

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	August 22, 2023 (Tue) 13:00 PM – 13:47 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	<p>Satish BABU Jordan CARTER Edmon CHUNG Maureen HILYARD^{*a}</p> <p>Phyo Thiri LWIN (DotAsia Team)</p> <p>Apologies: Nicole CHAN Akinori MAEMURA</p> <p>Absent: Joel DISINI</p> <p>^{*a} Joined during the discussion item: 2.1</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.
G2023.07.A01	Putting Election Reform Board Paper on Google Doc	Edmon CHUNG/ BoardSec	Completed.
G2023.07.A02	Draft amendments to DotAsia Articles of Association.	Edmon CHUNG/ BoardSec	Completed.

Discussions:

1. Roll Call

- 1.1. Satish BABU chaired the BGC meeting on August 22, 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 (August 01, 2023)

- 2.1. Draft 1 of BGC meeting minutes 2023.08.01 and action items were presented.
- 2.2. BGC meeting minutes 2023.08.01 adopted.

3. Board Governance Restructure Form and Articles of Association Amendments

- 3.1. It was noted that some BGC members are unable to attend this meeting. It was agreed that the meeting will not go into substantive discussions but that another BGC meeting is to be scheduled before the F2F Board meeting. The meeting proceeded with quorum.
- 3.2. The updates on the Board Paper, in particular the responsibilities and formation of the Nomination Committee, and corresponding edits to the DotAsia Articles based on the new Companies Registry template was briefly presented. It was also noted that the document has been circulated on Google Doc and BGC members are welcome to provide suggestions directly.
- 3.3. A question was raised on the functions and powers of the Nomination Committee. The BGC Chair explained the previous discussions and motivations for proposing the establishment of a Nomination Committee. There was agreement that the approach represents a positive direction towards considering the quality of Board election candidates.
- 3.4. A matrix summarizing the proposed amendments to the DotAsia Articles prepared for the AC (as discussed in the BCC) was presented. It was highlighted that some of the proposed changes, such as candidate eligibility, take close reference from the recent APNIC discussion on by-law changes.
- 3.5. A comment was raised noting that the proposed changes should be explained at the AC meeting, and subsequently to members with a plan to propose for adoption at an EGM before the end of this year. It was further noted that for the amendments to be adopted, it will require a majority of 75% of members present at a duly convened general meeting.

4. Board Elections & Procedures

- 4.1. It was noted that regardless of the adoption of the governance structure reform, some adjustments may be required of the Board Elections Procedures given the experience and challenges to the process for the Board Elections 2023.
- 4.2. The background of 3 areas of potential adjustments including: 1. Confirmation of voting representatives; 2. Member eligibility; and, 3 drawing of lots in the case of equality of votes received; were presented.
- 4.3. A comment was raised that further advice and guidance may be received upon the receipt of the Election Committee report on the challenges.
- 4.4. There was a note that regardless of whether the reference of reform takes place, it is needed to consider some of minor adjustments. The Board Chair emphasized that there should be substantive discussion about this and the

corresponding package of amendments to the DotAsia Articles to be proposed to Members at the F2F meeting.

5. Preparations for Face-to-Face Meeting

- 5.1. A more detailed draft meeting agenda of the scheduled F2F meeting in Sep was presented.
- 5.2. It was suggested that more time be allocated for discussions regarding the Board and Governance Restructure. It was further suggested that a more straightforward description and diagram for the transition process be circulated before the meeting to avoid spending excessive time discussing it during the F2F meeting.
- 5.3. Comments were raised that the discussion at the F2F meeting should focus on considering potential Member concerns, and be based on existing conversations leading towards proposed decisions and outcomes.
- 5.4. Another BGC meeting is to be planned before the F2F Board meeting. It was noted that a full Board meeting is also planned for Sep 6 (which was deferred from Aug 30 due to intervening APriGF activities).