

## DotAsia Board Meeting Minutes

<b>Date(s) &amp; Time:</b>	19 June, 2019 (Wednesday) 16:00 – 17:30 HKT
<b>Location:</b>	DotAsia Zoom Meeting Room
<b>Attendees:</b>	<p>Atsushi ENDO Maureen HILYARD THAM Yiu Kwok LIM Choon Sai Satish BABU Lianna GALSTYAN Edmon CHUNG Rebecca CHAN (DotAsia Team) Kelvin TRUONG (DotAsia Team) Christine OR (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Absent: Tommy MATSUMOTO (had technical problems joining conference) Alireza SALEH Joel DISINI</p>

No.	Action Items:	Owner	Remarks
2019.05.A03	Develop analysis and report on investment in Namesphere (including exploring options of divesting) as well as pathway towards becoming a self-sustaining and operationally separate entity (from DotAsia)	Edmon CHUNG	To be prepared before next F2F board meeting
2019.05.A04	Set timeline and scope of exchange of documents for the Mediation	Namesphere Stakeholders	
2019.05.A05	Collect and post Statements of Interests (SOIs) from Board Members on DotAsia website	Board Sec	
2019.05.A07	Provide the cost for holding Face to Face board meeting	Edmon CHUNG	
2019.06.A01	<p>ICBC Clarifications:</p> <ul style="list-style-type: none"> <li>Online Banking Username - if chair of meeting Mr. Atsushi ENDO can sign the bank resolution form</li> <li>Process handling if board member or role changes</li> </ul>	Rebecca CHAN	Complete
2019.06.A02	Meet with Dr. THAM to review particular travel expense report and supporting document.	Rebecca CHAN	Complete
2019.06.A03	Creation of the Board Committee mailing lists	Edmon CHUNG	Complete
2019.06.A04	Confirm October 16-17, 2019 for next F2F Board Meeting with absent board members	Board Sec	Ongoing
2019.06.A05	Proceed with continuing support for the development of the .KIDS community gTLD application	Edmon CHUNG	

#	Resolutions / Decisions:
2019.06.001	<p>Board Meeting Minutes of May 24-25, 2019</p> <p>1) Approval of Board meeting minutes of May 24-25, 2019.</p>

#	Resolutions / Decisions:
2019.06.002	<p>Resolved unanimously with abstention from Dr. THAM Yiu Kwok.</p> <p>Resolution to change Online Banking Username</p> <ol style="list-style-type: none"> <li>1) Upon confirmation from ICBC that Atsushi ENDO as Chair of Meeting is authorized to sign resolution form, Atsushi ENDO will sign form on July 1, 2019, followed by signatures from Edmon CHUNG and Dr. THAM Yiu Kwok as Directors.</li> </ol> <p>Resolved unanimously to update ICBC online banking information upon clarification from ICBC.</p>
2019.06.003	<p>New ICBC Bank Account Opening for DotAsia Foundation</p> <ol style="list-style-type: none"> <li>1) Open a general account for DotAsia Foundation.</li> <li>2) Signatories for DotAsia Foundation account will be Dr. THAM Yiu Kwok and Mr. Edmon CHUNG.</li> <li>3) Signing instructions to follow DotAsia Organisation bank account.</li> </ol> <p>Resolved unanimously to open a bank account for DotAsia Foundation.</p>
2019.06.004	<p>Consolidated DotAsia Audit Report 2018</p> <ol style="list-style-type: none"> <li>1) Confirmed the auditor made editorial updates with no substantial changes to the Draft Consolidated DotAsia Audit Report presented at the Board meeting in May 2019.</li> <li>2) Confirmed that a quorum and majority of 6 board members have expressed their approval of the audit report via email.</li> </ol> <p>Ratified, that the Consolidated DotAsia Audit Report 2018 is accepted.</p>
2019.06.005	<p>Establishment of DotAsia Board Subcommittees initial members</p> <ol style="list-style-type: none"> <li>1) DotAsia Board Governance Committee <ul style="list-style-type: none"> <li>• Chair: Ms. Maureen HILYARD</li> <li>• Members: <ul style="list-style-type: none"> <li>• Mr. Atsushi ENDO</li> <li>• Ms. Lianna GALSTYAN</li> <li>• Mr. Tommy MATSUMOTO</li> <li>• Mr. Edmon CHUNG (ex officio)</li> </ul> </li> </ul> </li> <li>2) DotAsia Board Finance Committee <ul style="list-style-type: none"> <li>• Chair: Vacant</li> <li>• Members: <ul style="list-style-type: none"> <li>• Mr. Atsushi ENDO</li> <li>• Mr. Satish BABU</li> <li>• Mr. LIM Choon Sai</li> <li>• Mr. Edmon CHUNG (ex officio)</li> </ul> </li> </ul> </li> <li>3) DotAsia Board Community Projects Committee <ul style="list-style-type: none"> <li>• Chair: Mr. Satish BABU</li> <li>• Members: <ul style="list-style-type: none"> <li>• Ms. Lianna GALSTYAN</li> <li>• Mr. Tommy MATSUMOTO</li> </ul> </li> </ul> </li> </ol>

