DotAsia Board Governance Committee (BGC) Meeting Minutes	
Date(s) & Time:	Sep 26, 2025 (Fri) 12:30 PM – 13:31 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Satish BABU Akinori MAEMURA Tom BARRETT Edmon CHUNG Maureen HILYARD Jo-Fan YU Amina MEIRASBEK (DotAsia Team) Evin ERDOGDU (DotAsia Team)

No.	Action Items:	Owner	Remarks
G2025.09.A01	Revise the Board Code & Consensus Processes (BGC-006) based on discussions.	Edmon CHUNG	In progress.
G2025.09.A02	Organize time for in-depth discussion of the Observer definition and related matters at the next Board F2F meeting.	Edmon CHUNG	Included in F2F Board Meeting agenda.
G2025.08.A02	Draft email from the Board Chair to the current Election Committee (EC) and Nominations Committee (NomCom) members, inquiring about their interest in continuing to serve for another year.	Edmon CHUNG	Completed.

Discussions:

1. Roll Call

1.1. Satish BABU chaired the BGC meeting on Sep 26, 2025.

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 27, 2025)

2.1. Draft 1 of BGC Aug 27, 2025 meeting minutes and action items were presented.

2.2. BGC meeting minutes Aug 27, 2025 were adopted.

3. Review of BGC-006: Board Code & Consensus Process

3.1. An updated draft of the Board Code & Consensus Process (BGC-006) was circulated and presented. It was highlighted that a new section on Board Observers was added, providing a definition of their roles and responsibilities.

3.1.1. A query was raised regarding sanctioning mechanisms, specifically whether an organization rather than an individual may be targetted, and if this poses risks to DotAsia's operations. It was clarified that usually banks do not provide the reason for additional "know your customer" (KYC) inquiries, so the distinction may not be clear, and that based on DotAsia's prior experience, the banks would hint at certain individuals they may be concerned about.

3.1.2. The question of whether Observer status applies to specific agenda items or entire meetings was discussed. It was understood that Observer status is applied over a period of time until the associated risk is mitigated or resolved.

3.1.3. The question of reinstatement of an Observer to a director, and related issues associated with triggering events was discussed. It was noted that the mechanism for the Board to reappoint a director may need to be further studied in consideration of the DotAsia Articles.

3.1.4. A further question on the legal process of appointing a Board member to Observer status, including whether this can be done rapidly upon a trigger event was raised. It was noted that the process would involve essentially a self-resignation by the Director affected and the submission of a corresponding form to the Companies Registry.

3.1.5. It was proposed to explicitly include and define the triggering events for the appointment to an Observer status and reappointment as a director in the document, as well as to explain the expected resignation process in the document.

3.2. A query was made regarding the comparison of Observers with liaisons in the document. It was noted that liaisons are often appointed for the duration of their term on the Board, and not determined by the Board, which differs from the current consideration where it is triggered by an event. It was proposed that explicit comparison with ICANN Board Liaison roles be avoided or deemphasized.

3.3. The question of when and how trigger events are identified was further discussed.

3.3.1. It was noted that the banks likely monitor geopolitical situations as it relates to directors listed for an account, which may trigger KYC inquiries about specific individuals.

3.3.2. It was further noted that the Board should not be required to monitor the sanctioning situations, but rather to take action when the inquiries from banks indicate risk of account closure.

3.3.3. There was understanding that the Board will need to consider the risks without explicit and detailed information from the banks, and that the appointment of Observer status should be a decision by the Board.

3.3.4. The case where known risks had been identified for a candidate in a Board Elections was raised.

3.4. The DotAsia team will update the draft BGC-006 document based on the discussions so far. (G2025.09.A01)

3.5. A question was raised on whether any Board resolutions made with an affected Director before s/he is appointed as an Observer would be affected. It was noted that based on prior legal advice obtained, any prior actions taken by a Director serving on the Board remain valid even if the person is later found to not have been seated properly.

3.6. A query was raised regarding whether election candidates should be informed about the potential implementation of Observer status in sanction cases. It was noted that the inclusion of the process in both the BEP and BGC-006 is therefore important.

3.7. The complexity of the situation was acknowledged, and it was agreed that the topic of Board Observers should be discussed in detail at the upcoming Face-to-Face meeting. (G2025.09.A02)

4. Board Elections 2026 (BGC-004 & Seating of EC & NomCom)

4.1. It was reported that the Board Elections 2026 page is live, and that the draft BEP and Notice of Board Elections 2026, with changes discussed at the full Board meeting on Sep 19, had been circulated to Members for their feedback.

4.2. A draft email was prepared for the Board Chair to invite the current Election Committee (EC) and Nominations Committee (NomCom) members to continue serving for another term.

5. Update on Namesphere Matters

Updates on .WEBinChinese were presented.

6. Preparations for Board Face-to-Face (F2F) Meeting

6.1. The updated draft Board F2F Meeting agenda was presented.

6.2. It was noted that a venue for the Board F2F Meeting has been selected and booked for Dublin.