulated before the Namesphere AGM if possible. (G2023.06.A02)

4. Review of Board Elections & Articles of Association

- 4.1. BGC continued to discuss the election and governance structure reform considerations.

- 4.2. It was proposed that a “nomination committee” be established for considering potential candidates to the Board. Comparison of nomination and vetting committees of different community organizations such as ISOC, ICANN, IETF, etc., was presented. It was discussed that the role of such committee should include: 1. Proactively identifying good candidates for the DotAsia Board; and, 2. Vetting nominated candidates against base criteria to produce a final slate on the voting ballot for members.
- 4.3. Transition considerations for moving from the current structure to the proposed Board composition and term structure were discussed. It was noted that a multi-year process may be appropriate to ensure a smooth transition.
- 4.4. A new version of the Board paper will be prepared for the next BGC meeting based on the discussions at the BGC. (G2023.06.A02)

5. AOB

A question was raised about the confirmation of the F2F meeting to be held in Seoul in Sep 2023, and that invitation letters for visa purposes may be needed.