#	Resolutions / Decisions:
	<ul style="list-style-type: none"> <li>• Mr. Edmon CHUNG (ex officio)</li> </ul> <p>4) DotAsia Board Executive Committee</p> <ul style="list-style-type: none"> <li>• Leader: Mr. Atsushi ENDO</li> <li>• Members: <ul style="list-style-type: none"> <li>• Mr. Satish BABU</li> <li>• Ms. Maureen HILYARD</li> <li>• (Finance Committee Chair when appointed)</li> <li>• Mr. Edmon CHUNG (ex officio)</li> </ul> </li> </ul> <p>Motioned by Ms. Maureen HILYARD Seconded by Mr. Satish BABU</p> <p>Resolved unanimously, create subcommittees with initial members defined, other members can join afterwards.</p>
2019.06.006	<p>Moving forward with .KIDS community new gTLD application</p> <p>Resolved unanimously that DotAsia will continue to support DotKids Foundation's .KIDS community new gTLD application directly.</p>

## Discussions:

1. Roll Call
  - 1.1. Mr. Atsushi ENDO continues to be Chair of board meeting until elections process is developed by the Board Governance Committee.
  - 1.2. Roll call. Those present for all or part of the meeting are included in the Attendee section.
2. Updates of Statement Of Interest (SOI)
  - 2.1. Edmon will develop a template for SOI based on the ICANN GNSO template.
  - 2.2. All board members to provide their SOI information using the defined template.
3. Approval of Board Meeting Minutes (May 24-25, 2019)
4. Action Items from May 24-25, 2019 Board Meeting
  - 4.1. Edmon provided brief updates on previous board meeting action items.
5. Resolution form for updating user information for ICBC online banking
  - 5.1. Rebecca explained that Dr. THAM Yiu Kwok had requested to change his user name and contact number for the ICBC bank accounts.
  - 5.2. Discussions indicated preference to preserve the current Chairmanship for the DotAsia Board in the resolution form, and include both current signatories (Mr. Edmon CHUNG and Dr. THAM Yiu Kwok) as other directors in the form, i.e. including 3 signatures on the

