

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	December 18, 2023 (Monday) 14:00 PM – 14:58 PM (HKT)
Location:	DotAsia Zoom Meeting Room: <a href="http://aji.asia/zoomboardgov">http://aji.asia/zoomboardgov</a>
Attendees:	Satish BABU Jordan CARTER Edmon CHUNG Maureen HILYARD Jose LAY Akinori MAEMURA  Timothy LI (DotAsia Team) Phyo Thiri LWIN (DotAsia Team)  Apologies: Nicole CHAN

No.	Action Items:	Owner	Remarks
G2023.05.A01	Study practices of other organizations regarding remedies to violation of code of conduct.	Edmon CHUNG	Completed.
G2023.12.A01	Propose technical and administrative processes for the Board Elections nominations.	Edmon CHUNG, Kelvin, BoardSec	To be presented at next BGC meeting.

**Discussions:**

**1. Roll Call**

- 1.1. Satish BABU chaired the BGC meeting on December 18, 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 (October 16, 2023)**

- 2.1. Draft 1 of BGC meeting minutes 2023.10.16 and action items were presented.
- 2.2. BGC meeting minutes 2023.10.16 was adopted.

### **3. DotAsia Articles Amendments & Board Elections 2024 Timeline**

- 3.1. A new draft timeline for the adoption of Amendments to the DotAsia Articles and Board Elections 2024 was presented.
  - 3.1.1. It was noted that the draft timeline provides for another round of comments by the end of Jan 2024 for the Board to consider and finalize a proposed set of amendments by early February to call for the EGM for Member consideration at APRICOT.
  - 3.1.2. It was further highlighted that the Board Elections 2024 will begin after APRICOT with nominations period in March and April and voting, if necessary, from April to May 2024. Based on legal advice received, AGM 2024 should be held on or before May 26, 2024
  - 3.1.3. It was noted also that, for the Board Elections Procedures, two drafts, labeled as draft A and draft B, will be utilized, with draft A to be implemented if the articles are approved and draft B if the amendments are not approved, while ensuring that the established timeline is applicable to both plans.
- 3.2. A question was raised by on the communications to Members about this proposed change in Board Election timeline. It was suggested and agreed to emphasize the Board's intention to table for Members consideration the proposed amendments to the DotAsia Articles, as well as to implement the recommendations from the Election Committee Report to ensure that the necessary protections and improvements are implemented before the upcoming round of elections.
- 3.3. There was agreement that the proposed changes to the Articles should be announced well ahead of time and clearly to ensure a thorough and unambiguous understanding by Members.

### **4. Updated Proposed Amendments to Articles**

- 4.1. An updated draft of the amended DotAsia Articles based on comments received from Members was presented.
  - 4.1.1. A question was raised on the proposed Nomination Committee (NomCom) being a subcommittee of the Board. It was explained that in order for the NomCom to have the delegated authority, it will need to be a subcommittee of the Board, although it can be seated by persons independent of the Board.
  - 4.1.2. A question about whether liaisons from the Board to the NomCom will be needed. It was discussed and agreed that the NomCom would be encouraged to liaise with the Board instead.
  - 4.1.3. A comment was raised on whether the name of "NomCom" should be changed to avoid confusion with other NomComs. It was noted that the function of the proposed NomCom is similar to the other similarly named groups in the community, and that since it has been used in the first draft of the proposed amendments, it may be even more confusing if a change is introduced now. There was agreement in keeping the name of NomCom.

- 4.1.4. It was suggested and agreed that it should be explicit that the acknowledgement of receipt of a termination of Membership should not be unreasonably withheld.
  - 4.1.5. A question was raised on whether the termination of the Membership of a Member at a General Meeting would be sufficient prior process. It was explained that the process for calling a General Meeting already requires a minimum number of 21 days' notice as well as an agenda with any resolution presented at least 14 days before the meeting which can only be adjusted at least 48 hours ahead of the meeting time, so due notice is already provided for.
  - 4.2. It was noted that the changes to the draft as well as the feedback collected from the Member Engagement process has been added in the Background Paper which will also include the updated timeline and will be published alongside the updated draft of the amended Articles.
- 5. Election Committee (EC) Report on recommendations to Board Elections Procedures (BEP – BGC-004)**
- 5.1. The updated Board Paper and the updated draft BEP based on the EC Report recommendations were presented.
    - 5.1.1. The implementation for each of the 10 recommendations from the EC Report was explained.
    - 5.1.2. A comment was raised asking if alternative fall-back mechanisms can be put in place to mitigate against email system issues such as spam filters and whitelist/blacklist issues. It was explained that given the geographically dispersed nature of the DotAsia Membership, the organization had been depending on the email address of the primary contact, i.e. voting representative as the definitive channel for communications with Members, and that it may not be feasible to have an alternative fall-back mechanism that could consistently apply to all Members.
    - 5.1.3. It was further noted that the third-party scrutineer is entrusted with making their professional judgement on whether to accept or reject particular delays or requests.
  - 5.2. It was highlighted that the voter qualification section is added to ensure transparency in the voting representative confirmation process.
  - 5.3. It was proposed that a public view of a mailman list archive be used for the nominations process to enhance transparency. It was suggested that the staff team look into the matter and propose the technical and administrative processes appropriate for the purpose. (G2023.12.A01)

**6. Draft Resolution on Casual Vacancies**

- 6.1. A Draft Resolution on deferral of the filling of casual vacancies arising from resignations by Directors was presented.
- 6.2. It was agreed that the draft be tabled for full Board consideration.