

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	Sep 11, 2024 (Wed) 12:00 PM – 12:53 PM (HKT)
Location:	DotAsia Zoom Meeting Room: <a href="http://aji.asia/zoomboardgov">http://aji.asia/zoomboardgov</a>
Attendees:	Satish BABU Tom BARRETT Jordan CARTER Nicole CHAN Edmon CHUNG Jo-Fan YU  Timothy LI (DotAsia Team)  Apologies: Maureen HILYARD

No.	Action Items:	Owner	Remarks
G2024.08.A03	Develop an initial risk register and draft risk management plan for discussion at F2F Board meeting.	Edmon CHUNG	Completed.
G2024.09.A01	Adjust certain wordings regarding clarification on use of IANA database in the Board Elections Procedures (BGC-004).	Edmon CHUNG	Completed.
G2024.09.A02	Confirm that contact email addresses are available in the IANA database for all Member ccTLDs.	Edmon CHUNG	Completed.

**Discussions:**

**1. Roll Call**

- 1.1. Satish BABU chaired the BGC meeting on Sep 11, 2024.
- 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 (Aug 7, 2024)**

- 2.1. Draft 1 of BGC meeting minutes Aug 7, 2024 and action items were presented.
- 2.2. BGC meeting minutes Aug 7, 2024 were adopted.

### 3. Review of Board Elections Procedures (BEP: BGC-004) and Board Elections 2025 timeline

- 3.1. It was noted that edits were applied to two areas in the updated draft BEP, based on discussions regarding the feedback from EC and NomCom:
  - Clarification on use of IANA database should conflict arise in the confirmation of Member voting representatives (primary contact);
  - Guidance to NomCom on "demonstrable participation in community events" based on the Known Aligned Community Events (KACEs) list maintained by BFC-003: Board Community Engagement Support policy.
  
- 3.2. Confirmation of member voting representatives:
  - 3.2.1. A question was raised on whether contact information (in particular email address) is included for all ccTLDs in the IANA database. It was agreed to review and confirm that the administrative and technical contact information for DotAsia Member ccTLDs are included in the IANA database. (G2024.09.A02)
  
  - 3.2.2. It was clarified that while the Secretariat will first attempt to contact the primary record holder and other known contacts of the Member, fallback to the IANA email is only applicable in cases of conflicting correspondence.
  
  - 3.2.3. It was proposed and agreed that for Co-Sponsor Members, it may be better to defer to the Election Committee for independent judgment on voting eligibility in cases where conflicting contact data arises.
  
- 3.3. Guidance to Nomination Committee (NomCom)
  - 3.3.1. It was proposed and agreed that the NomCom use the "known aligned community events" list maintained by the BCC for the Board Community Engagement Support Policy, to guide demonstrable participation in community events.
  
  - 3.3.2. Additional text is added to the BEP to reinforce that the NomCom has the delegated authority to determine nominee eligibility and exclude candidates from the voting ballot, and may consult the Board Secretariat or other sources for such determinations, interpreting applicable community events as needed.
  
- 3.4. It was highlighted that the proposed timeline for the Board Elections includes the following key dates:
  - Notice of board elections will be issued, with the first draft due by October. A second draft may be prepared in November if necessary; otherwise, the process could move directly to the final draft.

- The Election Committee and Nomination Committee will be seated by December 13, with the nomination period beginning on December 27 and lasting for 20 days until January 16.
  - The NomCom will have two weeks to process nominations, with the nominations report submitted to the board by January 30.
  - The voting period will commence the day after the report is submitted and will last for 10 days, allowing sufficient time for scrutineer process and reporting before the AGM on February 23.
- 3.5. It was specially noted that 5 Board Directors' terms will end at AGM 2025, but only 3 vacancies are opened (2 to be returned by the Sponsor Members and 1 by the Co-Sponsor Members) for the Board Elections 2025
- 3.5.1. It was highlighted that this is in accordance with the transition plan as included in the amended DotAsia Articles.
- 3.5.2. It was noted also that this is to accommodate the shift from 2 year term cycles to 3 year terms, and that the additional 2 vacancies will be "refilled" accordingly in the Board Elections 2026.
- 3.6. On geographical diversity requirements, it was explained that within the remaining Board Directors, only 2 sub regions are represented, which means that at least one Director elected must come from either the Australasia & Pacific sub-region or the Middle East & Western Asia sub-region to meet the requirement of having directors from at least three of the four sub-regions.
- 3.7. It was noted that the current draft of the Notification of Board Elections 2025 does not yet include the listing of Election Committee and Nomination Committee members.

#### **4. Board Code & Consensus Process (BGC-006)**

- 4.1. It was highlighted that the detailed description of the levels of consensus has been removed.
- 4.2. There was discussion about whether Board Directors must resign if they disagreed with a decision made by the Board.
- 4.2.1. It was explained that previous legal advice emphasized a collective responsibility of a board and that once a board decision is made, directors are "expected to abide by that position and support it, otherwise resign their office", however, that does not mean a director needs to resign if they oppose a board decision.
- 4.2.2. It was suggested and agreed that the draft be updated to include some clarification on the interpretation of the matter.

**5. Complaints & remedy process for Code of Conduct**

- 5.1. A plan for the discussions on the matter at the F2F Board meeting in Da Nang was presented:
  - Completing the process of the complaint received
  - Further development of the Code of Conduct regarding the remedies process
- 5.2. It was noted that this is a preparation for the more in-depth discussion planned for the Board F2F meeting in Da Nang. There was agreement on the plan to involve the full Board for discussion.
- 5.3. It was pointed out that while the simplicity of the current process can make it lightweight, concerns such as potential retaliation raise the need for greater independence of the remedies process. Involvement of external individuals or entities may enhance independence, but may be too complicated for DotAsia's purpose.

**6. F2F Board meeting agenda**

- 6.1. The draft Board meeting agenda for the planned 2-day meeting in Da Nang was presented and discussed.
- 6.2. It was highlighted that several APTLD participants have accepted the invitation to join the Board for dinner on Sep 16 (Day 2).