- form.
- 5.3. Rebecca to seek clarifications from ICBC to:
    - 5.3.1. Confirm if Atsushi ENDO as the Chair of board meeting can sign the ICBC form as the Chairman of DotAsia even when he is not an original bank signatory.
    - 5.3.2. Where such arrangement is acceptable, Atsushi will sign the form on July 1, 2019, followed by signatures from Edmon and Dr. Tham as Directors.
  - 5.4. Agreed to update ICBC online banking information upon clarification from ICBC.
6. Opening of DotAsia Foundation bank account at ICBC
- 6.1. The need for setting up a new account for DotAsia Foundation was discussed.
  - 6.2. Rebecca explained that opening of new charitable organization bank account may take upwards of 6 months.
  - 6.3. There was agreement to move forward to open the DotAsia Foundation bank account with Mr. Edmon CHUNG and Dr. THAM Yiu Kwok appointed as signatories and signing instruction following DotAsia Organisation's existing bank account.
7. Opening of Namesphere bank account
- 7.1. The opening of a new Namesphere bank account was discussed.
  - 7.2. Given that the details, including signatories and signing instructions form part of the contention that would be considered in the anticipated mediation of Namesphere Matters, it is agreed that opening of a Namesphere bank account should be discussed after mediation.
8. Confirmation of Consolidated DotAsia Audit Report
- 8.1. Rebecca explained that the auditors (RSM) made editorial updates with no substantial changes to the consolidated DotAsia consolidated audit report.
  - 8.2. It is noted that a quorum and majority of 6 board members have already expressed approval of the draft audit report via email.
  - 8.3. There is agreement to ratify the approval and confirmation of the updated Consolidated DotAsia Audit Report 2018.
9. Establishment of DotAsia Board Committees
- 9.1. Maureen presented on Board Governance and Board Committee Objectives.
    - 9.1.1. Board Officer & Subcommittee Chair Roles and Responsibilities
    - 9.1.2. Board of Director's Roles and Responsibilities
    - 9.1.3. DotAsia Organisation Roles and Responsibilities
    - 9.1.4. DotAsia Advisory Council Roles and Responsibilities
    - 9.1.5. Objects of the DotAsia Organisation and Policy Actions
  - 9.2. It is suggested that Edmon as the CEO, ex officio, to the board should be included on all committees.

- 9.3. Edmon explained that this is different from the discussion at the May 2019 board meeting.
  - 9.4. It is agreed that Edmon will be included in all Board Committees and may be requested to recuse himself as required based on particular issues discussed by the Committee.
  - 9.5. Agreed that all the 3 Board Committees be seated with board members who have signed up to them via email.
  - 9.6. In addition to the Board Committees, it is agreed that a Board Executive Committee be formed consisting of the Board Chair, Chairs of the respective Board Committees and the CEO as the ex officio.
10. Financial documents request
- 10.1. Dr. Tham made a request for Edmon to provide soft copies of the expense reports and supporting documents requested earlier, staff cost allocation details to DotAsia Foundation and reminded that Joel had previously requested for the cash position of Namesphere.
  - 10.2. Dr. Tham further requested the soft copies of the expense reports and supporting documents requested earlier be made available to all board members for inspection.
  - 10.3. It is discussed and agreed that the matters will be considered by the Board Finance Committee upon its formation.
11. Schedule of F2F Board Meeting in October 2019
- 11.1. Edmon explained that the ICANN event in Hong Kong is being moved to December 2019 and therefore may no longer be useful to consider having the DotAsia Board meeting adjacent to it.
  - 11.2. There is agreement that October would be more ideal given that the DotAsia AGM and corresponding face-to-face meeting will be held in February 2020.
  - 11.3. Tentative Date is set for: Oct 16-17, 2019 (Wed, Thu) based on the best availability of board members present.
  - 11.4. Edmon to circulate tentative date for confirmation from board members.
12. .KIDS Foundation
- 12.1. There is indication that other competing applicants for the .KIDS (and .KID) may withdraw their application.
  - 12.2. DotAsia will continue to support the .KIDS application directly.
  - 12.3. DotAsia will support the development and launch of .KIDS as a custodian of the DotKids Foundation until the DotKids Foundation is fully formed as a not-for-profit Children's Rights and Welfare community can operate and coordinate the .KIDS registry.
  - 12.4. Thereupon DotAsia will remain a member of DotKids Foundation and remain a supplier/service provider for .KIDS were appropriate.

13. Travel Schedule of CEO

13.1. Edmon provided an update to recent changes in travel plans.

14. Next Board Meeting Schedule

14.1. July 31, 2019 8:00 (UTC) in DotAsia Zoom Meeting Room