

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	Mar 4, 2026 (Wed) 12:30 PM – 13:35 PM (HKT)
Location:	DotAsia Zoom Meeting Room: <a href="http://aji.asia/zoomboardgov">http://aji.asia/zoomboardgov</a>
Attendees:	Akinori MAEMURA Kevin MEYNELL Edmon CHUNG Maureen HILYARD Try THY Jo-Fan YU  Amina MEIRASBEK (DotAsia Team)

No.	Action Items:	Owner	Remarks
G2026.03.A01	Prepare a proposal to the full Board to formally deprecate BGC-005.	Edmon CHUNG	In progress. To be presented at next full Board Meeting
G2026.03.A02	Bring discussion of review of BGC-001 and establishment of separate charter documents to respective Board Committees.	BoardSec	In progress.

**Discussions:**

**1. BGC Chair 2026**

- 1.1. Maureen HILYARD nominated Jo-Fan YU as BGC Chair for 2026. The nomination was seconded by Kevin MEYNELL, and accepted by Jo-Fan.
- 1.2. No objections or abstentions were recorded. Jo-Fan continued to Chair the BGC meeting.

**2. Roll Call**

Roll call. Those present for all or part of the meeting are included in the Attendees section.

**3. Adoption of last BGC Meeting minutes (Jan 14, 2026)**

- 3.1. Draft 1 of BGC meeting minutes Jan 14, 2026 and action items were presented.
- 3.2. BGC meeting minutes Jan 14, 2026 were adopted.

#### 4. Board Elections 2026 Review

- 4.1. An update on Board Elections 2026 was provided, focusing on issues and suggestions raised by the Elections Committee (EC) and Nomination Committee (NomCom).
  - 4.1.1. It was noted that the EC suggestion for making the registered voters list more prominent can be achieved by including it directly on the Board Elections page rather than within the FAQ area.
  - 4.1.2. There was discussion about contacts from the Member organizations included in the voters list. The background on the legal advice and privacy considerations, as well as the annual process to confirm from Members the listing was explained.
  - 4.1.3. A suggestion was raised to provide generic contact information for Member organizations. It was agreed for the team to explore obtaining public contact information for Member organizations to be included in the Members list on the DotAsia website.
- 4.2. Two areas for potential updates to the Board Elections Procedures (BEP: BGC-004) were highlighted: (a) Adding an illustrative example to clarify how votes are counted where geographic diversity requirements apply; and, (b) Adding a paragraph describing a pre-nomination “call for expressions of interest” that could feed into both NomCom appointments and geographic-diversity gap-filling.
- 4.3. A broader question was raised on whether the overall election procedures, while robust, may have become overly complex and whether some simplification would now be appropriate given that earlier challenges have been stabilized.
  - 4.3.1. Committee members expressed general support for simplification, while cautioning that key safeguards should be preserved and that unintended consequences be carefully considered.
  - 4.3.2. There was discussion about whether it may be possible to combine the EC and NomCom. The initial view expressed was that proper checks-and-balances needs to be carefully considered. It was agreed that further analysis on the matter may be needed.
  - 4.3.3. The possibility of the DotAsia team resuming the role of the election administrator was raised. Several members of the BGC emphasized the importance of maintaining a visibly independent role overseeing the process. There was a general sense that both the independent Scrutineer as well as the third party election administrator roles remain useful safeguards from an optics and trust perspective and should be retained.
- 4.4. It was agreed that DotAsia will further review the respective roles of the EC and NomCom as well as incorporate the recommendations and bring proposed changes to the BGC for discussion at the beginning of the usual procedures update cycle in the middle of the year. (G2026.03.A02)
- 4.5. A question was raised on the formal process for amending the Board Elections Procedures. It was confirmed that BGC drafts proposed changes, which are then circulated to Members for feedback prior to finalization and approval by the Board.

**5. Review of BGC-005: Appointment of Board Directors to Subsidiaries and Relevant Entities**

- 5.1. The background on the development of BGC-005 was presented. It was noted that the most complicated use case for BGC-005 had been the appointment of directors to Namesphere due to the ongoing dispute along with the governance challenges on the Board at the time, and that the situation has now been stabilized.
- 5.2. It was further noted that, once Namesphere is fully resolved, DotKids Foundation is expected to be the only subsidiary where Board Directors will be appointed to, and that its structure and operations are relatively straightforward comparatively.
- 5.3. A question was raised regarding DotAsia Organisation and DotAsia Foundation. It was clarified that, under the existing Board Elections Procedures, all elected Board directors serve as directors for both DotAsia Organisation Ltd. and DotAsia Foundation Ltd., resulting in a complete overlap of directors for those entities.
- 5.4. There was agreement among the BGC to recommend to the full Board to deprecate BGC-005, and that future appointments of Directors to subsidiaries or related entities be decided by the Board on a case-by-case basis, with fiduciary duties considerations in the BGC-005 retained as future background reference. (G2026.03.A03)

**6. Board Committee Charters**

- 6.1. The Committee discussed whether separate charters are needed for each Board committee (BGC, BFC, BCC), following a suggestion raised at the last Board Finance Committee (BFC) meeting.
  - 6.1.1. It was recalled that the DotAsia Board Governance Framework (BGC-001) already includes sections describing the responsibilities of each committee and has, in practice, functioned as a de-facto charter.
  - 6.1.2. It was noted that BGC-001 has not been substantively reviewed for approximately five years, and that since 2021 DotAsia has undergone significant developments, making this a timely moment to revisit the framework.
- 6.2. Initial views were expressed favoring simplicity and having responsibilities for all committees documented in one consolidated framework rather than creating multiple separate charter documents, provided the current text is updated as needed.
  - 6.2.1. It was reported that BFC discussions had focused particularly on clarifying the extent of BFC's role in the audit process, and that the current wording in BGC-001 is relatively brief on this point.
  - 6.2.2. A suggestion was made that each committee should review its section of BGC-001 to confirm that listed responsibilities remain valid, to identify any additions or deletions, and, where necessary, to propose clarifications or enhancements.
  - 6.2.3. It was further suggested that BFC should be invited to provide a more concrete proposal or description of the additional audit-related responsibilities it envisages, so that any changes can be appropriately reflected either within BGC-001 or, if truly necessary, in a separate BFC charter.

- 6.3. It was agreed that the matter will be brought to the Board Committees for their review. (G2026.03.A02)

**7. AOB**

- 7.1. A brief update was provided on DotAsia's response to the Next Round of New gTLDs. It was reported that DotAsia had been supporting applicants in responding to ICANN inquiries about the ASP applications.
- 7.2. A brief update on the Strategic Plan 2024-2027 progress was reported and it was noted that it is now a little over the halfway mark of the plan period.
  - 7.2.1. There was general agreement that no adjustments to the 2024-2027 plan is required at this time.
  - 7.2.2. Discussion on the next Strategic Plan cycle was raised. It was explained that the current plan evolved from annual "strategic direction" discussions at Board F2F meetings and was then developed more fully through the BCC, with contributions and review from BFC and BGC before adoption by the full Board
  - 7.2.3. It was suggested that, going forward, a more defined process and timeline be developed. It was noted that the matter will be brought to the BCC for preliminary discussion and brought back to the full Board and Board Committees for further development.