

## DotAsia Board Meeting Minutes

<b>Date(s) &amp; Time:</b>	31 Jul, 2019 (Wednesday) 16:00 – 17:30
<b>Location:</b>	Zoom Meeting Room
<b>Attendees:</b>	<p>Atsushi ENDO Edmon CHUNG LIM Choon Sai Maureen HILYARD Satish BABU Tommy MATSUMOTO Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Apologies Lianna GALSTYAN</p> <p>Absent: Alireza SALEH Joel DISINI THAM Yiu Kwok</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)	Mr. 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	Ongoing
2019.05.A05	Collect and post Statements of Interests (SOIs) from Board Members on DotAsia website	Board Sec	Ongoing
2019.05.A07	Provide the cost for holding Face to Face board meeting	Mr. Edmon CHUNG	
2019.06.A04	Confirm October 16-17, 2019 for next F2F Board Meeting with absent board members	Board Sec	Complete
2019.07.A01	Upload last Board Meeting Minutes of Jun 19, 2019 to DotAsia website	Board Sec	Complete

#	Resolutions / Decisions:
2019.07.001	Board Meeting Minutes of Jun 19, 2019  1) Approval of Board meeting minutes of Jun19, 2019.  Resolved unanimously
2019.07.002	Approval of Individual Audit Reports for Subsidiaries/Related Companies  1) DotAsia Foundation (2018), DotKids Foundation (2016,2017,2018), Namesphere & related companies DotBox Ltd (2018), Global Website & TLD, Namesphere (2016,2017,2018)  2) There being no further comments and noting that Maureen HILYARD, Lianna GALSTYAN and Tommy MATSUMOTO already expressed approval in email  Approved unanimously
2019.07.003	Confirmation on the deregistration of certain related entities, including NS1 Limited, GTLD Limited, NS2 Limited and ATIC ASIA Limited  1) There being no liabilities and assets under the above companies to 3rd parties.  Confirmed unanimously on the deregistration of above subsidiary companies
2019.07.004	Resolved unanimously to seek legal advice in response to the DotPH Letter (Received July 23, 2019)

## Discussions:

1. Roll Call
  - 1.1. Mr. Atsushi ENDO appointed to be Chair of board meeting, initiated by Maureen, seconded by Satish.
  - 1.2. Roll call. Those present for all or part of the meeting are included in the Attendee section.
2. Review / Amend Agenda
  - 2.1. Add listed correspondence under Administrative section for next board meeting.
3. Updates of SOI (Statement of Interest)
  - 3.1. Still pending reply from Joel and Dr. Tham up to Jul 31, 2019.
4. Action Items from May 24-25, 2019 Board Meeting
  - 4.1. Edmon provided brief updates on previous board meeting action items.

5. Approval of last Board Meeting Minutes (June 19)
  - 5.1. Comments from Atsushi and Dr. Tham were received through email.
  - 5.2. Maureen expressed agreement with Atsushi's comment on 10.2 (now 10.3).
  
6. Schedule of F2F Board Meeting in October
  - 6.1. Tentative Oct 16 – 17, still waiting reply from Joel, Dr. Tham
  - 6.2. Tentative travel plan is: arrival on Oct 15 evening and departure on Oct 17 evening or 18.
  - 6.3. Choon Sai will only be able to partially join remotely during Oct 16 – 17.
  - 6.4. Atsushi suggest to confirm the date since more than 6 members could join.
  - 6.5. Confirmation of May Meeting agreement that Election for vacant board seat will be held in next AGM, it will be still 10 board members + 1 vacant in Oct.
  - 6.6. Confirmation of F2F Board Meeting date to be conducted via a doodle poll for the 2 proposed days.
  
7. Approval of Individual Audit Reports for Subsidiaries/Related Companies
  - 7.1. DotAsia Foundation (2018), DotKids Foundation (2016,2017,2018), Namesphere & related companies DotBox Ltd (2018), Global Website & TLD, Namesphere (2016,2017,2018).
  - 7.2. Since DotAsia is currently the 100% shareholder for all the above listed companies, therefore DotAsia board approval for all audit reports is appropriate.
  - 7.3. Satish and Maureen expressed that they have no further questions or comments.
  - 7.4. Rebecca noted that Lianna and Tommy had already expressed their acceptance via email.
  
