

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	August 1, 2023 (Tue) 13:00 PM – 14:00 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Satish BABU Jordan CARTER ^{*a} Nicole CHAN Edmon CHUNG Maureen HILYARD Phyo Thiri LWIN (DotAsia Team) Apologies: Akinori MAEMURA Absent: Joel DISINI ^{*a} Joined during the discussion item: 2.1

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	Completed.
G2023.07.A01	Putting Election Reform Board Paper on Google Doc	Edmon CHUNG/ BoardSec	To be shared before next BGC meeting.
G2023.07.A02	Draft amendments to DotAsia Articles of Association.	Edmon CHUNG/ BoardSec	To be circulated before next BGC meeting.

Discussions:

1. Roll Call

- 1.1. Satish BABU chaired the BGC meeting on August 1, 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 (June 21, 2023)

- 2.1. Draft 1 of BGC meeting minutes 2023.06.21 and action items were presented.
- 2.2. BGC meeting minutes 2023.06.21 adopted.

3. Review of Board Elections & Procedures

- 3.1. An updated Board Paper on board and governance structure reform was circulated and presented. It was highlighted that term period and term limitations, along with the envisioned Nomination Committee and the provisions for a Nomination Committee recommended and Board appointed seat were updated based on previous discussions. It was further commented that further discussion may be needed on the formation of the Nomination Committee.
- 3.2. A question was raised on the need to communicate the proposal to relevant stakeholder groups. It was explained that the Advisory Council (AC) and the DotAsia Membership would be the main stakeholders outside of the Board. And that it would require a 75% majority of members present at a duly convened General Meeting for amendments of the Articles of Association to be adopted.
- 3.3. There was discussion and agreement that a plan be developed to formally communicate the proposed changes to the AC and Membership. The general timeline of the annual updates to the Board Elections Procedures (BGC-004) as well as the Board Elections process itself was outlined.
- 3.4. A question about Members attending General Meetings electronically was raised. It was explained that the current DotAsia Articles provides for the conducting of General Meetings electronically, and that it had been the practice to allow for remote participation.
- 3.5. A suggestion was raised and agreed to share the working document online to allow for interactive suggestions and comments from the BGC. (G2023.07.A01)
- 3.6. A draft of the transition plan, including a visualized time-chart, from the current board term and rotation to the proposed structure was presented. It was explained that the principles for suggesting a transition plan is to ensure a smooth process and to reach the proposed Board election cycles as soon as possible.
- 3.7. A comment was raised on the complexity of the transition process. It was explained that because of the need to incorporate both the changing of term length, and the composition of the Board, which involves consideration for current terms of Board members, a multi-year plan was drafted.
- 3.8. It was noted that further simplification of the process may be possible, but may involve a transition year where the Board is not fully seated. It was agreed that this may be preferable. It was further agreed that an amended DotAsia Articles of Association incorporating the changes be drafted for further consideration. (G2023.07.A02)

- 3.9. The formation of the Nomination Committee (NomCom) was discussed. It was identified that preferably members of the NomCom should be seated by independent non-Board Directors, however Board Directors not running as a candidate in an election, including the Board Chair, should be included as liaisons.
- 3.10. A comment was raised that there may be concerns in identifying suitable individuals for serving on the NomCom. Further discussion on the matter should continue.

4. Review of Articles of Association

- 4.1. Based on previous discussions on the matter, there outstanding items regarding the amendment of the DotAsia Articles of Association were identified as follows:
 - i. Board Elections clarifications (Nominations Report)
 - ii. Formal inclusion of Observers to the Board
 - iii. Requirements for Major Majority decisions of the Board
 - iv. CEO's position as a Board Director
- 4.2. It was noted that for item ii., discussions on the board and governance restructuring has superseded the clarifications to the nominations report process originally discussed.
- 4.3. The background and Board Paper regarding the formal inclusion of Observers to the Board was presented.
 - 4.3.1. It was highlighted that the matter was included in a specialist legal advice obtained and accepted by the Board regarding the banking situation, especially as it involves elected Board candidates from sanctioned nationalities.
 - 4.3.2. It was further explained that measures in the Board Governance Framework (BGC-001) and Code of Conduct (BGC-002) had been considered to ensure meaningful participation on the Board by Observers.
 - 4.3.3. It was discussed and agreed that this item not be included in this round of proposed amendments to the DotAsia Articles.
- 4.4. The background and Board Paper regarding both iv. requirement of "major majority" decisions of the Board, and v. CEO's position as a Board Director was presented.
 - 4.4.1. It was clarified that the concept of "major majority" is not defined in the current DotAsia Articles, and that the Hong Kong Companies Ordinance only specifies a 75% majority requirement for Member resolutions, such as to amend the Articles, but do not have a specific definition for Board resolutions.
 - 4.4.2. It was agreed that a clarification on the definition be included in the proposed amendments to the DotAsia Articles.
 - 4.4.3. It was explained that previous legal counsels (SPB) have pointed out an omission leading to ambiguity of the CEO's position as a

Board Director. It was further noted that the CEO being a DotAsia Board Director is incorporated into all relevant documents provided to Members as well as included in the original .Asia proposal to ICANN and on the DotAsia website.

- 4.4.4. It was agreed that a clarification to remove the ambiguity on the matter be included in the proposed amendments to the DotAsia Articles.