8. Confirmation on the deregistration of certain related entities
  - 8.1. NS1 Limited: previously used for .Box application, no longer needed.
  - 8.2. GTLD Limited: previously used for .INC application, no longer needed.
  - 8.3. NS2 Limited: previously considered for an ICANN Accredited Registrar, no longer in the plan.
  - 8.4. ATIC ASIA Limited: previously used to submit the joint TMCH (Trademark Clearing House) proposal to ICANN with KNET and other Asian Internet community partners, since we did not win the bid, the entity is no longer needed.
  - 8.5. There are no known liabilities and assets under the above companies to third parties.
  - 8.6. DotAsia had incurred generally annual costs for maintaining the companies above (BR renewal, audit reports) since it was no longer actively utilized for its intended purpose, Rebecca will provide any final costs of the deregistration process (after it is complete).
  
9. Response to DotPH Letter

- 9.1. Board Executive committee may need to consider the letter from DotPH (by Peter Dengate Thrush), received on July 23, 2019, with care and draft appropriate response.
  - 9.2. Edmon explained his understanding that the intentions and process towards mediation are still on. The current delays are caused by the requested audit of the financial transactions of Namesphere and clarification questions thereof.
  - 9.3. It was noted that Joel have not signed the confidentiality agreement for the mediation nor the mediation agreement yet. Both of which are to be followed up with the appointed mediator.
  - 9.4. It was agreed that legal advice is needed from lawyer to decide whether and how to reply to the letter.
  - 9.5. It was further agreed that given Joel's conflict of interest, the discussions with lawyers regarding the issue should go through within the Board Executive Community Committee first, before reporting to the board as a whole.
10. Board Committees Updates
- 10.1. Board Executive Communication Committee (Exco)
    - 10.1.1. No updates from Exco.
  - 10.2. Board Governance Committee (BGC)
    - 10.2.1. BGC will develop election process for meeting chair by email exchange.
  - 10.3. Board Finance Committee (BFC)
    - 10.3.1. Atsushi shared updates since there is no elected chair for now.
    - 10.3.2. BFC reviewed audit reports of subsidiary companies (previous agenda item).
    - 10.3.3. BFC considered Dr. Tham requested on providing copies of expense reports with supporting documents via email. The BFC expressed concerns with the request and has replied to Dr. Tham by email.
    - 10.3.4. The BFC will further discuss its role and advise on Standard Operating Procedures (SOP) to DotAsia on procurement and financial controls appropriate.
  - 10.4. Board Community Projects Committee (BCC)
    - 10.4.1. BCC first meeting was held on Jul 26.
    - 10.4.2. BCC will prioritize and develop an active list of the community projects.
    - 10.4.3. BCC will govern DotAsia projects by (i) prioritize projects (ii) gather information on the need and the utility of the projects (iii) evaluate

performance of the projects (iv) review cost and lost in the projects including the cost activities, indicate partially or fully cost to DotAsia.

11. Registry Operations & Community Development Updates

- 11.1. Edmon provided update on the .Asia Registry Operations (Monthly Scorecard) and .Asia Market Development activities.
- 11.2. Edmon explained that since other competing applicants (Google and Amazon) have now withdrawn their application for .KIDS, DotAsia will shortly be in a position to move forward with .KIDS and will work actively with the Children's Rights and Welfare community on the initiative.
- 11.3. Edmon also reported on other Community Development activities, including Maureen's report from APriGF 2019 in Vladivostok.
- 11.4. It is agreed that marketing activities as discussed are the responsibility of the CEO and staff, but the BFC should know how much is required for budget considerations and such that allocations can meet requirements across the different responsibilities of the DotAsia Board and the Organisation.

12. Financial Updates

- 12.1. Rebecca presented the updated cash flow statement and projections which had been sent to the Board via email.
- 12.2. A request for financial materials, as a future usual practice, to be sent 1-2 days prior to the board meeting for BFC review before it being shared to board members was discussed and agreed on.

13. AOB

- 13.1. Travel Schedule of CEO
  - 13.1.1. Edmon provided updates to recent changes in travel plans.
- 13.2. Progress on Mediation Session
  - 13.2.1. Discussed in previous agenda (on DotPH Letter)

14. Next Board Meeting Schedule

- 14.1. Aug 28, 2019 at 8:00 (UTC) in DotAsia Zoom Meeting Room